



**Annexure**

Particulars	Remarks
Date of the AGM	29 <sup>th</sup> July, 2015
Total number of shareholders on record date :	10349
No. of shareholders present in the meeting either in person or through proxy:	57
1) Promoters and Promoter Group:	13
2) Public:	44
No. of Shareholders attended the meeting through Video Conferencing	NIL
1) Promoters and Promoter Group:	
2) Public:	

The details of business transacted at the Annual General Meeting are herein below:

**Agenda**

- Adoption of Audited Financial Statements (standalone and consolidated) together with Directors' Report and Auditors' Report thereon for the year ended March 31, 2015.**

**Resolution Required:** Ordinary

**Mode of Voting:** E-voting & Poll

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	23442567	15809988	67.44	15809988	0	100.00	0.00
Public - Institutional holders	1500	0	0.00	0	0	0	0.00
Public - Others	5271816	41712	0.79	41712	0	100.00	0.00
<b>Grand Total</b>	28715883	15851700	55.20	15851700	0	100.00	0.00





2. Re-appointment of Mr. George Verghese, as a Director who retires by rotation.

Resolution Required: Ordinary  
Mode of Voting: E-voting & Poll

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	23442567	15809988	67.44	15809988	0	100.00	0.00
Public - Institutional holders	1500	0	0.00	0	0	0	0.00
Public - Others	5271816	41712	0.79	41712	0	100.00	0.00
<b>Grand Total</b>	28715883	15851700	55.20	15851700	0	100.00	0.00

3. Re-appointment of M/s V. Sankar Aiyar & Co. as Statutory Auditor.

Resolution Required: Ordinary  
Mode of Voting: E-voting & Poll

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	23442567	15809988	67.44	15809988	0	100.00	0.00
Public - Institutional holders	1500	0	0.00	0	0	0.00	0.00





Public - Others	5271816	41712	0.79	41712	0	100.00	0.00
<b>Grand Total</b>	28715883	15851700	55.20	15851700	0	100.00	0.00

**4. Approval of cost Auditors' Remuneration.**

**Resolution Required:** Ordinary  
**Mode of Voting:** E-voting & Poll

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	23442567	15809988	67.44	15809988	0	100.00	0.00
Public - Institutional holders	1500	0	0.00	0	0	0.00	0.00
Public - Others	5271816	41712	0.79	41712	0	100.00	0.00
<b>Grand Total</b>	28715883	15851700	55.20	15851700	0	100.00	0.00

**5. Appointment of Mrs. Sheela Bhogilal as Director of the Company.**

**Resolution Required:** Ordinary  
**Mode of Voting:** E-voting & Poll

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and	23442567	0	0.00	0	0	0.00	0.00





Promoter Group							
Public - Institutional holders	1500	0	0.00	0	0	0.00	0.00
Public - Others	5271816	41712	0.79	41712	0	100.00	0.00
<b>Grand Total</b>	28715883	41712	0.15	41712	0	100.00	0.00

6. Approval for payment of remuneration to Mr. Nirmal Bhogilal, Chairman & Managing Director of the Company for the period of 3 years i.e. with effect April 1, 2015 to March 31, 2018.

**Resolution Required:** Special  
**Mode of Voting:** E-voting & Poll

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	23442567	0	0.00	0	0	0.00	0.00
Public - Institutional holders	1500	0	0.00	0	0	0.00	0.00
Public - Others	5271816	41712	0.79	41712	0	100.00	0.00
<b>Grand Total</b>	28715883	41712	0.15	41712	0	100.00	0.00

7. Approval for re-appointment of Mr. Nirmal Bhogilal as the Chairman and Managing Director of the Company for five years with effect from April 1, 2016.

**Resolution Required:** Special  
**Mode of Voting:** E-voting & Poll





Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	23442567	0	0.00	0	0	0.00	0.00
Public - Institutional holders	1500	0	0.00	0	0	0.00	0.00
Public - Others	5271816	41712	0.79	41712	0	100.00	0.00
<b>Grand Total</b>	28715883	41712	0.15	41712	0	100.00	0.00

**8. Increase in borrowing powers of the Company pursuant to the Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013.**

**Resolution Required:** Special  
**Mode of Voting:** E-voting & Poll

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	23442567	15809988	67.44	15809988	0	100.00	0.00
Public - Institutional holders	1500	0	0	0	0	0	0
Public - Others	5271816	41712	0.79	41712	0	100.00	0.00
<b>Grand Total</b>	28715883	15851700	55.20	15851700	0	100.00	0.00





9. Approval for payment of remuneration to Mr. Kabir Bhogilal, Vice-President Corporate Affairs of the Company pursuant to Section 188 of the Companies Act, 2013.

Resolution Required: Special.  
Mode of Voting: E-voting & Poll

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	23442567	0	0.00	0	0	0.00	0.00
Public - Institutional holders	1500	0	0.00	0	0	0.00	0.00
Public - Others	5271816	41712	0.79	41712	0	100.00	0.00
<b>Grand Total</b>	28715883	41712	0.15	41712	0	100.00	0.00

For Batliboi Ltd

  
Anand Sharma  
Company Secretary



**FORM No. MGT-13**  
**Report of Scrutinizer**

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To,  
The Chairman,  
Annual General Meeting of the Members  
Of Batliboi Limited held on 29<sup>th</sup> July, 2015 at 2.30 p.m.  
At Walchand Hirachand Hall, 4<sup>th</sup> Floor, Indian Merchant Chamber,  
Churchgate, Mumbai- 400020, Maharashtra.

Dear Sir,

I, Ashish C. Bhatt, Proprietor of Ashish Bhatt & Associates, Company Secretaries having its office at 227, Devashree Commercial Complex, Majiwada, Thane (W) 400601 have been appointed as Scrutinizer for the purpose of remote e-voting as well as the voting to be conducted at the Annual General Meeting of the Members of Batliboi Limited held on 29<sup>th</sup> July, 2015 at Walchand Hirachand Hall, 4<sup>th</sup> Floor, Indian Merchant Chamber, Churchgate, Mumbai- 400020, Maharashtra.

We submit our report as under:

1. The remote e-voting period remained open from 26<sup>th</sup> July, 2015 (09.00 a.m.) to 28<sup>th</sup> July, 2015 (5.00 p.m.) both days inclusive.
2. The shareholders holding shares as on the "cut off" date 23<sup>rd</sup> July, 2015 were entitled to vote on the proposed resolutions.
3. The votes were unblocked in the presence of two witnesses Ms. Mansi Jani, residing at A/1, 407, Shruti Park, Dhokali naka, Kolshet Road, Thane (West)-400607 and Ms. Akanksha Kamble, residing at A/5, 303, Shruti Garden, Manorama Nagar, Dhokali Naka, Thane (West)-400607 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Mansi Jani

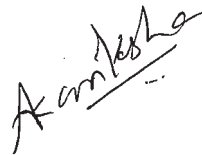


Name: Akanksha Kamble

4. Thereafter the details containing, inter alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited ([www.evotingindia.com](http://www.evotingindia.com)). Annexure A
5. At the Annual General Meeting after the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
6. The locked ballot box was subsequently opened in my presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the M/S Datamatics Financial Services Limited, Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
7. The ballot Box was opened in the presence of Ms. Mansi Jani, residing at A/1, 407, Shruti Park. Dhokali naka, Kolshet Road, Thane (West)-400607 and Ms. Akanksha Kamble, residing at A/5, 303, Shruti Garden, Manorama Nagar, Dhokali Naka, Thane (West)-400607 as witnesses after the voting process was over.



Ms. Mansi Jani



Ms. Akanksha Kamble

8. I found NIL ballot paper invalid.
9. The consolidated results of remote e-voting as well as of the Ballot held at the aforesaid Annual General Meeting are as under:





**(a) Resolution 1 - Adoption of the Audited Financial Statements of the Company together with Directors' Report and also Auditors' Report for the year ended March 31, 2015**

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	03	220	100%
Ballot	25	15851480	100%
Total	28	15851700	100%

(ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Ballot	0	0	0
Total	0	0	0

(iii) Invalid votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	NA
Ballot	0	NA

**(b) Resolution 2 - Re-appointment of Mr. George Verghese as a Director, who retires by rotation**

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	03	220	100%
Ballot	25	15851480	100%
Total	28	15851700	100%

(ii) Voted **against** the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Ballot	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) **Invalid** votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	NA
Ballot	0	NA

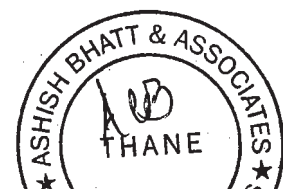
**(c) Resolution 3 - Re-Appointment of M/s V. Sankar Aiyar & Co., Chartered Accountants, as Auditor of the company from the conclusion of 71<sup>th</sup> AGM till the conclusion of third consecutive AGM of the Company.**

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	03	220	100%
Ballot	25	15851480	100%
<b>Total</b>	<b>28</b>	<b>15851700</b>	<b>100%</b>

(ii) Voted **against** the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Ballot	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>



(iii) **Invalid votes:**

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Ballot	0	0

**(d) Resolution 4 - Remuneration of the Cost Auditors for the Financial Year ending 31<sup>st</sup> March, 2016**

(i) **Voted in favour** of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	03	220	100%
Ballot	25	15851480	100%
<b>Total</b>	<b>28</b>	<b>15851700</b>	<b>100%</b>

(ii) **Voted against** the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Ballot	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) **Invalid votes:**

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	NA
Ballot	0	NA



**(e) Resolution 5 - Appointment of Mrs. Sheela Bhogilal as a Director**

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	03	220	100%
Ballot	16	41492	100%
Total	19	41712	100%

(ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Ballot	0	0	0
Total	0	0	0

(iii) Invalid votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	NA
Ballot	0	NA

**(f) Resolution 6 - Payment of Minimum Remuneration to Mr. Nirmal Bhogilal.**

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	03	220	100%
Ballot	16	41492	100%
Total	19	41712	100%



(ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Ballot	0	0	0
Total	0	0	0

(iii) Invalid votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	NA
Ballot	0	NA

**(g) Resolution 7 - Re-appointment of Mr. Nirmal Bhogilal as the Chairman and Managing Director of the Company.**

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	03	220	100%
Ballot	16	41492	100%
Total	19	41712	100%

(ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Ballot	0	0	0
Total	0	0	0



(iii) **Invalid votes:**

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	NA
Ballot	0	NA

**(h) Resolution 8 - Pursuant to section 180(1)(C) of the Companies Act, 2013 Company approving the borrowing limits by the Board of Directors of the Company up to Rs. 150 crores.**

(i) **Voted in favour of the resolution:**

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	03	220	100%
Ballot	25	15851480	100%
<b>Total</b>	<b>28</b>	<b>15851700</b>	<b>100%</b>

(ii) **Voted against the resolution:**

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Ballot	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) **Invalid votes:**

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	NA
Ballot	0	NA

(i) **Resolution 9 – Pursuant to section 188 of the Companies Act, 2013, variation in terms of appointment of Mr. Kabir Bhogilal for payment of increased remuneration and to hold an office or place of profit in the Company.**

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	03	220	100%
Ballot	16	41492	100%
<b>Total</b>	<b>19</b>	<b>41712</b>	<b>100%</b>

(ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Ballot	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Invalid votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	NA
Ballot	0	NA

10. A Compact Disc (CD) containing a list of equity shareholders who voted “FOR”, “AGAINST” and those whose votes were declared invalid for the resolution is enclosed.

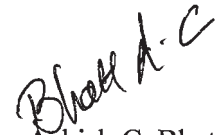


11. The register, all the papers and relevant records relating to remote voting as well as Ballots voting shall remain in our safe custody until the Chairman consider, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Place: Mumbai  
Dated: July 29, 2015

Yours faithfully,



Ashish C. Bhatt  
Ashish Bhatt & Associates  
Company Secretaries





Annexure A

https://www.evotingindia.com/ev... Central Depo... CDSL eVoting System Journey Planner

File Edit View Favorites Tools Help

BSE Ltd. (Bombay Stock E... Suggested Sites

manage users

Allocate Functional Users

**EVSN**

EVSN Inquiry

Entry

Upload

Check File Status

Ballot Details

Finalise Voting

Report

Vote Verification

Change Password

You will be redirected to a new page after 1800 seconds of inactivity. Welcome admin Logout

### Ballot Details

Voting Result as of today:

EVSN 15060500E for BATLIBOI LIMITED

ISIN INE177C01022-BATLIBOI LIMITED - NEW EQUITY SHARES OF RS. 5/- AFTER SPLIT

Nominal Value 5

Voting Rights 1

Total Folios Voted 3

Res No.			Total
1	220 (0.00%)	0 (0.00%)	220
2	220 (0.00%)	0 (0.00%)	220
3	220 (0.00%)	0 (0.00%)	220
4	220 (0.00%)	0 (0.00%)	220
5	220 (0.00%)	0 (0.00%)	220
6	220 (0.00%)	0 (0.00%)	220
7	220 (0.00%)	0 (0.00%)	220
8	220 (0.00%)	0 (0.00%)	220
9	220 (0.00%)	0 (0.00%)	220

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Site Last Updated on : September 29, 2011 11:55

5:05 PM 28/07/2013

For ASHISH BHATT & ASSOCIATES  
COMPANY SECRETARIES

*Bhattach*  
ASHISH C. BHATT