

Nilkamal Limited



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 EIGHTH
ANNUAL GENERAL MEETING OF NILKAMAL LIMITED HELD ON
SEPTEMBER 6, 2014.**

- 1) **Date of the AGM: Saturday, September 6, 2014.**
- 2) **Total number of shareholders on record date: 9940**
- 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 | 14 | 23 |
| Public | 37 | 3 | 40 |
| Total | 46 | 17 | 63 |

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

Details of the Agenda

The details of the Resolutions are appended below:

Mode of Voting : E-voting and Poll at AGM

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



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Resolution No. 1: Ordinary Resolution

Consideration and Adoption of Audited Financial Statements for the year ended 31st March, 2014 along with the Directors' and Auditors' Report thereon.

| Promoter/Public | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes -in favour | No. of Votes - against | % of votes in favour on votes polled | % of votes against on votes polled |
|--------------------------------|--------------------|---------------------|---|-------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)]* 100 | (4) | (5) | (6)=[(4)/(2)]* 100 | (7)=[(5)/(2)]* 100 |
| Promoter and Promoter Group | 94,86,982 | 94,86,982 | 100 | 94,86,982 | Nil | 100 | 0 |
| Public - Institutional holders | 11,93,395 | 11,58,038 | 97.04 | 11,58,038 | Nil | 100 | 0 |
| Public-Others | 42,42,148 | 5,21,873 | 12.30 | 5,21,873 | Nil | 100 | 0 |
| Total | 1,49,22,525 | 1,11,66,893 | 74.83 | 1,11,66,893 | Nil | 100 | 0 |

Resolution No. 2: Ordinary Resolution

Declaration of Dividend on Equity Shares for the year ended 31st March, 2014.

| Promoter/Public | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes -in favour | No. of Votes - against | % of votes in favour on votes polled | % of votes against on votes polled |
|--------------------------------|--------------------|---------------------|---|-------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)]* 100 | (4) | (5) | (6)=[(4)/(2)]* 100 | (7)=[(5)/(2)]* 100 |
| Promoter and Promoter Group | 94,86,982 | 94,86,982 | 100 | 94,86,982 | Nil | 100 | 0 |
| Public - Institutional holders | 11,93,395 | 11,58,038 | 97.04 | 11,58,038 | Nil | 100 | 0 |
| Public-Others | 42,42,148 | 5,21,873 | 12.30 | 5,21,873 | Nil | 100 | 0 |
| Total | 1,49,22,525 | 1,11,66,893 | 74.83 | 1,11,66,893 | Nil | 100 | 0 |



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Resolution No. 3: Ordinary Resolution

Re-appointment of Mr. Manish V. Parekh, who retires by rotation.

| Promoter/Public | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes -in favour | No. of Votes - against | % of votes in favour on votes polled | % of votes against on votes polled |
|------------------------------|--------------------|---------------------|---|-------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)]* 100 | (4) | (5) | (6)=[(4)/(2)]* 100 | (7)=[(5)/(2)]* 100 |
| Promoter and Promoter Group | 94,86,982 | 94,86,982 | 100 | 94,86,982 | Nil | 100 | 0 |
| Public Institutional holders | 11,93,395 | 11,58,038 | 97.04 | 11,58,038 | Nil | 100 | 0 |
| Public-Others | 42,42,148 | 5,21,873 | 12.30 | 5,21,873 | Nil | 100 | 0 |
| Total | 1,49,22,525 | 1,11,66,893 | 74.83 | 1,11,66,893 | Nil | 100 | 0 |

Resolution No. 4: Ordinary Resolution

Appointment of Joint Statutory Auditors of the Company.

| Promoter/Public | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes -in favour | No. of Votes - against | % of votes in favour on votes polled | % of votes against on votes polled |
|------------------------------|--------------------|---------------------|---|-------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)]* 100 | (4) | (5) | (6)=[(4)/(2)]* 100 | (7)=[(5)/(2)]* 100 |
| Promoter and Promoter Group | 94,86,982 | 94,86,982 | 100 | 94,86,982 | Nil | 100 | 0 |
| Public Institutional holders | 11,93,395 | 11,58,038 | 97.04 | 8,72,038 | 2,86,000 | 75.30 | 24.70 |
| Public-Others | 42,42,148 | 5,21,873 | 12.30 | 5,21,873 | Nil | 100 | 0 |
| Total | 1,49,22,525 | 1,11,66,893 | 74.83 | 1,08,80,893 | 2,86,000 | 97.44 | 2.56 |

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Resolution No. 5: Ordinary Resolution

Appointment of Mr. Mahendra V. Doshi as an Independent Director.

| Promoter/Public | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes -in favour | No. of Votes - against | % of votes in favour on votes polled | % of votes against on votes polled |
|--------------------------------|--------------------|---------------------|---|-------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)]* 100 | (4) | (5) | (6)=[(4)/(2)]* 100 | (7)=[(5)/(2)]* 100 |
| Promoter and Promoter Group | 94,86,982 | 94,86,982 | 100 | 94,86,982 | Nil | 100 | 0 |
| Public - Institutional holders | 11,93,395 | 11,58,038 | 97.04 | 8,72,038 | 2,86,000 | 75.30 | 24.70 |
| Public-Others | 42,42,148 | 5,21,873 | 12.30 | 5,21,873 | Nil | 100 | 0 |
| Total | 1,49,22,525 | 1,11,66,893 | 74.83 | 1,08,80,893 | 2,86,000 | 97.44 | 2.56 |

Resolution No. 6: Ordinary Resolution

Appointment of Mr. Mufazzal S. Federal as an Independent Director.

| Promoter/Public | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes -in favour | No. of Votes - against | % of votes in favour on votes polled | % of votes against on votes polled |
|--------------------------------|--------------------|---------------------|---|-------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)]* 100 | (4) | (5) | (6)=[(4)/(2)]* 100 | (7)=[(5)/(2)]* 100 |
| Promoter and Promoter Group | 94,86,982 | 94,86,982 | 100 | 94,86,982 | Nil | 100 | 0 |
| Public - Institutional holders | 11,93,395 | 11,58,038 | 97.04 | 11,58,038 | Nil | 100 | 0 |
| Public-Others | 42,42,148 | 5,21,873 | 12.30 | 5,21,873 | Nil | 100 | 0 |
| Total | 1,49,22,525 | 1,11,66,893 | 74.83 | 1,11,66,893 | Nil | 100 | 0 |



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Resolution No. 7: Ordinary Resolution

Appointment of Mr. K. R. Ramamoorthy as an Independent Director.

| Promoter/Public | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes -in favour | No. of Votes - against | % of votes in favour on votes polled | % of votes against on votes polled |
|--------------------------------|--------------------|---------------------|---|-------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)]* 100 | (4) | (5) | (6)=[(4)/(2)]* 100 | (7)=[(5)/(2)]* 100 |
| Promoter and Promoter Group | 94,86,982 | 94,86,982 | 100 | 94,86,982 | Nil | 100 | 0 |
| Public - Institutional holders | 11,93,395 | 11,58,038 | 97.04 | 8,72,038 | 2,86,000 | 75.30 | 24.70 |
| Public-Others | 42,42,148 | 5,21,873 | 12.30 | 5,21,873 | Nil | 100 | 0 |
| Total | 1,49,22,525 | 1,11,66,893 | 74.83 | 1,08,80,893 | 2,86,000 | 97.44 | 2.56 |

Resolution No. 8 : Ordinary Resolution

Appointment of Mr. D. B. Engineer as an Independent Director.

| Promoter/Public | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes -in favour | No. of Votes - against | % of votes in favour on votes polled | % of votes against on votes polled |
|--------------------------------|--------------------|---------------------|---|-------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)]* 100 | (4) | (5) | (6)=[(4)/(2)]* 100 | (7)=[(5)/(2)]* 100 |
| Promoter and Promoter Group | 94,86,982 | 94,86,982 | 100 | 94,86,982 | Nil | 100 | 0 |
| Public - Institutional holders | 11,93,395 | 11,58,038 | 97.04 | 8,72,038 | 2,86,000 | 75.30 | 24.70 |
| Public-Others | 42,42,148 | 5,21,873 | 12.30 | 5,21,873 | Nil | 100 | 0 |
| Total | 1,49,22,525 | 1,11,66,893 | 74.83 | 1,08,80,893 | 2,86,000 | 97.44 | 2.56 |



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Resolution No. 9 : Ordinary Resolution

Appointment of Mr. S. K. Palekar as an Independent Director.

| Promoter/Public | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes -in favour | No. of Votes - against | % of votes in favour on votes polled | % of votes against on votes polled |
|--------------------------------|--------------------|---------------------|---|-------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)]* 100 | (4) | (5) | (6)=[(4)/(2)]* 100 | (7)=[(5)/(2)]* 100 |
| Promoter and Promoter Group | 94,86,982 | 94,86,982 | 100 | 94,86,982 | Nil | 100 | 0 |
| Public - Institutional holders | 11,93,395 | 11,58,038 | 97.04 | 11,58,038 | Nil | 100 | 0 |
| Public-Others | 42,42,148 | 5,21,873 | 12.30 | 5,21,873 | Nil | 100 | 0 |
| Total | 1,49,22,525 | 1,11,66,893 | 74.83 | 1,11,66,893 | Nil | 100 | 0 |

Resolution No. 10 : Ordinary Resolution

Appointment of Cost Auditors and fixing their remuneration.

| Promoter/Public | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes -in favour | No. of Votes - against | % of votes in favour on votes polled | % of votes against on votes polled |
|--------------------------------|--------------------|---------------------|---|-------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)]* 100 | (4) | (5) | (6)=[(4)/(2)]* 100 | (7)=[(5)/(2)]* 100 |
| Promoter and Promoter Group | 94,86,982 | 94,86,982 | 100 | 94,86,982 | Nil | 100 | 0 |
| Public - Institutional holders | 11,93,395 | 11,58,038 | 97.04 | 11,58,038 | Nil | 100 | 0 |
| Public-Others | 42,42,148 | 5,21,873 | 12.30 | 5,21,873 | Nil | 100 | 0 |
| Total | 1,49,22,525 | 1,11,66,893 | 74.83 | 1,11,66,893 | Nil | 100 | 0 |

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Resolution No. 11 : Special Resolution

Approval for borrowing limits.

| Promoter/Public | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes -in favour | No. of Votes - against | % of votes in favour on votes polled | % of votes against on votes polled |
|--------------------------------|--------------------|---------------------|---|-------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)]* 100 | (4) | (5) | (6)=[(4)/(2)]* 100 | (7)=[(5)/(2)]* 100 |
| Promoter and Promoter Group | 94,86,982 | 94,86,982 | 100 | 94,86,982 | Nil | 100 | 0 |
| Public - Institutional holders | 11,93,395 | 11,58,038 | 97.04 | 11,58,038 | Nil | 100 | 0 |
| Public-Others | 42,42,148 | 5,21,873 | 12.30 | 5,21,873 | Nil | 100 | 0 |
| Total | 1,49,22,525 | 1,11,66,893 | 74.83 | 1,11,66,893 | Nil | 100 | 0 |

Resolution No. 12 : Special Resolution

Approval for creation of mortgage/ charge on Company's assets.

| Promoter/Public | No. of Shares held | No. of votes polled | % of votes polled on outstanding shares | No. of votes -in favour | No. of Votes - against | % of votes in favour on votes polled | % of votes against on votes polled |
|--------------------------------|--------------------|---------------------|---|-------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)]* 100 | (4) | (5) | (6)=[(4)/(2)]* 100 | (7)=[(5)/(2)]* 100 |
| Promoter and Promoter Group | 94,86,982 | 94,86,982 | 100 | 94,86,982 | Nil | 100 | 0 |
| Public - Institutional holders | 11,93,395 | 11,58,038 | 97.04 | 11,58,038 | Nil | 100 | 0 |
| Public-Others | 42,42,148 | 5,21,873 | 12.30 | 5,21,873 | Nil | 100 | 0 |
| Total | 1,49,22,525 | 1,11,66,893 | 74.83 | 1,11,66,893 | Nil | 100 | 0 |

For Nilkamal Limited



Priti Dave

(Company Secretary)



PRATIK M. SHAH B.COM., F.C.S.

Company Secretaries

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 28th Annual General Meeting of the members of:

Nilkamal Limited (the Company) to be held on the 6th day of September, 2014 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,

1. 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 e-voting process and ascertaining the requisite majority on e-voting carried out as per the terms of Clause 35B of the Listing Agreement and provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolution contained in the notice to the 28th Annual General Meeting (AGM) of the members of the Company, to be held on the 6th day of September, 2014 at Survey No. 354/2 & 354/3, Near Rakholi Bridge, Silvassa - Khanvel Road, Vasona, Silvassa - 396 230, Union Territory of Dadra & Nagar Haveli.
2. 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 on the resolution contained in the Notice to the 28th Annual General Meeting (AGM) of the Company. My responsibility as a scrutinizer for the e-voting process 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, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ('CDSL') the authorized agency to provide e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under:-
 - i. The e-voting period remained open from Monday, 1st September, 2014 (9.00 A.M) to Tuesday, 2nd September, 2014 (6:00 P.M).
 - ii. The members of the Company as on the "cut-off" date i.e. 1st August, 2014 were entitled to vote on the resolution (item no. 1 to 12 as set out in the notice of the 28th AGM of the Company).
 - iii. The votes cast were unblocked on September 2, 2014 at 6.45 pm in the presence of 2 witnesses, Mr. Chirag Kothari and Ms. Sanjana Khara who are not in the employment of the Company.



Office Add .: D/12, Riddhi Avenue, Padma Nagar, Chikuwadi, Borivali (West), Mumbai - 400 092.

Tel. No. : 2898 3946 ● Cell. : 98200 55798 ● e-mail : cspratikmshah@gmail.com

Communication Add .: B-302, Shree Rajlaxmi , Padma Nagar, Chikuwadi, Borivali (West), Mumbai - 400 092.

- iv. Thereafter, the details containing inter alia, list of Equity Shares Holders, who voted "for" , "against" each of the resolution that were put to vote, were generated from the e-voting website of Central Depository Services (India) Limited (CDSL) i.e. www.evotingindia.co.in and based on such reports generated, the result of the e-voting is as under:

Item No. 1:-

Ordinary Resolution to consider and adopt the Audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.

- i. Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| 52 | 1,06,45,534 | 100% |

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| NIL | NIL | NIL |

- iii. **Invalid** votes :

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| NIL | NIL | NIL |

Item No. 2:-

Ordinary Resolution to declare Dividend on equity shares for the year ended March 31, 2014

- i. Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| 52 | 1,06,45,534 | 100% |

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| NIL | NIL | NIL |

- iii. **Invalid** votes :

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| NIL | NIL | NIL |



Item No. 3:-

Ordinary Resolution to appoint a Director in place of Mr. Manish V. Parekh (holding DIN 00037724), who retires by rotation pursuant to Section 152 of the Companies Act, 2013, and being eligible, offers himself for re-election.

- i. Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| 52 | 1,06,45,534 | 100% |

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| NIL | NIL | NIL |

- iii. **Invalid** votes :

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| NIL | NIL | NIL |

Item No. 4:-

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

- i. Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| 52 | 1,06,45,534 | 100% |

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| NIL | NIL | NIL |

- iii. **Invalid** votes :

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| NIL | NIL | NIL |



Item No. 5:-

Ordinary Resolution to appoint Mr. Mahendra V. Doshi (holding DIN 00123243), as an Independent Director of the Company

- i. Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| 52 | 1,06,45,534 | 100% |

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| NIL | NIL | NIL |

- iii. **Invalid** votes :

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| NIL | NIL | NIL |

Item No. 6:-

Ordinary Resolution to appoint Mr. Mufazzal S. Federal (holding DIN 03409798), as an Independent Director of the Company

- i. Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| 52 | 1,06,45,534 | 100% |

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| NIL | NIL | NIL |

- iii. **Invalid** votes :

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| NIL | NIL | NIL |

Item No. 7:-

Ordinary Resolution to appoint Mr. K. R. Ramamoorthy (holding DIN 00058467), as an Independent Director of the Company



- i. Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| 52 | 1,06,45,534 | 100% |

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| NIL | NIL | NIL |

- iii. **Invalid** votes :

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| NIL | NIL | NIL |

Item No. 8:-

Ordinary Resolution to appoint Mr. Dadi B. Engineer (holding DIN 00047028), as an Independent Director of the Company

- i. Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| 52 | 1,06,45,534 | 100% |

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| NIL | NIL | NIL |

- iii. **Invalid** votes :

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| NIL | NIL | NIL |

Item No. 9:-

Ordinary Resolution to appoint Mr. S. K. Palekar (holding DIN 01723670), as an Independent Director of the Company

- i. Voted **in favour** of the resolution:

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| 52 | 1,06,45,534 | 100% |



ii. Voted **against** the resolution :

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| NIL | NIL | NIL |

iii. **Invalid** votes :

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| NIL | NIL | NIL |

Item No. 10:-

Ordinary Resolution to appoint M/s. B. F. Modi & Associates, Cost Accountants, as the Cost Auditors of the Company for the Financial Year 2014-2015 and fixing their remuneration.

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| 52 | 1,06,45,534 | 100% |

ii. Voted **against** the resolution :

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| NIL | NIL | NIL |

iii. **Invalid** votes :

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| NIL | NIL | NIL |

Item No. 11-

Special Resolution passed for authorising Board of Director of the Company under section 180(1)(c) of the Companies Act, 2013 to borrow money exceeding its aggregate paid-up and free reserves for an amount not exceeding Rs. 600 Crores.

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| 52 | 1,06,45,534 | 100% |

ii. Voted **against** the resolution :

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| NIL | NIL | NIL |



iii. **Invalid** votes :

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| NIL | NIL | NIL |

Item No. 12-

Special Resolution passed for authorising Board of Director of the Company under section 180(1)(a) to create mortgage and/or charge on the assets of the Company..

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

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| 52 | 1,06,45,534 | 100% |

ii. Voted **against** the resolution :

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| NIL | NIL | NIL |

iii. **Invalid** votes :

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast (Favour and Against) |
|-------------------------|------------------------------|--|
| NIL | NIL | NIL |

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 28th Annual General Meeting and thereafter the same shall be handed over to the Company Secretary for their safe keeping.



A handwritten signature in black ink, appearing to be "Pratik M. Shah".

Pratik M. Shah
Company Secretaries
FCS : 7431
C.P. No. 7401

Place: Mumbai

Date: 3rd September 2014



PRATIK M. SHAH B.COM., F.C.S.
Company Secretaries

FORM No. MGT-13
Report of Scrutinizer(s)

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

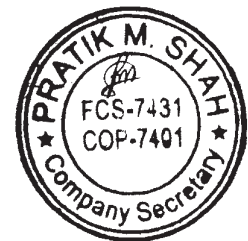
To,
Mr. Vamanrai V. Parekh
Chairman
Twenty Eighth Annual General Meeting of the Equity Shareholders of
NILKAMAL LIMITED

Held on Saturday, 6th September, 2014 at its Registered Office situated at Registered Office of the Company 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 Shah, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the Twenty Eighth Annual General Meeting of the Equity Shareholders of NILKAMAL LIMITED, held on Saturday, 6th September, 2014 at its Registered Office situated at Survey No. 354/2 & 354/3, Near Rakholi Bridge, Silvassa - Khanvel Road, Vasona, Silvassa - 396 230, Union Territory of Dadra & Nagar Haveli, submit my report as under:

1. 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 us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. 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.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



4. The result of the Poll is as under:

(a) **Resolution No. 1: Ordinary Resolution for consideration and adoption of the Audited Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors' and the Auditors' thereon.**

(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 |
|--|------------------------------|---------------------------------------|
| 32 | 521,359 | 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 |
|--|------------------------------|---------------------------------------|
| Nil | Nil | Nil |

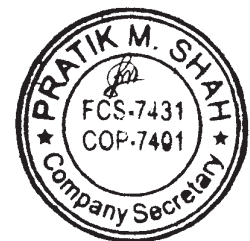
(iii) **Invalid** Votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 5 | 42,739 |

(b) **Resolution No. 2: Ordinary Resolution to declare dividend on Equity shares for the year ended 31st March, 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 |
|--|------------------------------|---------------------------------------|
| 32 | 521,359 | 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 |
|--|------------------------------|---------------------------------------|
| Nil | Nil | Nil |

(iii) **Invalid Votes:**

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 5 | 42,739 |

(c) **Resolution No. 3: Ordinary Resolution for re-appointment of Mr. Manish V. Parekh (holding DIN 00037724) who retires by rotation.**

(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 |
|--|------------------------------|---------------------------------------|
| 32 | 521,359 | 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 |
|--|------------------------------|---------------------------------------|
| Nil | Nil | Nil |

(iii) **Invalid Votes:**

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 5 | 42,739 |



(d) Resolution No. 4: Ordinary Resolution for appointment of M/s. Vora and Associates, Chartered Accountants (having ICAI No. 111612W) and M/s. BSR & Co. LLP, Chartered Accountants (having ICAI No. 101248W) as the Joint Statutory Auditors of the Company.

(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 |
|--|------------------------------|---------------------------------------|
| 30 | 235,359 | 45.14% |

(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 |
|--|------------------------------|---------------------------------------|
| 2 | 286,000 | 54.86% |

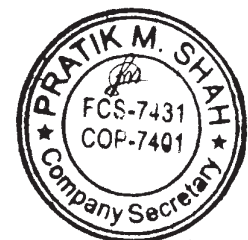
(iii) Invalid Votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 5 | 42,739 |

(e) Resolution No. 5: Ordinary Resolution for appointment of Mr. Mahendra V. Doshi (holding DIN 00123243) as an Independent Director.

(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 |
|--|------------------------------|---------------------------------------|
| 30 | 235,359 | 45.14% |



(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 |
|--|------------------------------|---------------------------------------|
| 2 | 286,000 | 54.86% |

(iii) **Invalid** Votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 5 | 42,739 |

(f) Resolution No. 6: Ordinary Resolution for appointment of Mr. Mufazzal S. Federal (holding DIN 03409798) as an Independent Director.

(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 |
|--|------------------------------|---------------------------------------|
| 32 | 521,359 | 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 |
|--|------------------------------|---------------------------------------|
| Nil | Nil | Nil |

(iii) **Invalid** Votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 5 | 42,739 |



(g) Resolution No. 7: Ordinary Resolution for appointment of Mr. K. R. Ramamoorthy (holding DIN 00058467) as an Independent Director.

(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 |
|--|------------------------------|---------------------------------------|
| 30 | 235,359 | 45.14% |

(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 |
|--|------------------------------|---------------------------------------|
| 2 | 286,000 | 54.86% |

(iii) **Invalid Votes:**

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 5 | 42,739 |

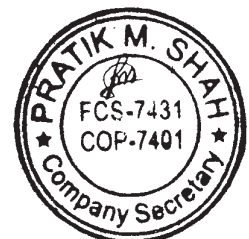
(h) Resolution No. 8: Ordinary Resolution for appointment of Mr. Dadi B. Engineer (holding DIN 00047028) as an Independent Director.

(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 |
|--|------------------------------|---------------------------------------|
| 30 | 235,359 | 45.14% |

(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 |
|--|------------------------------|---------------------------------------|
| 2 | 286,000 | 54.86% |



(iii) **Invalid Votes:**

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 5 | 42,739 |

(i) Resolution No. 9: Ordinary Resolution for appointment of Mr. S. K. Palekar (holding DIN 01723670) as an Independent Director.

(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 |
|--|------------------------------|---------------------------------------|
| 32 | 521,359 | 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 |
|--|------------------------------|---------------------------------------|
| Nil | Nil | Nil |

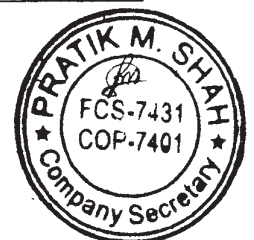
(iii) **Invalid Votes:**

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 5 | 42,739 |

(j) Resolution No. 10: Ordinary Resolution for appointment of M/s. B. F. Modi, Cost Accountants, as the Cost Auditors of the Company.

(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 |
|--|------------------------------|---------------------------------------|
| 32 | 521,359 | 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 |
|--|------------------------------|---------------------------------------|
| Nil | Nil | Nil |

(iii) **Invalid Votes:**

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 5 | 42,739 |

(k) Resolution No. 11: Special Resolution for authorizing the Board of Directors of the Company under Section 180(1)(c) of the Companies Act, 2013 to borrow money exceeding its paid up capital share capital and free reserves for an amount not exceeding Rs. 600 Crores.

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

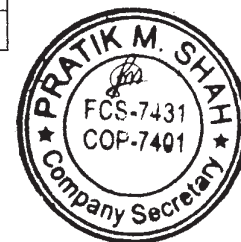
| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 32 | 521,359 | 100% |

(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 |
|--|------------------------------|---------------------------------------|
| Nil | Nil | Nil |

(iii) **Invalid Votes:**

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 5 | 42,739 |



(l) Resolution No. 12: Special Resolution for Board of Director of the Company under Section 180(1)(a) to create mortgage and/or charge on the assets of the Company.

(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 |
|--|------------------------------|---------------------------------------|
| 32 | 521,359 | 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 |
|--|------------------------------|---------------------------------------|
| Nil | Nil | Nil |

(iii) **Invalid** Votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 5 | 42,739 |

5. 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 for safe keeping.

Thanking you,
Yours faithfully,

Place: Mumbai
Dated: 8th September, 2014.



A handwritten signature in black ink, appearing to be "Pratik M. Shah".

Pratik M. Shah
Company Secretaries
FCS: 7431
CP No. 7401