

#### Annexure

Particulars	Remarks
Date of the AGM	01st August, 2014
Total number of shareholders on record date: 20 <sup>th</sup> June, 2014	10,828
No. of shareholders present in the meeting either in person or through proxy:  1) Promoters and	13
Promoter Group: 2) Public:	36
No. of Shareholders attended the meeting through Video Conferencing  1) Promoters and Promoter Group: 2) Public:	NA

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

#### Agenda

 To receive, consider and adopt the Audited Profit and Loss Account of the Company for the financial year ended 31st March, 2014, the Balance Sheet as at that date and the Reports of the Auditors' and Directors' thereon.

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2) ]*100	% of Votes against on votes polled (7)=[(5 )/(2)]*
Promoter and Promoter Group	23437207	15718186	67.06	15718186	00	100	00
Public - Institutional holders	00	00	00	00	00	00	00
Public - Others	15266	15266	100	15266	00	100	00
Grand Total	23452473	15733452	67.09	15733452	00	100	00





2. To appoint a Director in place of Mr. Nirmal Bhogilal, who retires by rotation and being eligible, offers himself for re-appointment.

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

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi ng shares (3)=[(2)/( 1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour or votes polled (6)=[(4)/(2) ]*100	% of Votes against on votes polled (7)=[(5 )/(2)]*
Promoter and Promoter Group	23437207	15718186	67.06	15718186	00	100	00
Public - Institutional holders	00	00	00	00	00	00	00
Public - Others	15266	15266	100	15265	1	99.99	0.01
Grand Total	23452473	15733452	67.09	15733451	1	99.99	0.01

 To re-appoint M/s. V. Sankar Aiyar & Co., Chartered Accountants (Regn. No. 109208W), as the Statutory Auditor of the Company and fixing of their remuneration.

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi ng 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)]*
Promoter and Promoter Group	23437207	15718186	67.06	15718186	00	100	00
Public - Institutional holders	00	00	00	00	00	00	00
Public - Others	15266	15266	100	15265	1	99.99	0.01
Grand Total	23452473	15733452	67.09	15733451	1	99.99	0.01





 To approve the remuneration of the Cost Auditors M/s. V. J. Talati & Co., Cost Auditors.

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

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2) ]*100	% of Votes against on votes polled (7)=[(5 )/(2)]*
Promoter and Promoter Group	23437207	15718186	67.06	15718186	00	100	00
Public - Institutional holders	00	00	00	00	00	00	00
Public - Others	15266	15266	100	15265	1	99.99	0.01
Grand Total	23452473	15733452	67.09	15733451	1	99.99	0.01

5. To appoint Mr. Vijay R. Kirloskar as an Independent Director of the Company.

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi ng 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)]*
Promoter and Promoter Group	23437207	15718186	67.06	15718186	00	100	00
Public - Institutional holders	00	00	00	00	00	00	00
Public - Others	15266	15266	100	15265	1	99.99	0.01
Grand Total	23452473	15733452	67.09	15733451	1	99.99	0.01





### 6. To appoint Mr. E. A. Kshirsagar as an Independent Director of the Company.

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

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi ng 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)]*
Promoter and Promoter Group	23437207	15718186	67.06	15718186	00	100	00
Public - Institutional holders	00	00	00	00	00	00	00
Public - Others	15266	15266	- 100	15265	1	99.99	0.01
Grand Total	23452473	15733452	67.09	15733451	1	99.99	0.01

## 7. To appoint Mr. Subodh Bhargava as an Independent Director of the Company.

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi ng 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	23437207	15718186	67.06	15718186	00	100	00
Public - Institutional holders	00	00	00	00	00	00	00
Public - Others	15266	15266	100	15265	1	99.99	0.01
Grand Total	23452473	15733452	67.09	15733451	1	99.99	0.01





8. To appoint Mr. Ameet Hariani as an Independent Director of the Company.

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

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)={(2)/(1)} *100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2) ]*100	% of Votes against on votes polled (7)=[(5 )/(2)]*
Promoter and Promoter Group	23437207	15718186	67.06	15718186	00	100	00
Public - Institutional holders	00	00	00	00	00	00	00
Public - Others	15266	15266	100	15265	1	99.99	0.01
Grand Total	23452473	15733452	67.09	15733451	1	99.99	0.01

9. To appoint Mr. Ulrich H Duden as an Independent Director of the Company.

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi ng 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)]*
Promoter and Promoter Group	23437207	15718186	67.06	15718186	00	100	00
Public - Institutional holders	00	00	00	00	00	00	00
Public - Others	15266	15266	100	15265	1	99.99	0.01
Grand Total	23452473	15733452	67.09	15733451	1	99.99	0.01



#### **ASHISH BHATT & ASSOCIATES**

**Company Secretaries** 

227, 2nd Floor, Devashree Commercial Complex, Devashree Garden, R. W. Sawant Marg, Near Rutu Park, Majiwada, Thane (W) 400 601.

Tel.: 2172 3134 Telefax: 2172 3302 E-mail: amisi99@mtnl.net.in / amisi99.ashish@gmail.com

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

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

To.

The Chairman,

70<sup>th</sup> Annual General Meeting of the Equity Shareholders

Batliboi Limited

Held on 1<sup>st</sup> August, 2014 at Babasaheb Dahanukar Hall, Maharashtra Chamber of Commerce, Industry & Agriculture, Oricon House, 6th Floor, 12 K Dubash Marg, Fort, Mumbai - 400 001

Dear Sir,

- I, Ashish C Bhatt, Proprietor of Ashish Bhatt & Associates, Company Secretaries having its office at 227, Devashree Commercial Complex, Majiwada, Thane (W) 400601 have been appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 70<sup>th</sup> Annual General Meeting of the Equity Shareholders of Batliboi Limited held on 1<sup>st</sup> August, 2014 at Babasaheb Dahanukar Hall, Maharashtra Chamber of Commerce, Industry & Agriculture, Oricon House, 6th Floor, 12 K Dubash Marg, Fort, Mumbai 400 001, Maharashtra, submit our report as under:
- 1. After the time fixed for closing of the poll by the Chairman, One ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
- 2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the M/S Datamatics Financial Services Limited, Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- 3. I did not find any poll papers invalid.
- 4. The polling Box was opened in the presence of Mr. Tushar Patil R/o 404, Dharmaveer Society, Tembhi Naka, Thane (W) 400 601 and Ms. Manali Sathe R/o B2, 404A, Rajtara Society, Green Road, Luis Wadi, Thane (W) 400 604 as witnesses after the voting process is over.

Mr. Tushar Patil

Ms. Manali Sathe



- 5. The result of the Poll is as under:
- (a) Resolution 1- Adoption of the Audited Statements of Accounts together with Directors' Report and also Auditors' Report for the year ended March 31, 2014
- (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
26	15733351	100%

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

Total numbers of members (in person or by	Total number of votes cast by them
proxy) whose votes were declared invalid	
N.A.	N.A.

- (b) Resolution 2- Re-appointment of Shri. Nirmal Bhogilal, who retires by rotation.
- (i) Voted in favour of the resolution:

and voting (in person or by	Number of votes cast by them	% of total number of valid votes cast
proxy)		
26	15733351	100%



Number of members present and voting (in person or by proxy)	•	% of total number of valid votes cast
0	0	0

#### (iii) Invalid votes:

Total numbers of members (in person or by	Total number of votes cast by them
proxy) whose votes were declared invalid	
N.A.	N.A.

(c) Resolution 3- Re-Appointment of Messrs. V. Sankar Aiyar & Co., Chartered Accountants, as Statutory Auditor of the company for the financial ending on March 31, 2015.

#### (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
26	15733351	100%

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

Number of members present and voting (in person or by	1	% of total number of valid votes cast
proxy)		,
0	0	0

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

## (d) Resolution 4- Remuneration of the Cost Auditors for the financial year ending 31st March, 2015

#### (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
26	15733351	100%

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

Number of members present and voting (in person or by proxy)	•	% of total number of valid votes cast
0	0	0

#### (iii) Invalid votes:

Total numbers of members (in person or by	Total number of votes cast by them
proxy) whose votes were declared invalid	
N.A.	N.A.

# (e) Resolution 5- Appointment of Mr. Vijay R. Kirloskar as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 1st August, 2014.

#### (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
26	15733351	100%



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

#### (iii) Invalid votes:

Total numbers of members (in person or by	Total number of votes cast by them
proxy) whose votes were declared invalid	
N.A.	N.A.

# (f) Resolution 6- Appointment of Mr. E. A. Kshirsagar as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 1st August, 2014.

#### (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
26	15733351	100%

#### (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
0	0	0

Total numbers of members (in person or by	Total number of votes cast by them
proxy) whose votes were declared invalid	
N.A.	N.A.



## ASHISH BHATT & ASSOCIATES Company Secretaries

# (g) Resolution 7-- Appointment of Mr. Subodh Bhargava as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 1st August, 2014

#### (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
26	15733351	100%

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

Number of members present and voting (in person or by proxy)		% of total number of valid votes cast
0	0	.0

#### (iii) Invalid votes:

Total numbers of members (in person or by	Total number of votes cast by them
proxy) whose votes were declared invalid	
N.A.	N.A.

# (h) Resolution 8- Appointment of Mr. Ameet Hariani as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 1st August, 2014.

#### (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
26	15733351	100%



## ASHISH BHATT & ASSOCIATES Company Secretaries

#### (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
0	0	0

#### (iii) Invalid votes:

Total numbers of members (in person or by	Total number of votes cast by them
proxy) whose votes were declared invalid	
N.A.	N.A.

(i) Resolution 9- Appointment of Mr. Ulrich H Duden as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 1st August, 2014.

#### (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
26	15733351	100%

#### (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
0	0	0

Total numbers of members (in person or by	Total number of votes cast by them
proxy) whose votes were declared invalid	
N.A.	N.A.

## ASHISH BHATT & ASSOCIATES Company Secretaries

- 5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- 6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

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Thanking you,

Yours faithfully,

Place: Thane

Dated: August 01, 2014

What he

Ashish C. Bhatt Ashish Bhatt & Associates Company Secretaries

#### **ASHISH BHATT & ASSOCIATES**

**Company Secretaries** 

227, 2nd Floor, Devashree Commercial Complex, Devashree Garden, R.W. Sawant Marg. Near Rutu Park, Majiwada, Thane (W) 400 601.

Tel.: 2172 3134 Telefax: 2172 3302 E-mail: amisi99@mtnl.net.in / amisi99.ashish@gmail.com

#### Scrutinizer's Report

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

To,
The Chairman
70<sup>th</sup> Annual General Meeting of the Equity Shareholders
Of Batliboi Limited to be held on 01<sup>st</sup> August 2014 at 02.30 p.m.
At Babasaheb Dahanukar Hall, Maharashtra Chamber of Commerce, Industry & Agriculture,
Oricon House, 6th Floor, 12 K Dubash Marg, Fort, Mumbai - 400 001

Dear Sir,

I, Ashish C Bhatt, Proprietor of Ashish Bhatt & Associates, Company Secretaries, having its office at 227, Devashree Commercial Complex, Majiwada, Thane (W) 400601, have been appointed as Scrutinizer of Batliboi Limited ("the company") for the purpose of scrutinizing the e-voting process carried out as per the provisions of Companies act, 2013 and rule 20 of companies (Management and Administration) Rules 2014 on the below mentioned resolutions, at the 70<sup>th</sup>Annual General meeting of the Equity Shareholders of Batliboi Limited, to be held on 01<sup>st</sup> August 2014 at 02.30 p.m. at Babasaheb Dahanukar Hall, Maharashtra Chamber of Commerce, Industry & Agriculture, Oricon House, 6th Floor, 12 K Dubash Marg, Fort, Mumbai - 400 001, Maharashtra. we submit our report as under:

- 1. The e-voting period remained open from July 26, 2014 (9.00 a.m.) to July 28, 2014 (5.00 p.m.).
- 2. The shareholders holding shares as on the "cut off" date June 20, 2014 were entitled to vote on the proposed resolutions (Item No.1 to 9 as sent out in the Notice of the 70<sup>th</sup> AGM of the Company).
- 3. The votes were unblocked on July 30, 2014 around 11.00 a.m.in the presence of two witnesses Ms. Pooja Panvelkar residing at G-4, R. Panvelkar Nagari, Near Gaodevi Road, Badlapur (East) 421503 and Ms. Nikki Shah residing at 301, Krupa Building, G.V. Scheme, Mulund (East), Mumbai-400081 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Pooja Panvelkar

Name: Nikki Shah



- 4. Thereafter the details containing, inter alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited (www.evotingindia.com)- ANNEXURE-A
- 5. The result of e-voting is as under
- (a) Resolution 1- Adoption of the Audited Statements of Accounts together with Directors' Report and also Auditors' Report for the year ended March 31, 2014
- (i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
2	101	100%

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0

#### (iii) Invalid votes:

Total Number of Member whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

#### (b) Resolution 2- Re-appointment of Shri. Nirmal Bhogilal, who retires by rotation.

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

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
1	100	99.01%



Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
1	1	0.99%

#### (iii) Invalid votes:

Total Number of Member whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

(c) Resolution 3- Re-Appointment of Messrs. V. Sankar Aiyar & Co., Chartered Accountants, as Statutory Auditor of the company for the financial ending on March 31, 2015.

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

Number through system	of members electronic		Number of votes cast by them	% of total number of valid votes cast
	1	-	100	99.01%

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

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
1	1	0.99%

Total Number of Member whose votes were declared invalid	Total number of votes cast by them
N.A	N.A



## (d) Resolution 4- Remuneration of the Cost Auditors for the financial year ending 31st March, 2015

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

Number of members voted through electronic voting system	-	% of total number of valid votes cast
1	100	99.01%

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

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
1	1	0.99%

#### (iii) Invalid votes:

Total Number of Member whose votes were declared invalid	Total number of votes cast by them
N.A	N.A
<u> </u>	

# (e) Resolution 5- Appointment of Mr. Vijay R. Kirloskar as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 1st August, 2014."

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

Number of members voted through electronic voting system	,	% of total number of valid votes cast
1	100	99.01%

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

Number of members voted through electronic voting system	) -	% of total number of valid votes cast
1	1	0.99%



#### (iii) Invalid votes:

Total Number of Member whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

# (f) Resolution 6- Appointment of Mr. E. A. Kshirsagaras as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 1st August, 2014."

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

Number of members voted through electronic voting system	-	% of total number of valid votes cast
1	100	99.01%

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

of members electronic		Number of votes cast by them	% of total number of valid votes cast
1		1	0.99%
	4		

#### (iii) Invalid votes:

Total Number of Member whose votes were	Total number of votes cast by them
declared invalid	
N.A	N.A

# (g) Resolution 7- Appointment of Mr. Subodh Bhargava as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 1st August, 2014."

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

Number of members vote through electronic votin system	Number of votes cast by them	% of total number of valid votes cast
1	100	99.01%



Number of members present and voting (in person or by proxy)	,	% of total number of valid votes cast
1	1	0.99%

#### (iii) Invalid votes:

Total Number of Member whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

(h) Resolution 8- Appointment of Mr. Ameet Hariani as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 1st August, 2014."

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

Number of members vo through electronic vot system	ng Number of votes cast by them	% of total number of valid votes cast
1	100	99.01%

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

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
1	1	0.99%

Total Number of Member whose votes were declared invalid	Total number of votes cast by them
N.A	N.A



(i) Resolution 9- Appointment of Mr. Ulrich H Duden as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 1st August, 2014."

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

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
1	100	99.01%

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

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
1	1	0.99%

#### (iii) Invalid votes:

Total Number of Member whose votes were	Total number of votes cast by them
declared invalid	
N.A	N.A

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

Thanking you,

Yours faithfully,

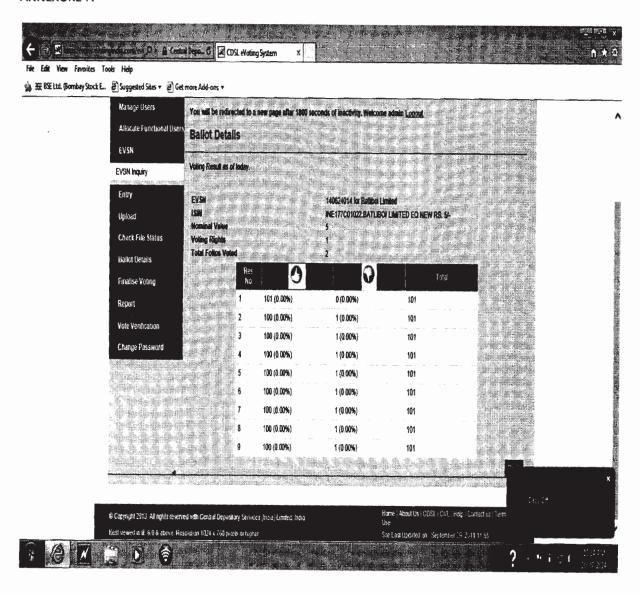
Place: Thane

Dated: July 30, 2014

Ashish C. Bhatt Ashish Bhatt & Associates Company Secretaries



#### **ANNEXURE-A**



For ASHISH BHATT & ASSOCIATES COMPANY SECRETARIES

ASHISH C. BHATT

