



Head Office: Nilkamal House, 77/78, Road No. 13/14, M.I.D.C., Andheri (East), Mumbai - 400 093, INDIA. Tel.: (91-22) 2681 8888 / 2836 1366

Material Handling Division : Fax : (91-22) 2836 1923 / 2836 7891 ● E-mail : info@nilkamal.com

Furniture Division: Fax: (91-22) 2835 3556 ● E-mail: furniture@nilkamal.com ● Visit us at: www.nilkamal.com @home Division: Fax: (91-22) 2837 2787 ● E-mail: connect@at-home.co.in ● Visit us at: www.at-home.co.in

# DETAILS PURSUANT TO CLAUSE 35A OF THE LISTING AGREEMENT ON THE VOTES CAST AT THE TWENTY NINTH ANNUAL GENERAL MEETING OF NILKAMAL LIMITED HELD ON 4<sup>TH</sup> AUGUST, 2015.

- 1) Date of the AGM: Tuesday, 4th August, 2015.
- 2) Total number of shareholders on record date:10317
- 3) No. of shareholders present in the meeting either in person or through proxy:

|                             | Presence  |          |       |  |  |  |
|-----------------------------|-----------|----------|-------|--|--|--|
|                             | In person | In proxy | Total |  |  |  |
| Promoter and promoter Group | 9         | 0        | 9     |  |  |  |
| Public                      | 53        | 21       | 74    |  |  |  |
| Total                       | 62        | 21       | 83    |  |  |  |

- 4) No. of shareholders attended the meeting through video conferencing: N.A.
- 5) Details of the Agenda

The details of the Resolutions are appended below.

Mode of Voting

: Remote E-voting and Poll at AGM

The mode of voting on all resolutions was remote e-voting and poll at AGM.

Regd . Office & Works : Survey No. 354/2 & 354/3, Near Rakholi Bridge, Silvassa-Khanvel Road, Vasona, Silvassa - 396230 (D & NH). ● Tel. : (0260) 2699212 / 13 / 14 / 15 / 082 / 083 ● Fax : (0260) 2699023.





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## Outcome of the 29th Annual General Meeting of the shareholders of the Company:

The 29th Annual General Meeting (AGM) of the shareholders of the Company was held on Tuesday 4th August, 2015 at 12.00 noon at the Registered Office situated at Survey No. 354/2 and 354/3, Near Rakholi Bridge, Silvassa-Khanvel Road, Vasona, Silvassa – 396 230, Union Territory of Dadra and Nagar Haveli.

The shareholders have transacted the following business:

| Item<br>No. | Description  | Particulars  |
|-------------|--|--|
| 1           | Consideration and adoption of the Audited Financial Statements for the year ended 31st March, 2015, together with the Reports of the Board of Directors and the Auditors' thereon. | Type of resolution: Ordinary resolution  Mode of voting: remote e-voting and Poll at AGM  The resolution was passed with requisite majority. |
| 2           | Declaration of Dividend on Equity Shares for the year ended 31st March, 2015.  | Type of resolution: Ordinary resolution  Mode of voting: remote e-voting and Poll at AGM  The resolution was passed with requisite majority. |
| 3           | Re-appointment of Mr. Nayan S. Parekh, who retires by rotation.  | Type of resolution: Ordinary resolution  Mode of voting: remote e-voting and Poll at AGM  The resolution was passed with requisite majority. |
| 4           | Appointment of Joint Statutory Auditors of the Company and fixing their remuneration.  | Type of resolution: Ordinary resolution  Mode of voting: remote e-voting and Poll at AGM  The resolution was passed with requisite majority. |
| 5           | Appointment of Ms. Hiroo Mirchandani as an Additional Director.  | Type of resolution: Ordinary resolution  Mode of voting: remote e-voting and Poll at AGM  The resolution was passed with requisite majority. |





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| 6 | Ratification of remuneration payable to Co. Auditors for the year 2015-2016. | Tebolution, ()rainar                               |
|---|--|--|
|   | 2015-2016.   | resolution   |
|   |  | Mode of voting: remote e-voting and                |
|   |  | Poll at AGM  |
|   |  | The regulation                                     |
| 7 | Do   | 1  |
| , | Re-appointment of Mr. Manish V. Parekh a                                     | T1   |
|   | all Executive Director and revision in terms                                 | S Type of resolution: Ordinary resolution          |
|   | of his appointment.  |  |
|   |  | Mode of voting: remote e-voting and Poll at AGM    |
|   |  |  |
|   |  | The resolution was passed with                     |
| 3 | Re-appointment of Mr. Nayan S. Parekh as                                     | requisite majority.                                |
|   | an Executive Director and revision in terms                                  | Testing (minimum)                                  |
|   | of his appointment.  |  |
|   |  | Mode of voting: remote e-voting and                |
|   |  | 1 on at AGM  |
|   |  | The resolution was passed with                     |
|   | Re-appointment of Mr. Hiten V. Parekh as                                     | requisite majority.                                |
|   | an Executive Director and revision in terms                                  | Type of resolution: Ordinary                       |
|   | of his appointment.  | resolution   |
|   | appointment.   | Mode of voting: remote e-voting and                |
|   |  | Poll at AGM  |
|   |  | The resolution was passed with                     |
| ) | Polamai  | requisite majority.                                |
| , | Re-appointment of Mr. Sharad V. Parekh as                                    | Type of resolution: Special resolution             |
|   | the Managing Director and revision in towns                                  | Mode of voting: remote e-voting and                |
|   |  | Poll at AGM  |
|   |  | The resolution was                                 |
|   |  | The resolution was passed with requisite majority. |
|   |  | requisite majority.                                |

Kindly take the same on your records.

Thanking you,

Yours Faithfully, For **Nilkamal Limited** 

Priti Dave

**Company Secretary** 





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#### Resolution No. 1: Ordinary Resolution

Consideration and Adoption of Audited Financial Statements including the Audited Consolidated Financial Statements for the year ended 31st March, 2015 together with the Reports of Directors' and Auditors' thereon.

| Promoter/Public | No. of<br>Shares<br>held | No. of<br>votes<br>polled | % of votes polled on outstanding shares | No. of<br>votes -in<br>favour | No. of<br>Votes -<br>against | % of votes<br>in favour on<br>votes polled | % of votes<br>against on<br>votes polled |
|-----------------|--------------------------|---------------------------|---|-------------------------------|------------------------------|--|--|
|                 | (1)                      | (2)                       | (3)=[(2)/(1)]* 100                      | (4)                           | (5)                          | (6)=[(4)/(2)]* 100                         | (7)=[(5)/(2)]* 100                       |
| Promoter and    | 9,570,007                | 9,570,007                 | 100                                     | 9,570,007                     | Nil                          | 100  | 0  |
| Promoter Group  |                          |                           |   |                               |                              |  |  |
| Public -        | 967,023                  | 848,646                   | 87.76                                   | 848,646                       | Nil                          | 100  | 0  |
| Institutional   |                          |                           |   |                               |                              |  |  |
| holders         |                          |                           |   |                               |                              |  |  |
| Public-Others   | 4,385,495                | 1,291,390                 | 29.45                                   | 1,291,382                     | 6                            | 99.99                                      | 0.00                                     |
| Total           | 14,922,525               | 11,710,043                | 78.47                                   | 11,710,035                    | 6                            | 99.99                                      | 0.00                                     |

#### Resolution No. 2: Ordinary Resolution

Declaration of Dividend on Equity Shares for the year ended 31st March, 2015.

| Promoter/Public | No. of<br>Shares<br>held | No. of<br>votes<br>polled | % of votes polled on outstanding shares | No. of<br>votes -in<br>favour | No. of<br>Votes -<br>against | % of votes<br>in favour on<br>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    | 9,570,007                | 9,570,007                 | 100                                     | 9,570,007                     | Nil                          | 100  | 0                                  |
| Promoter Group  |                          |                           |   |                               |                              |  |                                    |
| Public -        | 967,023                  | 865,010                   | 89.45                                   | 865,010                       | Nil                          | 100  | 0                                  |
| Institutional   |                          |                           |   |                               |                              |  |                                    |
| holders         |                          |                           |   |                               |                              |  |                                    |
| Public-Others   | 4,385,495                | 1,291,393                 | 29.45                                   | 1,291,385                     | 8                            | 99.99                                      | 0.00                               |
| Total           | 14,922,525               | 11,726,410                | 78.58                                   | 11,726,402                    | 8                            | 99,99                                      | 0.00                               |





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## Resolution No. 3: Ordinary Resolution

## Re-appointment of Mr. Nayan S. Parekh, who retires by rotation.

| Promoter/Public | No. of<br>Shares<br>held | No. of<br>votes<br>polled | % of votes polled on outstanding shares | No. of<br>votes -in<br>favour           | No. of<br>Votes -<br>against | % of votes<br>in favour on<br>votes polled | % of votes<br>against on<br>votes polled |
|-----------------|--------------------------|---------------------------|---|---|------------------------------|--|--|
|                 | (1)                      | (2)                       | (3)=[(2)/(1)]* 100                      | (4)                                     | (5)                          | (6)=[(4)/(2)]* 100                         | (7)=[(5)/(2)]* 100                       |
| Promoter and    | 9,570,007                | 9,570,007                 | 100                                     | 9,570,007                               | 0                            | 100  | 0  |
| Promoter Group  |                          |                           |   | , ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, |                              | 100  | V  |
| Public -        | 967,023                  | 865,010                   | 89.45                                   | 844,450                                 | 20,560                       | 97.62                                      | 2.38                                     |
| Institutional   |                          | -,                        |   | 011/100                                 | 20,000                       | 37.02                                      | 2.00                                     |
| holders         |                          |                           |   |   |                              |  |  |
| Public-Others   | 4,385,495                | 1,291,400                 | 29.45                                   | 1,291,384                               | 11                           | 99.99                                      | 0.00                                     |
| Total           | 14,922,525               | 11,726,417                | 78.44                                   | 11,705,841                              | 20,571                       | 99.82                                      | 0.18                                     |

## Resolution No. 4: Ordinary Resolution

# Appointment of Joint Statutory Auditors of the Company and fixing their remuneration.

| Promoter/Public | No. of<br>Shares<br>held | No. of<br>votes<br>polled | % of votes polled on outstanding shares | No. of<br>votes –in<br>favour | No. of<br>Votes -<br>against | % of votes<br>in favour on<br>votes polled | % of votes<br>against on<br>votes polled |
|-----------------|--------------------------|---------------------------|---|-------------------------------|------------------------------|--|--|
|                 | (1)                      | (2)                       | (3)=[(2)/(1)]* 100                      | (4)                           | (5)                          | (6)=[(4)/(2)]* 100                         | (7)=[(5)/(2)]* 100                       |
| Promoter and    | 9,570,007                | 9,570,007                 | 100                                     | 9,570,007                     | 0                            | 100  | 0  |
| Promoter Group  |                          |                           |   | , ,                           |                              |  | Ü  |
| Public -        | 967,023                  | 853,773                   | 88.29                                   | 844,450                       | 9,323                        | 98.91                                      | 1.09                                     |
| Institutional   | ·                        | ,                         |   | 011/100                       | 7,020                        | 70.71                                      | 1.07                                     |
| holders         |                          |                           |   |                               |                              |  | •  |
| Public-Others   | 4,385,495                | 1,291,398                 | 29.45                                   | 1,291,392                     | 6                            | 99,99                                      | 0.00                                     |
| Total           | 14,922,525               | 11,715,178                | 78.51                                   | 11,705,849                    | 9,329                        | 99.92                                      | 0.08                                     |





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#### Resolution No. 5: Ordinary Resolution

## Appointment of Ms. Hiroo Mirchandani as an Independent Director.

| Promoter/Public | No. of<br>Shares<br>held | No. of<br>votes<br>polled | % of votes polled on outstanding shares | No. of<br>votes -in<br>favour | No. of<br>Votes -<br>against | % of votes<br>in favour on<br>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    | 9,570,007                | 9,570,007                 | 100                                     | 9,570,007                     | 0                            | 100  | 0                                  |
| Promoter Group  |                          |                           |   |                               |                              |  |                                    |
| Public -        | 967,023                  | 865,010                   | 89.45                                   | 865,010                       | 0                            | 100  | 0                                  |
| Institutional   |                          |                           |   |                               |                              |  |                                    |
| holders         |                          |                           |   |                               |                              |  |                                    |
| Public-Others   | 4,385,495                | 1,291,398                 | 29.45                                   | 1,291,392                     | 6                            | 99.99                                      | 0.00                               |
| Total           | 14,922,525               | 11,726,415                | 78.59                                   | 11,726,409                    | 6                            | 99.99                                      | 0.00                               |

#### Resolution No. 6: Ordinary Resolution

Ratification of remuneration payable to Cost Auditors for the financial year 2015-2016.

| Promoter/Public | No. of<br>Shares<br>held | No. of<br>votes<br>polled | % of votes polled on outstanding | No. of<br>votes –in<br>favour | No. of<br>Votes -<br>against | % of votes<br>in favour on<br>votes polled | % of votes against on votes polled |
|-----------------|--------------------------|---------------------------|----------------------------------|-------------------------------|------------------------------|--|------------------------------------|
|                 |                          |                           | shares                           |                               | (-)                          | (6) (4) (6) 15 4 6 6                       | (E) 1(E) ((A) 14 1 0 0             |
|                 | (1)                      | (2)                       | (3)=[(2)/(1)]* 100               | (4)                           | (5)                          | (6)=[(4)/(2)]* 100                         | (7)=[(5)/(2)]* 100                 |
| Promoter and    | 9,570,007                | 9,570,007                 | 100                              | 9,570,007                     | 0                            | 100  | 0                                  |
| Promoter Group  |                          |                           |                                  |                               |                              |  |                                    |
| Public -        | 967,023                  | 865,010                   | 89.45                            | 865,010                       | 0                            | 100  | 0                                  |
| Institutional   |                          |                           |                                  |                               |                              |  |                                    |
| holders         |                          |                           |                                  |                               |                              |  |                                    |
| Public-Others   | 4,385,495                | 1,291,401                 | 29.45                            | 1,291,395                     | 6                            | 99.99                                      | 0.00                               |
| Total           | 14,922,525               | 11,726,418                | 78.58                            | 11,726,412                    | 6                            | 99.99                                      | 0.00                               |





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# Resolution No. 7: Ordinary Resolution

Re-appointment of Mr. Manish V. Parekh as the Executive Director and revision in the terms of his appointment.

| Promoter/Public  | No. of<br>Shares<br>held | No. of<br>votes<br>polled   | % of votes<br>polled on<br>outstanding<br>shares | No. of<br>votes -in<br>favour | No. of<br>Votes -<br>against | % of votes in favour on votes polled | % of votes against on votes polled |
|--|--------------------------|-----------------------------|--|-------------------------------|------------------------------|--------------------------------------|------------------------------------|
| Promoter and Promoter Group Public – Institutional holders | 9,570,007<br>967,023     | (2)<br>8,755,592<br>865,010 | (3)=[(2)/(1)]* 100<br>91.49<br>89.45             | (4)<br>8,755,592<br>865,010   | (5)<br>0                     | (6)=[(4)/(2)]* 100<br>100            | (7)=[(5)/(2)]* 100<br>0            |
| Public-Others<br>Total                                     | 4,385,495<br>14,922,525  | 1,291,401<br>10,912,003     | 29.45<br>73.12                                   | 1,291,395<br>10,911,997       | 6                            | 99.99<br><b>99.9</b> 9               | 0.00 .                             |

# Resolution No. 8: Ordinary Resolution

Re-appointment of Mr. Nayan S. Parekh as the Executive Director and revision in the terms of his appointment

| Promoter/Public  | No. of<br>Shares<br>held | No. of<br>votes<br>polled | % of votes<br>polled on<br>outstanding<br>shares | No. of<br>votes -in<br>favour | No. of<br>Votes -<br>against | % of votes in favour on votes polled | % of votes against on votes polled |
|--|--------------------------|---------------------------|--|-------------------------------|------------------------------|--------------------------------------|------------------------------------|
| Promoter and Promoter Group Public – Institutional holders | 9,570,007<br>967,023     | 8,368,534<br>865,010      | (3)=[(2)/(1)]* 100<br>87.45<br>89.45             | (4)<br>8,368,534<br>865,010   | (5)<br>0                     | (6)=[(4)/(2)]* 100<br>100            | (7)=[(5)/(2)]* 100                 |
| Public-Others Total  | 4,385,495<br>14,922,525  | 1,291,401<br>10,524,945   | 29.45<br>70.53                                   | 1,291,395<br>10,524,939       | 6 6                          | 99,99<br>99,99                       | 0.00                               |





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#### Resolution No. 9: Ordinary Resolution

Re-appointment of Mr. Hiten V. Parekh as the Executive Director and revision in the terms of his appointment.

| Promoter/Public | No. of<br>Shares<br>held | No. of<br>votes<br>polled | % of votes polled on outstanding shares | No. of<br>votes -in<br>favour | No. of<br>Votes -<br>against | % of votes<br>in favour on<br>votes polled | % of votes<br>against on<br>votes polled |
|-----------------|--------------------------|---------------------------|---|-------------------------------|------------------------------|--|--|
|                 | (1)                      | (2)                       | (3)=[(2)/(1)]* 100                      | (4)                           | (5)                          | (6)=[(4)/(2)]* 100                         | (7)=[(5)/(2)]* 100                       |
| Promoter and    | 9,570,007                | 8,360,045                 | 87.36                                   | 8,360,045                     | 0                            | 100  | 0  |
| Promoter Group  |                          |                           |   |                               |                              | ,  |  |
| Public -        | 967,023                  | 865,010                   | 89.45                                   | 865,010                       | 0                            | 100  | 0  |
| Institutional   |                          |                           |   |                               |                              |  |  |
| holders         |                          |                           |   |                               |                              |  |  |
| Public-Others   | 4,385,495                | 1,291,401                 | 29.45                                   | 1291,395                      | 6                            | 99.99                                      | 0.00                                     |
| Total           | 14,922,525               | 10,516,456                | 70.47                                   | 10,516,450                    | 6                            | 99.99                                      | 0.00                                     |

#### Resolution No. 10: Special Resolution

Re-appointment of Mr. Sharad V. Parekh as the Managing Director and revision in the terms of his appointment.

| Promoter/Public | No. of<br>Shares<br>held | No. of<br>votes<br>polled | % of votes polled on outstanding shares | No. of<br>votes -in<br>favour | No. of<br>Votes -<br>against | % of votes in favour on votes polled | % of votes<br>against on<br>votes polled |
|-----------------|--------------------------|---------------------------|---|-------------------------------|------------------------------|--------------------------------------|--|
|                 | (1)                      | (2)                       | (3)=[(2)/(1)]* 100                      | (4)                           | (5)                          | (6)=[(4)/(2)]* 100                   | (7)=[(5)/(2)]* 100                       |
| Promoter and    | 9,570,007                | 8,277,099                 | 86.49                                   | 8,277,099                     | 0                            | 100                                  | 0  |
| Promoter Group  |                          |                           |   |                               |                              |                                      |  |
| Public -        | 967,023                  | 865,010                   | 89.45                                   | 865,010                       | 0                            | 100                                  | 0  |
| Institutional   |                          |                           |   |                               |                              |                                      |  |
| holders         |                          |                           |   |                               |                              |                                      |  |
| Public-Others   | 4,385,495                | 1,291,401                 | 29.45                                   | 1,291,395                     | 6                            | 99.99                                | 0.00                                     |
| Total           | 14,922,525               | 10,433,510                | 69.92                                   | 10,433,504                    | 6                            | 99.99                                | 0.00                                     |

For Nilkamal Limited

Priti Dave

(Company Secretary)



#### Report of Scrutinizer(s)

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of 29th Annual General Meeting of the members of:

**Nilkamal Limited** (the Company) held on the 4<sup>th</sup> day of August, 2015 at Survey No. 354/2 & 354/3, Near Rakholi Bridge, Silvassa - Khanvel Road, Vasona, Silvassa - 396 230, Union Territory of Dadra & Nagar Haveli.

Dear Sir,

I, Pratik M. Shah, Company Secretary in practice, have been appointed by the Board of Director of Nilkamal Limited (the Company) as a scrutinizer for the purpose of scrutinizing the remote e-voting process and voting through polling paper at the 29<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through polling paper carried out, as per the terms of Clause 35B of the Listing Agreement and provisions of of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, on the resolutions contained in the Notice to the 29<sup>th</sup> AGM of the members of the Company, held on the 4<sup>th</sup> day of August, 2015 at Survey No. 354/2 & 354/3, Near Rakholi Bridge, Silvassa - Khanvel Road, Vasona, Silvassa - 396 230, Union Territory of Dadra & Nagar Haveli.

The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means and voting through Poll at the AGM for the resolution contained in the Notice to the 29<sup>th</sup> AGM of the Company. My responsibility as a Scrutinizer for the remote e-voting process and voting through Poll is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Notice referred to above.

Further to the above, I submit my report as under:-

i. The Company has entered into an arrangement with Central Depository Services (India) Limited ('CDSL') the authorized agency to provide remote e-voting facilities to all the members who were eligible to take part in the remote e-voting.

ii. The e-voting period remained open from Saturday, 1st August, 2015 (10.00

Monday, 3<sup>rd</sup> August, 2015 (5:00 P.M).

iii. The members of the Company as on the "cut-off" date i.e. 28<sup>th</sup> July, 2015 we to vote on the resolution (item no. 1 to 10 as set out in the notice of the 2 the Company).

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- iv. At the end of the remote e-voting period on 3<sup>rd</sup> August 2015 at 5.00 pm, voting portal of service provider was blocked forthwith.
- v. After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked in our presence with due identification marks placed by me.
- vi. After Annual General Meeting, the poll box kept for voting was immediately opened by me in presence of Ms. Priyanka Choksi and Ms. Mansi Shah.
- vii. There were 83 shareholders present at the meeting present in person or by proxy at the Annual General Meeting
- viii. On Tuesday, the 3<sup>rd</sup> August 2015 at 3.00 pm after counting vote cast at the meeting, the votes cast through remote e-voting process were unblocked by me in the presence of Ms. Priyanka Choksi and Ms. Mansi Shah
- ix. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- x. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

Consolidated report on result of voting through electronic means and voting by poll is as under:

#### Item No. 1:- As an Ordinary Resolution

To consider and adopt the Audited Financial Statements including the audited consolidated financial statements of the Company for the Financial Year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon.

#### Voted in favour of the resolution:

| Mode of Voting         | Number of | Number of votes | % of total      |
|------------------------|-----------|-----------------|-----------------|
|                        | members   | cast by them    | number of valid |
|                        | voted     |                 | votes cast      |
| Through e-voting       | 125       | 1,08,00,159     | 99.99           |
| Through voting by Poll | 63        | 9,09,876        | 100.00          |
| Total                  | 188       | 1,17,10,035     | 99.99           |

#### ii. Voted against the resolution:

| Voted against the resolution |           |                 |                 |
|------------------------------|-----------|-----------------|-----------------|
| Mode of Voting               | Number of | Number of votes | % of total      |
|                              | members   | cast by them    | number of valid |
|                              | voted     |                 | votes cast      |
| Through e-voting             | 2         | 6               | 0.00            |
| Through voting by Poll       | 0         | 0               | 0.00            |
| Total                        | 2         | 6               | 0.00            |

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#### III. Invalid votes:

| Through voting by Poll  Total |                 |    |      | 2    |                         | 10      |
|-------------------------------|-----------------|----|------|------|-------------------------|---------|
| Through e-voting              |                 |    |      | 0    |                         | 0       |
| Mode of Voting                | Number<br>voted | of | memb | oers | Number of votes<br>them | cast by |

#### Abstain/Not voted:

| Mode of Voting         | Number  | of            | members | Number o | of votes cast by |
|------------------------|---|---------------|---------|----------|------------------|
|                        | voted   |               |         | them     |                  |
| Through e-voting       | TOTAL WITH CONTROL OF THE PARTY AND AN AREA MARKET AND A SECOND AND A SECOND ASSESSMENT AS A SECOND ASSESSMENT AS A SECOND AS |               | 1       |          | 16,364           |
| Through voting by Poll |   | ************* | 2       | -        | 5                |
| Total                  |   |               | 3       |          | 16,369           |

#### Item No. 2:- As an Ordinary Resolution

To declare Dividend on equity shares for the year ended March 31, 2015.

#### Voted in favour of the resolution:

| Mode of Voting         | Number of | Number of     | % of total number   |
|------------------------|-----------|---------------|---------------------|
|                        | members   | votes cast by | of valid votes cast |
|                        | voted     | them          |                     |
| Through e-voting       | 126       | 1,08,16,523   | 99.99               |
| Through voting by Poll | 64        | 9,09,879      | 99.99               |
| Total                  | 190       | 1,17,26,402   | 99.99               |

#### Voted **against** the resolution:

| Total                  | 3         |       |      | 8  |       |  | 0.00    |
|------------------------|-----------|-------|------|----|-------|--|---------|
| Through voting by Poll | 1         |       |      | 2  |       | and the second s | 0.00    |
| Through e-voting       | 2         |       |      | 6  |       | LWH-CO-  | 0.00    |
|                        | voted     | them  |      |    |       |  |         |
|                        | members   | votes | cast | by | of va | lid vote   | es cast |
| Mode of Voting         | Number of | Numbe | er   | of | % 01  | total  | number  |

#### iii.

| Mode of Voting         | Number<br>voted | of member | s Number of votes cast by them |
|------------------------|-----------------|-----------|--------------------------------|
| Through e-voting       | voted           |           | 2 10                           |
| Through voting by Poll |                 |           | 0                              |
| Total                  |                 |           | 2 1                            |

#### iv. Abstain/Not voted:

| Mode of Voting         | Number | of | members | Number of votes cast by |
|------------------------|--------|----|---------|-------------------------|
| i di Para              | voted  |    |         | them                    |
| Through e-voting       |        |    | 0       | 0                       |
| Through voting by Poll |        |    | . 0     | 0                       |
| Total                  |        |    | 0       | 0                       |

#### Item No. 3:- As an Ordinary Resolution

To appoint a Director in place of Mr. Nayan S. Parekh (holding DIN 00037597), who retires by rotation and being eligible, offers himself for re-appointment.

#### Voted in favour of the resolution:

| Mode of Voting         | Number of<br>members<br>voted | Number of votes cast by them | % of total number of valid votes cast |
|------------------------|-------------------------------|------------------------------|---------------------------------------|
| Through e-voting       | 123                           | 1,07,95,960                  | 99.81                                 |
| Through voting by Poll | 64                            | 9,09,881                     | 99,99                                 |
| Total                  | 187                           | 1,17,05,841                  | 99.82                                 |

#### ii. Voted against the resolution:

| Total                  |         | 6  |       | 20,571  |  | 0.19     |
|------------------------|---------|----|-------|---------|--|----------|
| Through voting by Poll |         | 1. |       | 2       | and the state of t | 0.00     |
| Through e-voting       |         | 5  |       | 20,569  |  | 0.19     |
|                        | voted   |    | them  |         |  | ***      |
|                        | members |    | votes | cast by | of valid vo  | tes cast |
| Mode of Voting         | Number  | of | Numbe | er of   | % of tota  | I number |

#### iii. Invalid votes:

| Mode of Voting         | Number | of | members | Number of votes | cast by |
|------------------------|--------|----|---------|-----------------|---------|
|                        | voted  |    |         | them            |         |
| Through e-voting       |        |    | 0       |                 | (       |
| Through voting by Poll |        |    | 1       |                 |         |
| Total                  |        |    | 1       |                 |         |

#### iv. Abstain/Not voted:

| Mode of Voting         | Number<br>voted  | of   | members | Number of votes cast by them |
|------------------------|--|--|---------|------------------------------|
| Through e-voting       |  | and the same of th | 0       | 0                            |
| Through voting by Poll | STATE OF SELECTION AND ADDRESS OF SELECTION ADDRESS OF SELECTION AND ADDRESS OF SELECTION |  | . 1     | 3                            |
| Total                  |  |  | 1       | 3                            |

#### Item No. 4:- As an Ordinary Resolution

To appoint M/s. BSR & Co. LLP, Chartered Accountants (FRN: 101248W/ W-100022) and M/s. Vora and Associates, Chartered Accountants (FRN: 111612W) as the Joint Statutory Auditors and fixing their remuneration

#### i. Voted in favour of the resolution:

| Mode of Voting   | Number of | Number of     | % of total number   |
|--|-----------|---------------|---------------------|
|  | members   | votes cast by | of valid votes cast |
| No. of the Control of | voted     | them          |                     |
| Through e-voting   | 123       | 1,07,95,960   | 99.91               |
| Through voting by Poll   | 66        | 9,09,889      | 100.00              |
| Total  | 189       | 1,17,05,849   | 99.92               |

#### ii. Voted against the resolution:

| Mode of Voting         | Number o | Num  | ber    | of  | % of total number  | r |
|------------------------|----------|------|--------|-----|--|---|
|                        | members  | vote | s cast | by  | of valid votes cast  |   |
|                        | voted    | then | ר      |     |  |   |
| Through e-voting       |          |      | 9,     | 329 | 0.0  | 9 |
| Through voting by Poll | (        |      |        | 0   | The state of the s | 0 |
| Total                  |          |      | 9,3    | 329 | 0.0  | 9 |

#### iii. Invalid votes:

| *************************************** | Mode of Voting         | Number   | of | members |      | of \ | votes | cast                                       | by |
|---|------------------------|--|----|---------|------|------|-------|--|----|
|   |                        | voted  |    |         | them |      |       |  |    |
| -                                       | Through e-voting       |  |    | 0       |      |      |       |  | 0  |
| -                                       | Through voting by Poll |  |    | 0       |      |      |       | Marketon and the state of the state of the | 0  |
| -                                       | Total                  | AND THE PROPERTY OF THE PROPER |    | 0       |      |      |       |  | 0  |

#### iv. Abstain/Not voted:

| Mode of Voting         | Number<br>voted | of | members | Number<br>them | of votes   | cast by |
|------------------------|-----------------|----|---------|----------------|--|---------|
| Through e-voting       |                 |    | 2       |                | and a second control of the second control o | 11,240  |
| Through voting by Poll | ***             |    | 1       |                |  | 2       |
| Total                  |                 |    | 3       |                |  | 11,242  |

#### Item No. 5:- As an Ordinary Resolution

To appoint Ms. Hiroo Mirchandani (holding DIN 06992518), as an Independent Director of the Company.

#### i. Voted in favour of the resolution:

| Through voting by Poll  Total | 65<br><b>191</b>              | 9,09,886<br><b>1,17,26,409</b> | 100.00                                |
|-------------------------------|-------------------------------|--------------------------------|---------------------------------------|
| Through e-voting              | 1.26                          | 1,08,16,523                    | 99.99                                 |
| Mode of Voting                | Number of<br>members<br>voted |                                | % of total number of valid votes cast |

#### ii. Voted against the resolution:

| Mode of Voting         | Number of Number of % of total members votes cast by of valid votes |      | % of total number |                     |
|------------------------|---|------|-------------------|---------------------|
| - 1997 ST              | voted   | them | Uy                | or valid votes cast |
| Through e-voting       | 2   |      | 6                 | 0.00                |
| Through voting by Poll | .0  |      | 0                 | 0.00                |
| Total                  | 2   |      | 6                 | 0.00                |

#### iii. Invalid votes:

| Mode of Voting         | Number   | of   | members | Number of votes  | cast by |
|------------------------|--|--|---------|--|---------|
|                        | voted  |  |         | them   |         |
| Through e-voting       | antiquation to the state of the |  | Ò       | Autoritation de la company | 0       |
| Through voting by Poll |  | THE PARTY OF THE P | 0       |  | 0       |
| Total                  | 10 d.<br>11 -  |  | 0       |  | 0       |

#### iv. Abstain/Not voted:

| Mode of Voting         | Number   | of   | members | Number of votes cast by |
|------------------------|--|--|---------|-------------------------|
|                        | voted  |  |         | them                    |
| Through e-voting       | 4  | edicate e) e redendralismo (relati   | 0       | . 0                     |
| Through voting by Poll | NAME OF THE OWNER OWNER OF THE OWNER OWNER. |  | 2       | 5                       |
| Total                  |  | entre de la companya | 2.      |                         |

#### Item No. 6:- As an Ordinary Resolution

To ratify remuneration payable to Cost Auditors M/s. B. F. Modi and Associates (FRN: 6955), for the financial year 2015-2016.

#### i. Voted in favour of the resolution:

| Mode of Voting         | Number of | 1             | % of total number   |
|------------------------|-----------|---------------|---------------------|
|                        | members   | votes cast by | of valid votes cast |
|                        | voted     | them          |                     |
| Through e-voting       | 126       | 1,08,16,523   | 99.99               |
| Through voting by Poll | 66        | 9,09,889      | 100.00              |
| Total                  | 192       | 1,17,26,412   | 99,99               |

#### ii. Voted **against** the resolution:

| ľ | Total  |         | 2  |       |      | 6  | *************************************** | *************************************** | 0.00    |
|---|--|---------|----|-------|------|----|---|---|---------|
|   | Through voting by Poll   |         | 0  |       |      | 0  |   |   | 0.00    |
|   | Through e-voting   |         | 2  |       |      | 6  |   |   | 0.00    |
| - | in the second se | voted   |    | them  |      |    |   |   |         |
|   |  | members |    | votes | cast | by | of va                                   | lid vote                                | es cast |
|   | Mode of Voting   | Number  | of | Numbe | er   | of | % of                                    | total                                   | number  |

#### iii. Invalid votes:

| Mode of Voting         | Number   | of           | members | Number of votes  | cast by |
|------------------------|--|--------------|---------|--|---------|
|                        | voted  |              |         | them   |         |
| Through e-voting       |  | <del>,</del> | .0      | ACTION CONTINUES AND ACTION CO | 0       |
| Through voting by Poll |  |              | 0       |  | 0       |
| Total                  | and the contractive of the contr | , <u></u>    | 0       | ACT TO THE REAL PROPERTY AND ACT AND ACT   | 0       |

#### iv. Abstain/Not voted:

| Mode of Voting         | Number of | members | Number of votes cast b   | У |
|------------------------|-----------|---------|--|---|
|                        | voted     |         | them   |   |
| Through e-voting       |           | 0       |  | 0 |
| Through voting by Poll |           | 1       | Paragonia (no concept or province annual manufacture de la concept de la | 2 |
| Total                  |           | 1       |  | 2 |

#### Item No. 7:- As an Ordinary Resolution

To re-appoint Mr. Manish V. Parekh (holding DIN 00037724), as the Executive Director of the Company and revision in the terms of his appointment.

## I. Voted in favour of the resolution:

| Total                  | 190       | 109,11,997    | 99.99               |
|------------------------|-----------|---------------|---------------------|
| Through voting by Poll | 66        | 9,09,889      | 100.00              |
| Through e-voting       | 124       | 1,00,02,108   | 99.99               |
|                        | voted     | them          |                     |
|                        | members   | votes cast by | of valid votes cast |
| Mode of Voting         | Number of | Number of     | % of total number   |

#### ii. Voted against the resolution:

| Mode of Voting                          | Number  | of | Numbe | er ·   | of | % of total number   |
|---|---------|----|-------|--|----|---------------------|
| ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | members |    | votes | cast   | by | of valid votes cast |
|   | voted   |    | them  |  |    |                     |
| Through e-voting                        |         | 2  |       | and the second s | 6  | 0.00                |
| Through voting by Poll                  |         | 0  |       |  | 0  | 0.00                |
| Total                                   |         | 2  |       | 100 mm  | 6  | 0,00                |

#### iii. Invalid votes:

| Mode of Voting         | Number of members                     | Number of votes cast by |
|------------------------|---------------------------------------|-------------------------|
|                        | voted                                 | them                    |
| Through e-voting       | O                                     | 0                       |
| Through voting by Poll | · · · · · · · · · · · · · · · · · · · | 0                       |
| Total                  | 0                                     | 0                       |

#### iv. Abstain/Not voted:

| Mode of Voting         | Number                         | of                                   | members | Number of votes cast by |
|------------------------|--------------------------------|--------------------------------------|---------|-------------------------|
|                        | voted                          |                                      |         | them                    |
| Through e-voting       | ****************************** | indender growing agency were a sugge | 2.      | 8,14,415                |
| Through voting by Poll |                                |                                      | 1       | 2                       |
| Total                  |                                | ************                         | 3       | 8,14,417                |

#### Item No. 8:- As an Ordinary Resolution

To re-appoint Mr. Nayan S. Parekh (holding DIN 00037597), as the Executive Director of the Company and revision in the terms of his appointment.

#### i. Voted in favour of the resolution:

| Mode of Voting         | Number of        | Number of             | % of total number   |  |  |
|------------------------|------------------|-----------------------|---------------------|--|--|
|                        | members<br>voted | votes cast by<br>them | of valid votes cast |  |  |
| Through e-voting       | 124              | 96,15,050             | 99.99               |  |  |
| Through voting by Poll | , jan 1941 a 66  | 9,09,889              | 100.00              |  |  |
| Total                  | 190              | 1,05,24,939           | 99.99               |  |  |

#### ii. Voted against the resolution:

| Mode of Voting         | Number of | Number of     | % of total number   |
|------------------------|-----------|---------------|---------------------|
|                        | members   | votes cast by | of valid votes cast |
|                        | voted     | them          |                     |
| Through e-voting       | a 2       | 6             | 0.00                |
| Through voting by Poll | 0         | 0             | 0.00                |
| Total                  | . 2       | 6             | 0.00                |

#### iii. Invalid votes:

| Mode of Voting         | Number of | members | Number  | of | votes  | cast                               | by |
|------------------------|-----------|---------|---|----|--|------------------------------------|----|
|                        | voted     |         | them  |    |  |                                    |    |
| Through e-voting       |           | 0       | anne ann iam an lead th' lean aige tha glight light agus 1900 1900 1900 1900 1900 1900 1900 190 | ,  | ari o e e anti disca e della con ancio giorna egantiga sego se e e e e e   | management of a comment of 1886 of | 0  |
| Through voting by Poll |           | . 0     |   |    | angering difference of the state of the stat | ***                                | 0  |
| Total                  |           | 0       | * .   |    | naria debeka tenar ilima kalik dinadah dangah dang Jeneffisi, me debeka se   |                                    | 0  |

#### iv. Abstain/Not voted:

| Total                  |        |    | 3                                       | 7777VC(Bb)V(b)                         | 12,01,475                             |
|------------------------|--------|----|---|--|---------------------------------------|
| Through voting by Poll |        |    | 1                                       | VVVVVVVVVVVVVVVVVVVVVVVVVVVVVVVVVVVVVV | 2                                     |
| Through e-voting       |        |    | 2                                       |  | 12,01,473                             |
|                        | voted  |    | *************************************** | them                                   | · · · · · · · · · · · · · · · · · · · |
| Mode of Voting         | Number | of | members                                 | Number of                              | votes cast by                         |

## Item No. 9:- As an Ordinary Resolution

To re-appoint Mr. Hiten V. Parekh (holding DIN 00037550), as the Executive Director of the Company and revision in the terms of his appointment.

## i. Voted in favour of the resolution:

| Mode of Voting         | Number of | Number of     | % of total number   |
|------------------------|-----------|---------------|---------------------|
|                        | members   | votes cast by | of valid votes cast |
|                        | voted .   | them          | •                   |
| Through e-voting       | 124       | 96,06,561     | 99.99               |
| Through voting by Poll | 66        | 9,09,889      | 100.00              |
| Total                  | 190       | 1,05,16,450   | 99.99               |

#### ii. Voted **against** the resolution:

| Mode of Voting         | Number of | Number c     | of % of total number  |
|------------------------|-----------|--------------|-----------------------|
|                        | members   | votes cast b | y of valid votes cast |
|                        | voted     | them         |                       |
| Through e-voting       | 2         |              | 6 0.00                |
| Through voting by Poll | 0         |              | 0.00                  |
| Total                  | 2         |              | 6 0.00                |

## iii. Invalid votes:

| Mode of Voting         | Number   | of   | members | Number | of votes  | cast by |
|------------------------|--|--|---------|--------|---|---------|
|                        | voted  |  |         | them   |   |         |
| Through e-voting       |  | that diese er til de ment de ment er gegen en e | 0       |        |   | 0       |
| Through voting by Poll | ан алуын жарын төмүүн самуунун үчүн алуын ал | **************************************   | 0       |        |   | 0       |
| Total                  | -  |  | 0       |        | under and determination of the first experience where the residence of the section of | 0       |

## iv. Abstain/Not voted:

| Mode of Voting         | Number                                  | of | members | Number of votes cast by |
|------------------------|---|----|---------|-------------------------|
|                        | voted                                   | 1  |         | them                    |
| Through e-voting       |   |    | 2       | 12,09,962               |
| Through voting by Poll |   |    | 1       | 2                       |
| Total                  | *************************************** |    | 3       | 12,09,964               |

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#### Item No. 10:- As a Special Resolution

To re-appoint Mr. Sharad V. Parekh (holding DIN 00035747), as the Managing Director of the Company and revision in the terms of his appointment.

#### i. Voted in favour of the resolution:

| Total                  | 190              | 1,04,33,504        | 99.99               |
|------------------------|------------------|--------------------|---------------------|
| Through voting by Poll | 66               | 9,09,889           | 100.00              |
| Through e-voting       | 124              | 95,23,615          | 99.99               |
|                        | members<br>voted | votes cast by them | of valid votes cast |
| Mode of Voting         | Number of        | Number of          | % of total number   |

#### ii. Voted against the resolution:

| Total                  | 2                | 6                     | 0.00                |
|------------------------|------------------|-----------------------|---------------------|
| Through voting by Poll | 0                | 0                     | 0.00                |
| Through e-voting       | 2                | 6                     | 0.00                |
|                        | members<br>voted | votes cast by<br>them | of valid votes cast |
| Mode of Voting         | Number of        | Number of             | % of total number   |

#### iii. Invalid votes :

| Mode of Voting         | Number | of members | Number of votes cast by |  |
|------------------------|--------|------------|-------------------------|--|
|                        | voted  |            | them                    |  |
| Through e-voting       |        | 0          | O                       |  |
| Through voting by Poll |        | 0          | 0                       |  |
| Total                  |        | . 0        | 0                       |  |

#### iv. Abstain/Not voted:

| Mode of Voting         | Number  | of   | members | Number c | f votes cast by |
|------------------------|---|--|---------|----------|-----------------|
|                        | voted   |  |         | them     |                 |
| Through e-voting       |   | COMMONICAL PROPERTY OF THE PRO | 2       |          | 12,92,908       |
| Through voting by Poll |   |  | 1       |          | 2               |
| Total                  | gar ya ya ya gayayaya da waka a sama a madakada wa asaa wa wa ka da wa ka da wa a ka da | mana de trada do minera de como entre en minera.   | 3       |          | 12,92,910       |

xi. Based on the above voting, all resolutions carried on with requisite majority, accordingly we request the Chairman of 29<sup>th</sup> Annual General Meeting to announce the results of the meeting.

xii. The register and all other relevant papers relating to e-voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid 29<sup>th</sup> Annual General Meeting and thereafter the same shall be handed over to the Company Secretary for their safe keeping.

Conpany Sected

Pratik M. Shah

**Company Secretaries** 

FCS: 7431 C.P. No. 7401

Date: 6<sup>th</sup> August, 2015

Place: Mumbai



CCHOIDMAN