



# Thirumalai Chemicals Ltd.

CIN : L24100MH1972PLC016149

Regd. Office : Thirumalai House, Plot No.101/102, Sion-Matunga Estate, Scheme No. 6, Road No. 29, Sion (E), MUMBAI-400 022. India.  
Phone : +91-22-4368 6200 / 2401 7841 • Fax : +91-22-2401 1699  
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ISO 9001, ISO 14001  
HACCP CERTIFIED COMPANY

July 30, 2016

Department of Corporate Services  
Bombay Stock Exchange Ltd.  
P.J. Towers, 25th Floor,  
MUMBAI – 400 001  
Fax No: 22723121/2037/3719/2941

National Stock Exchange of India Ltd.  
Exchange Plaza, Bandra Kurla Complex  
Bandra (East)  
MUMBAI – 400 051  
Fax No: 26598237/8238

Dear Sir,

Ref.: **Scrip code: 500412 / TIRUMALCHM**

Re: **Clause 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.--  
Voting Results of the 43<sup>rd</sup> AGM held on July 29, 2016.**

Date of AGM : 29/07/2016

Total number of shareholders on record date: 16567

No. of shareholders present in the meeting either in person or by proxy:

Promoters and Promoter Group: 8

Public : 33

No. of shareholders attended the meeting through Video conferencing: NA

The businesses transacted along with their respective voting results are attached.

Kindly acknowledge.

Thanking you,

Yours faithfully,

For THIRUMALAI CHEMICALS LIMITED

T. RAJAGOPALAN.

COMPANY SECRETARY.

### 1. Subject Matter of Resolution:

Adoption of the Directors' Report and the Audited Profit and Loss Account for the year ended March 31, 2016 and the Balance Sheet as at that date and the Auditors' Report thereon.

Nature of Resolution: Ordinary Resolution

| Particulars  | Number of votes contained in |              |                  | % of valid votes |
|--------------|------------------------------|--------------|------------------|------------------|
|              | e-votes                      | Poll         | Total            |                  |
| Assent       | 4,128,486                    | 1,675        | 4,130,161        | 99.999           |
| Dissent      | Nil                          | 6            | 6                | 0.001            |
| <b>Total</b> | <b>4,128,486</b>             | <b>1,681</b> | <b>4,130,167</b> | <b>100.00</b>    |

Accordingly, out of the total 4,130,167 valid votes cast via e-voting and poll, 4,130,161 votes were cast assenting to the ordinary resolution and 06 votes were cast dissenting to the ordinary resolution.

**Result:** The Chairman declared that the following Ordinary Resolution had been passed with requisite majority.

"RESOLVED THAT the Audited Balance Sheet as at 31st March 2016 and the Audited Profit and Loss Account for the year ended on that date, together with the notes thereon and the Reports of the Board of Directors and Auditors thereon; standalone as well as consolidated; be and are hereby approved and adopted."

### 2. Subject Matter of Resolution:

Reappointment of Mr. S. Santhanam, Director who retires by rotation.

Nature of Resolution: Ordinary Resolution

| Particulars  | Number of votes contained in |             |                  | % of valid votes |
|--------------|------------------------------|-------------|------------------|------------------|
|              | e-votes                      | Poll        | Total            |                  |
| Assent       | 1,230                        | 1675        | 2,905            | 0.07             |
| Dissent      | 4,127,256                    | 6           | 4,127,262        | 99.93            |
| <b>Total</b> | <b>4,128,486</b>             | <b>1681</b> | <b>4,130,167</b> | <b>100.00</b>    |

Accordingly, out of the total 4,130,167 valid votes cast via e-voting and poll, 2,905 votes were cast assenting to the ordinary resolution and 4,127,262 votes were cast dissenting to the ordinary resolution.

**Result:** The Chairman declared that the following Ordinary Resolution had been not obtained the requisite majority of votes and hence Mr. S. Santhanam (DIN: 00092016) being not re-elected, ceased to be a Director of the company from the conclusion of this AGM.



### 3. Subject Matter of Resolution:

Appointment of Auditors for a term of five years from the financial year 2016-2017 and fix their remuneration.

**Nature of Resolution:** Ordinary Resolution

| Particulars | Number of votes contained in |              |                  | % of valid votes |
|-------------|------------------------------|--------------|------------------|------------------|
|             | e-votes                      | Poll         | Total            |                  |
| Assent      | 4,128,486                    | 1,675        | 4,130,161        | 99.999           |
| Dissent     | Nil                          | 6            | 6                | 0.001            |
| Total       | <b>4,128,486</b>             | <b>1,681</b> | <b>4,130,167</b> | 100.00           |

Accordingly, out of the total 4,130,167 valid votes cast via e-voting and poll, 4,130,161 votes were cast **assenting** to the ordinary resolution and 06 votes were cast **dissenting** to the ordinary resolution.

**Result:** The Chairman declared that the following Ordinary Resolution had been passed with requisite majority.

“RESOLVED THAT retiring auditors M/s. Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No. AAC-2085), be and are hereby appointed as Auditors of the Company for a term of five years from the conclusion of this AGM till the conclusion of sixth AGM under sec. 139 of the companies Act, 2013., on a remuneration to be determined by the Board of Directors in consultation with them for each year.”

### 4. Subject Matter of Resolution:

Appointment of Mr. R. Parthasarathy (DIN: 00092172) as a Director of the Company.

**Nature of Resolution:** Ordinary Resolution

| Particulars | Number of votes contained in |              |                  | % of valid votes |
|-------------|------------------------------|--------------|------------------|------------------|
|             | e-votes                      | Poll         | Total            |                  |
| Assent      | 4,128,486                    | 1,675        | 4,130,161        | 99.999           |
| Dissent     | Nil                          | 6            | 6                | 0.001            |
| Total       | <b>4,128,486</b>             | <b>1,681</b> | <b>4,130,167</b> | 100.00           |

Accordingly, out of the total 4,130,167 valid votes cast via e-voting and poll, 4,130,161 votes were cast **assenting** to the ordinary resolution and 06 votes were cast **dissenting** to the ordinary resolution.

**Result:** The Chairman declared that the following Ordinary Resolution had been passed with requisite majority.

“RESOLVED THAT Mr. R. Parthasarathy (DIN: 00092172), whose term of office as Director expires on July 31, 2016, be appointed as a Director of the company with effect from August 01, 2016.”



#### 5. Subject Matter of Resolution:

Appointment of Mr. P. Mohanachandra Nair (DIN 07326079) as a Whole-time Director of the Company.

Nature of Resolution: Ordinary Resolution

| Particulars | Number of votes contained in |              |                  | % of valid votes |
|-------------|------------------------------|--------------|------------------|------------------|
|             | e-votes                      | Poll         | Total            |                  |
| Assent      | 4,128,486                    | 1,675        | 4,130,161        | 99.999           |
| Dissent     | Nil                          | 6            | 6                | 0.001            |
| Total       | <b>4,128,486</b>             | <b>1,681</b> | <b>4,130,167</b> | 100.00           |

Accordingly, out of the total 4,130,167 valid votes cast via e-voting and poll, 4,130,161 votes were cast **assenting** to the ordinary resolution and 06 votes were cast **dissenting** to the ordinary resolution.

**Result:** The Chairman declared that the following Ordinary Resolution had been passed with requisite majority.

“RESOLVED THAT pursuant to the section 196 of the Companies Act, 2013 and other applicable provisions of the Act and Articles of Association of the Company, Mr. P.Mohanachandra Nair (DIN: 07326079), President (Mfg.), be and is hereby appointed as a Whole Time Director of the Company under section 196 of the Companies Act, 2013 with effect from 28.10.2015 for a period of five years upon terms and conditions as detailed below and is liable to retire by rotation. He will be designated as Executive Director (Mfg.).

Remuneration:

- Total starting remuneration up to Rs.40 lakhs per annum including all perquisites and benefits as per Company’s Rules and Practices.
- Additionally, Provident Fund, Superannuation, Gratuity and other applicable benefits as per provisions of Companies Act, 2013.
- Incentives and Annual Increments as per the Practice and Policy of the Company as determined by the Managing Director.
- Total remuneration including all perquisites / benefits / allowances / incentives including PF/SA/Gratuity shall not exceed Rs.70 Lakhs per annum.

Termination Clause:

Either party may terminate the service/employment by giving a three months’ Notice or salary in lieu of Mr. Nair will cease to be a Director of the Company co-terminus with his ceasing to be in the services / employment of the company.

The Managing Director shall determine and define the Roles and Responsibilities of Mr. P.M.C. Nair, and Mr. Nair will report in all his executive functions and duties to the Managing Director.”



## 6. Subject Matter of Resolution:

Appointment of Mr. R. Parthasarathy (DIN: 00092172) as Chairman and Managing Director of the Company from 01.08.2016 for a period of three years.

Nature of Resolution: Special Resolution

| Particulars | Number of votes contained in |              |                  | % of valid votes |
|-------------|------------------------------|--------------|------------------|------------------|
|             | e-votes                      | Poll         | Total            |                  |
| Assent      | 4,128,486                    | 1,675        | 4,130,161        | 99.999           |
| Dissent     | Nil                          | 6            | 6                | 0.001            |
| Total       | <b>4,128,486</b>             | <b>1,681</b> | <b>4,130,167</b> | 100.00           |

Accordingly, out of the total 4,130,167 valid votes cast via e-voting and poll, 4,130,161 votes were cast **assenting** to the special resolution and 06 votes were cast **dissenting** to the special resolution.

**Result: Result:** The Chairman declared that the following Special Resolution had been passed with requisite majority.

“RESOLVED THAT pursuant to the section 196 of the Companies Act, 2013 and other applicable provisions of the Act and Articles of Association of the Company, Mr. R. Parthasarathy (DIN: 00092172), Director, be and is hereby appointed as “Chairman & Managing Director” of the Company under section 196 of the Companies Act, 2013 with effect from August 01, 2016 for a period of three years.

FURTHER RESOLVED THAT Mr. R. Parthasarathy, Managing Director of the company be paid remuneration as stated below:

- i) Basic Salary per month Rs.9 Lakhs (with annual increments of Rs.1 Lakh in April of each year)
- ii) Commission up to 3% of net profits of the company calculated in accordance with the provisions of Sections 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT in addition to the above remuneration, Mr. R. Parthasarathy shall be entitled to

a) Perquisites like HRA/unfurnished/ furnished Accommodation, gas, electricity, water and furnishings, medical reimbursement and leave travel concession for self and family, club fees, personal accident insurance, medical insurance for self and family, Telephone etc., such perquisites being restricted to 50% of the Basic Salary for the relevant year and with an annual increase equivalent to one Month basic Salary for subsequent years.

b) Company’s contribution to Provident Fund and Superannuation Fund, each as applicable as per Rules/ Norms, or payments made in lieu of such contributions; AND encashment of leave as per rules of the Company. These shall not be included in the computation of limits/ restrictions for remuneration or perquisites as aforesaid, and Mr. R. Parthasarathy shall be entitled to the same.

FURTHER RESOLVED THAT within the overall limits as specified above, the Board has the power to determine individual component(s) of remuneration.



RESOLVED THAT pursuant to Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/modification thereof), the consent of the Members of the Company be and is hereby accorded to pay minimum remuneration to Mr. R. Parthasarathy (DIN: 00092172), Managing Director for the financial year, in which there is no profits or profits are inadequate, during the period commencing from August 01, 2016 till the expiry of his term i.e. July 31, 2019.

RESOLVED FURTHER THAT Mr. R. Parthasarathy shall not retire by rotation in terms of article 163(B) of the Articles of Association of the company, while he continues as Managing Director and shall be liable to retire by rotation as a Director only after he vacates the office of Managing Director.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

**7. Subject Matter of Resolution:**

To ratify the remuneration of Cost Auditor for Financial Year 2016-17.

Nature of Resolution: Ordinary Resolution

| Particulars | Number of votes contained in |              |                  | % of valid votes |
|-------------|------------------------------|--------------|------------------|------------------|
|             | e-votes                      | Poll         | Total            |                  |
| Assent      | 4,128,486                    | 1,675        | 4,130,161        | 99.999           |
| Dissent     | Nil                          | 6            | 6                | 0.001            |
| Total       | <b>4,128,486</b>             | <b>1,681</b> | <b>4,130,167</b> | 100.00           |

Accordingly, out of the total 4,130,167 valid votes cast via e-voting and poll, 4,130,161 votes were cast **assenting** to the ordinary resolution and 06 votes were cast **dissenting** to the ordinary resolution.

**Result: Result:** The Chairman declared that the following Ordinary Resolution had been passed with requisite majority.

"RESOLVED THAT subject to approval as may be required from the Central Government the appointment of Mr. G. Sundaresan, Cost Accountant (M 11733), as Cost Auditor to issue Compliance Certificate and to audit the Cost Accounts of the Company for the Financial Year 2016-17 for a remuneration of Rs.25,000/- in addition to reimbursement of out of pocket expenses, be and is hereby ratified."



**The Chairman & Managing Director**  
**Thirumalai Chemicals Limited**  
Thirumalai House Road No 29,  
Near Sion Hill Fort, Sion East,  
Mumbai-400022

**Dear Sir,**

**Sub: Result of E-voting & Poll**

This is with reference to our appointment to scrutinizing the e-voting and voting on poll at the 43<sup>rd</sup> Annual General Meeting of the Members of the Company held on July 29, 2016.

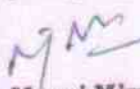
We are enclosing herewith the following:

1. Report of the Scrutinizer on e-voting
2. Result of Poll at the AGM
3. Consolidated Results of e-voting and Poll

Trust you will find the same in order. We will, however, be happy to answer your queries, if any, on the same.

Thanking you,

**For R M Mimani & Associates LLP**  
**[Company Secretaries]**

  
**Manoj Mimani**  
Partner  
ACS No. 17083  
CP No. 11601



Place: Mumbai  
Dated: July 30, 2016  
Encl.: As above

I - Report on results of e-voting

Summary of e-voting Results

|                    |                           |
|--------------------|---------------------------|
| EVSN Reference No. | 160520004                 |
| Voting Start Date  | July 25, 2016 at 2.00 P M |
| Voting End Date    | July 28, 2016 at 5.00 P M |

| Item No.<br>of the<br>Agenda | Voted in favour           |                 | Voted against             |                 | Abstained                 |                 |
|------------------------------|---------------------------|-----------------|---------------------------|-----------------|---------------------------|-----------------|
|                              | No. of<br>folios<br>voted | No. of<br>votes | No. of<br>folios<br>voted | No. of<br>votes | No. of<br>folios<br>voted | No. of<br>votes |
| 1                            | 30                        | 4,128,486       | Nil                       | Nil             | Nil                       | Nil             |
| 2                            | 06                        | 1,230           | 24                        | 4,127,256       | Nil                       | Nil             |
| 3                            | 30                        | 4,128,486       | Nil                       | Nil             | Nil                       | Nil             |
| 4                            | 30                        | 4,128,486       | Nil                       | Nil             | Nil                       | Nil             |
| 5                            | 30                        | 4,128,486       | Nil                       | Nil             | Nil                       | Nil             |
| 6                            | 30                        | 4,128,486       | Nil                       | Nil             | Nil                       | Nil             |
| 7                            | 30                        | 4,128,486       | Nil                       | Nil             | Nil                       | Nil             |

For R M Mimani & Associates LLP  
[Company Secretaries]



Manoj Mimani  
Partner  
ACS No. 17083  
CP No. 11601

Place: Mumbai  
Dated: July 30, 2016

A-101, Excellency, Old Raviraj Complex, Jesal Park, Bhayander (East), Thane - 401105  
Ph. No. 022-69999914; Email:rmimani222@gmail.com





# R M MIMANI & ASSOCIATES LLP COMPANY SECRETARIES

## II: Report of Scrutinizer on Poll

FORM No. MGT-13

### Report of Scrutinizer(s)

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

**The Chairman**  
**Thirumalai Chemicals Limited**  
Thirumalai House Road No 29  
Near Sion Hill Fort, Sion East, Mumbai-400022

Ref.: **43<sup>rd</sup> Annual General Meeting of the Equity Shareholders of Thirumalai Chemicals Limited held on July 29, 2016**

Dear Sir,

I, Manoj Mimani, partner of M/s R M Mimani and Associates LLP, Company Secretaries, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 43<sup>rd</sup> Annual General Meeting of the Shareholders of **Thirumalai Chemicals Limited**, held on July 29, 2016 at 3.00 p.m. at Mysore Auditorium, Matunga (East), Mumbai, and 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 my presence with due identification mark placed by me.
2. The locked ballot box was subsequently opened in my 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:

**(1) Adoption of Financial Statements of the Company for the financial year ended on March 31, 2016**

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 11   | 1675                                    | 99.64                                 |

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

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 01   | 6                                       | 0.36                                  |

(iii) **Invalid** votes:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them |
|--|---|
| Nil  | Nil                                     |

A-101, Excellency, Old Raviraj Complex, Jesal Park, Bhayander (East), Thane - 401105  
Ph. No. 022-69999914; Email:rmimani222@gmail.com



**(2) Appointment of Director in place of Mr. S. Santhanam who retires by rotation and being eligible offered himself for re-appointment**

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 11   | 1675                                    | 99.64                                 |

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

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 01   | 6                                       | 0.36                                  |

(iii) **Invalid** votes:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them |
|--|---|
| Nil  | Nil                                     |

**(3) Appointment of statutory auditors for a term of five years from the financial year 2016-17 and fix their remuneration**

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 11   | 1675                                    | 99.64                                 |

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

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 01   | 6                                       | 0.36                                  |

(iii) **Invalid** votes:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them |
|--|---|
| Nil  | Nil                                     |

**(4) Re-appointment of Mr. R. Parthasarathy (DIN: 00092172) as a Director of the Company**

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 11   | 1675                                    | 99.64                                 |

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

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 01   | 6                                       | 0.36                                  |



(iii) **Invalid votes:**

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them |
|--|---|
| Nil  | Nil                                     |

**(5) Appointment of Mr. P. Mohanachandra Nair (DIN: 07326079) as a whole time Director of the Company**

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 11   | 1675                                    | 99.64                                 |

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

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 01   | 6                                       | 0.36                                  |

(iii) **Invalid votes:**

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them |
|--|---|
| Nil  | Nil                                     |

**(6) Re-appointment of Mr. R. Parthasarathy (DIN: 00092172) as a Chairman and Managing Director for a term of 3 years.**

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 11   | 1675                                    | 99.64                                 |

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

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 01   | 6                                       | 0.36                                  |

(iii) **Invalid votes:**

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them |
|--|---|
| Nil  | Nil                                     |

**(7) Ratification of the appointment and remuneration of Cost auditors for the financial year 2016-17**

(i) Voted in favour of the resolution:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 11   | 1675                                    | 99.64                                 |



**R M MIMANI & ASSOCIATES LLP**  
**COMPANY SECRETARIES**

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


| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them | % of total number of valid votes cast |
|--|---|---------------------------------------|
| 01   | 6                                       | 0.36                                  |

(iii) **Invalid** votes:

| Number of members present and voting (in person or by proxy) | Number of shares for votes cast by them |
|--|---|
| Nil  | Nil                                     |

5. Soft copy of the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is handed over to the Company Secretary.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary keeping in safe record.

**For R M Mimani & Associates LLP**  
**[Company Secretaries]**

  
**Manoj Mimani**  
**Partner**



ACS No. 17083  
CP No. 11601

Place: Mumbai  
Dated: July 30, 2016



In the presence of:

1. RANJANA MIMANI
2. Ritu Sharma

**III - Report on consolidated results**

Based on result of e-voting and Poll at the 43<sup>rd</sup> Annual General Meeting of the members of the **Thirumalai Chemicals Limited** held on Friday, July 29, 2016 at 3.00 p.m., Consolidated Results of each item of the Agenda as set out in the notice of AGM dated May 14, 2016 is narrated here-in-below;

**Item No.1**

**Adoption of Financial Statements of the Company for the financial year on ended March 31, 2016**

| Particulars  | Number of votes contained in |              |                  | % of valid votes |
|--------------|------------------------------|--------------|------------------|------------------|
|              | e-votes                      | Poll         | Total            |                  |
| Assent       | 4,128,486                    | 1,675        | 4,130,161        | 99.999           |
| Dissent      | Nil                          | 6            | 6                | 0.001            |
| <b>Total</b> | <b>4,128,486</b>             | <b>1,681</b> | <b>4,130,167</b> | <b>100.00</b>    |

Accordingly, out of the total 4,130,167 valid votes cast via e-voting and poll, 4,130,161 votes were cast **assenting** to the ordinary resolution and 06 votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no. 1 of the notice dated May 14, 2016 is passed with **requisite majority**.

**Item No.2**

**Appointment of Director in place of Mr. S. Santhanam who retires by rotation and being eligible offered himself for re-appointment**

| Particulars  | Number of votes contained in |             |                  | % of valid votes |
|--------------|------------------------------|-------------|------------------|------------------|
|              | e-votes                      | Poll        | Total            |                  |
| Assent       | 1,230                        | 1675        | 2,905            | 0.07             |
| Dissent      | 4,127,256                    | 6           | 4,127,262        | 99.93            |
| <b>Total</b> | <b>4,128,486</b>             | <b>1681</b> | <b>4,130,167</b> | <b>100.00</b>    |

Accordingly, out of the total 4,130,167 valid votes cast via e-voting and poll, 2,905 votes were cast **assenting** to the ordinary resolution and 4,127,262 votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no. 2 of the notice dated May 14, 2016 is defeated.



A-101, Excellency, Old Raviraj Complex, Jesal Park, Bhayander (East), Thane - 401105  
Ph. No. 022-69999914; Email:rmimani222@gmail.com

**Item No. 3**

**Appointment of statutory auditors for a term of five years from the financial year 2016-17 and fix their remuneration**

| Particulars  | Number of votes contained in |              |                  | % of valid votes |
|--------------|------------------------------|--------------|------------------|------------------|
|              | e-votes                      | Poll         | Total            |                  |
| Assent       | 4,128,486                    | 1,675        | 4,130,161        | 99.999           |
| Dissent      | Nil                          | 6            | 6                | 0.001            |
| <b>Total</b> | <b>4,128,486</b>             | <b>1,681</b> | <b>4,130,167</b> | <b>100.00</b>    |

Accordingly, out of the total 4,130,167 valid votes cast via e-voting and poll, 4,130,161 votes were cast **assenting** to the ordinary resolution and 06 votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no. 3 of the notice dated May 14, 2016 is passed with **requisite majority**.

**Item No. 4**

**Re-appointment of Mr. R. Parthasarathy (DIN: 00092172) as a Director of the Company**

| Particulars  | Number of votes contained in |              |                  | % of valid votes |
|--------------|------------------------------|--------------|------------------|------------------|
|              | e-votes                      | Poll         | Total            |                  |
| Assent       | 4,128,486                    | 1,675        | 4,130,161        | 99.999           |
| Dissent      | Nil                          | 6            | 6                | 0.001            |
| <b>Total</b> | <b>4,128,486</b>             | <b>1,681</b> | <b>4,130,167</b> | <b>100.00</b>    |

Accordingly, out of the total 4,130,167 valid votes cast via e-voting and poll, 4,130,161 votes were cast **assenting** to the ordinary resolution and 06 votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no. 4 of the notice dated May 14, 2016 is passed with **requisite majority**.

**Item No. 5**

**Appointment of Mr. P. Mohanachandra Nair (DIN: 07326079) as a whole time Director of the Company**

| Particulars  | Number of votes contained in |              |                  | % of valid votes |
|--------------|------------------------------|--------------|------------------|------------------|
|              | e-votes                      | Poll         | Total            |                  |
| Assent       | 4,128,486                    | 1,675        | 4,130,161        | 99.999           |
| Dissent      | Nil                          | 6            | 6                | 0.001            |
| <b>Total</b> | <b>4,128,486</b>             | <b>1,681</b> | <b>4,130,167</b> | <b>100.00</b>    |



**R M MIMANI & ASSOCIATES LLP**  
**COMPANY SECRETARIES**

Accordingly, out of the total 4,130,167 valid votes cast via e-voting and poll, 4,130,161 votes were cast **assenting** to the ordinary resolution and 06 votes were cast **dissenting** to the ordinary resolution.

Thus, the ordinary resolution as contained in item no. 5 of the notice dated May 14, 2016 is passed with **requisite majority**.

**Item No. 6**

**Re-appointment of Mr. R. Parthasarathy (DIN: 00092172) as a Chairman and Managing Director of the Company**

| Particulars | Number of votes contained in |              |                  | % of valid votes |
|-------------|------------------------------|--------------|------------------|------------------|
|             | e-votes                      | Poll         | Total            |                  |
| Assent      | 4,128,486                    | 1,675        | 4,130,161        | 99.999           |
| Dissent     | Nil                          | 6            | 6                | 0.001            |
| Total       | <b>4,128,486</b>             | <b>1,681</b> | <b>4,130,167</b> | 100.00           |

Accordingly, out of the total 4,130,167 valid votes cast via e-voting and poll, 4,130,161 votes were cast **assenting** to the special resolution and 06 votes were cast **dissenting** to the ordinary resolution.

Thus, the special resolution as contained in item no. 6 of the notice dated May 14, 2016 is passed with **requisite majority**.

**Item No. 7**

**Ratification of appointment and remuneration of the Cost Auditors' for the financial year 2016-17**

| Particulars | Number of votes contained in |              |                  | % of valid votes |
|-------------|------------------------------|--------------|------------------|------------------|
|             | e-votes                      | Poll         | Total            |                  |
| Assent      | 4,128,486                    | 1,675        | 4,130,161        | 99.999           |
| Dissent     | Nil                          | 6            | 6                | 0.001            |
| Total       | <b>4,128,486</b>             | <b>1,681</b> | <b>4,130,167</b> | 100.00           |

Accordingly, out of the total 4,130,167 valid votes cast via e-voting and poll, 4,130,161 votes were cast **assenting** to the ordinary resolution and 06 votes were cast **dissenting** to the ordinary resolution.

Thus, the special resolution as contained in item no.7 of the notice dated May 14, 2016 is passed with **requisite majority**.

**For R M Mimani & Associates LLP**  
**[Company Secretaries]**

**Manoj Mimani**  
**Partner**  
ACS No. 17083  
CP No. 11601



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