

August 07, 2019

To,  
General Manager  
The Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort  
Mumbai  
Maharashtra 400001

**Subject:** Pursuant to Regulation 30 and 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 – Submission of Proceedings and Voting Results of the 78<sup>th</sup> Annual General Meeting.

**Company Code:** 540728

Dear Sir,

This is to inform you that the 78<sup>th</sup> Annual General Meeting of the Company was held today on Wednesday, 7<sup>th</sup> August, 2019 at Banquet Hall, The Grand Vinayak Hotel, S.P. Ring Road, Odhav Circle, Odhav, Ahmedabad-382415.

In this regard, please find enclosed the following :

- Brief proceedings of the AGM pursuant to Part A of Schedule III under Regulations 30 of the SEBI (Listing Obligations Disclosure Requirements) Regulation, 2015 - Annexure - 1
- Voting Results of the AGM pursuant to Regulation 44 of the SEBI (Listing Obligations Disclosure Requirements) Regulation, 2015 - Annexure - 2
- Consolidated Report of the Scrutinizer dated 7<sup>th</sup> August, 2019 on e-voting and on ballot paper at the AGM – Annexure - 3

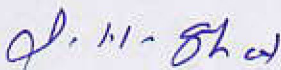
The Scrutinizer has submitted Consolidated Report on 7<sup>th</sup> August, 2019. Based on the Scrutinizer's Report, the results were declared today, 7<sup>th</sup> August, 2019. In accordance with the said Report, the Members of the Company have approved all the Resolutions as set forth in Notice convening the 78<sup>th</sup> Annual General Meeting of the Company, with requisite majority.

The 78<sup>th</sup> Annual General Meeting of the Company was concluded at 9.45 a.m.

Kindly take the same on your record.

Thanking you.

Yours faithfully  
For Sayaji Industries Ltd.



(Rajesh H. Shah)  
Company Secretary &  
Sr. Executive Vice President

Enclosure: As above



**Sayaji Industries Limited**

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**BRIEF PROCEEDINGS OF THE 78<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD AT BANQUET HALL, THE GRAND VINAYAK HOTEL, S.P. RING ROAD, ODHAV CIRCLE, ODHAV, AHMEDABAD - 382415 ON 7<sup>TH</sup> AUGUST, 2019 AT 09.00 A.M.**

The 78<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Wednesday, 7<sup>th</sup> August, 2019 at 09.00 a.m. at Banquet Hall, The Grand Vinayak Hotel, S.P. Ring Road, Odhav Circle, Odhav, Ahmedabad-382415. Mr. Priyam B. Mehta, Chairman welcomed the Directors and the Members of the Company at the 78<sup>th</sup> AGM of the Company.

Requisite quorum being present, the Chairman called the meeting to order. All directors were present at the meeting except Mrs. Sujata P Mehta, who couldn't attend the meeting due to his pre-occupation.

The Chairman then delivered his speech to the Members of the Company. The Company Secretary read out the Notice convening the Annual General Meeting and the Auditors Reports on standalone and consolidated financial statements for the year 2018-19. The Company Secretary provided the gist of the Secretarial Audit Report for the financial year 2018-19.

The Chairman then informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice convening the 78<sup>th</sup> Annual General Meeting of the Company. Members, who were present at the AGM and had not cast their votes through remote e-voting, were provided with an opportunity to cast their votes through Ballot Paper at the venue.

The Chairmen informed that the Board of Directors of the Company had appointed Mr. Niraj Trivedi, Practicing Company Secretary, as the Scrutinizer for the scrutiny of the votes cast through the remote e-voting platform and votes cast through ballot paper at the AGM.

The following items of business, as per the Notice convening the 78<sup>th</sup> AGM of the Company dated 30<sup>th</sup> May, 2019 were transacted at the meeting.



## Ordinary Business:

1. Adoption of the audited standalone and consolidated financial statements for the year ended 31<sup>st</sup> March, 2019 together with the Reports of the Board of Directors and the Auditors thereon.
2. Declaration of dividend on equity shares of the Company.
3. Appointment of Mrs. Sujata P. Mehta (DIN-00037746) who retires by rotation and being eligible offer herself for reappointment as a director of the company.

## Special Business:

4. Ratification of the remuneration to be paid to Cost Auditors.
5. Granting consent to invite and accept the deposits from general public and shareholders.
6. Appointment of Mr. Premal Mehta (DIN-01141650) as independent director of the company to hold office for five consecutive years from 03.11.2018 to 02.11.2023.
7. Appointment of Mr. Jaysheel Hazarat (DIN-08234136) as independent director of the company to hold office for five consecutive years from 03.11.2018 to 02.11.2023.
8. Reappointment of CA Chirag M. Shah (DIN-00021298) as independent director of the company to hold the office for second term of five consecutive years from 01.04.2019 to 31.03.2024.
9. Reappointment of Dr. Gaurang K. Dalal (DIN-00040924) as independent director of the company to hold the office for second term of five consecutive years from 01.04.2019 to 31.03.2024.
10. Reappointment of Dr. Janak D. Desai (DIN-02565216) as independent director of the company to hold the office for second term of five consecutive years from 01.04.2019 to 31.03.2024.
11. Reappointment of Mr. Varun P. Mehta (DIN-00900734) as the executive director of the company for the period from 01.04.2019 to 31.3.2024 and approving his remuneration for the period of three years from 01.04.2019 to 31.03.2022.
12. Approving the remuneration to be paid to Mr. Vishal P Mehta (DIN-02690946) as the executive director for the remaining tenure of his appointment from 1<sup>st</sup> June, 2019 to 31<sup>st</sup> March, 2021.



The Members were allowed to raise their queries on the Agenda items as set out in the Notice convening this 78<sup>th</sup> AGM of the Company. Necessary clarifications were provided by the Chairman and the Chief Financial Officer of the Company. The members who had not cast their votes through remote e-voting, cast their votes through ballot paper, the arrangement for which was made at the venue.

The Chairman, thereafter, thanked all the Members for their participation at the AGM and for their constructive suggestions and comments.

The scrutinizer report on e-voting and ballot paper was received and accordingly all the resolution as set out in the notice were declared as passed with requisite majority.

The details of the voting results conducted through remote e-voting and ballot paper on all the resolutions as set out in the Notice of AGM are enclosed.

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Date of the AGM/EGM	SAYAJI INDUSTRIES LIMITED
Total number of shareholders on record date	07-08-2019
No. of shareholders present in the meeting either in person or through proxy:	3892
Promoters and Promoter Group:	7
Public:	39
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - Consider and adopt the audited financial statements, reports of the board of directors and auditors for the year ended March 31, 2019									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	4,738,480	4,730,960	99.8413	4,730,960	0	100.0000	0.0000	0	0
	Poll		880	0.0186	880	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,731,840	99.8599	4,731,840	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,120	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	1,580,400	20	0.0013	20	0	100.0000	0.0000	0	0
	Poll		10,537	0.6667	10,537	0	100.0000	0.0000	720	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		10,557	0.668	10,557	0	100.0000	0.0000	720	0
Total		6,320,000	4,742,397	75.0379	4,742,397	0	100.0000	0.0000	720	0



Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of dividend on equity shares									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	4,738,480	4,730,960	99.8413	4,730,960	0	100.0000	0.0000	0	0
	Poll		880	0.0186	880	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,731,840	99.8599	4,731,840	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,120	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	1,580,400	20	0.0013	20	0	100.0000	0.0000	0	0
	Poll		10,537	0.6667	10,537	0	100.0000	0.0000	720	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		10,557	0.668	10,557	0	100.0000	0.0000	720	0
Total		6,320,000	4,742,397	75.0379	4,742,397	0	100.0000	0.0000	720	0



Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mrs. Sujata P. Mehta who retires by rotation and being eligible offers herself for reappointment									
Whether promoter/ promoter group are interested in the agenda/resolution?	YES									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	4,738,480	4,730,960	99.8413	4,730,960	0	100.0000	0.0000	0	0
	Poll		880	0.0186	880	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,731,840	99.8599	4,731,840	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,120	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	1,580,400	20	0.0013	20	0	100.0000	0.0000	0	0
	Poll		10,537	0.6667	10,537	0	100.0000	0.0000	720	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		10,557	0.668	10,557	0	100.0000	0.0000	720	0
Total		6,320,000	4,742,397	75.0379	4,742,397	0	100.0000	0.0000	720	0



Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - Approval of remuneration to cost auditors									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	4,738,480	4,730,960	99.8413	4,730,960	0	100.0000	0.0000	0	0
	Poll		880	0.0186	880	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,731,840	99.8599	4,731,840	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,120	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	1,580,400	20	0.0013	20	0	100.0000	0.0000	0	0
	Poll		10,537	0.6667	10,537	0	100.0000	0.0000	720	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		10,557	0.668	10,557	0	100.0000	0.0000	720	0
Total		6,320,000	4,742,397	75.0379	4,742,397	0	100.0000	0.0000	720	0





Resolution No.	5									
Resolution required: (Ordinary/ Special)	ORDINARY - Granting consent to invite and accept the deposits from general public and shareholders									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	4,738,480	4,730,960	99.8413	4,730,960	0	100.0000	0.0000	0	0
	Poll		880	0.0186	880	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,731,840	99.8599	4,731,840	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,120	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	1,580,400	20	0.0013	20	0	100.0000	0.0000	0	0
	Poll		10,537	0.6667	10,537	0	100.0000	0.0000	720	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		10,557	0.668	10,557	0	100.0000	0.0000	0	0
Total		6,320,000	4,742,397	75.0379	4,742,397	0	100.0000	0.0000	720	0



Resolution No.	6									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Premal Mehta as independent director of the company to hold office for five consecutive years till 02.11.2023									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Made of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	4,738,480	4,730,960	99.8413	4,730,960	0	100.0000	0.0000	0	0
	Poll		880	0.0186	880	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,731,840	99.8599	4,731,840	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,120	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	1,580,400	20	0.0013	20	0	100.0000	0.0000	0	0
	Poll		10,537	0.6667	10,537	0	100.0000	0.0000	720	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		10,557	0.668	10,557	0	100.0000	0.0000	0	0
Total		6,320,000	4,742,397	75.0379	4,742,397	0	100.0000	0.0000	720	0



Resolution No.	7									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Jaysheel Hazarat as independent director of the company to hold office for five consecutive years till 02.11.2023									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	4,738,480	4,730,960	99.8413	4,730,960	0	100.0000	0.0000	0	0
	Poll		880	0.0186	880	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,731,840	99.8599	4,731,840	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,120	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	1,580,400	20	0.0013	20	0	100.0000	0.0000	0	0
	Poll		10,537	0.6667	10,537	0	100.0000	0.0000	720	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		10,557	0.668	10,557	0	100.0000	0.0000	720	0
Total		6,320,000	4,742,397	75.0379	4,742,397	0	100.0000	0.0000	720	0



Resolution No.	8									
Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of CA Chirag M. Shah as independent director of the company to hold the office for second term of five consecutive years till 31.03.2024									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	4,738,480	4,730,960	99.8413	4,730,960	0	100.0000	0.0000	0	0
	Poll		880	0.0186	880	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,731,840	99.8599	4,731,840	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,120	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	1,580,400	20	0.0013	20	0	100.0000	0.0000	0	0
	Poll		10,537	0.6667	10,537	0	100.0000	0.0000	720	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		10,557	0.668	10,557	0	100.0000	0.0000	720	0
Total		6,320,000	4,742,397	75.0379	4,742,397	0	100.0000	0.0000	720	0



Resolution No.	9									
Resolution required: (Ordinary/ Special)	SPECIAL- Appointment of Dr. Gaurang K. Dalal as independent director of the company to hold the office for second term of five consecutive years till 31.03.2024									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	4,738,480	4,730,960	99.8413	4,730,960	0	100.0000	0.0000	0	0
	Poll		880	0.0186	880	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,731,840	99.8599	4,731,840	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,120	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	1,580,400	20	0.0013	20	0	100.0000	0.0000	0	0
	Poll		10,537	0.6667	10,537	0	100.0000	0.0000	720	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		10,557	0.668	10,557	0	100.0000	0.0000	720	0
Total		6,320,000	4,742,397	75.0379	4,742,397	0	100.0000	0.0000	720	0



Resolution No.	10									
Resolution required: (Ordinary/ Special)	SPECIAL- Appointment of Dr. Janak D. Desai as independent director of the company to hold the office for second term of five consecutive years till 31.03.2024									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	4,738,480	4,730,960	99.8413	4,730,960	0	100.0000	0.0000	0	0
	Poll		880	0.0186	880	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,731,840	99.8599	4,731,840	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,120	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	1,580,400	20	0.0013	20	0	100.0000	0.0000	0	0
	Poll		10,537	0.6667	10,537	0	100.0000	0.0000	720	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		10,557	0.668	10,557	0	100.0000	0.0000	720	0
Total		6,320,000	4,742,397	75.0379	4,742,397	0	100.0000	0.0000	720	0



Resolution No.	11									
Resolution required: (Ordinary/ Special)	SPECIAL - Approval to reappointment of Mr. Varun P. Mehta as the executive director of the company for the period from 01.04.2019 to 31.3.2024 and to approve his remuneration for the period of three years from 01.04.2019 to 31.03.2022									
Whether promoter/ promoter group are interested in the agenda/resolution?	YES									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	4,738,480	4,730,960	99.8413	4,730,960	0	100.0000	0.0000	0	0
	Poll		880	0.0186	880	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,731,840	99.8599	4,731,840	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,120	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	1,580,400	20	0.0013	20	0	100.0000	0.0000	0	0
	Poll		10,537	0.6667	10,537	0	100.0000	0.0000	720	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		10,557	0.668	10,557	0	100.0000	0.0000	720	0
Total		6,320,000	4,742,397	75.0379	4,742,397	0	100.0000	0.0000	720	0



Resolution No.	12									
Resolution required: (Ordinary/ Special)	SPECIAL- Approval to increase in remuneration to Mr. Vishal P. Mehta as the executive director of the company for the remaining tenure of his appointment from 01.06.2019 to 31.03.2021									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	4,738,480	4,730,960	99.8413	4,730,960	0	100.0000	0.0000	0	0
	Poll		880	0.0186	880	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		4,731,840	99.8599	4,731,840	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,120	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	1,580,400	20	0.0013	20	0	100.0000	0.0000	0	0
	Poll		10,537	0.6667	10,537	0	100.0000	0.0000	720	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		10,557	0.668	10,557	0	100.0000	0.0000	720	0
Total		6,320,000	4,742,397	75.0379	4,742,397	0	100.0000	0.0000	720	0





**CONSOLIDATED SCRUTINIZER'S REPORT**

(E-Voting & Poll)

[Pursuant to Section 108 of the Companies Act, 2013 and  
Companies (Management and Administration) Rules, 2014 as amended]

To,

**The Chairman**

of 78<sup>th</sup> Annual General Meeting of the Members of  
**SAYAJI INDUSTRIES LIMITED** held at  
Banquet Hall, The Grand Vinayak Hotel,  
S. P. Ring Road Odhav Circle, Odhav,  
Ahmedabad – 382410.

On Wednesday, the 07<sup>th</sup> August, 2019 at 09:00 a.m.

Dear Sir,

1. I, Niraj Trivedi, Practicing Company Secretary, have been appointed as a Scrutinizer by the Board of Directors of M/s. **SAYAJI INDUSTRIES LIMITED** (The Company) at their meeting held on **30<sup>th</sup> May, 2019**, for the purpose of:
  - (i). Scrutinizing the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 (The 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (Rules); and
  - (ii). Poll through Polling Papers under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the said Rules, on the resolutions contained in the



## CS NIRAJ TRIVEDI

B.Com, FCS, ACIS (U.K.), DLP, LLB (Spl.), PGDCL

**Practicing Company Secretary**

Notice to the 78<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of the Company held on the Wednesday, the 07<sup>th</sup> August, 2019 at 09:00 a.m.

2. The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and Rules relating to voting i.e. by remote e-voting and voting by poll at the AGM for the resolutions contained in the Notice to the 78<sup>th</sup> AGM of the Equity Shareholders of the Company. My responsibility as a Scrutinizer for the process of voting through electronic means i.e. by remote e-voting and also through Poll at AGM is restricted to make a consolidated scrutinizer's report of votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by **M/s. Karvy Fintech Private Limited**, the agency authorized under the Rules and on voting by poll at the AGM.
3. The Company had availed the remote e-voting facility provided by **M/s. Karvy Fintech Private Limited** for conducting the remote e-voting by the shareholders of the Company. The remote e-voting period commenced at Saturday, 3<sup>rd</sup> August, 2019 at 9.30 a.m. and ended on Tuesday, 6<sup>th</sup> August, 2019 at 5.00 p.m. The Company had provided facilities of remote e-voting and Poll was also taken at the meeting by members to exercise their right to vote.
4. I, as a Scrutinizer for scrutinizing the entire voting process carried out by electronic means and by poll at the Annual General Meeting, have issued two separate Scrutinizer's Reports both dated 07<sup>th</sup> August, 2019.
5. I submit herewith my Consolidated Scrutinizer's Report on the results of voting through electronic mode and voting by poll as under:-



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Practicing Company Secretary

Item No. of the Notice	Votes in Favour of the Resolution		Votes Against the Resolution		Invalid Votes
	Nos.	% of total number of valid votes cast (Favour and Against)	Nos.	% of total number of valid votes cast (Favour and Against)	Nos.
<u>Item No. 1:</u>  Ordinary Business: Ordinary Resolution: To consider and adopt the audited standalone and consolidated financial statements as on March 31, 2019 and Reports of the Board of Directors' and Auditors' thereon.	47,42,397	100	0	0	720



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Practicing Company Secretary

<u>Item No. 2:</u>  Ordinary Business: 47,42,397 Ordinary Resolution: To declare a dividend on equity shares of the Company.	47,42,397	100	0	0	720
<u>Item No. 3:</u>  Ordinary Business: 47,42,397 Ordinary Resolution: To appoint a director in place of Mrs. Sujata P. Mehta (holding DIN 00037746) who retires by rotation and being eligible offers herself for reappointment.	47,42,397	100	0	0	720



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Practicing Company Secretary

<b>Item No. 4:</b>					
Special Business: 47,42,397 Ordinary Resolution: To ratify remuneration to be paid to Cost Auditors.	100	0	0	720	
<b>Item No. 5:</b>					
Special Business: 47,42,397 Ordinary Resolution: To invite and accept Deposits from general public and shareholders.	100	0	0	720	



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Practicing Company Secretary

<b>Item No. 6:</b>					
Special Business:	47,42,397	100	0	0	720
Ordinary Resolution:					
To appoint Mr. Premal Mehta (DIN 01141650) as an Independent Non - Executive Director to hold office for 5 (five) consecutive years from 3 <sup>rd</sup> November, 2018 to 2 <sup>nd</sup> November, 2023.					



<b>Item No. 7:</b>						
Special Business: Ordinary Resolution:	47,42,397	100	0	0	720	
To appoint Mr. Jaysheel Hazarat (DIN 08234136) as an Independent Non – Executive Director to hold office for 5 (five) consecutive years from 3 <sup>rd</sup> November, 2018 to 2 <sup>nd</sup> November, 2023.						



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Practicing Company Secretary

<b>Item No. 8:</b>					
Special Business:	47,42,397	100	0	0	720
Special Resolution:					
To reappoint CA Chirag M. Shah (DIN 00021298) as an Independent Non – Executive Director to hold office for 5 (five) consecutive years from 1 <sup>st</sup> April, 2019 to 31 <sup>st</sup> March, 2024.					





## CS NIRAJ TRIVEDI

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Practicing Company Secretary

<u>Item No. 9:</u>					
Special Business:	47,42,397	100	0	0	720
Special Resolution:					
To reappoint Dr. Gaurang K. Dalal (DIN 00040924) as an Independent Non – Executive Director to hold office for 5 (five) consecutive years from 1 <sup>st</sup> April, 2019 to 31 <sup>st</sup> March, 2024.					



**CS NIRAJ TRIVEDI**  
B.Com, FCS, ACIS (U.K.), DLP, LLB (Spl.), PGDCL  
**Practicing Company Secretary**

<b>Item No. 10:</b>					
Special Business:	47,42,397	100	0	0	720
Special Resolution: To reappoint Dr. Janak D. Desai (DIN 02565216) as an Independent Non – Executive Director to hold office for 5 (five) consecutive years from 1 <sup>st</sup> April, 2019 to 31 <sup>st</sup> March, 2024.					



# CS NIRAJ TRIVEDI

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Practicing Company Secretary

<b>Item No. 11:</b>  Special Business: Special Resolution: To reappoint Mr. Varun P. Mehta (DIN 00900734) as Executive Director from 01 <sup>st</sup> April, 2019 to 31 <sup>st</sup> March, 2024 and to approve his remuneration for the period of three years from 01 <sup>st</sup> April, 2019 to 31 <sup>st</sup> March, 2022.	47,42,397	100	0	0	720
<b>Item No. 12:</b>  Special Business: Special Resolution: To approve, revision of remuneration to be paid to Mr. Vishal P. Mehta as Executive Director for the period from 01 <sup>st</sup> June, 2019 to 31 <sup>st</sup> March, 2021.	47,42,397	100	0	0	720



**CS NIRAJ TRIVEDI**  
B.Com, FCS, ACIS (U.K.), DLP, LLB (Spl.), PGDCL  
**Practicing Company Secretary**

The invalid votes are not considered for the purpose of calculating the percentage.

6. The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You.

Yours faithfully,

Date: 07<sup>th</sup> August, 2019

Place: Ahmedabad



**NIRAJ TRIVEDI**

Practicing Company Secretary

FCS: 3844 (C. P. No.: 3123)

Countersigned by:-

FOR, SAYAJI INDUSTRIES LIMITED



(RAJESH H. SHAH)

Company Secretary &

Sr. Executive Vice President