



# Nilkamal Limited



**Head Office :** Nilkamal House, 77/88, Road No.13/14, M.I.D.C., Andheri (East), Mumbai - 400 093, INDIA. Tel. : (91-22) 4235 8888

**Material Handling Division : Fax :** (91-22) 2836 1923 ● **E-mail :** marketing@nilkamal.com

**Furniture Division : Fax :** (91-22) 2835 3556 ● **E-mail :** furniture@nilkamal.com

**@home Division : Fax :** (91-22) 2837 2787 ● **E-mail :** connect@at-home.co.in ● **Visit us at :** www.nilkamal.com ● **Visit us at :** www.at-home.co.in

Date: 27-03-2019

To,  
The Secretary  
BSE Limited,  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai-400 001.

To,  
The Secretary  
National Stock Exchange of India Limited,  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1, G  
Block, Bandra Kurla Complex, Bandra East,  
Mumbai-400 051.

**SCRIPT CODE: 523385**

**SYMBOL: NILKAMAL**

**Sub: Submission of result of voting on the Postal Ballot**

**Ref: Our communication dated 20<sup>th</sup> February, 2019**

Dear Sir,

In furtherance of our communication dated 20<sup>th</sup> February, 2019 in connection with the Postal ballot conducted by the Company for seeking approval of the members by way of special resolution for matters set out in Postal Ballot Notice dated 25<sup>th</sup> January 2019, please find enclosed the Results along with Scrutinizer's report.

Further, pursuant to Regulation 44 (3) of The SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we would like to inform that all the resolutions as set out in the aforesaid Postal Ballot Notice have been passed with requisite majority by the members of the Company.

Kindly take the above information on record.

Thanking you,  
For Nilkamal Limited

Priti P. Dave  
Company Secretary

Encl: Results alongwith Scrutinizer's Report dated 26<sup>th</sup> March, 2019

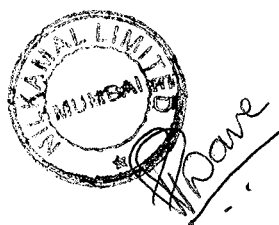
**Details of voting results in the specified format pursuant to Regulation 44(3) of the SEBI.**

**Postal Ballot Voting Results**

<b>Disclosure as per Regulation 44(3) of SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015</b>	
<b>Name of the Company</b>	: Nilkamal Limited
<b>Date of the AGM/EGM</b>	: Through Postal Ballot as per Section 110 of the Companies Act, 2013.
<b>Total number of shareholders on Cut Off Date</b>	: 27106 Shareholders as on 8 <sup>th</sup> February, 2019
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	: NA
<b>Promoters and Promoters Group</b>	:
<b>Public</b>	:
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	: NA

**Nilkamal Limited**

<b>Resolution Required : (Special)</b>		<b>1. Approval for continuation of directorship of Mr. Vamanrai V. Parekh (DIN 00037519), who is above 75 years of age, as a Non-Executive Director.</b>							
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		Yes							
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	No. of votes Invalid
Promoter and Promoter Group	E-Voting	9545746	9445746	98.9524	9445746	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>9445746</b>	<b>98.9524</b>	<b>9445746</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	2396942	1900865	79.3038	1861850	39015	97.9475	2.0525	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		175700	7.3302	175700	0	100.0000	0.0000	0
	<b>Total</b>		<b>2076565</b>	<b>86.6340</b>	<b>2037550</b>	<b>39015</b>	<b>98.1212</b>	<b>1.8788</b>	<b>0</b>
Public Non Institutions	E-Voting	2979837	363608	12.2023	363500	108	99.9703	0.0297	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		6710	0.2252	6101	609	90.9240	9.0760	791
	<b>Total</b>		<b>370318</b>	<b>12.4275</b>	<b>369601</b>	<b>717</b>	<b>99.8064</b>	<b>0.1936</b>	<b>791</b>
<b>Total</b>		<b>14922525</b>	<b>11892629</b>	<b>79.6958</b>	<b>11852897</b>	<b>39732</b>	<b>99.6659</b>	<b>0.3341</b>	<b>791</b>

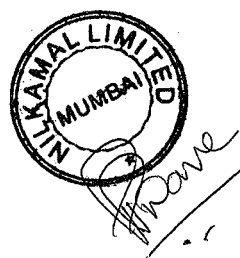


**Nilkamal Limited**

**Resolution Required : (Special)**      **2. Approval for continuation of the existing tenure of directorship of Mr. K. R. Ramamoorthy (DIN 00058467), who is above 75 years of age, as an Independent Director and re-appointment of Mr. K. R. Ramamoorthy as an Independent Director for a second term of 5 years from the date of the Annual General Meeting of the Company to be held in the calendar year 2019.**

**Whether promoter/ promoter group are interested in the agenda/resolution?**      **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	No. of votes Invalid
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$	[8]
Promoter and Promoter Group	E-Voting	9545746	9545746	100.0000	9545746	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>9545746</b>	<b>100.0000</b>	<b>9545746</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	2396942	1900865	79.3038	1861850	39015	97.9475	2.0525	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		175700	7.3302	175700	0	100.0000	0.0000	0
	<b>Total</b>		<b>2076565</b>	<b>86.6340</b>	<b>2037550</b>	<b>39015</b>	<b>98.1212</b>	<b>1.8788</b>	<b>0</b>
Public Non Institutions	E-Voting	2979837	363608	12.2023	363500	108	99.9703	0.0297	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		6710	0.2252	5521	1189	82.2802	17.7198	791
	<b>Total</b>		<b>370318</b>	<b>12.4275</b>	<b>369021</b>	<b>1297</b>	<b>99.6498</b>	<b>0.3502</b>	<b>791</b>
<b>Total</b>		<b>14922525</b>	<b>11992629</b>	<b>80.3660</b>	<b>11952317</b>	<b>40312</b>	<b>99.6639</b>	<b>0.3361</b>	<b>791</b>





**PRATIK M. SHAH** B.COM., F.C.S.

Company Secretaries

**Scrutinizer's Report**

*[Pursuant to Section 108 and 110 of the Companies Act, 2013 and rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]*

The Chairman

**Nilkamal Limited**

**[CIN: L25209DN1985PLC000162]**

Survey No. 354/2 & 354/3, Nr. Rakholi Bridge Silvassa,

Khanvel Road, Vasona, Silvassa Union Territory of

Dadra and Nagarhaveli

DN - 396 230

**Subject: Scrutinizer Report on E-Voting and Postal Ballot conducted under Section 108 and 110 of the Companies Act, 2013 and rule 20 & 22 of the Companies (Management and Administration) Rules, 2014**

Dear Sir,

We, Pratik M. Shah, Company Secretaries, having our office at D-12, Riddhi Avenue, Chikuwadi, Borivali – West, Mumbai - 400 092 have been appointed by the Board of Director of the Company as a scrutinizer for the purpose of scrutinizing the e-voting process and voting by Postal Ballot Forms in a fair and transparent manner carried out as per the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice dated 25<sup>th</sup> January, 2019.

The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means and Postal Ballot on the resolutions contained in the said notice. Our responsibility as a scrutinizer is restricted to ensure that e-voting process and Postal Ballot process is conducted in fair and transparent manner and make the Scrutinizer report of the votes cast "in favour" or "against" the resolutions stated in the notice, based on postal ballots received by us and the reports generated from the e-voting system provided by Link Intime India Private Limited ("LI IPL"), at its portal i.e. <https://instavote.linkintime.co.in>, the authorised agency to provide e-voting facilities, engaged by the Company.

Further to the above, we submit our report as under:-

- i. The Company has entered into an arrangement with Link Intime India Private Limited ('LI IPL') the authorised agency, to provide e-voting facilities to all the members who were eligible to take part in the e-voting.

**Add.:** D/12, Riddhi Avenue, Off. New Link Road, Chikuwadi, Borivali (West), Mumbai - 400 092

**Tel. No.:** 022 - 2898 3946 • **Cell.:** +91 - 98200 55798

**Website:** [www.cspmshah.com](http://www.cspmshah.com) • **e-mail:** [pratik@cspmshah.com](mailto:pratik@cspmshah.com) / [cspratikmshah@gmail.com](mailto:cspratikmshah@gmail.com)





- ii. The postal ballot (inclusive of e-voting) period commences on Saturday, 23rd day of February, 2019 (9:00 a.m. IST) and ends on Sunday, 24th day of March, 2019 (5:00 p.m. IST).
- iii. The members of the Company as on the "cut-off" date i.e. Friday, 8<sup>th</sup> day of February, 2019 were entitled to vote on the resolution no. 1 and 2 (as set out in the notice of Postal Ballot dated 25<sup>th</sup> January, 2019).
- iv. At the end of the e-voting period on 24<sup>th</sup> Day of March, 2019 (5:00 p.m. IST), voting portal of service provider was blocked forthwith.
- v. The voting pattern was unblocked on Monday, 25<sup>th</sup> day of March, 2019 at 10.30 am in the presence of 2 witnesses who are not in the employment of the Company.

Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for" or "against" were downloaded from the e-voting website Link Intime India Private Limited ('LI IPL') <https://instavote.linkintime.co.in>

- vi. Envelopes containing postal ballot forms received after 5:00 pm of 24<sup>th</sup> March, 2019 were not considered by us for scrutiny.
- vii. 64 Postal Ballot forms were received out of which 56 Postal Ballot form were complete in all respect and no defects were found in the same and 8 Postal Ballot forms were found invalid.
- viii. The particulars of all the votes casted by Postal ballot as well as through e-voting process have been recorded in a register separately maintained for the purpose.
- ix. Consolidated report on result of voting through electronic means and voting by Postal Ballot is as under:

**Resolution No. 1 - Special Resolution:**

**"RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent be and is hereby accorded for continuation of directorship of Mr. Vamanrai V. Parekh (DIN 00037519) as Non-Executive Director of the Company, on and after April 1, 2019, notwithstanding that he has attained the age of 75 years."



i. Voted in **favour** of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	94	1,16,71,096	98.13
Through Postal Ballot	53	1,81,801	1.53
<b>Total</b>	<b>147</b>	<b>1,18,52,897</b>	<b>99.66</b>

ii. Voted **against** the resolution :

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	9	39,123	0.33
Through Postal Ballot	3	609	0.01
<b>Total</b>	<b>12</b>	<b>39,732</b>	<b>0.34</b>

iii. **Invalid** votes :

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	0	0
Through Postal Ballot	8	791
<b>Total</b>	<b>8</b>	<b>791</b>

**Less Voted: 11 Shares**

**Abstain from Voting – 1,33,580 Shares (1 Shareholder)**

**Resolution No. 2 - Special Resolution:**

**“RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modification(s) or re-enactment thereof, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent be and is hereby accorded for continuation of directorship of Mr. K. R. Ramamoorthy (DIN 00058467) as an Independent Director of the Company, on and after April 1, 2019 till the expiry of his existing term i.e upto the conclusion of the Annual General Meeting to be held in the calendar year 2019, notwithstanding that he has attained the age of 75 years.





**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. K. R. Ramamoorthy (DIN 00058467), Independent Director of the Company, who holds office of Independent Director upto the conclusion of the Annual General Meeting to be held in the calendar year 2019, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director of the Company, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five years from the date of the Annual General Meeting of the Company to be held in the calendar year 2019."

i. Voted in **favour** of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	95	1,17,71,096	98.15
Through Postal Ballot	52	1,81,221	1.51
<b>Total</b>	<b>147</b>	<b>1,19,52,307</b>	<b>99.66</b>

ii. Voted **against** the resolution :

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	9	39,123	0.33
Through Postal Ballot	4	1,189	0.01
<b>Total</b>	<b>13</b>	<b>40,312</b>	<b>0.34</b>

iii. **Invalid** votes :

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	0	0
Through Postal Ballot	8	791
<b>Total</b>	<b>8</b>	<b>791</b>

**Pratik M. Shah**  
Company Secretaries

**Continuation Sheet**

**Less Voted: 11 Shares**

**Abstain from Voting – 1,33,580 Shares (1 Shareholder)**

**Conclusion:**

Item No. 1 - Special Resolution:

Since the number of votes cast by the members in favor of resolution is more than three fourth of the total number of votes, therefore, the proposed Special Resolution as contained in the Notice dated 25<sup>th</sup> January, 2019 may be declared as passed by requisite majority.

Item No. 2 - Special Resolution:

Since the number of votes cast by the members in favor of resolution is more than three fourth of the total number of votes, therefore, the proposed Special Resolution as contained in the Notice dated 25<sup>th</sup> January, 2019 may be declared as passed by requisite majority.

- x. The register, all other papers and relevant records relating to e-voting and Postal Ballot shall remain in our custody until Chairman considers, approves, and signs the minutes and same shall be handed over to the Company Secretary for safe keeping.



**Pratik M. Shah**  
**Company Secretaries**  
**FCS: 7431**  
**C.P. No. 7401**

**Place: Mumbai**  
**Date: 26<sup>th</sup> March, 2019**

