

Date: August 10, 2016

The Listing Department
The National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor, BKC
Bandra (E), Mumbai 400 051

The Listing Department
BSE Limited
Phiroze Jeejeebhoy Tower, Dalal Street
Mumbai – 400 001

**NSE Symbol: GEOMETRIC** 

**BSE Scrip Code: 532312** 

Dear Sirs,

Subject: Results of voting for 22<sup>nd</sup> Annual General Meeting of the Company

This is with reference to the 22<sup>nd</sup> Annual General Meeting ("AGM") of the Company which was convened on August 9, 2016 for the matters as stated in the AGM notice sent to the Shareholders.

The shareholders were provided the facility of voting on the resolutions at the Annual General Meeting, respectively by poll (through poll papers and Instapoll facility) and through the electronic voting (through remote e-voting) facility provided by Central Depository Services (India) Limited.

We would like to inform you that the resolutions set forth in the notice and explanatory statement of the Annual General Meeting, respectively have been approved by the members of the Company with the requisite majority. We are enclosing the scrutinizer's report and voting results of the Annual General Meeting as Annexure 1 and 2.

May we request you to please take the same on record.

Thanking you, Yours sincerely,

For Geometric Limited

Sunipa Ghosh

**Company Secretary & Compliance Officer** 

Encl.: a/a.

Geometric Limited

CIN: L72200MH1994PLC077342

# Rathi & Associates COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.

Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

10th August, 2016

The Chairman
GEOMETRIC LIMITED

Plant 11, 3<sup>rd</sup> Floor, Pirojshanagar, Vikhroli (West), Mumbai 400 079

Dear Sir,

Sub: Scrutinizer's Report on the remote e-voting, voting through physical ballots and Instapoll Electronic Voting process conducted at the 22<sup>nd</sup> Annual General Meeting of the Members of Geometric Limited held on 09<sup>th</sup> August, 2016:

Geometric Limited ("the Company") had, vide resolution of its Board of Directors dated May 6, 2016, appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting, voting through physical ballots and Instapoll Electronic Voting system as prescribed under Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act") as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolutions contained in the Notice dated 8<sup>th</sup> July, 2016 placed at the 22<sup>nd</sup> Annual General Meeting (22<sup>nd</sup> AGM) for the approval of Members of the Company, be carried out in a fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made there under and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to Remote e-voting, Instapoll Electronic Voting and physical ballot voting on the resolutions contained in the aforesaid Notice of the 22<sup>nd</sup> AGM of the Members of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting through remote e-voting, physical ballots and Instapoll Electronic Voting system is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the Remote e-voting system of Central Depository Services (India) Limited (CDSL) and of voting through physical ballots and Instapoll Electronic Voting system as provided by Link Intime (India) Private Limited, the agencies engaged by the Company to provide e-voting facilities at the AGM.



As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act was sent to the Members by permitted means (i.e. by courier or through e-mail), for seeking approval of members on following resolutions:

- 1. Resolution No. 1 as an Ordinary Resolution for consideration and adoption of
  - (a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016 together with the reports of the Board of Directors ('the Board') and the Auditors thereon; and
  - (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2016.
- 2. Resolution No. 2 as an Ordinary Resolution to confirm the payment of interim dividend on Equity Shares of the Company for the Financial Year ended March 31, 2016.
- 3. Resolution No. 3 as an Ordinary Resolution for re-appointment of Mr. Jamshyd Godrej (DIN 00076250) as the Director of the Company, who retired by rotation and being eligible, offered himself for re-appointment.
- 4. Resolution No. 4 as an Ordinary Resolution for ratification of appointment of M/s B S R & Co. LLP, Chartered Accountants, Mumbai (Registration No. 101248W/ W-100022) as the Statutory Auditors of the Company to hold office from the conclusion of the 22<sup>nd</sup> Annual General Meeting till the conclusion of the 23<sup>rd</sup> Annual General Meeting and authorizing the Board to fix their remuneration.
- 5. Resolution No. 5 as a Special Resolution for authorizing the Board to distribute a sum not exceeding 1% of the net profits of the Company per annum as commission, amongst the Non-Executive Directors, for a period of a five years commencing from April 1, 2016, in addition to the fees for attending Meetings of Board or any committee thereof.

The Company provided the remote e-voting facility offered by CDSL to cast votes on aforesaid resolutions by the members of the Company. The Company had also made available the physical ballots and Instapoll Electronic Voting system at the 22<sup>nd</sup> AGM to enable the members to cast their votes on the aforesaid resolutions.

Remote e-voting facility was made available to shareholders of the Company to exercise their voting rights from 09.00 a.m. of Thursday, 4<sup>th</sup> August, 2016 upto 5.00 p.m. of Monday, 8<sup>th</sup> August, 2016. Accordingly, e-votes cast upto 5.00 p.m. of Monday, 8<sup>th</sup> August, 2016 have been



considered for my scrutiny. The facility of voting at the Annual General Meeting through physical ballots and Instapoll Electronic Voting system has also been considered for the scrutiny.

After the conclusion of the 22<sup>nd</sup> AGM, first the voting conducted through physical ballots and Instapoll Electronic Voting system at the meeting, and thereafter through remote e-voting had been unblocked in the presence of two witnesses not in employment of the Company, namely Ms Komal Binwani and Ms Trupal Trivedi. A summary of the votes cast by shareholders through remote e-voting, physical ballots and Instapoll Electronic Voting system at the 22<sup>nd</sup> AGM with their pattern of voting is as per Annexure annexed to this Report.

The results of the voting by members through remote e-voting, physical ballots and Instapoll Electronic Voting system at the  $22^{nd}$  AGM in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Company.

Thanking you,

Yours sincerely,

For RATHI & ASSOCIATES

COMPANY SECRETARIES

HIMANSHU S. KAMDAR

PARTNER FCS NO. 5171

COP NO. 3030

#### **ANNEXURE**

The summary of the votes cast through Physical Ballots, Instapoll Electronic Voting system and through remote e-voting confirmations received for each of the resolutions is given below:

For Resolution 1: As an Ordinary Resolution for consideration and adoption of

- (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors ('the Board') and the Auditors thereon; and
- (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016.

			Resolution	on 1
Sr.	D. C		No. of Ballots / InstaPoll	No. of
No.	Partic	ulars	Electronic Voting/	Shares voted
			Remote E-Voting	
a.	Votes Electro	cast through physical ballot/InstaPoll onic Voting	67	25,340,535
b.	Remot	te e-voting confirmations received	81	18,246,416
	Total		148	43,586,951
c.	Less: 1	Invalid Ballot / InstaPoll Electronic Voting/	0	0
	Remot	te e-voting confirmations		
d.	Net V	alid Physical Ballot / InstaPoll Electronic	148	43,586,951
	Voting	g / Remote e-Voting		
	(i)	Physical Ballot / InstaPoll Electronic Voting / Remote e-voting with assent for the Resolution	148	43,586,951
		% of Assent	100.00	100.00
	(ii)	Physical Ballot / InstaPoll Electronic Voting / Remote e-voting with dissent for the Resolution	0	0
		% of Dissent	0.00	0.00



**For Resolution 2:** As an Ordinary Resolution to confirm the payment of interim dividend on Equity Shares of the Company for the financial year ended 31st March, 2016.

			Resoluti	on 2
			No. of Ballots /	
Sr.	D. C.		InstaPoll	No. of
No.	Partic	ulars	Electronic Voting/	Shares voted
			Remote E-Voting	
a.	Votes	cast through physical ballot/ InstaPoll	67	25,340,535
	Electro	onic Voting		
b.	Remo	te e-voting confirmations received	81	18,246,416
	Total		148	43,586,951
c.	Less: 1	Invalid Ballot / InstaPoll Electronic Voting/	0	0
	Remot	te e-voting confirmations		
d.	Net V	alid Physical Ballot / InstaPoll Electronic	148	43,586,951
	Voting	g / Remote e-Voting		
	(i)	Physical Ballot / InstaPoll Electronic	148	43,586,951
		Voting / Remote e-voting with assent		
		for the Resolution		
		% of Assent	100.00	100.00
	(ii)	Physical Ballot / InstaPoll Electronic	0	0
		Voting /Remote e-voting with dissent		
		for the Resolution		
		% of Dissent	0.00	0.00



**For Resolution 3:** As an Ordinary Resolution for re-appointment of Mr. Jamshyd Godrej (DIN 00076250) as Director of the Company, who retired by rotation and being eligible, offered himself for re-appointment.

			Resolution	on 3
			No. of Ballots /	
Sr.	D (	1	InstaPoll	No. of
No.	Partic	ulars	Electronic Voting/	Shares voted
			Remote E-Voting	*
a.	Votes	cast through physical ballot/ InstaPoll	67	25,340,535
	Electro	onic Voting		
b.	Remot	e e-voting confirmations received	81	18,246,416
	Total		148	43,586,951
c.	Less: I	nvalid Ballot / InstaPoll Electronic Voting/	0	0
	Remot	e e-voting confirmations		
d.	Net V	alid Physical Ballot / InstaPoll Electronic	148	43,586,951
	Voting	g / Remote e-Voting		
	(i)	Physical Ballot / InstaPoll Electronic	144	43,211,454
		Voting / Remote e-voting with assent		
		for the Resolution		
		% of Assent	97.2973	99.1385
	(ii)	Physical Ballot / InstaPoll Electronic	4	375,497
		Voting /Remote e-voting with dissent		
		for the Resolution		
		% of Dissent	2.7027	0.8615



**For Resolution 4:** As an Ordinary Resolution for ratification of appointment of M/s. B S R & Co. LLP, Chartered Accountants, Mumbai (Registration No. 101248W/ W-100022) as the Statutory Auditors of the Company to hold office until the conclusion of the 23<sup>rd</sup> Annual General Meeting and authorizing the Board to fix their remuneration.

			Resolutio	on 4
			No. of Ballots /	
Sr.	Partic	-1	InstaPoll	No. of
No.	Partic	ulars	Electronic Voting/	Shares voted
			Remote E-Voting	
a.	Votes	cast through physical ballots/ InstaPoll	67	25,340,535
	Electro	onic Voting		
b.	Remo	te e-voting confirmations received	81	18,246,416
	Total		148	43,586,951
C.	Less: I	nvalid Ballots / InstaPoll Electronic Voting /	0	0
	Remot	te e-voting confirmations		
d.	Net V	alid Physical Ballots / InstaPoll Electronic	148	43,586,951
	Voting	g / Remote e-Voting		
	(i)	Physical Ballots / InstaPoll Electronic	143	43,202,129
		Voting / Remote e-voting with assent		
		for the Resolution		
		% of Assent	96.6216	99.1171
	(ii)	Physical Ballots / InstaPoll Electronic	5	384,822
		Voting / Remote e-voting with dissent		
		for the Resolution		
		% of Dissent	3.3784	0.8829



**For Resolution 5:** As a Special Resolution for authorizing the Board to determine and distribute as commission, amongst the Non-Executive Directors, in addition to the fees for attending Meetings of Board or any committee thereof, a sum not exceeding 1% of the net profits of the Company per annum for the period of five years commencing from April 1, 2016.

			Resolutio	on 5
			No. of Ballots /	
Sr.	Partic	-1	InstaPoll	No. of
No.	Partici	ilars	Electronic Voting/	Shares voted
			Remote E-Voting	
a.	Votes	cast through physical ballots/ InstaPoll	67	25,340,535
	Electro	onic Voting		
b.	Remot	e e-voting confirmations received	81	18,246,416
	Total		148	43,586,951
c.	Less: I	nvalid Ballots / InstaPoll Electronic Voting /	0	0
	Remot	e e-voting confirmations		
d.	Net V	alid Physical Ballots / InstaPoll Electronic	148	43,586,951
	Voting	g / Remote e-Voting		
	(i)	Physical Ballots / InstaPoll Electronic	144	43,581,931
		Voting /Remote e-voting with assent for the Resolution		
		% of Assent	97.2973	99.9885
	(ii)	Physical Ballots / InstaPoll Electronic	4	5,020
		Voting / Remote e-voting with dissent		
		for the Resolution		
		% of Dissent	2.7027	0.0115



Date of the AGM/ <del>EGM-</del>	August 9, 2016	·	
Total number of shareholders on record date	21,332		
No. of shareholders present in the meeting either in person or through proxy:			
Promoters and Promoter Group:	5		
Public:	66		
No. of Shareholders attended the meeting through Video Conferencing			
Promoters and Promoter Group:	Nil		
Public:	Nil		

Resolution regalica (e. amary)			Reports of the thereon; and	and adopt: I financial statement o Board of Directors an I consolidated financi	d Auditors			
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		273,500	1.12	273,500		100.00	
!	Poli		24,245,433	98.88	24,245,433		100.00	
Promoter and Promoter Group	Postal Ballot	24,518,933		-	~	· 	_	
	Total		24,518,933	100.00	24,518,933		100.00	
	E-Voting		5,303,528	50.80	5,303,528		100.00	
	Poll				_		-	-
Public Institutions	Postal Ballot	10,439,679		-				
	Total	1	5,303,528	50.80	5,303,528		100.00	
	E-Voting		12,669,388	41.84	12,669,388	<u> </u>	100.00	
	Pol1		1,095,102	3.62	1,095,102	<u> </u>	100.00	
Rubile Non Institutions	Postal Ballot	30,284,082		_			-	_
July 204 /a	total		13,764,490	45.45	13,764,490		100.00	
Tótal/		65,242,694	43,586,951	66.81	43,586,951		100.00	

Resolution Required : (Ordi	 nary)	_	2 - To approve the interim dividend already paid during the year, for the Financial Year 2015 - 16.						
Whether promoter/ promothe agenda/resolution?		terested in	NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes — in favour	No. of Votes Against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	
	E-Voting	<u>• .<del>-</del></u> _	273,500	1.12	273,500	-	100.00	-	
	Poll		24,245,433	98.88	24,245,433	_	100.00		
Promoter and Promoter		24,518,933							
Group	Postal Ballot		-			-			
	Total		24,518,933	100.00	24,518,933		100.00	-	
	E-Voting		5,303,528	50.80	5,303,528	<u> </u>	100.00		
	Poll			-		-	-	-	
Public Institutions		10,439,679						_	
	Postal Ballot		-	-			100.00	<u> </u>	
	Total		5,303,528	50.80	5,303,528	<u> </u>	100.00	<u> </u>	
	E-Voting		12,669,388	41.84	12,669,388	<u> </u>	100.00	ļ	
	Poll		1,095,102	3.62	1,095,102	<u> </u>	100.00		
Public Non Institutions	Postal Ballot	30,284,082		_	_				
100 In	Total	:	13,764,490	45.45	13,764,490	-	100.00		
Total /		65,242,694	+	66.81	43,586,951		100.00		

				a Director in place of ble, offers himself for			DIN: 00076250), who	retires by rotation
Whether promoter/ promo the agenda/resolution?	ter group are in	iterested in	NO					
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of VotesAgainst	% of Votes in favour on votes polled	% of Votes against on votes polled
	ì	[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		273,500	1.12	273,500	_	100.0000	0.0000
	Poll		24,245,433	98.88	24,245,433		100.0000	
Promoter and Promoter Group		24,518,933						_
Поточр	Postal Ballot	•		-	-		100.0000	
	Total		24,518,933	100.00	24,518,933	-		7.0792
	E-Voting		5,303,528	50.80	4,928,081	375,447	92.9208	7.0732
	Poll		-				-	<del></del>
Public Institutions		10,439,679						
	Postal Ballot				-		-	
	Total		5,303,528	50.80	4,928,081	375,447	92.9208	
	E-Voting		12,669,388	41.84	12,669,338	50	99.9996	
	Poll	1	1,095,102	3.62	1,095,102		100.0000	<u> </u>
Public Non Institutions		30,284,082						
	Postal Ballot	]		-		ļ <u>-</u>	-	
ETRIC LIA	Total		13,764,490	45.45	13,764,440	+		<del> </del>
Total		65,242,694	43,586,951	66.81	43,211,454	375,497	99.1385	0.8615

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		4 - To ratify the appointment of M/s. B S R & Co. LLP, Chartered Accountants as Statutory Auditors for a period from the conclusion of this Annual General Meeting until the conclusion of the 23rd Annual General Meeting and to fix their remuneration						
		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
÷		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		273,500	1.12	273,500	· <u>-</u>	100.00	
	Poll		24,245,433	98.88	24,245,433	-	100.00	
Promoter and Promoter		24,518,933						
Group	Postal Ballot	,	_			<u> </u>		<u> </u>
	Total		24,518,933	100.00	24,518,933		100.00	
	E-Voting		5,303,528	50.80	4,921,006	382,522	92.79	7.21
	Poli					-	-	
Public Institutions		10,439,679						
	Postal Ballot			-			-	<u> </u>
	Total		5,303,528	50.80	4,921,006	382,522	92.79	7.21
	E-Voting		12,669,388	41.84	12,667,088	2,300	99.98	0.02
	Poll	1	1,095,102	3.62	1,095,102		100.00	<u> </u>
Public Non Institutions	Dootel Ballet	30,284,082			_		-	-
ETRIC LIA	Postal Ballot		13,764,490	45.45	13,762,190	2,300	99.98	0.02
Total &	Total	65,242,694			43,202,129	<del></del>	99.12	0.88

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			5 - To approve remuneration to the Non-Executive Directors of the Company by way of commission for each of the five financial years commencing from April 1, 2016.					
Whether promoter/ promo the agenda/resolution?	ter group are ir	nterested in	NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		273,500	1.12	273,500	-	100.00	-
	Poll		24,245,433	98.88	24,245,433	-	100.00	
Promoter and Promoter	<u> </u>	24,518,933						
Group	Postal Ballot			<u>-</u>		-		-
	Total		24,518,933	100.00	24,518,933		100.00	-
	E-Voting	·	5,303,528	50.80	5,303,528		100.00	-
	Poll	]		-				
Public Institutions		10,439,679						
	Postal Ballot					-	-	<u> </u>
	Total		5,303,528	50.80	5,303,528	-	100.00	<u>-</u>
	E-Voting		12,669,388	41.84	12,664,368	5,020	99.96	0.04
Public Non Institutions	Poll	]	1,095,102	3.62	1,095,102	-	100.00	-
		30,284,082						
	Postal Ballot				-	<u> </u>	-	-
	Total		13,764,490	45.45	13,759,470	+	99.96	<del></del>
Total SETRIC LA		65,242,694	43,586,951	66.81	43,581,931	5,020	99.99	0.01

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