



To,

The Chairman of the Meeting  
**Torrent Cables Limited**  
Ahmedabad

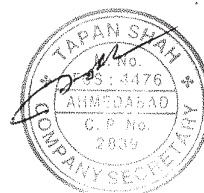
Dear Sir,

**Subject: Declaration of Consolidated Results of Remote E-voting and Physical voting through Ballot process in respect of resolutions placed in the notice of 24<sup>th</sup> Annual General Meeting of members of the Torrent Cables Limited held on 28<sup>th</sup> July, 2015**

I, Mr. Tapan Shah, Practicing Company Secretary, has been appointed as a Scrutinizer of Torrent Cables Limited ("the Company"), pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, for the purpose of scrutinizing the remote e-voting and physical voting through ballot process at the 24<sup>th</sup> Annual General Meeting ("AGM") of the Company in a fair and transparent manner on the below mentioned resolution(s), as mentioned in the agenda of the Notice dated 21<sup>st</sup> May, 2015 of AGM of the Equity Shareholders of the Company, held on 28<sup>th</sup> day of July, 2015 at 10.00 a.m. at ATMA Hall, Ahmedabad Textile Mills' Association, Opp. La Gajjar Chambers, Ashram Road, Ahmedabad – 380 009.

The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made there under and the applicable provisions of the listing agreement, relating to remote e-voting and physical voting through ballot process on the resolution contained in the aforesaid notice to the AGM of the members of the company. My responsibility as a scrutinizer is to ensure and scrutinize the voting done through remote e-voting and physical voting through ballot process in a fair and transparent manner and to make a consolidated scrutinizer's report of the votes cast "in favour" or "against" the resolution, based on the reports generated from the remote e-voting system of National Securities Depository Limited (NSDL) and of physical voting through ballot process.

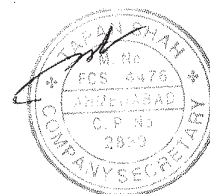
Following resolutions were carried out by the Company at the AGM;



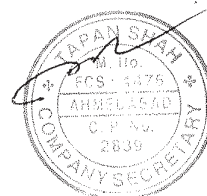
- i. **Ordinary Resolution** for adoption of the audited Balance Sheet as at 31<sup>st</sup> March, 2015, the audited statement of Profit & Loss for the financial year and the reports of the Board of Directors' and Auditors' thereon.
- ii. **Ordinary Resolution** for declaration of dividend on equity shares for the financial year ended on 31<sup>st</sup> March, 2015.
- iii. **Ordinary Resolution** for Re-appointment of Shri Jayesh Desai (holding DIN: 02295309) as Director, who retires by rotation and eligible, offers himself for Re-appointment.
- iv. **Ordinary Resolution** for the appointment of Statutory Auditors and fixing their remuneration.
- v. **Ordinary Resolution** for appointment of Mrs. Renu Challu as a Director of the Company.
- vi. **Ordinary Resolution** under section 148 and any other applicable provisions of the Companies Act, 2013 and rules made there under for the approval for remuneration of the cost auditor of the company.
- vii. **Special Resolution** under Clause 49 VII of the Listing Agreement for approval of Related Party Transaction with Torrent Power Limited.

I hereby report as under;

1. On the basis of the Register of Members and the list of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on 19<sup>th</sup> June, 2015, the Company completed dispatch of the Notice of the AGM:
  - A. by email to Members who had registered their email-ids with the Company on or before 30<sup>th</sup> June, 2015 and
  - B. by Courier to Members in physical form on 30<sup>th</sup> June, 2015.
2. The Company has also placed the Notice of 24<sup>th</sup> AGM on the Web site of the Company as well as web Site of E-voting Agency i.e. NSDL.



3. The Company has given the news paper advertisement for date and time of commencement and end of remote e-voting in;
  - A. The Financial Express (Vernacular Language - Gujarati) on 10<sup>th</sup> July, 2015 &
  - B. The Financial Express (English Language) on 8<sup>th</sup> July, 2015.
4. The Shareholders holding Shares as on the "Cut off" date, i.e. 22<sup>nd</sup> July, 2015 were entitled to vote through remote-evoting and voting at the AGM through Physical ballot process on the resolutions as mentioned in the Notice of AGM of the Company.
5. In terms of the aforesaid Notice, remote e-voting was open for four days from **midnight at 12.00 a.m. on Friday, 24<sup>th</sup> July, 2015 to 05.00 p.m. on Monday, 27<sup>th</sup> July, 2015** and members were required to cast their votes electronically conveying their assent or Dissent in respect of the Ordinary or Special Resolutions, as the case may be, on remote e-voting platform provided by National Securities Depository Limited (NSDL).
6. Further, at the venue of Annual General Meeting, the Company has provided the facility of voting at the meeting through physical ballot papers to those Shareholders who were present at the Meeting and had not voted through remote e-voting.
7. After the conclusion of voting at the Annual General Meeting, I first counted the Vote cast at the meeting through physical ballots papers and thereafter unblocked the votes cast through remote e-voting on Tuesday, the 28<sup>th</sup> day of July, 2015 around 12.20 p.m. after the completion of voting at the Annual General Meeting, in the presence of two witnesses, namely, Mr. Tushar Donda and Mr. Hitesh Lachhwani, who are not in employment of the Company.
8. The consolidated results of remote e-voting and physical ballot papers voting in respect of resolutions placed in the notice of 24<sup>th</sup> Annual General Meeting held on, 28<sup>th</sup> July, 2015 is **annexed herewith**.



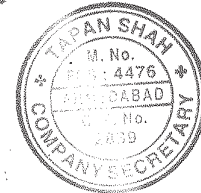
9. The Register, all other papers and relevant records relating to electronic voting and voting at the AGM through physical ballot process shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company.
10. The result of the voting by members through remote e-voting and physical ballots at the AGM in respect of the above mentioned resolutions may accordingly be declared by the Chairman or any other Director, as decided by the Board of Director of the Company and who has also countersigned this report.

Place : Ahmedabad

Signature : Date : 29<sup>th</sup> July, 2015

Name of Company Secretary : TAPAN SHAH

C.P.No. : 2839

**Declaration**

We, the undersigned witnesseth that;

1. The physical ballot papers were opened in our presence;
2. The remote e-voting result/list was unblocked and downloaded from the NSDL website ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) in our presence at 12.20 p.m. on 28<sup>th</sup> July, 2015 at the office of Mr. Tapan Shah, the scrutinizer.

Place: Ahmedabad

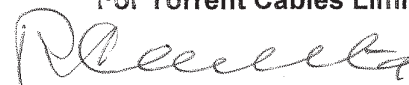
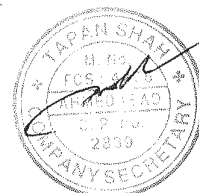
Date : 29<sup>th</sup> July, 2015

**Witness 1:**  
**Mr. Tushar Donda**  
 A-7, Shamin Co-op Soc. Ho. Ltd,  
 Gulbai Tekru, Ahmedabad- 380006  
 Ahmedabad -- 380 006



**Witness 2:**  
**Mr. Hitesh Lachhwani**  
 8, Maheshwari Park Soc.  
 Garden Road, Bhadwatnagar  
 Ahmedabad – 380 008

**Countered by**  
**For Torrent Cables Limited**

**Chairman**

**TORRENT CABLES LIMITED**

Out. of Paper: 22/07/2015

Summary of Results through Electronic Votes/ Ballot Papers

Out. of Paper: 22/07/2015

Summary of Results through Electronic Votes/ Ballot Papers

Out. of Paper: 22/07/2015

Sr No.	Particulars	Resolution 1 OR		Resolution 2 OR		Resolution 3 OR		Resolution 4 OR		Resolution 5 OR		Resolution 6 OR		Resolution 7 SR		
		No. of E-Voting/ BP Shares	No. of E-Voting/ BP Shares	No. of E-Voting/ BP Shares	No. of E-Voting/ BP Shares	No. of E-Voting/ BP Shares	No. of E-Voting/ BP Shares	No. of E-Voting/ BP Shares	No. of E-Voting/ BP Shares	No. of E-Voting/ BP Shares	No. of E-Voting/ BP Shares	No. of E-Voting/ BP Shares	No. of E-Voting/ BP Shares	No. of E-Voting/ BP Shares	No. of E-Voting/ BP Shares	No. of Shares
A(i)	E-voting Received	14	719	14	719	14	719	14	719	14	719	14	719	14	719	719
(ii)	Less: E voting Not voted for	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(iii)	Less: Invalid E-voting due to related parties interested.	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	<b>Total valid E-voting exercised (A)</b>	<b>14</b>	<b>719</b>	<b>14</b>	<b>719</b>	<b>14</b>	<b>719</b>	<b>14</b>	<b>719</b>	<b>14</b>	<b>719</b>	<b>14</b>	<b>719</b>	<b>14</b>	<b>719</b>	<b>719</b>
B(i)	Total Ballot Papers (BP) received (Physical)	68	5765294	68	5765294	68	5765294	68	5765294	68	5765294	68	5765294	68	5765294	5765294
(ii)	Less: Invalid Ballot Papers	9	212972	9	212972	9	212972	9	212972	9	212972	9	212972	9	212972	212972
(iii)	Less: Invalid Ballot Papers due to related parties interested	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	<b>Total valid Ballot Papers (B)</b>	<b>59</b>	<b>5552322</b>	<b>59</b>	<b>5552322</b>	<b>59</b>	<b>5552322</b>	<b>59</b>	<b>5552322</b>	<b>59</b>	<b>5552322</b>	<b>59</b>	<b>5552322</b>	<b>59</b>	<b>5552322</b>	<b>5552322</b>
	<b>Total Valid voting through E-voting/ Ballot Papers (A+B)</b>	<b>73</b>	<b>5553041</b>	<b>73</b>	<b>5553041</b>	<b>73</b>	<b>5553041</b>	<b>73</b>	<b>5553041</b>	<b>73</b>	<b>5553041</b>	<b>73</b>	<b>5553041</b>	<b>73</b>	<b>5553041</b>	<b>5553041</b>
C.	Less: Ballot Papers – not voted for	0	0	0	0	0	0	0	0	0	0	0	0	0	0	5245606
D.	<b>Net Valid E-voting/ Ballot Papers exercised:</b>	<b>73</b>	<b>5553041</b>	<b>73</b>	<b>5553041</b>	<b>73</b>	<b>5553041</b>	<b>73</b>	<b>5553041</b>	<b>73</b>	<b>5553041</b>	<b>73</b>	<b>5553041</b>	<b>72</b>	<b>307435</b>	<b>307435</b>
(i)	e-Voting/ Ballot Papers with assent for the Resolution	70	5553027	70	5553027	70	5553027	70	5553027	70	5553027	70	5553027	69	307421	307421
	% of Assent	95.890	100.000	95.890	100.000	95.890	100.000	95.890	100.000	95.890	100.000	95.890	100.000	95.833	99.995	99.995
(ii)	e-Voting/ Ballot Papers with dissent for the Resolution	3	14	3	14	3	14	3	14	3	14	3	14	3	14	14
	% of Dissent	4.110	0.000	4.110	0.000	4.110	0.000	4.110	0.000	4.110	0.000	4.110	0.000	4.167	0.005	0.005
	Total	73	5553041	73	5553041	73	5553041	73	5553041	73	5553041	73	5553041	72	307435	307435
	Total %	100.000	100.000	100.000	100.000	100.000	100.000	100.000	100.000	100.000	100.000	100.000	100.000	100.000	100.000	100.000

*Received*



## Detailed Consolidated Results of Remote e-voting and Ballot Forms voting

Annexure

**Resolution 1** - To receive, consider and adopt the Audited Balancesheet as at March 31, 2015, the audited Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors' and Auditors' thereon. - **Ordinary Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	59	14	73	5552322	719	5553041	100.000
Assent	59	11	70	5552322	705	5553027	100.000
Dissent	0	3	3	0	14	14	0.000
<b>Total</b>	59	14	73	5552322	719	5553041	100.000

**Resolution 2** - To declare Dividend on equity shares for the financial year ended on 31st March, 2015 -- **Ordinary Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	59	14	73	5552322	719	5553041	100.000
Assent	59	11	70	5552322	705	5553027	100.000
Dissent	0	3	3	0	14	14	0.000
<b>Total</b>	59	14	73	5552322	719	5553041	100.000

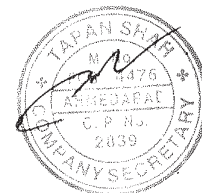
**Resolution 3** - To appoint a Director in place of Shri Jayesh Desai (holding DIN - 02296309) who retires by rotation and being eligible offers himself for re-appointment - **Ordinary Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	59	14	73	5552322	719	5553041	100.000
Assent	59	11	70	5552322	705	5553027	100.000
Dissent	0	3	3	0	14	14	0.000
<b>Total</b>	59	14	73	5552322	719	5553041	100.000

**Resolution 4** - To appoint Statutory Auditors of the Company for the financial year 2015-16 and to fix their remuneration - **Ordinary Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	59	14	73	5552322	719	5553041	100.000
Assent	59	11	70	5552322	705	5553027	100.000
Dissent	0	3	3	0	14	14	0.000
<b>Total</b>	59	14	73	5552322	719	5553041	100.000

*Received*



**Resolution 5 - Appointment of Mrs. Renu Challu (DIN. 00157204), as an Non-Executive Director - Ordinary Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	59	14	73	5552322	719	5553041	100.000
Assent	59	11	70	5552322	705	5553027	100.000
Dissent	0	3	3	0	14	14	0.000
Total	59	14	73	5552322	719	5553041	100.000

**Resolution 6 - Approval of remuneration of Cost Auditor for the Financial year 2015-16- Ordinary Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	59	14	73	5552322	719	5553041	100.000
Assent	59	11	70	5552322	705	5553027	100.000
Dissent	0	3	3	0	14	14	0.000
Total	59	14	73	5552322	719	5553041	100.000

**Resolution 7 - To enter into related party transactions with Torren Power Limited, pursuant to clause 49 VII E of the Listing Agreement - Special Resolution**

Particulars	No. of			No. of Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Received	58	14	72	306716	719	307435	100.000
Assent	58	11	69	306716	705	307421	99.995
Dissent	0	3	3	0	14	14	0.005
Total	58	14	72	306716	719	307435	100.000

 Thanking You  
 Your Faithfully



 Tapan Shah  
 C.P. No.: 2839



**Scrutinizer's Report**

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xii) of the  
Companies (Management and Administration) Amendment Rules, 2015]*

To,  
The Chairman

**Torrent Cables Limited,**  
Torrent House, Off. Ashram Road,  
Ahmedabad-380 009.

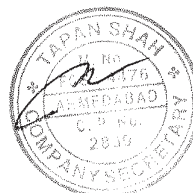
Dear Sir,

I, Mr. Tapan Shah, Practicing Company Secretary, has been appointed as a Scrutinizer of Torrent Cables Limited ("the Company") for the purpose of scrutinizing the remote e-voting process in a fair and transparent manner as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendments Rules, 2015 on the below mentioned resolution(s), as mentioned in the agenda of the Notice dated 21<sup>st</sup> May, 2015 of 24<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company, held on 28<sup>th</sup> day of July, 2015 at 10.00 a.m. at ATMA Hall, Ahmedabad Textile Mills' Association, Opp. La Gajjar Chamber, Ashram Road, Ahmedabad – 380 009.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made there under and the applicable provisions of the Listing Agreement, relating to remote e-voting on the resolutions contained in the aforesaid Notice to the Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer is to ensure and scrutinize the voting done through remote e-voting in a fair and transparent manner, based on the reports generated from the remote e-voting system of National Securities Depository Limited (NSDL), the agency engaged by the Company to provide e-voting facility.

- i. **Ordinary Resolution** for adoption of the audited Balance Sheet as at 31<sup>st</sup> March, 2015, the audited statement of Profit & Loss for the financial year and the reports of the Board of Directors' and Auditors' thereon.
- ii. **Ordinary Resolution** for declaration of dividend on equity shares for the financial year ended on 31<sup>st</sup> March, 2015.

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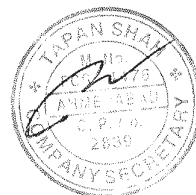
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- iii. **Ordinary Resolution** for Re-appointment of Shri Jayesh Desai (holding DIN: 02295309) as Director, who retires by rotation and eligible, offers himself for Re-appointment.
- iv. **Ordinary Resolution** for the appointment of Statutory Auditors and fixing their remuneration.
- v. **Ordinary Resolution** for appointment of Mrs. Renu Challu as a Director of the Company.
- vi. **Ordinary Resolution** under section 148 and any other applicable provisions of the Companies Act, 2013 and rules made there under for the approval for remuneration of the cost auditor of the company.
- vii. **Special Resolution** under Clause 49 VII of the Listing Agreement for approval of Related Party Transaction with Torrent Power Limited.

**I HEREBY SUBMIT MY REPORT AS UNDER:**

1. On the basis of the Register of Members and the list of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on **19<sup>th</sup> June, 2015**, the Company completed dispatch of the Notice of the AGM:
  - A. by email to Members who had registered their email-ids with the Company on or before 30<sup>th</sup> June, 2015 and
  - B. by Courier to Members in physical form on 30<sup>th</sup> June, 2015.
2. The Company has also placed the Notice of 24<sup>th</sup> AGM on the Web site of the Company as well as web Site of E-voting Agency i.e. NSDL.
3. The Company has given the news paper advertisement for date and time of commencement and end of remote e-voting in;
  - A. The Financial Express (Vernacular Language - Gujarati) on 10<sup>th</sup> July, 2015 and
  - B. The Financial Express (English Language) on 8<sup>th</sup> July, 2015.

... 3/-



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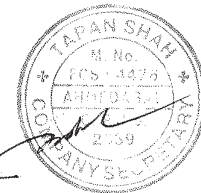
4. The Shareholders holding Shares as on the "Cut off" date, i.e. 22<sup>nd</sup> July, 2015 were entitled to vote through remote e-voting on the resolutions as mentioned in the Notice of AGM of the Company.
5. In terms of the aforesaid Notice, remote E-voting was open for four days from **midnight at 12.01 a.m. on Friday, 24<sup>th</sup> July, 2015 to 05.00 p.m. on Monday, 27<sup>th</sup> July, 2015** and members were required to cast their votes electronically conveying their assent or Dissent in respect of the Ordinary or Special Resolutions, as the case may be, on remote e-voting platform provided by National Securities Depository Limited (NSDL).
6. As required in the Rules, I unblocked the votes cast through remote e-voting on Tuesday, the 28<sup>th</sup> day of July, 2015 around 12.20 P.M. after the completion of voting at the Annual General Meeting, in the presence of two witnesses, namely, Mr. Tushar Donda and Mr. Hitesh Lachhwani, who are not in employment of the Company.
7. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were download from the remote e-voting website of National Securities Depository Limited ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)). Snap Shot of the website of NSDL is attached herewith as an **Annexure – A**.
8. Based on the results made available to me by the e-voting agency engaged by the Company, 14 members have cast their votes on the remote e-voting platform and, the detailed analysis of the remote e-Voting Results for each of the Seven agenda items contained in the said Notice is attached herewith as an **Annexure – B**.
9. The Register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company.

Thanking you,

Place : Ahmedabad

Date : 29/07/2015

Signature :



Name of Company Secretary : TAPAN SHAH

C.P.No. : 2839

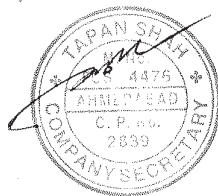
Annexure – A

View/Authorize e-Voting Results

ISIN Name : **TORRENT CABLES LIMITED EQ NEW RS.10/-**

EVEN : 101965 ISIN : INE859B01027  
 Resolution File : [Download File](#) Logo File : [Download File](#)  
 Record Date : 2015-07-22 Voting Start Date : 2015-07-24 12:01  
 Voting End Date : 2015-07-27 17:00 Voting Result Date : 2015-07-31

Resolution	<b>1. Adoption of Financial Statements</b>					
Description	<b>Adoption of the audited Balance Sheet as at March 31, 2015, the audited Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors and Auditors thereon.</b>	<table border="1"> <tr> <td>I/We Assent To The Resolution(For/ Yes/ Favour)</td> <td>705.000</td> </tr> <tr> <td>I/We Dissent To The Resolution(Against/ No)</td> <td>14.000</td> </tr> </table>	I/We Assent To The Resolution(For/ Yes/ Favour)	705.000	I/We Dissent To The Resolution(Against/ No)	14.000
I/We Assent To The Resolution(For/ Yes/ Favour)	705.000					
I/We Dissent To The Resolution(Against/ No)	14.000					
Resolution	<b>2. Declaration of Dividend</b>					
Description	<b>Declaration of dividend on equity shares for the financial year ended on 31st March, 2015.</b>	<table border="1"> <tr> <td>I/We Assent To The Resolution(For/ Yes/ Favour)</td> <td>705.000</td> </tr> <tr> <td>I/We Dissent To The Resolution(Against/ No)</td> <td>14.000</td> </tr> </table>	I/We Assent To The Resolution(For/ Yes/ Favour)	705.000	I/We Dissent To The Resolution(Against/ No)	14.000
I/We Assent To The Resolution(For/ Yes/ Favour)	705.000					
I/We Dissent To The Resolution(Against/ No)	14.000					
Resolution	<b>3. Re-appointment of Shri Jayesh Desai</b>					
Description	<b>Re-appointment of Shri Jayesh Desai (DIN: 02295309), who retires by rotation and being eligible, offers himself for re-appointment.</b>	<table border="1"> <tr> <td>I/We Assent To The Resolution(For/ Yes/ Favour)</td> <td>705.000</td> </tr> <tr> <td>I/We Dissent To The Resolution(Against/ No)</td> <td>14.000</td> </tr> </table>	I/We Assent To The Resolution(For/ Yes/ Favour)	705.000	I/We Dissent To The Resolution(Against/ No)	14.000
I/We Assent To The Resolution(For/ Yes/ Favour)	705.000					
I/We Dissent To The Resolution(Against/ No)	14.000					



Resolution : **4.Appointment of statutory auditors and fixing their remuneration.**  
 Description : **Appointment of statutory auditors and fixing their remuneration.**

I/We Assent To The Resolution(For/ Yes/ Favour)	705.000
I/We Dissent To The Resolution(Against/ No)	14.000

Resolution : **5.Appointment of Mrs. Renu Chalu**  
 Description : **Appointment of Mrs. Renu Chalu (DIN: 00157204) as Non-Executive Director of the Company.**

I/We Assent To The Resolution(For/ Yes/ Favour)	705.000
I/We Dissent To The Resolution(Against/ No)	14.000

Resolution : **6.Approval of the remuneration of Cost Auditors.**  
 Description : **Approval of the remuneration of Cost Auditors.**

I/We Assent To The Resolution(For/ Yes/ Favour)	705.000
I/We Dissent To The Resolution(Against/ No)	14.000

Resolution : **7.Approval of related party transactions.**  
 Description : **Approval of related party transactions.**

I/We Assent To The Resolution(For/ Yes/ Favour)	705.000
I/We Dissent To The Resolution(Against/ No)	14.000

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Torrent Cable Limited

Annexure - B

EVSN: 101965

ISIN: INE859B01027

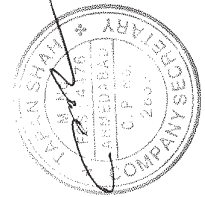
Remote e-voting Start Date: 24/07/2015 at 12.01 a.m.

Remote e-voting End Date: 27/07/2015 at 5.00 p.m.

Cut-off Date: 22/07/2015

Voting Result Date : 29/07/2015

Sr No.	Particulars	Summary of Results through Electronic Votes													
		Resolution 1 OR	Resolution 2 OR	Resolution 3 OR	Resolution 4 OR	Resolution 5 OR	Resolution 6 OR	Resolution 7 OR	Resolution 8 OR	Resolution 9 OR	Resolution 10 OR				
		No. of E-Voting Shares	No. of E-Voting Shares	No. of E-Voting Shares	No. of E-Voting Shares	No. of E-Voting Shares	No. of E-Voting Shares	No. of E-Voting Shares	No. of E-Voting Shares	No. of E-Voting Shares	No. of E-Voting Shares	No. of E-Voting Shares	No. of E-Voting Shares	No. of E-Voting Shares	No. of E-Voting Shares
A.	Total E-voting received	14	719	14	719	14	719	14	719	14	719	14	719	14	719
B.	Less: E voting Not voted for	0	0	0	0	0	0	0	0	0	0	0	0	0	0
C.	Less: Invalid E-voting due to Related parties interested.	0	0	0	0	0	0	0	0	0	0	0	0	0	0
D.	Net Valid E-voting exercised	14	719	14	719	14	719	14	719	14	719	14	719	14	719
(i)	e-Voting with assent for the Resolution	11	705	11	705	11	705	11	705	11	705	11	705	11	705
	% of Assent	78.571	98.053	78.571	98.053	78.571	98.053	78.571	98.053	78.571	98.053	78.571	98.053	78.571	98.053
(ii)	e-Voting with dissent for the Resolution	3	14	3	14	3	14	3	14	3	14	3	14	3	14
	% of Dissent	21.429	1.947	21.429	1.947	21.429	1.947	21.429	1.947	21.429	1.947	21.429	1.947	21.429	1.947
	<b>Total</b>	<b>14</b>	<b>719</b>	<b>14</b>	<b>719</b>	<b>14</b>	<b>719</b>	<b>14</b>	<b>719</b>	<b>14</b>	<b>719</b>	<b>14</b>	<b>719</b>	<b>14</b>	<b>719</b>
	<b>Percentage</b>	<b>100.000</b>	<b>100.000</b>	<b>100.000</b>	<b>100.000</b>	<b>100.000</b>	<b>100.000</b>	<b>100.000</b>	<b>100.000</b>	<b>100.000</b>	<b>100.000</b>	<b>100.000</b>	<b>100.000</b>	<b>100.000</b>	<b>100.000</b>



## Annexure B

## The Detailed analysis of Remote e-voting for each Resolutions

**Resolution 1 - To receive, consider and adopt the Audited Balancesheet as at March 31, 2015, the audited Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors' and Auditors' thereon. - Ordinary Resolution**

(i) Voted in favour of the resolution:

Number of members voted through remote Evoting	Number of votes cast by them	% of total number of valid votes cast
11	705	98.053

(ii) Voted against the resolution:

Number of members voted through remote Evoting	Number of votes cast by them	% of total number of valid votes cast
3	14	1.947

(iii) Invalid votes:

Number of members voted through remote Evoting	Number of votes cast by them
0	0

**Resolution 2 - To declare Dividend on equity shares for the financial year ended on 31st March, 2015 – Ordinary Resolution**

(i) Voted in favour of the resolution:

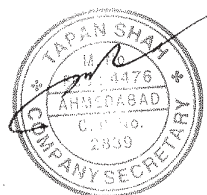
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
11	705	98.053

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	14	1.947

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0



**Resolution 3** - To appoint a Director in place of Shri Jayesh Desai (holding DIN - 02295309) who retires by rotation and being eligible offers himself for re-appointment - **Ordinary Resolution**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
11	705	98.053

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	3	1.947

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

**Resolution 4** - To appoint Statutory Auditors of the Company for the financial year 2015-16 and to fix their remuneration - **Ordinary Resolution**

(i) Voted in favour of the resolution:

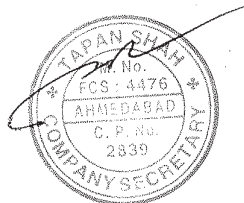
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
11	705	98.053

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	14	1.947

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0



**Resolution 5 - Appointment of Mrs. Renu Challu (DIN. 00157204), as an Non-Executive Director - Ordinary Resolution**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
11	705	98.053

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	14	1.947

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

**Resolution 6 - Approval of remuneration of Cost Auditor for the Financial year 2015-16- Ordinary Resolution**

(i) Voted in favour of the resolution:

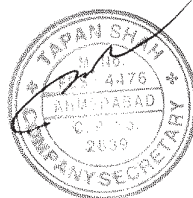
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
11	705	98.053

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	14	1.947

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0





**Resolution 7** - To enter into related party transactions with Torren Power Limited, pursuant to clause 49 VII E of the Listing Agreement - **Special Resolution**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
11	705	98.053

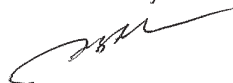
(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	14	1.947

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
0	0

Thanking You  
Your Faithfully



Tapan Shah  
C.P. No.: 2839



EVSN: 101985  
 ISIN: INE939D1027

TORRENT CABLES LIMITED

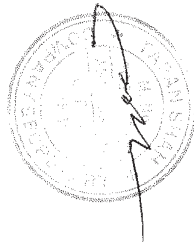
Remote e-voting Start Date: 24/07/2015 at 12.01 a.m.  
 Remote e-voting End Date: 27/07/2015 at 5:00 p.m.

Cut-off Date: 22/07/2015  
 Voting Result Date: 29/07/2015

Sr. No.	Name of Shareholders	Address	Folio No./ Client ID No.	No. of shares held on the date of despatch of Notice	No. of Votes entitled	REGISTER OF REMOTE E - VOTERS' WITH ASSENT										REGISTER OF REMOTE E - VOTERS' WITH DISSENT									
						No. of votes Cast in favour										No. of votes Cast in against									
						R1 OR	R2 OR	R3 OR	R4 OR	R5 OR	R6 OR	R7 SR	R1 OR	R2 OR	R3 OR	R4 OR	R5 OR	R6 OR	R7 SR						
1	Smita Jitendra Shah	102, Gardenia Apartments, 20, Shantadaan Society, B/H Doctors - House, Off C.G.Road, EllikbrIDGE, Ahmedabad 380006	IN3001830065492	50	50	50	50	50	50	50	50	50	0	0	0	0	0	0	0	0					
2	U Shekara	S49-13th C Cross 6th Main West Hind Stage, Mahakambarum, Bangalore, 560066	IN300183113694835	600	600	600	600	600	600	600	600	600	0	0	0	0	0	0	0	0					
3	Dhanraj Bard	862, Jessore Road (Opp Emc) Block A, 1st Floor, Kolkata	IN30018311865343	5	5	5	5	5	5	5	5	5	0	0	0	0	0	0	0	0					
4	Smita Jitendra Shah	102 Gardenya Apartment, Shantadaan Soc, Ambawadi Ahmedabad, Gujarat 380006	IN30045014049258	10	10	10	10	10	10	10	10	10	0	0	0	0	0	0	0	0					
5	Rupesh Suryakant Shah	G/1 Anandji Kavyaji Blocks, Opp Gate Behramnura, Near Police Choki Behramnura, Ahmedabad Gujarat 380022	IN3005132065524	2	2	0	0	0	0	0	0	0	2	2	2	2	2	2	2	2					
6	Dipak Kumar Jayantlal Shah	B-302/Vrajbhumi Apartments, Opp Riidhi Towers, Near Rose Wood Tower(Estate),Jodhpur Gam, Satellite, Ahmedabad. 380015	IN30115112855639	2	2	0	0	0	0	0	0	0	2	2	2	2	2	2	2	2					
7	Ratanben Ambalal	D/33, Chandan Apartment, Near Railway Crossing, Shahibag, Ahmedabad 380004	IN30148510022047	2	2	2	2	2	2	2	2	2	0	0	0	0	0	0	0	0					
8	Kiran Nearendrakumar	D/33, Chandan Apts, S/H, Police Chowky, Shahibag,	IN3014851022662	2	2	2	2	2	2	2	2	2	0	0	0	0	0	0	0	0					
9	Kokila Kirtikumar Kansara	B-2 Shreyas Apartment, Shreyas Tekra, Ambawadi, Ahmedabad 380015	IN30164510059949	5	5	5	5	5	5	5	5	5	0	0	0	0	0	0	0	0					
10	Anil Kirtikumar Kansara	B-2 Shreyas Apartment, Shreyas Tekra, Ambawadi, Ahmedabad 380015	IN30164510060300	5	5	5	5	5	5	5	5	5	0	0	0	0	0	0	0	0					
11	Jagru迪 Devang Kansara	B-2 Shreyas Apartment, Shreyas Tekra, Ambawadi, Ahmedabad 380015	IN30164510066622	5	5	5	5	5	5	5	5	5	0	0	0	0	0	0	0	0					
12	Shyam Sunder Verma	91 Patel Nagar, New Mandi Near, R K Industries Muzaffar Nagar, Musafarnagar Utar Pradesh India 251001	IN30226914407584	10	10	0	0	0	0	0	0	0	10	10	10	10	10	10	10	10					
13	Chirag Narendra Shah	13/17 Shreeniketan Jawahar Nagar, S V Road, Goregaon W, Mumbai 400062	IN30267311386786	6	6	6	6	6	6	6	6	6	0	0	0	0	0	0	0	0					



Sr. No.	Name of Shareholders	Address	Folio No./ Client ID No.	No. of shares held on the date of despatch of Notice	No. of Votes entitled	REGISTER OF REMOTE E - VOTERS WITH ASSENT							REGISTER OF REMOTE E - VOTERS WITH DISSENT						
						No. of votes Cast in favour							No. of votes Cast in against						
						R1 OR	R2 OR	R3 OR	R4 OR	R5 OR	R6 OR	R7 SR	R1 OR	R2 OR	R3 OR	R4 OR	R5 OR	R6 OR	R7 SR
14	Ajit Singh	A 2/6, Sector 15, Rohini, New Delhi, 110085	IN30267932157396	15	15	15	15	15	15	15	15	15	0	0	0	0	0	0	0
				Total	719	706	705	706	705	705	705	705	14	14	14	14	14	14	14
				No. of Voter	14	14	14	14	14	14	14	14	3	3	3	3	3	3	3
				Percentage	43	98.053	98.043	98.053	98.043	98.043	98.043	98.043	1.947	1.947	1.947	1.947	1.947	1.947	1.947



TORRENT CABLES LIMITED (CIN : L24230GJ1991PLC015279)								
Clause 35A (Physical and e-Voting)								
Resolution 1								
Promoter/Public	Total Ballot Forms	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	1	5245606	5245606	100.000000	5245606	0	100.000000	0.000000
Public - Institutional holders	0	337	0	0.000000	0	0	0.000000	0.000000
Public-Others	72	3352452	307435	9.170452	307421	14	99.995446	0.004554
<b>Total</b>	<b>73</b>	<b>8598395</b>	<b>5553041</b>	<b>64.582297</b>	<b>5553027</b>	<b>14</b>	<b>99.999748</b>	<b>0.000252</b>

TORRENT CABLES LIMITED (CIN : L24230GJ1991PLC015279)								
Clause 35A (Physical and e-Voting)								
Resolution 2								
Promoter/Public	Total Ballot Forms	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	1	5245606	5245606	100.000000	5245606	0	100.000000	0.000000
Public - Institutional holders	0	337	0	0.000000	0	0	0.000000	0.000000
Public-Others	72	3352452	307435	9.170452	307421	14	99.995446	0.004554
<b>Total</b>	<b>73</b>	<b>8598395</b>	<b>5553041</b>	<b>64.582297</b>	<b>5553027</b>	<b>14</b>	<b>99.999748</b>	<b>0.000252</b>

TORRENT CABLES LIMITED (CIN : L24230GJ1991PLC015279)								
Clause 35A (Physical and e-Voting)								
Resolution 3								
Promoter/Public	Total Ballot Forms	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	1	5245606	5245606	100.000000	5245606	0	100.000000	0.000000
Public - Institutional holders	0	337	0	0.000000	0	0	0.000000	0.000000
Public-Others	72	3352452	307435	9.170452	307421	14	99.995446	0.004554
<b>Total</b>	<b>73</b>	<b>8598395</b>	<b>5553041</b>	<b>64.582297</b>	<b>5553027</b>	<b>14</b>	<b>99.999748</b>	<b>0.000252</b>

TORRENT CABLES LIMITED (CIN : L24230GJ1991PLC015279)								
Clause 35A (Physical and e-Voting)								
Resolution 4								
Promoter/Public	Total Ballot Forms	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	1	5245606	5245606	100.000000	5245606	0	100.000000	0.000000
Public - Institutional holders	0	337	0	0.000000	0	0	0.000000	0.000000
Public-Others	72	3352452	307435	9.170452	307421	14	99.995446	0.004554
<b>Total</b>	<b>73</b>	<b>8598395</b>	<b>5553041</b>	<b>64.582297</b>	<b>5553027</b>	<b>14</b>	<b>99.999748</b>	<b>0.000252</b>

TORRENT CABLES LIMITED (CIN : L24230GJ1991PLC015279)								
Clause 35A (Physical and e-Voting)								
Resolution 5								
Promoter/Public	Total Ballot Forms	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	1	5245606	5245606	100.000000	5245606	0	100.000000	0.000000
Public - Institutional holders	0	337	0	0.000000	0	0	0.000000	0.000000
Public-Others	72	3352452	307435	9.170452	307421	14	99.995446	0.004554
<b>Total</b>	<b>73</b>	<b>8598395</b>	<b>5553041</b>	<b>64.582297</b>	<b>5553027</b>	<b>14</b>	<b>99.999748</b>	<b>0.000252</b>

TORRENT CABLES LIMITED (CIN : L24230GJ1991PLC015279)								
Clause 35A (Physical and e-Voting)								
Resolution 6								
Promoter/Public	Total Ballot Forms	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	1	5245606	5245606	100.000000	5245606	0	100.000000	0.000000
Public - Institutional holders	0	337	0	0.000000	0	0	0.000000	0.000000
Public-Others	72	3352452	307435	9.170452	307421	14	99.995446	0.004554
<b>Total</b>	<b>73</b>	<b>8598395</b>	<b>5553041</b>	<b>64.582297</b>	<b>5553027</b>	<b>14</b>	<b>99.999748</b>	<b>0.000252</b>

TORRENT CABLES LIMITED (CIN : L24230GJ1991PLC015279)								
Clause 35A (Physical and e-Voting)								
Resolution 7								
Promoter/Public	Total Ballot Forms	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	0	5245606	0	0.000000	0	0	0.000000	0.000000
Public - Institutional holders	0	337	0	0.000000	0	0	0.000000	0.000000
Public-Others	72	3352452	307435	9.170452	307421	14	99.995446	0.004554
<b>Total</b>	<b>72</b>	<b>8598395</b>	<b>307435</b>	<b>3.575493</b>	<b>307421</b>	<b>14</b>	<b>99.995446</b>	<b>0.004554</b>



**TORRENT CABLES LIMITED**

**PROCEEDINGS OF THE 24<sup>TH</sup> ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF TORRENT CABLES LIMITED HELD ON TUESDAY, THE 28<sup>TH</sup> JULY, 2015 AT 10.00 A.M. AT ATMA HALL, AHMEDABAD TEXTILES MILLS' ASSOCIATION, OPP. LA GAJJAR CHAMBERS, ASHRAM ROAD, AHMEDABAD - 380 009.**

Shri Rohit C Mehta, Chairman of the Company, occupied the Chair.

The Chairman announced that members present in person constituted a valid quorum. Thereafter, he welcomed the members and commenced the proceeding of Annual General Meeting.

The Chairman directed the Company Secretary to read the Notice and Auditors' Report.

The Company Secretary commenced reading the Notice of the 24<sup>th</sup> Annual General Meeting and the same was taken as read, with the consent of the members. Thereafter, Company Secretary read the Auditors' Report.

The Chairman delivered his speech to the members. Thereafter, the Chairman invited the queries/questions from the shareholders who were offered the information and also asked to further write to the company for any further clarification/information.

Thereafter Chairman moved the ordinary / special resolutions proposed in the notice for polling. Shri Tapan Shah, Practicing Company Secretary, was appointed as Scrutinizer for Poll.

Then Poll was taken as per the direction of the Chair. After the Poll completion, the Chairman declared the meeting concluded and directed the Scrutinizer to take charge of the Ballot Boxes duly locked in front of the shareholders.

The Ballot boxes were opened by the Scrutinizer in front of required witnesses consolidated results of E-voting and Polling were submitted by the Scrutinizer to the Chairman.



ISO : 9001-2008 Certified Company

**TORRENT CABLES LIMITED**

CIN : L24230GJ1991PLC015279

Head Office : "Pelican" 6th Floor, GCCI Compound, Ashram Road, Ahmedabad - 380 009. INDIA. Phone: +91 79 26582573, 26577935, 30001067  
Fax : +91 79 26583484, Email : tclho@torrentcables.com

Reg. Office : Torrent House, Off Ashram Road, Ahmedabad - 380 009, India. Phone: +91 79 26585090 www.torrentcables.com

The following ordinary /Special resolutions were passed with requisite majority:

**Ordinary Resolutions:**

1. Adoption of the audited Balance Sheet as at March 31, 2015, the audited Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors' and Auditors' thereon.
2. Declaration of dividend @1% i.e. Rs. 1.00 per equity share for the financial year ended on 31<sup>st</sup> March, 2015.
3. Re-appointment of Shri Jayesh Desai (holding DIN: 02295309) who retires by rotation and being eligible, offers himself for reappointment.
4. Appointment of M/s. C. C. Chokshi & Co., Chartered Accountants (Firm Registration No. 101876W), as statutory auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.
5. Appointment of Smt. Renu Challu (DIN: 00157204) as Non-Executive Director of the Company.
6. Approval of the remuneration of M/s. Kirit Mehta & Co., Cost Accountants, Mumbai (Firm Registration No. 000353), the Cost Auditors of the Company for the financial year ending 31<sup>st</sup> March, 2016.

**Special Resolutions :**

7. Approval of Related Party transactions

Kindly take the above on record.

For **TORRENT CABLES LIMITED**



**COMPANY SECRETARY**

ISO : 9001-2008 Certified Company

**TORRENT CABLES LIMITED**

CIN : L24230GJ1991PLC015279

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