

# Himatsingka Seide Limited

10/24, Kumara Krupa Road, High Grounds, Bangalore - 560 001, India.

Ref: SEC:0001:2:0558:KGN

September 16, 2015

Listing Department  
Bombay Stock Exchange Ltd  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001

Listing Department  
National Stock Exchange of India Ltd  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1  
G Block, Bandra-Kurla Complex, Bandra (E)  
Mumbai - 400 051

Dear Sirs,

**Sub: Clause 35A of the Listing Agreement – Details regarding voting results at the Annual General Meeting of the Company held on 15<sup>th</sup> September, 2015.**

Pursuant to Clause 35A of the Listing Agreement, please find below the mentioned details regarding the voting results of the Company at the Annual General Meeting held on Tuesday, 15<sup>th</sup> September, 2015.

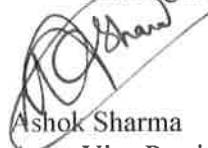
1. Date of the AGM : 15<sup>th</sup> September, 2015.
2. Total number of shareholders on book closure 8.09.15 to 15.9.15 (both days inclusive): 20272.
3. No of shareholders present in the meeting either in person or through proxy:  
Promoters and Promoter Group : 9  
Public : 177
4. No. of shareholders attended the meeting through Video Conferencing:  
Promoters and Promoter Group : Not Applicable  
Public : Not Applicable

The mode of voting was by way of E-Voting/Postal Ballot/ Poll. The shareholders transacted the business as provided in Annexure.

Request you to kindly take the same on record.

Thanking you,

Yours faithfully,  
For Himatsingka Seide Limited



Ashok Sharma  
Asso. Vice President – Treasury, Taxation  
& Company Secretary

Himatsingka Seide Limited

**Resolution Required : Ordinary Resolution**

Resolution 1 - Adoption of Accounts for the financial year ended 31st March, 2015, the Balance Sheet as at that date and the Reports of the Directors and

Category	Shares Held	Votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour (4)	% of Votes in favour on votes polled	No. of Votes - against (5)	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(6)=[(4)/(2)]*100	(5)	(7)=[(5)/(2)]*100
Promoter and Promoter Group	56334595	55190427	97.969	55190427	100		
Public – Institutional Holders	12496089	9782725	78.29	9782725	100		
Public-Others	29626476	574728	1.94	574728	100		
<b>Total</b>	<b>98457160</b>	<b>65547880</b>	<b>66.58</b>	<b>65547880</b>	<b>100</b>		

**Resolution Required : Ordinary Resolution**

Resolution 2 - Declaration of dividend for the financial year ended 31st March, 2015.

Category	Shares Held	Votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour (4)	% of Votes in favour on votes polled	No. of Votes - against (5)	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(6)=[(4)/(2)]*100	(5)	(7)=[(5)/(2)]*100
Promoter and Promoter Group	56334595	55190427	97.97	55190427	100		
Public – Institutional Holders	12496089	9782725	78.29	9782725	100		
Public-Others	29626476	574728	1.94	562781	97.92	11947	2.08
<b>Total</b>	<b>98457160</b>	<b>65547880</b>	<b>66.58</b>	<b>65535933</b>	<b>99.98</b>	<b>11947</b>	<b>0.02</b>

**Resolution Required : Ordinary Resolution**

Resolution 3 - Re-Appointment of Mr. A.K. Himatsingka, liable to retire by rotation.

Category	Shares Held	Votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour (4)	% of Votes in favour on votes polled	No. of Votes - against (5)	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(6)=[(4)/(2)]*100	(5)	(7)=[(5)/(2)]*100
Promoter and Promoter Group	56334595	55190427	97.97	55190427	100		
Public – Institutional Holders	12496089	9782725	78.29	9451638	96.62	331087	3.38
Public-Others	29626476	574728	1.94	571316	99.41	3412	0.59
<b>Total</b>	<b>98457160</b>	<b>65547880</b>	<b>66.58</b>	<b>65213381</b>	<b>99.49</b>	<b>334499</b>	<b>0.51</b>

**Resolution Required : Ordinary Resolution**

Resolution 4 - Ratification of the Appointment of Auditors of the Company

Category	Shares Held	Votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour (4)	% of Votes in favour on votes polled	No. of Votes - against (5)	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(6)=[(4)/(2)]*100	(5)	(7)=[(5)/(2)]*100
Promoter and Promoter Group	56334595	55190427	97.97	55190427	100		
Public – Institutional Holders	12496089	9782725	78.29	9782725	100		
Public-Others	29626476	574078	1.94	570666	99.41	3412	0.59
<b>Total</b>	<b>98457160</b>	<b>65547230</b>	<b>66.57</b>	<b>65543818</b>	<b>99.99</b>	<b>3412</b>	<b>0.01</b>

**Resolution Required : Ordinary Resolution**

Resolution 5 - Appointment of Ms. Jayshree Poddar as Executive Director

Category	Shares Held	Votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour (4)	% of Votes in favour on votes polled	No. of Votes - against (5)	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(6)=[(4)/(2)]*100	(5)	(7)=[(5)/(2)]*100
Promoter and Promoter Group	56334595	55190427	97.97	55190427	100		
Public – Institutional Holders	12496089	9782725	78.29	8157678	83.39	1625047	16.61
Public-Others	29626476	574628	1.94	571196	99.40	3432	0.60
<b>Total</b>	<b>98457160</b>	<b>65547780</b>	<b>66.57</b>	<b>63919301</b>	<b>97.52</b>	<b>1628479</b>	<b>2.48</b>

**Resolution Required : Ordinary Resolution**

Resolution 6 - Appointment of Mr. Dilip J Thakkar, as Independent Director

Category	Shares Held	Votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour (4)	% of Votes in favour on votes polled	No. of Votes - against (5)	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(6)=[(4)/(2)]*100	(5)	(7)=[(5)/(2)]*100
Promoter and Promoter Group	56334595	55190427	97.97	55190427	100		
Public – Institutional Holders	12496089	9782725	78.29	9562489	97.75	220236	2.25
Public-Others	29626476	574478	1.94	571025	99.40	3453	0.60
<b>Total</b>	<b>98457160</b>	<b>65547630</b>	<b>66.57</b>	<b>65323941</b>	<b>99.66</b>	<b>223689</b>	<b>0.34</b>



**Resolution Required : Ordinary Resolution****Resolution 7 - Appointment of Dr. K.R.S. Murthy, as Independent Director**

Category	Shares Held	Votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour (4)	% of Votes in favour on votes polled	No. of Votes - against (5)	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(6)= [(4)/(2)]*100	(5)	(7)= [(5)/(2)]*100
Promoter and Promoter Group	56334595	55190427	97.97	55190427	100		
Public – Institutional Holders	12496089	9782725	78.29	9562489	97.75	220236	2.25
Public-Others	29626476	574228	1.94	562240	97.91	11988	2.09
<b>Total</b>	<b>98457160</b>	<b>65547380</b>	<b>66.57</b>	<b>65315156</b>	<b>99.65</b>	<b>232224</b>	<b>0.35</b>

**Resolution Required : Ordinary Resolution****Resolution 8 - Appointment of Mr. Rajiv Khaitan, as Independent Director**

Category	Shares Held	Votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour (4)	% of Votes in favour on votes polled	No. of Votes - against (5)	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(6)= [(4)/(2)]*100	(5)	(7)= [(5)/(2)]*100
Promoter and Promoter Group	56334595	55190427	97.97	55190427	100		
Public – Institutional Holders	12496089	9782725	78.29	9562489	97.75	220236	2.25
Public-Others	29626476	573578	1.94	570055	99.39	3523	0.61
<b>Total</b>	<b>98457160</b>	<b>65546730</b>	<b>66.57</b>	<b>65322971</b>	<b>99.66</b>	<b>223759</b>	<b>0.34</b>

**Resolution Required : Ordinary Resolution****Resolution 9 - Appointment of Mr. Berjis Desai, as Independent Director**

Category	Shares Held	Votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour (4)	% of Votes in favour on votes polled	No. of Votes - against (5)	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(6)= [(4)/(2)]*100	(5)	(7)= [(5)/(2)]*100
Promoter and Promoter Group	56334595	55190427	97.97	55190427	100		
Public – Institutional Holders	12496089	9782725	78.29	5446174	55.67	4336551	44.33
Public-Others	29626476	573978	1.94	388901	67.76	185077	32.24
<b>Total</b>	<b>98457160</b>	<b>65547130</b>	<b>66.57</b>	<b>61025502</b>	<b>93.10</b>	<b>4521628</b>	<b>6.90</b>

**Resolution Required : Special Resolution****Resolution 10 - Approval of borrowing limits under section 180(1)(c)**

Category	Shares Held	Votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour (4)	% of Votes in favour on votes polled	No. of Votes - against (5)	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(6)= [(4)/(2)]*100	(5)	(7)= [(5)/(2)]*100
Promoter and Promoter Group	56334595	55190427	97.97	55190427	100		
Public – Institutional Holders	12496089	9782725	78.29	9782725	100		
Public-Others	29626476	573728	1.94	570295	99.40	3433	0.60
<b>Total</b>	<b>98457160</b>	<b>65546880</b>	<b>66.57</b>	<b>65543447</b>	<b>99.99</b>	<b>3433</b>	<b>0.01</b>

**Resolution Required : Special Resolution****Resolution 11 - Approval to create, offer, issue and allot shares of the Company**

Category	Shares Held	Votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour (4)	% of Votes in favour on votes polled	No. of Votes - against (5)	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(6)= [(4)/(2)]*100	(5)	(7)= [(5)/(2)]*100
Promoter and Promoter Group	56334595	55190427	97.97	55190427	100		
Public – Institutional Holders	12496089	9782725	78.29	9671874	98.87	110851	1.13
Public-Others	29626476	574678	1.94	571266	99.41	3412	0.59
<b>Total</b>	<b>98457160</b>	<b>65547830</b>	<b>66.58</b>	<b>65433567</b>	<b>99.83</b>	<b>114263</b>	<b>0.17</b>





Prakash Kamath

Company Secretary

"Shreyas", #33, 3<sup>rd</sup> Main, Domina II Stage Bangalore 560 071.

Tel: +91 80 2535 1031 Mobile: +91 96441 08711 e-mail: pkamath@vsnl.net

## Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014]

The Chairman,  
Himatsingka Seide Limited

30<sup>th</sup> Annual General Meeting of the Members of Himatsingka Seide Limited held on Tuesday, 15<sup>th</sup> September, 2015 at The Lalit Ashok, Bangalore

Dear Sir,

I, Prakash Kamath, Practicing Company Secretary, Bangalore, appointed by the Board of Directors of Himatsingka Seide Limited (the Company) through their resolution dated July 23, 2015 to act as the Scrutinizer in terms of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the clause 35 of the Listing Agreement, for the purpose of scrutinizing the electronic voting process and postal ballot in respect of the Resolutions proposed at the 30<sup>th</sup> Annual General Meeting of the Company, do hereby submit my report as follows:-

1. The Company has completed the dispatch of postal ballot notice and forms along with the postage prepaid business reply envelop on 22.08.2015, to its members whose name(s) appeared on the Register of Members / list of beneficiaries as well as electronically to all those members who had registered their email ids with the Company.
2. Particulars of all postal ballot forms received from all the members including electronic votes as reported by Karvy Computershare Private Limited (KARVY), agency facilitating e-voting platform) have been entered in register separately maintained for the purpose.
3. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
4. In case of e-voting members' demographic details, their voting rights and voting patterns were provided by KARVY.
5. The ballot boxes were opened in my presence.
6. The votes if any cast by Member(s) both in physical and electronically having been identified and in terms of the said notice dated July 23, 2015, votes cast through physical postal ballot forms were considered valid.
7. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company.



8. All postal ballot forms including electronic votes received upto to the close of working hours (i.e 18 hours) Monday 14<sup>th</sup> September 2015, the last date and time fixed by the Company for receipt of the forms / electronic votes, were considered for my scrutiny.
9. Envelopes containing postal ballot forms received after the close of the working hours (i.e. 18 hours) Monday 14<sup>th</sup> September 2015, were not considered for my scrutiny.
10. Envelopes containing postal ballot forms returned undelivered were also not opened and they were kept separately.
11. The e-voting services were provided by Karvy Computershare Private Limited.
12. Voting rights were reckoned on the paid-up value of shares registered in the names of the Members as on September 07, 2015.
13. The period for e-voting started at 9.00 A.M. on Wednesday, 9<sup>th</sup> September, 2015, and ended at 5.00 P.M. on Monday, 14<sup>th</sup>September, 2015.
14. The votes cast were unblocked on 15<sup>th</sup>September, 2015 at 8.40pm in the presence of two witnesses, Mr. Adarsha K R and Ms. Reena Maria Edwards, both of whom are not in the employment of the Company.
15. Based on the report generated from Karvy Computershare Private Limited's e-voting website [www.evoting.karvy.com](http://www.evoting.karvy.com) the results of e-voting are as under:
16. The voting results were as under :

## ORDINARY BUSINESS

### Item No. 1 – Ordinary Resolution

Adoption of Accounts for the Financial year ended 31<sup>st</sup> March, 2015, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon

	Number of Members who voted	Number of Shares for which vote cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	95	65547880	100
Voted against the resolution	0	0	0
Invalid votes	6	3011	0



### Item No. 2 – Ordinary Resolution

Declaration of Dividend for the financial year ended 31st March, 2015

	Number of Members who voted	Number of Shares for which vote cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	94	65535933	99.98
Voted against the resolution	1	11947	0.02
Invalid votes	6	3011	0

### Item No. 3 – Ordinary Resolution

Appointment of Mr. A K Himatsingka who retires by rotation and offers himself for re-election

	Number of Members who voted	Number of Shares for which vote cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	89	65213381	99.49
Voted against the resolution	6	334499	0.51
Invalid votes	6	3011	0

### Item No. 4 – Ordinary Resolution

Appointment of M/s.Deloitte Haskins&Sellis, Chartered Accountants, as Auditors from conclusion of this AGM till the conclusion of the 32<sup>nd</sup>AGM subject to ratification at every AGM and authorising the Board of Directors of the Company to fix their remuneration

	Number of Members who voted	Number of Shares for which vote cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	93	65543818	99.99
Voted against the resolution	1	3412	0.01
Invalid votes	6	3011	0



## SPECIAL BUSINESS

### Item No. 5 – Ordinary Resolution

Appointment of Ms. Jayashree Poddar as an Executive Director of the Company, for a period of 5 years with effect from 1<sup>st</sup> March, 2015

	Number of Members who voted	Number of Shares for which vote cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	77	63919301	97.51
Voted against the resolution	16	1628459	2.48
Invalid votes	7	3061	0

### Item No. 6 – Ordinary Resolution

Appointment of Mr. Dilip J Thakkar as an Independent Director of the Company not liable to retire by rotation, for a period of 5 years with effect from 11<sup>th</sup> February, 2015

	Number of Members who voted	Number of Shares for which vote cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	87	65323941	99.65
Voted against the resolution	6	223689	0.34
Invalid votes	8	3161	0

### Item No. 7 – Ordinary Resolution

Appointment of Dr. K R S Murthy as an Independent Director of the Company not liable to retire by rotation, for a period of 5 years with effect from 11<sup>th</sup> February, 2015

	Number of Members who voted	Number of Shares for which vote cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	89	65315156	99.64
Voted against the resolution	6	232224	0.35
Invalid votes	6	3011	0



### Item No. 8 – Ordinary Resolution

Appointment of Mr. Rajiv Khaitan as an Independent Director of the Company not liable to retire by rotation, for a period of 5 years with effect from 11<sup>th</sup> February, 2015

	Number of Members who voted	Number of Shares for which vote cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	86	65322971	99.65
Voted against the resolution	7	223759	0.34
Invalid votes	7	3061	0

### Item No. 9 – Ordinary Resolution

Appointment of Mr. Berjis Desai as an Independent Director of the Company not liable to retire by rotation, for a period of 5 years with effect from 11<sup>th</sup> February, 2015

	Number of Members who voted	Number of Shares for which vote cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	56	61025502	93.10
Voted against the resolution	38	4521628	6.90
Invalid votes	7	3061	0

### Item No. 10 – Special Resolution

Borrowing power under section 180(1)(c) to borrow upto Rs.1,000 crores which is over and above the paid-up capital of the Company and its free reserves.

	Number of Members who voted	Number of Shares for which vote cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	91	65543447	99.99
Voted against the resolution	2	3433	0.01
Invalid votes	7	3111	0





Item No. 11 – Special Resolution

Power to Issue securities pursuant to sections 42 and 62 of the Act

	Number of Members who voted	Number of Shares for which vote cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	91	65433567	99.82
Voted against the resolution	3	114263	0.17
Invalid votes	7	3061	0

The postal ballot forms and the related papers / registers and records are being handed over for safe custody to the Company Secretary Mr. Ashok Sharma.

Taking into consideration of the net valid votes, I report that all the resolution(s) as set out in the Notice of the Postal ballot dated July 23, 2015 have been passed by the Members with requisite majority.

You may accordingly declare the results of the electronic / postal ballot voting.

Thanking you,



Prakash Kamath  
(SCRUTINIZER)

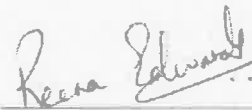


Place: Bangalore  
Date: 16.09 2015

We, the undersigned, have witnessed that the votes were unblocked from Karvy Computershare Private Limited's e-voting website [www.evoting.karvy.com](http://www.evoting.karvy.com) in our presence on Tuesday, 15<sup>th</sup> September, 2015 at 8.40 P.M.



Name: Adarsha K R  
Address: #33, Shreyas, 1<sup>st</sup> Floor  
3<sup>rd</sup> Main, Domlur 2<sup>nd</sup> Stage  
Bangalore 560071



Name: Reena Maria Edwards  
Address: #33, Shreyas, 1<sup>st</sup> Floor  
3<sup>rd</sup> Main, Domlur 2<sup>nd</sup> Stage  
Bangalore 560071