

SAHYADRI INDUSTRIES LTD.

Registered Office :
 Swastik House, 39/D, Gultekdi, J.N. Marg, Pune-411 037, Maharashtra. INDIA
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CIN: L26956PN1994PLC078041

09th August 2014

To,
 Department of Corporate Services
 Bombay Stock Exchange
 P. J. Towers, Dalal Street,
 Mumbai - 400001

Sub: Clause 35A of the Listing Agreement

Dear Sir

In terms with Clause 35A of the Listing Agreement, we are pleased to submit the following information in the prescribed format regarding voting results on the business transacted as per Notice of 20th Annual General Meeting held on 08th August 2014 at 3.30 PM at Plot No. 39, Block No.D-III, MIDC, Chinchwad, Pune - 411 019,

Date of Annual General Meeting	Friday, 08th August 2014
Total No. of Shareholder as on record date	4540
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group:	12
Public:	09
No. of Shareholders attended the meeting through Video Conferencing	Nil

The mode of voting was voting by way of e-voting and by poll at the Annual General Meeting. Kindly take the same on record.

Thanking You,

For Sahyadri Industries Ltd.


 Jaiwant Rege
 Company Secretary

"In the realm of sustainability resides the little universe of Sahyadri wherein it has carved a niche for itself as a competent player. A dynamic company led by young leaders, it radiates the energy that walks a new direction and talks innovation, in the expanding world of green. A grounded enterprise true to its values and discipline in structure & function, Sahyadri drives the steady foundation set by its founders, the bond it shares with people and high regard for processes to provide answers that take you further and farther"

Subject to Pune Jurisdiction only

Sahyadri Industries Ltd.
Clause 35A (Physical and e-voting)

Resolution No. 1

Consider and adopt the audited Balance Sheet as at 31st March 2014 and the Profit & Loss Account and the Cash Flow Statement for the year ended on that date and Reports of the Directors and Auditors thereon

	No. of Shares Held (1)	No. of votes polled (2)	% of Votes polled on outstanding Shares (3)=[(2)/(1)*100	No. of Votes -in favor(4)	No. of Votes -against(5)	% of Votes in favour on votes polled (6)=[(4)/(2)*100	% of Votes against votes polled (7)=[(5)/(2)*100
Promoter and Promoter Group	6338621	6338621	100	6338621	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-other	3222879	800516	24.8	800516	0	100	0
Total	9561500	7139137	74.67	7139137	0	100	0

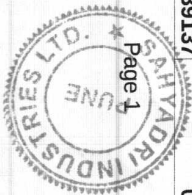
Sahyadri Industries Ltd.

Resolution No. 2

Clause 35A (Physical and e-voting)

Declaration of Dividend on Equity Shares

	No. of Shares Held(1)	No. of votes polled (2)	% of Votes polled on outstanding Shares (3)=[(2)/(1)*100	No. of Votes -in favor(4)	No. of Votes -against(5)	% of Votes in favour on votes polled (6)=[(4)/(2)*100	% of Votes against votes polled (7)=[(5)/(2)*100
Promoter/Public Promoter and Promoter Group	6338621	6338621	100	6338621	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-other	3222879	800516	24.8	800516	0	100	0
Total	9561500	7139137	74.67	7139137	0	100	0



For Sahyadri Industries Ltd.
Company Secretary

Sahyadri Industries Ltd.
Clause 35A (Physical and e-voting)

Resolution No. 3

Re-appointment of Mr. Mr. V.L. Patel who retires by rotation

	No. of Shares Held(1)	No. of votes polled (2)	% of Votes polled on outstanding Shares (3)=[(2)/(1)*100]	No. of Votes -in favor(4)	No. of Votes -against(5)	% of Votes in favour on votes polled (6)=[(4)/(2)*100]	% of Votes against votes polled (7)=[(5)/(2)*100]
Promoter/Public	6338621	6338621	100	6338621	0	100	0
Promoter and Promoter Group	6338621	6338621	100	6338621	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-other	3222879	800516	24.8	800516	0	100	0
Total	9561500	7139137	74.67	7139137	0	100	0

Sahyadri Industries Ltd.
Clause 35A (Physical and e-voting)

Resolution No. 4

Re-appointment of Mr. P.L.Patel who retires by rotation

	No. of Shares Held(1)	No. of votes polled (2)	% of Votes polled on outstanding Shares (3)=[(2)/(1)*100]	No. of Votes -in favor(4)	No. of Votes -against(5)	% of Votes in favour on votes polled (6)=[(4)/(2)*100]	% of Votes against votes polled (7)=[(5)/(2)*100]
Promoter/Public	6338621	6338621	100	6338621	0	100	0
Promoter and Promoter Group	6338621	6338621	100	6338621	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-other	3222879	800516	24.8	800516	0	100	0
Total	9561500	7139137	74.67	7139137	0	100	0



For Sahyadri Industries Ltd.
[Signature]
Company Secretary

Sahyadri Industries Ltd.
Clause 35A (Physical and e-voting)
Resolution No. 5

Re-appointment of Mr. S.V.Patel who retires by rotation

	No. of Shares Held(1)	No. of votes polled (2)	% of Votes polled on outstanding Shares (3)=[(2)/(1)*100	No. of Votes in favor(4)	No. of Votes -against(5)	% of Votes in favour on votes polled (6)=[(4)/(2)*100	% of Votes against votes polled (7)=[(5)/(2)*100
Promoter/Public	6338621	6338621	100	6338621	0	100	0
Promoter and Promoter Group	0	0	0	0	0	0	0
Public-Institutional holders	3222879	800516	24.8	800516	0	100	0
Public-other	9561500	7139137	74.67	7139137	0	100	0
Total							

Sahyadri Industries Ltd.
Clause 35A (Physical and e-voting)

Resolution No. 6

Appointment of Auditor and fixing their remuneration

	No. of Shares Held(1)	No. of votes polled (2)	% of Votes polled on outstanding Shares (3)=[(2)/(1)*100	No. of Votes in favor(4)	No. of Votes -against(5)	% of Votes in favour on votes polled (6)=[(4)/(2)*100	% of Votes against votes polled (7)=[(5)/(2)*100
Promoter/Public	6338621	6338621	100	6338621	0	100	0
Promoter and Promoter Group	0	0	0	0	0	0	0
Public-Institutional holders	3222879	800516	24.8	800516	0	100	0
Public-other	9561500	7139137	74.67	7139137	0	100	0
Total							



For Sahyadri Industries Ltd.
[Signature]
 Company Secretary

Sahyadri Industries Ltd.
Clause 35A (Physical and e-voting)

Resolution No. 7
Special Resolution under Section 180 (1) (c) of the Companies Act 2013 for borrowing an amount not exceeding Rs.300 crores

	No. of Shares Held(1)	No. of votes polled (2)	% of Votes polled on outstanding Shares (3)=[(2)/(1)*100]	No. of Votes -in favor(4)	No. of Votes -against(5)	% of Votes in favour on votes polled (6)=[(4)/(2)*100]	% of Votes against votes polled (7)=[(5)/(2)*100]
Promoter/Public							
Promoter and Promoter Group	6338621	6338621	100	6338621	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-other	3222879	800516	24.8	800516	0	100	0
Total	9561500	7139137	74.67	7139137	0	100	0

Sahyadri Industries Ltd.
Clause 35A (Physical and e-voting)

Resolution No. 8
Special Resolution under Section 180 (1) (a) of the Companies Act 2013 for creating a mortgage on undertaking for an amount not exceeding Rs.300 crores

	No. of Shares Held(1)	No. of votes polled (2)	% of Votes polled on outstanding Shares (3)=[(2)/(1)*100]	No. of Votes -in favor(4)	No. of Votes -against(5)	% of Votes in favour on votes polled (6)=[(4)/(2)*100]	% of Votes against votes polled (7)=[(5)/(2)*100]
Promoter and Promoter Group	6338621	6338621	100	6338621	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-other	3222879	800516	24.8	800516	0	100	0
Total	9561500	7139137	74.67	7139137	0	100	0



For Sahyadri Industries Ltd.
[Signature]
Company Secretary

Sahyadri Industries Ltd.
Clause 35A (Physical and e-voting)

Resolution No. 9
Reappointment of Mr. P.L.Patel as whole time director.

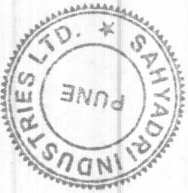
	No. of Shares Held(1)	No. of votes polled (2)	% of Votes polled on outstanding Shares (3)=[(2)/(1)*100]	No. of Votes in favor(4)	No. of Votes -against(5)	% of Votes in favour on votes polled (6)=[(4)/(2)*100]	% of Votes against votes polled (7)=[(5)/(2)*100]
Promoter/Public Promoter and Promoter Group	6338621	6338621	100	6338621	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-other	3222879	255633	7.9	255633	0	100	0
Total	9561500	6594254	68.97	6594254	0	100	0

Sahyadri Industries Ltd.
Clause 35A (Physical and e-voting)

Resolution No. 10

Reappointment of Mr. V.L.Patel as whole time director.

	No. of Shares Held(1)	No. of votes polled (2)	% of Votes polled on outstanding Shares (3)=[(2)/(1)*100]	No. of Votes in favor(4)	No. of Votes -against(5)	% of Votes in favour on votes polled (6)=[(4)/(2)*100]	% of Votes against votes polled (7)=[(5)/(2)*100]
Promoter/Public Promoter and Promoter Group	6338621	6338621	100	6338621	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-other	3222879	800516	24.8	800516	0	100	0
Total	9561500	7139137	74.67	7139137	0	100	0



For Sahyadri Industries Ltd.
[Signature]
Company Secretary

Sahyadri Industries Ltd.
Clause 35A (Physical and e-voting)

Resolution No. 11

Re-appointment of Mr. J.P.Patel as Executive Chairman.

	No. of Shares Held(1)	No. of votes polled (2)	% of Votes polled on outstanding Shares (3)=[(2)/(1)*100]	No. of Votes -in favor(4)	No. of Votes -against(5)	% of Votes in favour on votes polled (6)=[(4)/(2)*100]	% of Votes against votes polled (7)=[(5)/(2)*100]
Promoter/Public							
Promoter and Promoter Group	6338621	6338621	100	6338621	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-other	3222879	800516	24.8	800516	0	100	0
Total	9561500	7139137	74.67	7139137	0	100	0

Sahyadri Industries Ltd.

Resolution No. 12
Clause 35A (Physical and e-voting)

Re-appointment of Mr. S.V.Patel as Managing Director.

	No. of Shares Held(1)	No. of votes polled (2)	% of Votes polled on outstanding Shares (3)=[(2)/(1)*100]	No. of Votes -in favor(4)	No. of Votes -against(5)	% of Votes in favour on votes polled (6)=[(4)/(2)*100]	% of Votes against votes polled (7)=[(5)/(2)*100]
Promoter and Promoter Group	6338621	6338621	100	6338621	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-other	3222879	800516	24.8	800516	0	100	0
Total	9561500	7139137	74.67	7139137	0	100	0



For Sahyadri Industries Ltd.
Company Secretary

Sahyadri Industries Ltd.
Clause 35A (Physical and e-voting)

Resolution No. 13

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

	No. of Shares Held(1)	No. of votes polled (2)	% of Votes polled on outstanding Shares (3)=[(2)/(1)*100]	No. of Votes -in favor(4)	No. of Votes -against(5)	% of Votes in favour on votes polled (6)=[(4)/(2)*100]	% of Votes against votes polled (7)=[(5)/(2)*100]
Promoter and Promoter Group	6338621	6338621	100	6338621	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-other	3222879	800516	24.8	800516	0	100	0
Total	9561500	7139137	74.67	7139137	0	100	0

Sahyadri Industries Ltd.
Clause 35A (Physical and e-voting)

Resolution No. 14

Appointment of Mr.S.U.Koshti as an Independent Director.

	No. of Shares Held(1)	No. of votes polled (2)	% of Votes polled on outstanding Shares (3)=[(2)/(1)*100]	No. of Votes -in favor(4)	No. of Votes -against(5)	% of Votes in favour on votes polled (6)=[(4)/(2)*100]	% of Votes against votes polled (7)=[(5)/(2)*100]
Promoter/Public Promoter and Promoter Group	6338621	6338621	100	6338621	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-other	3222879	800516	24.8	800516	0	100	0
Total	9561500	7139137	74.67	7139137	0	100	0



For Sahyadri Industries Ltd.
Company Secretary

Sahyadri Industries Ltd.
Clause 35A (Physical and e-voting)
Resolution No. 15

Appointment of Mr.S.Y.Mestry as an Independent Director.

	No. of Shares Held(1)	No. of votes polled (2)	% of Votes polled on outstanding Shares (3)=[(2)/(1)*100]	No. of Votes -in favor(4)	No. of Votes -against(5)	% of Votes in favour on votes polled (6)=[(4)/(2)*100]	% of Votes against votes polled (7)=[(5)/(2)*100]
Promoter and Promoter Group	6338621	6338621	100	6338621	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-other	3222879	800516	24.8	800516	0	100	0
Total	9561500	7139137	74.67	7139137	0	100	0

Sahyadri Industries Ltd.
Clause 35A (Physical and e-voting)
Resolution No. 16

Appointment of Mr.J.G.Awate as an Independent Director.

	No. of Shares Held(1)	No. of votes polled (2)	% of Votes polled on outstanding Shares (3)=[(2)/(1)*100]	No. of Votes -in favor(4)	No. of Votes -against(5)	% of Votes in favour on votes polled (6)=[(4)/(2)*100]	% of Votes against votes polled (7)=[(5)/(2)*100]
Promoter and Promoter Group	6338621	6338621	100	6338621	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-other	3222879	800516	24.8	800516	0	100	0
Total	9561500	7139137	74.67	7139137	0	100	0



For Sahyadri Industries Ltd.
[Signature]
 Company Secretary

Sahyadri Industries Ltd.
 Clause 35A (Physical and e-voting)
 Resolution No. 17

Appointment of Mr.S.U.Joshi as an Independent Director.

	No. of Shares Promoter/PutHeld(1)	No. of votes polled (2)	% of Votes polled on outstanding Shares (3)=[(2)/(1)*100]	No. of Votes -in favor(4)	No. of Votes -against(5)	% of Votes in favour on votes polled (6)=[(4)/(2)*100]	% of Votes against votes polled (7)=[(5)/(2)*100]
Promoter and Group	6338621	6338621	100	6338621	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-other	3222879	800516	24.8	800516	0	100	0
Total	9561500	7139137	74.67	7139137	0	100	0



For Sahyadri Industries Ltd.
[Signature]
 Company Secretary

Sridhar G. Mudaliar
M.Com, LL.B., F.C.S.

22-A, Hanuman Nagar,
Off: Senapati Bapat Road,
Model Colony,
Pune- 411016
Tel: 25655319

Company Secretary

Scrutinizer(s) Report

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


To,
The Chairman
The 20th Annual General Meeting of the Members of Sahyadri Industries Limited, to be held on Friday, 8th August 2014, at 3.30 P.M., at Plot No. 39, Block No. D-III, MIDC, Chinchwad, Pune - 411 019.

Dear Sir,

I, Sridhar G. Mudaliar, Practicing Company Secretary, having office at 22 A, Hanuman Nagar, off Senapati Bapat Road, Model Colony, Pune - 411016, have been appointed as scrutinizer of Sahyadri Industries Limited ("the company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner & ascertaining the requisite majority on e-voting carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on below mentioned resolution(s), at the 20th Annual General Meeting of the Members of Sahyadri Industries Limited, to be held on Friday, 8th August 2014, at 3.30 P.M., at Plot No. 39, Block No. D-III, MIDC, Chinchwad, Pune - 411 019. I submit my report as under:

1. The e-voting period remained open from 2nd August, 2014 (09:00 a.m.) to 4th August, 2014 (05:00 p.m.)
2. The shareholders holding shares as on the "cut off" date i.e.30th June, 2014 were entitled to vote on the proposed resolutions (item no. 1 to 17 as set out in the Notice of the 20th Annual General Meeting of Sahyadri Industries Limited.
3. The votes were unblocked on 5th August , 2014 around 04:00 p.m in the presence of two witnesses, Mr. Abhijeet Modak, (Prakash developers, S. No. 34, Opp W. N. C. Vadgaon sheri, Pune - 411014) and Mr.Anand Jain (34/35 Ganesh Peth , Pune - 411002) who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.


Name : Anand Jain .


Name : Abhijeet Modak



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 (<https://www.evotingindia.com>)

5. The result of the e-voting is as under:

a) Resolution 1 – Consider and adopt the audited Balance Sheet as at 31st March, 2014 and the Profit & Loss Account and the Cash Flow Statement for the year ended on that date and Reports of the Directors and Auditors thereon.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
31	7113504	100%

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

b) Resolution 2 – Declaration of Dividend on Equity shares

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
31	7113504	100%



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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

c) Resolution 3 – Re-appointment of Mr. V.L. Patel who retires by rotation

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
31	7113504	100%

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



d) Resolution 4 – Re-appointment of Mr. P.L. Patel who retires by rotation

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
31	7113504	100%

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

e) Resolution 5 – Re-appointment of Mr. S.V. Patel who retires by rotation

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
31	7113504	100%

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Nil	Nil	Nil



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

f) Resolution 6 – Appointment of Auditor and fixing their remuneration.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
31	7113504	100%

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

g) Resolution 7 – Special resolution under 180 (1) (c) of the Companies Act 2013 for borrowing an amount not exceeding Rs. 300/- Crores.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
31	7113504	100%



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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

h) Resolution 8 – Special resolution under 180 (1) (a) of the Companies Act 2013 for Creating a mortgage on undertaking for an amount not exceeding Rs. 300/- Crores.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
31	7113504	100%

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



i) Resolution 9 – Re-appointment of Mr. P. L. Patel as a Whole Time Director.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
29	6568621	100%

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2*	544883

*Not Voted

j) Resolution 10 – Re-appointment of Mr. V.L. Patel as a Whole Time Director.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
31	7113504	100%

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Nil	Nil	Nil



Resolution 9 - Re-appointment of Mr. J. P. Patel as a Whole Time Director
 (i) Voted in favour of the resolution:

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

(ii) Voted against the resolution:
 k) Resolution 11 - Re-appointment of Mr. J. P. Patel as Executive Chairman.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
31	7113504	100%

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

l) Resolution 12 - Re-appointment of Mr. S. V. Patel as Managing Director.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
31	7113504	100%



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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

m) Resolution 13 – Appointment of Mr. D.B.Kasad as an Independent Director.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
31	7113504	100%

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



n) Resolution 14 - Appointment of Mr. S.U. Koshti as an Independent Director

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
31	7113504	100%

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

o) Resolution 15 - Appointment of Mr. S. Y. Mestry as an Independent Director

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
31	7113504	100%

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Nil	Nil	Nil



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

p) Resolution 16 – Appointment of Mr. J.G. Awate as an Independent Director

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
31	7113504	100%

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

q) Resolution 17 – Appointment of Mr. S.U. Joshi as an Independent Director.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
31	7113504	100%



Total number of members whose votes were declared invalid	Nil
Total number of votes cast	Nil

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Nil	Nil	Nil

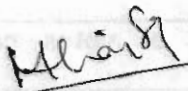
(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

6. The register, all other papers and relevant records relating electronic voting shall remain in our safe custody until the chairman considers, approves, signs the Minutes of the aforesaid Annual General Meeting.

Thanking you,

Yours faithfully,




S. G. Mudaliar
Practicing Company Secretary
C. P. No. 2664

Place: Pune

Date : 5th August, 2014.



Sridhar G. Mudaliar
M.Com, LL.B., F.C.S.

22-A, Hanuman Nagar,
Off: Senapati Bapat Road,
Model Colony,
Pune- 411016
Tel: 25655319

Company Secretary

Scrutinizer's Report

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

To,

The Chairman

The 20th Annual General Meeting of the Members of Sahyadri Industries Limited held on Friday, 8th day of August, 2014 at 03:30 p.m. at Plot No.39 ,Block No.D-III,MIDC, Chinchwad, Pune - 411 019.

Dear Sir,

I, S. G. Mudaliar, Practicing Company Secretary having office at 22 A Hanuman Nagar off Senapati Bapat Road, Model Colony , Pune 411016 has been appointed as scrutinizer of Sahyadri Industries Limited ("the company") for the purpose of the poll taken on below mentioned resolution(s), at The 20th Annual General Meeting of the Members of Sahyadri Industries Limited held on Friday, 8th day of August, 2014 at 03:30 p.m. at Plot No.39 ,Block No. D-III,MIDC, Chinchwad, Pune - 411 019. I submit my report as under:

1. After the time fixed for closing of the poll by the chairman, one 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 1 – Consider and adopt the audited Balance Sheet as at 31st March, 2014 and the Profit & Loss Account and the Cash Flow Statement for the year ended on that date and Reports of the Directors and 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
3	25633	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 whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

- b) Resolution 2 – Declaration of Dividend on Equity shares

(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
3	25633	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 whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

c) Resolution 3 – Re-appointment of Mr. V.L. Patel 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
3	25633	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 whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

d) Resolution 4 – Re-appointment of Mr. P.L. Patel 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
3	25633	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 whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

e) Resolution 5 - Re-appointment of Mr. S.V. Patel 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
3	25633	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 whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



f) Resolution 6 – Appointment of Auditor and fixing their remuneration

(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
3	25633	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 whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

g) Resolution 7 – Special resolution under 180 (1) (c) of the Companies Act 2013 for borrowing an amount not exceeding Rs. 300/- Crores.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
3	25633	100%

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Nil	Nil	Nil



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

- h) Resolution 8 - Special resolution under 180 (1) (a) of the Companies Act 2013 for Creating a mortgage on undertaking for an amount not exceeding Rs. 300/- Crores.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
3	25633	100%

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them

- i) Resolution 9 - Re-appointment of Mr. P. L. Patel as a Whole Time Director.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
3	25633	100%



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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

j) Resolution 10 - Re-appointment of Mr. V.L. Patel as a Whole Time Director

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
3	25633	100%

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

k) Resolution 11 - Re-appointment of Mr. J. P. Patel as Executive Chairman

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
3	25633	100%



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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

l) Resolution 12 – Re-appointment of Mr. S. V. Patel as Managing Director

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
3	25633	100%

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

m) Resolution 13 – Appointment of Mr. D.B.Kasad as an Independent Director.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
3	25633	100%



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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

n) Resolution 14 – Appointment of Mr. S.U. Koshti as an Independent Director

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
3	25633	100%

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

o) Resolution 15 – Appointment of Mr. S. Y. Mestry as an Independent Director

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
3	25633	100%



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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

p) Resolution 16 - Appointment of Mr. J.G. Awate as an Independent Director

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
3	25633	100%

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



q) Resolution 17 – Appointment of Mr. S.U. Joshi as an Independent Director

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
3	25633	100%

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
Nil	Nil	Nil

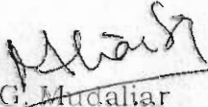
(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

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 other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,


S. G. Mudaliar
Practicing Company Secretary
C. P. No. 2664



Place: Pune

Date : 8th August, 2014