



# C. MAHENDRA EXPORTS LTD.

DIAMOND EXPORTERS, IMPORTERS & MANUFACTURERS

CIN: L27205MH2007PLC166717

*Scrip Code: 533304*

*Scrip Symbol: CMAHENDRA*

Ref: (i) Annual General Meeting held on September 26, 2015

(ii) Clause 31(d) of the Listing Agreement

**Dear Sir,**

In accordance with Clause 31(d) and other applicable provisions, if any, of the Listing Agreement, we write to inform you that the following resolutions, as set out in the notice convening the **9<sup>th</sup> Annual General Meeting** of the Members of the Company ("AGM"), were transacted at the AGM held on September 26<sup>th</sup>, 2015 at 71, M.I.D.C, Cross Road-'C', Opp. Seepz Gate No. 2, Andheri (E), Mumbai – 400 093 at 3.00 p.m.

Resolution No. 1	To consider and adopt the Audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
Resolution No. 2	Re-appointment of M/s R. H. Modi & Co., Chartered Accountant as the Statutory Auditor.
Resolution No. 3	Appointment of Ms. Bindya S. Vasani as an Non executive Independent Director
Resolution No. 4	Appointment of Mr. Diwakar R. Singh as an Non executive Director
Resolution No. 5	Authorised for Related Party Transactions pursuant to section 188 of the Companies Act, 2013

The voting on all the above resolutions was conducted through electronic means and physical ballots pursuant to Section 108 of Companies Act, 2013 and Clause 35B of the Listing Agreement. The voting results on the above resolutions as declared by the Chairman subsequent to receipt of Scrutinizers Report will be communicated to the Exchange and the same shall also be placed on the Company's website and also on the website of CDSL. The voting results as per Clause 35A of the Listing Agreement shall be communicated in due course.

Kindly take the above on record and oblige.

*Thanking you.  
With regards,*

*For C. Mahendra Exports Limited*



*Fox* Compliance officer

<b>To,</b> <b>The Bombay Stock Exchange Limited</b> <b>Department of Corporate Services,</b> <b>Phiroze Jeejeebhoy Towers, Dalal Street,</b> <b>Mumbai – 400 001</b>	<b>To,</b> <b>Listing Department,</b> <b>The National Stock Exchange Limited</b> <b>Exchange Plaza, Plot No. C-1, "G" Block</b> <b>Bandra Kurla Complex,</b> <b>Bandra (East), Mumbai – 400 051</b>
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Dear Sir,

**Subject: Outcome of 9<sup>th</sup> Annual General Meeting**

**Scrip Code: 533304**

The 9<sup>th</sup> Annual General Meeting of C. Mahendra Exports Limited was held on 26<sup>th</sup> September, 2015 at 3.00 P.M. at 71, M.I.D.C, Cross Road-'C', Opp. Seepz Gate No. 2, Andheri (E), Mumbai – 400 093. The following resolutions were passed in the Annual General Meeting through Ballot Paper and E-voting:

Sr. No.	Resolutions
1.	To Consider and Adopt the Audited Financial Statements for the FY 2014-2015
2.	To Consider Re-appointment of M/s R. H. Modi & Co., Chartered Accountant as the Statutory Auditor for the F.Y 2015-16.
3.	To consider Appointment of Ms. Bindya S. Vasani as an Non executive Independent Director.
4.	Appointment of Mr. Diwakar R. Singh as an Non executive Director
5.	Approval for Related Party Transactions pursuant to section 188 of the Companies Act, 2013.

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited ("CDSL") for conducting e-voting by the Shareholders of the Company. The Company has also provided voting by physical ballot form to the Shareholders of the Company. Further, the shareholders holding shares as on the "cut-off" date i.e. September 18, 2015, were entitled to vote on the proposed resolutions as set out at item nos. 1 to 5 in the Notice dated August 26, 2015.

The Company had appointed an Independent Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner and ascertaining the requisite majority for the said voting.

**Date of AGM: 26<sup>th</sup> September 2015**

**Total No of Shareholders as on record date: 17,588 Shareholders**

No. of shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group: **5**

Public: **61** (Including Proxy)

Result of the voting conducted through Ballot Paper/e-voting on the resolutions are as under:



1. **Resolution No. 1** – To Consider and Adopt the Audited Financial Statements for the FY 2014-2015.

Promoter / Public	No of Shares Held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No of Votes in Favour	No of Votes against	% of Votes in Favour on Votes polled	% of Votes against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	4,25,80,610	3,07,50,236	72.21	1,80,79,434	1,26,70,802	58.79	41.20
Public - Institution Holders	78,42,246	78,42,246	100.00	78,42,246	0.00	100.00	0.00
Public - Others	7,07,12,704	1,07,18,620	15.16	1,07,15,523	3,097	99.97	0.03
<b>Total</b>	<b>12,11,35,560</b>	<b>4,93,11,102</b>	<b>40.72</b>	<b>3,66,37,203</b>	<b>1,26,73,899</b>	<b>74.30</b>	<b>25.70</b>

6 Shares were noted as invalid by the Scrutinizer and hence have not been considered.

**RESULTS:**

As the numbers of votes casted in favour of the Resolution are in majority of votes casted against it, I declare that the Resolution has been passed by the shareholders with requisite majority.

2. **Resolution No. 2** – To Consider Re-appointment of M/s R. H. Modi & Co., Chartered Accountant as the Statutory Auditor for the F.Y 2015-16.

Promoter / Public	No of Shares Held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No of Votes in Favour	No of Votes against	% of Votes in Favour on Votes polled	% of Votes against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	4,25,80,610	3,07,50,236	72.21	3,07,50,236	0.00	100.00	0.00
Public - Institution Holders	78,42,246	78,42,246	100.00	78,42,246	0.00	100.00	0.00
Public - Others	7,07,12,704	1,07,37,940	15.19	1,07,34,843	3,097	99.97	0.03
<b>Total</b>	<b>12,11,35,560</b>	<b>4,93,30,422</b>	<b>40.72</b>	<b>4,93,27,325</b>	<b>3,097</b>	<b>99.99</b>	<b>0.01</b>



6 Shares were noted as invalid by the Scrutinizer and hence have not been considered.

**RESULTS :**

As the numbers of votes casted in favour of the Resolution are in majority of votes casted against it, I declare that the Resolution has been passed by the shareholders with requisite majority.

**3. Resolution No. 3 – To consider Appointment of Ms. Bindya S. Vasani as an Non executive Independent Director.**

Promoter / Public	No of Shares Held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No of Votes in Favour	No of Votes against	% of Votes in Favour on Votes polled	% of Votes against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	4,25,80,610	3,07,50,236	72.21	3,07,50,236	0.00	100.00	0.00
Public - Institution Holders	78,42,246	78,42,246	100.00	78,42,246	0.00	100.00	0.00
Public - Others	7,07,12,704	1,07,37,940	15.19	1,07,34,843	3,097	99.97	0.03
<b>Total</b>	<b>12,11,35,560</b>	<b>4,93,30,422</b>	<b>40.72</b>	<b>4,93,27,325</b>	<b>3,097</b>	<b>99.99</b>	<b>0.01</b>

6 Shares were noted as invalid by the Scrutinizer and hence have not been considered.

**RESULTS :**

As the numbers of votes casted in favour of the Resolution are in majority of votes casted against it, I declare that the Resolution has been passed by the shareholders with requisite majority.

**Resolution No. 4 – Appointment of Mr. Diwakar R. Singh as an Non executive Director.**

Promoter / Public	No of Shares Held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No of Votes in Favour	No of Votes against	% of Votes in Favour on Votes polled	% of Votes against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	4,25,80,610	3,07,50,236	72.21	1,80,79,434	1,26,70,802	58.79	41.20





Public - Institution Holders	78,42,246	78,42,246	100.00	78,42,246	0.00	100.00	0.00
Public -- Others	7,07,12,704	1,07,18,620	15.16	1,07,15,523	3,097	99.97	0.03
<b>Total</b>	<b>12,11,35,560</b>	<b>4,93,11,102</b>	<b>40.72</b>	<b>3,66,37,203</b>	<b>1,26,73,899</b>	<b>74.30</b>	<b>25.70</b>

6 Shares were noted as invalid by the Scrutinizer and hence have not been considered.

**RESULTS :**

As the numbers of votes casted in favour of the Resolution are in majority of votes casted against it, I declare that the Resolution has been passed by the shareholders with requisite majority.

**Resolution No. 5** – Approval for Related Party Transactions pursuant to section 188 of the Companies Act, 2013.

Promoter / Public	No of Shares Held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No of Votes in Favour	No of Votes against	% of Votes in Favour on Votes polled	% of Votes against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
*Promoter and Promoter Group	4,25,80,610	N. A	N. A	N. A	N. A	N. A	N. A
Public - Institution Holders	78,42,246	78,42,246	100.00	78,42,246	0.00	100.00	0.00
Public -- Others	7,07,12,704	1,43,59,672	20.31	1,43,37,215	22,457	99.84	0.16
<b>Total</b>	<b>12,11,35,560</b>	<b>2,22,01,918</b>	<b>20.23</b>	<b>2,21,79,461</b>	<b>22,457</b>	<b>99.89</b>	<b>0.11</b>

\*the voting done by the Promoter was consider for the propose of this resolution as they are interested above resolution

6 Shares were noted as invalid by the Scrutinizer and hence have not been considered.

**RESULTS:**

As the numbers of votes casted in favour of the Resolution are in majority of votes casted against it, I declare that the Resolution has been passed by the shareholders with requisite majority.

Thanking You

Yours faithfully