



September 23, 2014

To,
Department of Corporate Services
Bombay Stock Exchange Limited (BSE)
Phiroze JeeJeebhoy Towers,
Dalal Street, Mumbai - 400 001.

Scrip Code: 531080

Sub:- Outcome and Detail of voting Results of the 20th Annual General Meeting of the Company.

Ref: Clause 35A of Listing Agreement

The 20th Annual General Meeting of the Members of the Company were transacted at the AGM held on September 22, 2014 at Svenska Design Hotels, SAB TV Road, Off Link Road, Andheri West, Mumbai -400053

Requisite details under Clause 35A of the Listing Agreement are furnished Below:

Sr. No.	Description	Particulars
1.	Date of AGM	September 22, 2014
2.	Book Closure Date	15th September, 2014 to 22 nd September, 2014 (both days inclusive)
3.	Total Number of Shareholders as on cut of Date for e-voting (22 nd August, 2014)	2090
4.	No. of the Shareholders present in the Meeting either in Person or through Proxy	
	Promoter and Promoter Group	08
	Public	09
	Proxy	00
5.	No. of the Shareholders attended the meeting through Video Conferencing	
	Promoter and Promoter Group	Nil
	Public	Nil
	Proxy	Nil



The Following businesses were transacted at the AGM:

ORDINARY BUSINESS:

Resolution No.1: Consideration and adoption of the Audited Balance Sheet as at 31st March 2014 and the Profit and Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon.

Mode of voting: E-voting and Poll

Promoter / Public	No. of Shares held	No of votes polled	% of votes polled on outstanding shares $3=[2/1]*100$	No. of votes in favour	No. of votes polled against	% of votes polled in favour $6=[4/2]*100$	% of votes polled against $7=[5/2]*100$
Promoter & Promoter Group	15365070	15365070	100	15365070	0	100	0
Public institutional holders	0	0	0	0	0	0	0
Public & Others	12634930	4203	0.03	4203	0	100	0
Total	28000000	15369273	54.89	15369273	0	100	0

Accordingly, the resolution 1 mentioned in the notice of AGM has been approved by shareholders Requisite Majority by e-voting and poll.



Resolution No.2: Re-appointment of Mr. Mukesh Kumar Jain as Director of the Company, who is liable to retire by rotation

Mode of voting: E-voting and Poll

Promoter / Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes polled against	% of votes polled in favour	% of votes polled against
	1	2	$3 = \frac{2}{1} * 100$	4	5	$6 = \frac{4}{2} * 100$	$7 = \frac{5}{2} * 100$
Promoter & Promoter Group	15365070	15365070	100	15365070	0	100	0
Public institutional holders	0	0	0	0	0	0	0
Public & Others	12634930	4203	0.03	3702	501	88.08	11.92
Total	28000000	15369273	54.89	15368772	501	100	0

Accordingly, the resolution 2 mentioned in the notice of AGM has been approved by shareholders Requisite Majority by e-voting and poll.



Resolution No.3: Appointment of M/s. Khandelwal & Khandelwal Associates, Chartered Accountants as Auditors to hold office upto the conclusion of the this Annual General Meeting until the conclusion of the 23rd Annual General Meeting to be held in the year 2017.

Mode of voting: E-voting and Poll

Promoter / Public	No. of Shares held	No of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes polled against	% of votes polled in favour	% of votes polled against
	1	2	$3=[2/1]*100$	4	5	$6=[4/2]*100$	$7=[5/2]*100$
Promoter & Promoter Group	15365070	15365070	100	15365070	0	100	0
Public institutional holders	0	0	0	0	0	0	0
Public & Others	12634930	4203	0.03	3702	501	88.08	11.92
Total	28000000	15369273	54.89	15368772	501	100	0

Accordingly, the resolution 3 mentioned in the notice of AGM has been approved by shareholders Requisite Majority by e-voting and poll.



SPECIAL BUSINESS:

Resolution No.4: Appointment of Mr. Dinesh Joshi as Independent Director of the Company for a term upto five consecutive years commencing from date of this Annual General Meeting till 25 th Annual General meeting of the Company propose to be held in the year of 2019							
Mode of voting: E-voting and Poll							
Promoter / Public	No. of Shares held	No of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes polled against	% of votes polled in favour	% of votes polled against
	1	2	$3=[2/1]*100$	4	5	$6=[4/2]*100$	$7=[5/2]*100$
Promoter & Promoter Group	15365070	15365070	100	15365070	0	100	0
Public institutional holders	0	0	0	0	0	0	0
Public & Others	12634930	4203	0.03	3702	501	88.08	11.92
Total	28000000	15369273	54.89	15368772	501	100	0

Accordingly, the resolution 4 mentioned in the notice of AGM has been approved by shareholders Requisite Majority by e-voting and poll.



Resolution No.5: Appointment of Mr. Ashok Kumar Sethi as Independent Director of the Company for a term upto five consecutive years commencing from date of this Annual General Meeting till 25 th Annual General meeting of the Company propose to be held in the year of 2019							
Mode of voting: E-voting and Poll							
Promoter / Public	No. of Shares held	No of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes polled against	% of votes polled in favour	% of votes polled against
	1	2	$3=[2/1]*100$	4	5	$6=[4/2]*100$	$7=[5/2]*100$
Promoter & Promoter Group	15365070	15365070	100	15365070	0	100	0
Public institutional holders	0	0	0	0	0	0	0
Public & Others	12634930	4203	0.03	3702	501	88.08	11.92
Total	28000000	15369273	54.89	15368772	501	100	0

Accordingly, the resolution 5 mentioned in the notice of AGM has been approved by shareholders Requisite Majority by e-voting and poll.



Resolution No.6: Appointment of Mr. Purshottam Das Bairagi as Independent Director of the Company for a term upto five consecutive years commencing from date of this Annual General Meeting till 25th Annual General meeting of the Company propose to be held in the year of 2019

Mode of voting: E-voting and Poll

Promoter / Public	No. of Shares held	No of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes polled against	% of votes polled in favour	% of votes polled against
	1	2	$3=[2/1]*100$	4	5	$6=[4/2]*100$	$7=[5/2]*100$
Promoter & Promoter Group	15365070	15365070	100	15365070	0	100	0
Public institutional holders	0	0	0	0	0	0	0
Public & Others	12634930	4203	0.03	3702	501	88.08	11.92
Total	28000000	15369273	54.89	15368772	501	100	0

Accordingly, the resolution 6 mentioned in the notice of AGM has been approved by shareholders Requisite Majority by e-voting and poll.



Resolution No.7: Authority to the Boards of Directors of the Company to Borrow money.

Mode of voting: E-voting and Poll

Promoter / Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes polled against	% of votes polled in favour	% of votes polled against
	1	2	$3=[2/1]*100$	4	5	$6=[4/2]*100$	$7=[5/2]*100$
Promoter & Promoter Group	15365070	15365070	100	15365070	0	100	0
Public institutional holders	0	0	0	0	0	0	0
Public & Others	12634930	4203	0.03	3702	501	88.08	11.92
Total	28000000	15369273	54.89	15368772	501	100	0

Accordingly, the resolution 7 mentioned in the notice of AGM has been approved by shareholders Requisite Majority by e-voting and poll.



Resolution No.8: Authority to Create Security.							
Mode of voting: E-voting and Poll							
Promoter / Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes polled against	% of votes polled in favour	% of votes polled against
	1	2	$3=[2/1]*100$	4	5	$6=[4/2]*100$	$7=[5/2]*100$
Promoter & Promoter Group	15365070	15365070	100	15365070	0	100	0
Public institutional holders	0	0	0	0	0	0	0
Public & Others	12634930	4203	0.03	3702	501	88.08	11.92
Total	28000000	15369273	54.89	15368772	501	100	0

Accordingly, the resolution 8 mentioned in the notice of AGM has been approved by shareholders Requisite Majority by e-voting and poll.



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B. K. Pradhan & Associates

Company Secretaries

M.Com, L.L.B, ACS

September 23, 2014

The Chairman,
Shri Krishna Devcon Limited
"Shri Krishna" 805/806,
Opp Laxmi Industrial Estate,
New Link Road, Andheri (W),
Mumbai- 400 053.

Dear Sir,

Sub: **Scrutinizer's Report on the voting process conducted for 20th Annual General Meeting of Shareholders of Shri Krishna Devcon Limited held on September 22, 2014.**

Shri Krishna Devcon Limited ("the Company"), has vide resolution of its Board of Directors dated August 14, 2014, appointed the undersigned as the Scrutinizer to ensure that the process of e-voting and physical voting through ballot on the resolutions, as prescribed under Clauses 35B of the Listing Agreement and Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act"), places for the approval of members as per the Notice dated August 14, 2014, be carried out in the fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of Companies Act, 2013 and Rules and the applicable provisions of the Listing Agreement, relating to e-voting and ballot on the resolutions contained in the Notice to the 20th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the voting process through electronic means and ballot at the AGM is restricted to make a Scrutinizer's Report of the vote cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited (CDSL) and of voting through ballot as provided by Sharex Dynamic (India) Private Limited, the agencies engaged by the Company to provide voting facilities.

As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act was sent to the Shareholders by Courier and through e-mails, for seeking approval of members on following resolutions:

- (A) Resolution No.1 as an Ordinary Resolution for consideration and adoption of Audited Balance Sheet as at March 31, 2014 and Statement of Profit and Loss for the financial year ended on that date together with Report of the Director's and Auditor's thereon.
- (B) Resolution No.2 as an Ordinary Resolution to re-appoint Mr. Mukesh Kumar Jain (holding DIN : 00392364), who retires by rotation.
- (C) Resolution No.3 as an Ordinary Resolution for re-appointment of M/s Khandewal and Khandelwal, Chartered Accountant, as Statutory Auditors of the Company for a period of 3 years, to hold office from conclusion of this Annual General Meeting until the conclusion of 23rd Annual General Meeting and to fix their remuneration.
- (D) Resolution No. 4 as a Special Resolution for appointment of Mr. Dinesh Joshi (DIN: 01784102), as an Independent Director to hold office for a term of five years, w.e.f. September 22, 2014.

A 2 / 26, Shree Vishramyog CHS Ltd, Opp Borivali Fire Station, Off New Link Road,
Borivali (West), Mumbai-400 091. Cell: +91 7666614411 • Website: csbkpradhan.com

• Email: bkpradhan21@gmail.com / info@csbkpradhan.com



- (E) Resolution No. 5 as a Special Resolution for appointment of Mr. Ashok Kumar Sethi (DIN: 01784133), as a Independent Director to hold office for a term of five years, w.e.f. September 22, 2014.
- (F) Resolution No. 6 as a Special Resolution for appointment of Mr. Purshottam Das Bairagi (DIN: 01785896), as a Independent Director to hold office for a term of five years, w.e.f. September 22, 2014.
- (G) Resolution No. 7 as a Special Resolution for authorizing the Board of Directors of the Company, pursuant to the provisions of Section 180 (1) (c) of the Companies Act, 2013, to borrow money in excess of paid up capital and free reserves of the Company but the aggregate outstanding borrowings not exceeding Rs. 500 Crore.
- (H) Resolution No. 8 as a Special Resolution for authorizing the Board of Directors of the Company, pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013, to create charge on the assets of the Company in favour of the lenders or trustees for holders of debentures/ bonds or such other lenders to secure borrowing not exceeding Rs. 500 Crore.

The Company provided the e-Voting facility offered by CDSL to cast votes on aforesaid resolutions through e-Voting by the members of the Company. The Company had also sent Ballot Forms with Annual Report to all the Shareholders, pursuant to the provisions of Clause 35B of the Listing Agreement to enable them to vote through postal ballot.

e-Voting facilities were made available to shareholders of the Company to exercise their voting rights from 9.00 a.m. of 16th September, 2014 and ends on 5.00 p.m. on 18th September, 2014. Accordingly e-votes casted upto 18th September, 2014 have been considered for my scrutiny.

The Company also distributed physical ballots to all the members present at the 20th Annual General Meeting to enable them to cast their votes on the aforesaid resolutions.

A summary of the votes cast by shareholders through e- Voting and physical ballot at the Annual General Meeting with their pattern of voting is as per Annexure annexed to this Report.

The results of the voting by members through e-Voting and physical ballots at the 20th Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Company.

Thanking you,

Yours sincerely,
For B.K.Pradhan & Associates
Company Secretaries



Balkrishan Pradhan
Balkrishan Pradhan
Proprietor
M.No: 20739
C.P No: 10179

ANNEXURE

The summary of the votes cast through e-Voting confirmations and Physical Ballot received for each of the resolutions is given below:

For Resolution 1:

Sr. No.	Particulars	Resolution 1	
		No. of Ballots/ E-Voting	No. of Shares voted
1.	Votes cast through physical ballot	9	4203
2.	e-Voting Confirmations received	8	15365070
	Total	17	15369273
3.	Less: Invalid Ballot/ e-Voting confirmations	0	0
4.	Net Valid Physical Ballot Forms/ e-Voting	17	15369273
	(i) Physical Ballot Forms/ e-Voting with assent for the Resolution	17	15369273
	% of Assent	-	100%
	(ii) Physical Ballot Forms/ e-Voting with dissent for the Resolution	0	0
	% of Dissent	-	0%

For Resolution 2:

Sr. No.	Particulars	Resolution 2	
		No. of Ballots/ E-Voting	No. of Shares voted
1.	Votes cast through physical ballot	9	4203
2.	e-Voting Confirmations received	8	15365070
	Total	17	15369273
3.	Less: Invalid Ballot/ e-Voting confirmations	0	0
4.	Net Valid Physical Ballot Forms/ e-Voting	17	15369273
	(i) Physical Ballot Forms/ e-Voting with assent for the Resolution	16	15368772
	% of Assent	-	100%
	(ii) Physical Ballot Forms/ e-Voting with dissent for the Resolution	1	501
	% of Dissent	-	0%



For Resolution 3:

Sr. No.	Particulars	Resolution 3	
		No. of Ballots/ E-Voting	No. of Shares voted
1.	Votes cast through physical ballot	9	4203
2.	e-Voting Confirmations received	8	15365070
	Total	17	15369273
3.	Less: Invalid Ballot/ e-Voting confirmations	0	0
4.	Net Valid Physical Ballot Forms/ e-Voting	17	15369273
	(i) Physical Ballot Forms/ e-Voting with assent for the Resolution	16	15368772
	% of Assent	-	100%
	(ii) Physical Ballot Forms/ e-Voting with dissent for the Resolution	1	501
	% of Dissent	-	0%

For Resolution 4:

Sr. No.	Particulars	Resolution 4	
		No. of Ballots/ E-Voting	No. of Shares voted
1.	Votes cast through physical ballot	9	4203
2.	e-Voting Confirmations received	8	15365070
	Total	17	15369273
3.	Less: Invalid Ballot/ e-Voting confirmations	0	0
4.	Net Valid Physical Ballot Forms/ e-Voting	17	15369273
	(i) Physical Ballot Forms/ e-Voting with assent for the Resolution	16	15368772
	% of Assent	-	100%
	(ii) Physical Ballot Forms/ e-Voting with dissent for the Resolution	1	501
	% of Dissent	-	0%



For Resolution 5:

Sr. No.	Particulars	Resolution 5	
		No. of Ballots/ E-Voting	No. of Shares voted
1.	Votes cast through physical ballot	9	4203
2.	e-Voting Confirmations received	8	15365070
	Total	17	15369273
3.	Less: Invalid Ballot/ e-Voting confirmations	0	0
4.	Net Valid Physical Ballot Forms/ e-Voting	17	15369273
	(i) Physical Ballot Forms/ e-Voting with assent for the Resolution	16	15368772
	% of Assent	-	100%
	(ii) Physical Ballot Forms/ e-Voting with dissent for the Resolution	1	501
	% of Dissent	-	0%

For Resolution 6:

Sr. No.	Particulars	Resolution 6	
		No. of Ballots/ E-Voting	No. of Shares voted
1.	Votes cast through physical ballot	9	4203
2.	e-Voting Confirmations received	8	15365070
	Total	17	15369273
3.	Less: Invalid Ballot/ e-Voting confirmations	0	0
4.	Net Valid Physical Ballot Forms/ e-Voting	17	15369273
	(i) Physical Ballot Forms/ e-Voting with assent for the Resolution	16	15368772
	% of Assent	-	100%
	(ii) Physical Ballot Forms/ e-Voting with dissent for the Resolution	1	501
	% of Dissent	-	0%



For Resolution 7:

Sr. No.	Particulars	Resolution 7	
		No. of Ballots/ E-Voting	No. of Shares voted
1.	Votes cast through physical ballot	9	4203
2.	e-Voting Confirmations received	8	15365070
	Total	17	15369273
3.	Less: Invalid Ballot/ e-Voting confirmations	0	0
4.	Net Valid Physical Ballot Forms/ e-Voting	17	15369273
	(i) Physical Ballot Forms/ e-Voting with assent for the Resolution	16	15368772
	% of Assent	-	100%
	(ii) Physical Ballot Forms/ e-Voting with dissent for the Resolution	1	501
	% of Dissent	-	0%

For Resolution 8:

Sr. No.	Particulars	Resolution 8	
		No. of Ballots/ E-Voting	No. of Shares voted
1.	Votes cast through physical ballot	9	4203
2.	e-Voting Confirmations received	8	15365070
	Total	17	15369273
3.	Less: Invalid Ballot/ e-Voting confirmations	0	0
4.	Net Valid Physical Ballot Forms/ e-Voting	17	15369273
	(i) Physical Ballot Forms/ e-Voting with assent for the Resolution	16	15368772
	% of Assent	-	100%
	(ii) Physical Ballot Forms/ e-Voting with dissent for the Resolution	1	501
	% of Dissent	-	0%

