



Regd, Office & Factory, Charm 1994 (19) Minima Millings, Clarkting Charles Englaway, Anniestations (2005–2016) (Company), (India) Tel. (1915–2004) (Milling) (Company)

Fire the Child of the following the following of the foll

Date: - September 24, 2014

To,
The Bombay Stock Exchange Limited
Corporate Relationship Department,
Phiroze Jeejeebhoy Tower,
Dalal Street, Fort,
Mumbai – 400 001
Ref:- Scrip Code:- 533407

National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051 Ref:- Symbol:- CNOVAPETRO

Dear Sir,

# RE:- DISCLOSURE OF VOTING RESULTS UNDER CLAUSE 35A OF LISTING AGREEMENT

This is to inform you that the 10<sup>th</sup> Annual General Meeting of **M/s. CII. Nova Petrochemical Limited**, was held on Saturday, September 20, 2014 at 3:00 p.m. at Survey No. 396(P), 395/4(P), Moraiya Village, Sarkhej-Bavla, Highway, Tal. Sanand, Ahmedabad – 382210. We would like to inform you that 10 (Ten) Resolutions proposed in the Notice of 10<sup>th</sup> AGM has been passed with requisite majority and 1 (One) resolution in the Notice of 10<sup>th</sup> AGM has not been passed with requisite majority. The details regarding the voting result in stipulated format as per Clause 35A of the Listing Agreement is submitted herewith.

This is for your information and record.

Thanking You,

For,CIL Nova Petrochemicals Limited

ROMIN SHAH
COMPANY SECRETARY

ova

# DISCLOSURE UNDER CLAUSE 35A OF LISTING AGREEMENT

| Name of the Company                         | CIL Nova Petrochemical Limited |
|---|--------------------------------|
| Total number of shareholders on record date | 6338                           |
|   | (Six Thousand Three Hundred    |
|   | Thirty Eight)                  |
| No. of Shareholders present in the meeting  | Promoter:- 7 (Seven)           |
| either in person or through proxy           | Public:- 25 (Twenty Five)      |
| No. of Shareholders attended the meeting    |                                |
| through Video Conferencing                  | Public: Nil                    |

# Details of Agenda:-

| the funanc             | tat year er        | receive, co<br>nded 31st N | nsider and<br>1arch, 2014 | l adopt the Au<br>I and Reports          | dited Finan<br>of the Direc  | cial Stateme<br>ctors and Au                      | nt of the C<br>ditors ther   | ompany for<br>eon                                  |
|------------------------|--------------------|----------------------------|---------------------------|--|--|---|------------------------------|--|
| Ordinary R<br>Category | No. of Shares Held | Mode of<br>Voting          | No. of<br>Valid<br>Vote   | % of Vote<br>on<br>outstanding<br>Shares | No. of<br>Vote in<br>Favour  | % of vote<br>in favour<br>over<br>polled<br>voted | No. of<br>Vote in<br>Against | % of vote<br>in Against<br>over<br>polled<br>voted |
| Promoter<br>and        | 3099379            | e-Voting                   | 3099379                   | 22.87%                                   | 3099379  | 35.71%  |                              | 0.00%  |
| Promoter<br>Group      | 4998908            | Poll                       | 4998908                   | 36.89%                                   | 4998908  | 57.59%  | *****                        | 0.00%  |
| Public                 |                    | e-Voting                   |                           | 0.00%                                    | ж<br>ж.т   |   |                              | 0.00%  |
| Institution            | 1-1                | Poll                       |                           | 0.00%                                    | erana erana erana araba ar<br>Araba araba ar |   |                              | 0.00%  |
| Public                 | 100                | e-Voting                   | 100                       | 0.00%                                    | 100  | 0.00%   |                              | 0.00%  |
| Other                  | 581782             | Poll                       | 581782                    | 4.29%                                    | 581782   | 6.70%   |                              | 0.00%  |
| Total                  | 8680169            | ** ***                     | 8680169                   | 64.06%                                   | 8680169  | 100.00%   |                              | 0.00%  |

| Ordinary R        | esolution                |                   | which districts of the state of | ers himself for                          | nesestaladatunt             | F8882#88.   |                              |  |
|-------------------|--------------------------|-------------------|--|--|-----------------------------|---|------------------------------|--|
| Category          | No. of<br>Shares<br>Held | Mode of<br>Voting | No. of<br>Valid<br>Vote  | % of Vote<br>on<br>outstanding<br>Shares | No. of<br>Vote in<br>Favour | % of vote<br>in favour<br>over<br>polled<br>voted | No. of<br>Vote in<br>Against | % of vote<br>in Against<br>over<br>polled<br>voted |
| Promoter<br>and   | 3099379                  | e-Voting          | 3099379  | 22.87%                                   | 3099379                     | 35.71%  |                              | 0.00%  |
| Promoter<br>Group | 4998908                  | Poll              | 4998908  | 36.89%                                   | 4998908                     | 57.59%  |                              | 0.00%  |
| Public            |                          | e-Voting          | VI %   | 0.00%                                    |                             |   |                              | 0.00%  |
| Institution       | 36.52                    | Poll              |  | 0.00%                                    |                             |   |                              | ļ  |
| Public -          | 100                      | e-Voting          | 100  | 0.00%                                    |                             | 0.00%   | 100                          | 0.00%  |
| Other             | 581782                   | Poll              | 581782   | 4.29%                                    | 581782                      | 6.70%   |                              | 0.00%  |
| Total             | 8680169                  |                   | 8680169  | 64.06%                                   | 8680169                     | 100.00%   | 100                          | 0.00%  |

Resolution No. 3:- To appoint M/s J.T Shah & Co , Chartered Accountants as Statutory Auditors to hold office from conclusion of this Annual General Meeting upto the conclusion of next Annual General Meeting and to authorize the Board to fix their remuneration

| Ordinary R        | esolution                | ······································ |                         |  |                             |   |  | er and a second                                    |
|-------------------|--------------------------|--|-------------------------|--|-----------------------------|---|--|--|
| Category          | No. of<br>Shares<br>Held | Mode of<br>Voting                      | No. of<br>Valid<br>Vote | % of Vote<br>on<br>outstanding<br>Shares | No. of<br>Vote in<br>Favour | % of vote<br>in favour<br>over<br>polled<br>voted | No. of<br>Vote in<br>Against   | % of vote<br>in Against<br>over<br>polled<br>voted |
| Promoter<br>and   | 3099379                  | e-Voting                               | 3099379                 | 22.87%                                   | 3099379                     | 35,71%  |  | 0.00%  |
| Promoter<br>Group | 4998908                  | Poll                                   | 4998908                 | 36.89%                                   | 4998908                     | 57.59%  |  | 0.00%  |
| Public            | ,                        | e-Voting                               |                         | 0.00%                                    |                             |   | 1.60   | 0.00%  |
| Institution       |                          | Poll                                   |                         | 0.00%                                    |                             | 2.5   |  | 0.00%  |
| Public            | 100                      | e-Voting                               | 100                     | 0.00%                                    | 100                         | 0.00%   |  | 0.00%  |
| Other             | 581782                   | Poll                                   | 581782                  | 4.29%                                    | 581782                      | 6.70%   |  | 0.00%  |
| Total             | 8680169                  |  | 8680169                 | 64.06%                                   | 8680169                     | 100.00%   | un un transcriptorio de la | 0.00%  |

| Resolution<br>Company | No. 4:- To               | appoint M         | lr. Jyotipra            | sad D Chiripal                           | (DIN 0015                   | 5695) as Ma                                       | raging Dir                   | ector of the                                       |
|-----------------------|--------------------------|-------------------|-------------------------|--|-----------------------------|---|------------------------------|--|
| Ordinary R            | esolution                |                   |                         |  |                             |   | # tt.                        |  |
| Category              | No. of<br>Shares<br>Held | Mode of<br>Voting | No. of<br>Valid<br>Vote | % of Vote<br>on<br>outstanding<br>Shares | No. of<br>Vote in<br>Favour | % of vote<br>in favour<br>over<br>polled<br>voted | No. of<br>Vote in<br>Against | % of vote<br>in Against<br>over<br>polled<br>voted |
| Promoter and          |                          | e-Voting          |                         | 0.00%                                    | v v · ·                     | 0.00  | Mr. p.                       | 0.00%  |
| Promoter<br>Group     | 4998908                  | Poll              | 4998908                 | 36.89%                                   | ***                         | 0.00  | 4998908                      | 89.57%   |
| Public                | /- ·                     | e-Voting          |                         | 0.00%                                    |                             | ***************************************           |                              | 0.00%  |
| Institution           |                          | Poll              | ette ette               | 0.00%                                    |                             |   |                              | 0.00%  |
| Public                | 100                      | e-Voting          | 100                     | 0.00%                                    |                             | 0.00%   | 100                          | 0.00%  |
| Other                 | 581782                   | Poll              | 581782                  | 4.29%                                    | 226                         | 0.00%   | 581556                       | 10.43%   |
| Total                 | 5580790                  | ** **             | 5580790                 | 64.06%                                   | 226                         | 00.00%  | 5580564                      | 100.00%  |

| Resolution<br>Ordinary R |                          | appoint M         | lr. Rajendra            | iprasad J Shal                           | ı (DIN 0198                 | 2424) as an l                         | Independe                                | nt Director  |
|--------------------------|--------------------------|-------------------|-------------------------|--|-----------------------------|---------------------------------------|--|--|
| Category                 | No. of<br>Shares<br>Held | Mode of<br>Voting | No. of<br>Valid<br>Vote | % of Vote<br>on<br>outstanding<br>Shares | No. of<br>Vote in<br>Favour | % of vote in favour over polled voted | No. of<br>Vote in<br>Against             | % of vote<br>in Against<br>over<br>polled<br>voted |
| Promoter<br>and          | 3099379                  | e-Voting          | 3099379                 | 22.87%                                   | 3099379                     | 35.71%                                | en e | 0.00%  |
| Promoter<br>Group        | 4998908                  | Pall              | 4998908                 | 36.89%                                   | 4998908                     | 57.59%                                | ****                                     | 0.00%  |
| Public                   | V v.                     | e-Voting          | -^                      | 0.00%                                    | *****                       |                                       |  | 0.00%  |
| Institution              |                          | Poll              |                         | 0.00%                                    |                             |                                       |  | 0.00%  |

| Public | 100     | e-Voting | 100     | 0.00%  | ar ar   | 0.00%   | 100 | 0.00% |
|--------|---------|----------|---------|--------|---------|---------|-----|-------|
| Other  | 581782  | Poll     | 581782  | 4.29%  | \$81782 | 6.70%   |     | 0.00% |
| Total  | 8680169 |          | 8680169 | 64.06% | 8680169 | 100.00% | 100 |       |

| Category          | No. of<br>Shares<br>Held | Mode of<br>Voting | No. of<br>Valid<br>Vote | % of Vote<br>on<br>outstanding<br>Shares | No. of<br>Vote in<br>Favour | % of vote<br>in favour<br>over<br>polled<br>voted | No. of<br>Vote in<br>Against           | % of vote<br>in Against<br>over<br>polled |
|-------------------|--------------------------|-------------------|-------------------------|--|-----------------------------|---|--|---|
| Promoter and      | 3099379                  | e-Voting          | 3099379                 | 22,87%                                   | 3099379                     | 35.71%  |  | <b>voted</b><br>0.00%                     |
| Promoter<br>Group | 4998908                  | Poll              | 4998908                 | 36.89%                                   | 4998908                     | 57.59%  |  | 0.00%                                     |
| Public            |                          | e-Voting          |                         | 0.00%                                    |                             |   |  | 0.00%                                     |
| Institution       |                          | Poll              |                         | 0.00%                                    |                             |   |  | 0.00%                                     |
| Public            | 100                      | e-Voting          | 100                     | 0.00%                                    |                             | 0.00%   | 100                                    | 0.00%                                     |
| Other             | 581782                   | Poll              | 581782                  | 4.29%                                    | 581782                      | 6.70%   | ······································ | 0.00%                                     |
| Total             | 8680169                  |                   | 8680169                 | 64.06%                                   | 8680169                     | 100.00%   | 100                                    | 0.00%                                     |

| Category          | No. of<br>Shares<br>Held | Mode of<br>Voting | No. of<br>Valid<br>Vote | % of Vote<br>on<br>outstanding<br>Shares | No. of<br>Vote in<br>Favour              | % of vote<br>in favour<br>over<br>polled<br>voted | No. of<br>Vote in<br>Against | % of vote<br>in Against<br>over<br>polled<br>voted |
|-------------------|--------------------------|-------------------|-------------------------|--|--|---|------------------------------|--|
| Promoter<br>and   | 3099379                  | e-Voting          | 3099379                 | 22,87%                                   | 3099379                                  | 35.71%  |                              | 0.00%  |
| Promoter<br>Group | 4998908                  | Poll              | 4998908                 | 36.89%                                   | 4998908                                  | 57.59%  |                              | 6.00%  |
| Public            |                          | e-Voting          |                         | 0.00%                                    | e en |   |                              | 0.00%  |
| Institution       |                          | Poll              |                         | 0.00%                                    |  |   |                              | 0.00%  |
| Public -          | 100                      | e-Voting          | 100                     | 0.00%                                    |  | 0.00%   | 100                          | 0.00%  |
| Other             | 581782                   | Poll              | 581782                  | 4.29%                                    | 581782                                   | 6.70%   | * CF CF                      | 0.00%  |
| Total             | 8680169                  |                   | 8680169                 | 64.06%                                   | 8680169                                  | 100 00%   | 100                          | 0.00%  |

| Resolution<br>Ordinary R | No. 8:- To<br>esolution  | appoint M         | ir. Musti R             | Goyal (DIN 02                            | 329431) as                  | an Independ                                       | lent Direct                  | or  |
|--------------------------|--------------------------|-------------------|-------------------------|--|-----------------------------|---|------------------------------|---|
| Category                 | No. of<br>Shares<br>Held | Mode of<br>Voting | No. of<br>Valid<br>Vote | % of Vote<br>on<br>outstanding<br>Shares | No. of<br>Vote in<br>Favour | % of vote<br>in favour<br>over<br>polled<br>voted | No. of<br>Vote in<br>Against | % of vote<br>in Against<br>over<br>polled |
| Promoter<br>and          | 3099379                  | e-Voting          | 3099379                 | 22.87%                                   | 3099379                     | 35.71%  |                              | <b>voted</b> 0.00%                        |
| Promoter<br>Group        | 4998908                  | Poll              | 4998908                 | 36.89%                                   | 4998908                     | 57.59%  |                              | 0.00%                                     |
| Public                   | do                       | e-Voting          |                         | 0.00%                                    |                             |   |                              | 0.00%                                     |
| Institution              |                          | Poll              |                         | 0.00%                                    |                             |   |                              | 0.00%                                     |

| [ | Public | 100     | e-Voting | 100     | 0.00%  |         | 0.00%   | 100 | 0.00% | " |
|---|--------|---------|----------|---------|--------|---------|---------|-----|-------|---|
|   | Other  | 581782  | Poll     | 581782  | 4.29%  | 581782  | 6.70%   |     | 0.00% |   |
|   | Total  | 8680169 |          | 8680169 | 64.06% | 8680169 | 100.00% | 100 | 0.00% |   |

| Resolution<br>Crores | No. 9:- To               | reconfirm         | authority t             | o the Board o                            | f Directors i               | for borrowin                                      | g money u   | oto Rs.2000  |
|----------------------|--------------------------|-------------------|-------------------------|--|-----------------------------|---|---|--|
| Special Res          | olution                  |                   |                         |  |                             |   |   |  |
| Category             | No. of<br>Shares<br>Held | Mode of<br>Voting | No. of<br>Valid<br>Vote | % of Vote<br>on<br>outstanding<br>Shares | No. of<br>Vote in<br>Favour | % of vote<br>in favour<br>over<br>polled<br>voted | No. of<br>Vote in<br>Against                        | % of vote<br>in Against<br>over<br>polled<br>voted |
| Promoter and         | 3099379                  | e-Voting          | 3099379                 | 22.87%                                   | 3099379                     | 35.71%  |   | 0.00%  |
| Promoter<br>Group    | 4998908                  | Poll              | 4998908                 | 36.89%                                   | 4998908                     | 57.59%  |   | 0,00%  |
| Public               | ^                        | e-Voting          |                         | 0.00%                                    |                             |   | an in a nine na | 0.00%  |
| Institution          |                          | Poll              |                         | 0.00%                                    |                             | *   |   | 0.00%  |
| Public -             | 100                      | e-Voting          | 100                     | 0.00%                                    | 100                         | 0.00%   |   | 0.00%  |
| Other                | 581782                   | Poll              | 581782                  | 4.29%                                    | 581782                      | 6,70%   |   | 0.00%  |
| Total                | 8680169                  |                   | 8680169                 | 64.06%                                   | 8680169                     | 100.00%   | *****   | 0.00%  |

| Resolution        | No. 10:-                 | To approv         | ve creatio              | n of charge/s                            | ecurity ove                 | er the asset                                      | s/undertal   | cina of the  |
|-------------------|--------------------------|-------------------|-------------------------|--|-----------------------------|---|--|--|
| Company           | in respect               | of borrow         | ing                     | sub <sup>o</sup>                         | <b>-</b> 2 ·                |   |  | THE WAY  |
| Special Res       | olution                  |                   |                         |  |                             |   |  |  |
| Category          | No. of<br>Shares<br>Held | Mode of<br>Voting | No. of<br>Valid<br>Vote | % of Vote<br>on<br>outstanding<br>Shares | No. of<br>Vote in<br>Favour | % of vote<br>in favour<br>over<br>polled<br>voted | No. of<br>Vote in<br>Against                         | % of vote<br>in Against<br>over<br>polled<br>voted |
| Promoter and      | 3099379                  | e-Voting          | 3099379                 | 22.87%                                   | 3099379                     | 35.71%  | er i ja e i ja e i i i i i i i i i i i i i i i i i i | 0.00%  |
| Promoter<br>Group | 4998908                  | Poll              | 4998908                 | 36.89%                                   | 4998908                     | 57.59%  |  | 0.00%  |
| Public            |                          | e-Voting          |                         | 0,00%                                    |                             |   |  | 0.00%  |
| institution       |                          | Poll              |                         | 0.00%                                    | *****                       |   |  | 0.00%  |
| Public -          | 100                      | e-Voting          | 100                     | 0,00%                                    | 100                         | 0.00%   | , e e e e e e e e e e e e e e e e e e e              | 0.00%  |
| Other             | 581782                   | Poll              | 581782                  | 4,29%                                    | 581782                      | 6.70%   |  | 0.00%  |
| Total             | 8680169                  |                   | 8680169                 | 64.06%                                   | 8680169                     | 100.00%   |  | 0.00%  |

| Special Res     | olution                  |                   |                         |  |                             |   |                              |  |
|-----------------|--------------------------|-------------------|-------------------------|--|-----------------------------|---|------------------------------|--|
| Category        | No. of<br>Shares<br>Held | Mode of<br>Voting | No. of<br>Valid<br>Vote | % of Vote<br>on<br>outstanding<br>Shares | No. of<br>Vote in<br>Favour | % of vote<br>in favour<br>over<br>polled<br>voted | No. of<br>Vote in<br>Against | % of vote<br>in Against<br>over<br>polled<br>voted |
| Promoter<br>and | 3099379                  | e-Voting          | 3099379                 | 22.87%                                   | 3099379                     | 35.71%  |                              | 0.00%  |

| Promoter    | 4998908 | Polt     | 4998908 | 36,89% | 4998908   | 57.59% | <br>0.00% |  |
|-------------|---------|----------|---------|--------|-----------|--------|-----------|--|
| Group       |         |          |         |        | 100000000 |        | [ MANAGE  |  |
| Public      |         | e-Voting |         | 0.00%  |           |        | <br>0.00% |  |
| listitution |         | Poll     |         | 0.00%  | .·        |        |           |  |
| Public      | 100     | e-Voting | 100     | 0.00%  | 100       | 0.00%  | <br>0.00% |  |
| Other       | 581782  | Poll     | 581782  | 4.29%  | 581782    | 6.70%  | <br>0.00% |  |
| Total       | 8680169 |          | 8680169 | 64.06% | 8680169   |        | <br>0.00% |  |

JATIN H. KAPADIA

COMPANY SECRETARY IN PRACTICE

COP: 12043 ACS: 26725

DT.: MONDAY, SEPTEMBER 23, 2014

PLACE: AHMEDABAD



Company Secretary

Mob. No.: +91 886E33 76084 e-Mail:- csjatin@hot mail.com

# FORM NO. MGT-13 REPORT OF SCRUTINIZER

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

The Chairman, 10<sup>th</sup> Annual General Meeting of the Shareholders of **M/s. CIL Nova Petrochemicals Limited** held on Saturday, 20<sup>th</sup> day of September, 2014 at 3:00 p.m. at Survey No. 396(P), 395/4(P), Moraiya Village, Sarkhej-Bavla, Highway, Tal. Sanand, Ahmedabad – 382 210

Dear Sir,

I, CS Jatin Kapadia, practicing Company Secretary, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the Annual General Meeting of the Equity Shareholders of CIL Nova Petrochemicals Limited, held on on Saturday, 20<sup>th</sup> day of September, 2014 at 3:00 p.m. at Survey No. 396(P), 395/4(P), Moraiya Village, Sarkhej-Bavla, Highway, Tal. Sanand, Ahmedabad – 382 210, submit our report as under:

- 1. After the time fixed for closing of the poll by the Chairman, One (1) ballot boxes kept for polling were locked in my presence with due identification marks placed by me;
- 2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the 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-
- a. Resolution No. 1:-

RE: TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2014 AND REPORTS OF THE DIRECTORS AND AUDITORS THEREON

Company Secretary

Mob. No.: +91 886f35 76084 e-Mail:-csjatin@hot mail.com

#### (I) <u>DETAILS OF VALID VOTE</u>

| Particulars | Number of Members<br>Present and Voted<br>(in Person or by Proxy) | Number of<br>Votes Cast by<br>them | % of Total<br>Number of Valid<br>Votes Cast |
|-------------|---|------------------------------------|---|
| In Favour   | 31  | 5580690                            | 100.00                                      |
| In against  |   |                                    |   |

# (II) DETAILS OF INVALID VOTE

| Total number of members  | Total Number of Votes cast by them   |
|--|--|
| (in person or by proxy)  |  |
| whose votes were declared invalid  |  |
|  | TO DESCRIPTION OF THE PROPERTY |
| Marine Control of the | · · · · · · · · · · · · · · · · · · ·  |
|  |  |
|  | F I  |
| <u> </u>   |  |

### b. Resolution No. 2:-

RE: TO APPOINT A DIRECTOR IN PLACE OF MR. JYOTIPRASAD D CHIRIPAL (DIN 00155695) WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT

#### (I) DETAILS OF VALID VOTE

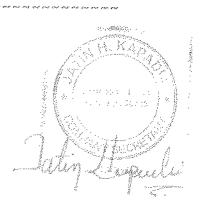
| Particulars | Number of Members<br>Present and Voted<br>(in Person or by Proxy) | Number of<br>Votes Cast by<br>them | % of Total<br>Number of Valid<br>Votes Cast |
|-------------|---|------------------------------------|---|
| In Favour   | 31  | 5580690                            | 100.00                                      |
| In against  | 50.75   | 10.001                             |   |

# (II) DETAILS OF INVALID VOTE

| Total number of members           | Total Number of Votes cast by them |
|-----------------------------------|------------------------------------|
| (in person or by proxy)           |                                    |
| whose votes were declared invalid |                                    |
|                                   |                                    |
| 19.77                             | 0.0                                |
| m <sub>20</sub>                   |                                    |
| L                                 | V ''                               |

#### c. Resolution No. 3:-

RE: TO APPOINT M/S J.T SHAH & CO . CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS TO HOLD OFFICE FROM CONCLUSION OF THIS ANNUAL GENERAL MEETING UPTO THE CONCLUSION OF NEXT ANNUAL GENERAL MEETING AND TO AUTHORIZE THE BOARD TO FIX THEIR REMUNERATION



Company Secretary

Mob. No.: +91 8866% 76084 e-Mail:- csjatin@hot.mail.com

### (I) DETAILS OF VALID VOTE

| Particulars | Number of Members<br>Present and Voted<br>(in Person or by Proxy) | Number of<br>Votes Cast by<br>them | % of Total<br>Number of Valid<br>Votes Cast |
|-------------|---|------------------------------------|---|
| In Favour   | 31  | 5580690                            | 100.00                                      |
| In against  |   | * .                                |   |

# (II) DETAILS OF INVALID VOTE

|     | Particular (1) (1) (1) (1) (1) (1) (1) (1) (1) (1) |  |   |
|-----|--|--|---|
|     | Total number of members                            | Total Number of Votes cast by them   | į |
|     | (in person or by proxy)                            |  |   |
|     | whose votes were declared invalid                  |  |   |
|     |  |  |   |
|     |  | 9.6  |   |
| - 1 |  | terrorrormandan en esperadon en el mentre en el mentre de la competitación de la contratación de la contrata |   |
|     | <del></del>  | ~~   |   |
|     |  |  |   |

# d. Resolution No. 4:-

RE: TO APPOINT MR. JYOTIPRASAD D CHIRIPAL (DIN 00155695) AS MANAGING DIRECTOR OF THE COMPANY

### (I) DETAILS OF VALID VOTE

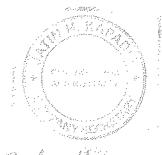
| Particulars | Number of Members<br>Present and Voted<br>(in Person or by Proxy) | Number of<br>Votes Cast by<br>them | % of Total<br>Number of Valid<br>Votes Cast |
|-------------|---|------------------------------------|---|
| In Favour   | 16  | 226                                | 0.00  |
| In against  | 15  | 5580564                            | 100.00                                      |

# (II) DETAILS OF INVALID VOTE

| Total number of members           | Total Number of Votes cast by them           |   |
|-----------------------------------|--|---|
| (in person or by proxy)           |  | į |
| whose votes were declared invalid |  |   |
|                                   |  |   |
|                                   |  |   |
|                                   | W 44-12 W 11 W 11 W 12 W 12 W 12 W 12 W 12 W |   |

#### e. Resolution No. 5:-

RE: TO APPOINT MR. RAJENDRAPRASAD J SHAH (DIN 01982424) AS AN INDEPENDENT DIRECTOR



Jalin Upuli

Company Secretary

Mob. No.: +91 886635 76084 e-Mail:- csjatin@hot mail.com

### (I) DETAILS OF VALID VOTE

| Particulars             | Number of Members       | Number of     | % of Total      |
|-------------------------|-------------------------|---------------|-----------------|
|                         | Present and Voted       | Votes Cast by | Number of Valid |
|                         | (in Person or by Proxy) | them          | Votes Cast      |
| In Favour<br>In against | 31                      | 5580690       | 100.00          |

### (II) DETAILS OF INVALID VOTE

|   | —————————————————————————————————————— |  |    |
|---|--|--|----|
|   | Total number of members                | Total Number of Votes cast by them   |    |
|   | (in person or by proxy)                | <u>,</u>   |    |
|   | whose votes were declared invalid      |  |    |
|   |  | The second contract of | į. |
|   |  |  | i  |
|   | 4************************************* |  | i  |
| i | ··· ···                                |  |    |
|   |  |  | 1  |

### f. Resolution No. 6:-

RE: TO APPOINT MS. RENU C. SIDDHU (DIN 05263778) AS AN INDEPENDENT DIRECTOR

### (I) DETAILS OF VALID VOTE

| Particulars | Number of Members<br>Present and Voted<br>(in Person or by Proxy) | Number of<br>Votes Cast by<br>them | % of Total<br>Number of Valid<br>Votes Cast |
|-------------|---|------------------------------------|---|
| In Favour   | 31  | 5580690                            | 100.00                                      |
| In against  | nt to   |                                    | ***   |

### (II) DETAILS OF INVALID VOTE

|     | Total number of members           | Total Number of Votes cast by them   |
|-----|-----------------------------------|--|
|     | (in person or by proxy)           |  |
|     | whose votes were declared invalid |  |
| - 3 |                                   | the state of the s |
|     | ··· ···                           |  |
|     |                                   |  |
|     | ****                              |  |
| -   |                                   | ***  |
|     |                                   |  |

### g. Resolution No. 7:-

RE: TO APPOINT MR. AMBALAL C. PATEL (DIN 00037870) AS AN INDEPENDENT DIRECTOR

....4.....

Company Secretary

Mob. No.: +91 88666 76084 e-Maib- csjatin@hotmail.com

#### (I) DETAILS OF VALID VOTE

|   | Particulars | Number of Members<br>Present and Voted<br>(in Person or by Proxy) | Number of<br>Votes Cast by<br>them | % of Total<br>Number of Valid<br>Votes Cast |
|---|-------------|---|------------------------------------|---|
| - | In Favour   | 31  | 5580690                            | 100.00                                      |
|   | In against  | = 1   |                                    |   |

#### (II) DETAILS OF INVALID VOTE

| F  |  |  |
|--|--|--|
| Total number of members  | Total Number of Votes cast by them   |  |
| (in person or by proxy)  | w  |  |
| whose votes were declared invalid  |  |  |
|  | to the first term of the transfer of the transfer of the first term of the first ter |  |
| , ···  |  |  |
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| 118 111  |  |  |
|  |  |  |

#### h. Resolution No. 8:-

RE: TO APPOINT MR. MURLI R GOYAL (DIN 02329431) AS AN INDEPENDENT DIRECTOR AS AN INDEPENDENT DIRECTOR

#### (I) DETAILS OF VALID VOTE

| Particulars | Number of Members<br>Present and Voted<br>(in Person or by Proxy) | Number of<br>Votes Cast by<br>them | % of Total<br>Number of Valid<br>Votes Cast |
|-------------|---|------------------------------------|---|
| In Favour   | 31  | 5580690                            | 100.00                                      |
| In against  |   |                                    |   |

#### (II) DETAILS OF INVALID VOTE

| Total number of members           | Total Number of Votes cast by them |
|-----------------------------------|------------------------------------|
| (in person or by proxy)           |                                    |
| whose votes were declared invalid |                                    |
| ***                               |                                    |
|                                   |                                    |
|                                   | £                                  |

# i. Resolution No. 9:-

RE: TO RECONFIRM AUTHORITY TO THE BOARD OF DIRECTORS FOR BORROWING MONEY UPTO RS.2000 CRORES

Taky Jepul

Company Secretary

Mob. No.: +91 886635 76084 e-Mail:-csjatin@hotzmail.com

### (I) <u>DETAILS OF VALID VOTE</u>

| Particulars | Number of Members Present and Voted (in Person or by Proxy) | Number of<br>Votes Cast by<br>them | % of Total<br>Number of Valid<br>Votes Cast |
|-------------|---|------------------------------------|---|
| In Favour   | 31  | 5580690                            | 100.00                                      |
| In against  | 5-A   |                                    |   |

### (II) DETAILS OF INVALID VOTE

| Ē    | Total number of members               | Total Number of Votes cast by them   | į |
|------|---------------------------------------|--|---|
|      | (in person or by proxy)               | and the second section of the second section of the second section of the second section secti |   |
| j.   | whose votes were declared invalid     |  | ĺ |
|      |                                       | to a transfer of the control of the  | Į |
| - I. | ***                                   | ÷  | 1 |
| - (  | · · · · · · · · · · · · · · · · · · · |  |   |
| - 1  | ***                                   |  | i |
| ٠.,  | ,                                     | ······································   | ſ |

### j. Resolution No. 10:-

RE: TO APPROVE CREATION OF CHARGE/SECURITY OVER THE ASSETS/UNDERTAKING OF THE COMPANY IN RESPECT OF BORROWING

# (I) DETAILS OF VALID VOTE

| Particulars | Number of Members<br>Present and Voted<br>(in Person or by Proxy) | Number of<br>Votes Cast by<br>them | % of Total<br>Number of Valid<br>Votes Cast |
|-------------|---|------------------------------------|---|
| ) in ravour | 31  | 5580690                            | 100.00                                      |
| In against  |   |                                    |   |

# (II) DETAILS OF INVALID VOTE

|     | Total number of members           | Total Number of Votes cast by them |
|-----|-----------------------------------|------------------------------------|
|     | (in person or by proxy)           |                                    |
| į   | whose votes were declared invalid |                                    |
|     |                                   |                                    |
| Į   | of m                              |                                    |
| ì   |                                   |                                    |
| - 1 |                                   | e                                  |
|     |                                   |                                    |

# k. Resolution No. 11:-

RE: TO ADOPT NEW ARTICLES OF ASSOCIATION OF THE COMPANY CONTAINING REGULATIONS IN CONFORMITY WITH THE COMPANIES ACT, 2013

May Linguis

# JATIN KAPADIA Company Secretary

Mob. No.: +91 8866% 76084 e-Mail:- csiatin@hotrnail.com

### (I) DETAILS OF VALID VOTE

| Particulars | Number of Members<br>Present and Voted<br>(in Person or by Proxy) | Number of<br>Votes Cast by<br>them | % of Total<br>Number of Valid<br>Votes Cast |
|-------------|---|------------------------------------|---|
| In Favour   | 3*  | 5580690                            | 100,00                                      |
| In against  |   |                                    |   |

#### (II) DETAILS OF INVALID VOTE

| *************************************** | Total number of members           | Total Number of Votes cast by them |
|---|-----------------------------------|------------------------------------|
| *************************************** | (in person or by proxy)           |                                    |
|   | whose votes were declared invalid | 1                                  |
| **********                              |                                   | A                                  |
| *************************************** | ·                                 |                                    |

- L. The list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed;
- m. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking You,

Yours Faithfully,

JATIN H. KAPADIÁ

**COMPANY SECRETARY IN PRACTICE** 

COP: 12043 ACS: 26725

DT.: MONDAY, SEPTEMBER 22, 2014

PLACE: AHMEDABAD

Company Secretary

Mob. No.: +91 88663 76084 e-Mail:-esjatu@hotmail.com

#### SCRUTINIZER'S REPORT

IPursuant to Section 108 of the Companies Act, 2013 read with Rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

The Chairman

10<sup>th</sup> Annual General Meeting of the Shareholders of

M/s. CIL Nova Petrochemicals Limited

to be held on Saturday, 20<sup>th</sup> day of September, 2014 at 3:00 p.m. at Survey No. 396(P), 395/4(P), Moraiya Village, Sarkhej-Bavla, Highway, Tal, Sanand, Ahmedabad – 382 210

### RE: E-VOTING SCRUTINIZER'S REPORT

Dear Sir,

I, CS Jatin H. Kapadia, practicing Company Secretary having office at D/22, Satellite App., Jodhpur X Rd., Satellite, Ahmedabad – 380 015 have been appointed as scrutinizer of M/s. CIL Nova Petrochemicals Limited (for the brevity purpose, hereinafter referred as "the Company") for the purpose of scrutinizing the e-voting process in fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, on the below mentioned resolutions, at the 10<sup>th</sup> Annual General Meeting of the Shareholders of the Company, to be held on Saturday, 20<sup>th</sup> day of September, 2014 at 3:00 p.m. at Survey No. 396(P), 395/4(P), Moraiya Village, Sarkhej-Bavla, Highway, Tat Sanand, Ahmedabad – 382 210. I Submit my report as under-

- 1. The e-voting period remained open from Monday, September 8, 2014 at 10.00 a.m. (IST) to Tuesday, September 9, 2014 at 6:00 p.m. (IST);
- 2. The shareholders holding shares as on the cut-off date i.e. Friday, August 22, 2014 were entitled to vote on the proposed resolutions set out at item no. 1 (one) to 11 (eleven) in notice convening of the 10<sup>th</sup> Annual General Meeting of the Company;
- 3. The votes were unblocked on Wednesday, September 9, 2014 around 6:00 p.m. (IST) in presence of two witnesses i.e. Mr. Naresh Prajapati and Mr. Krunal Dilipkumar Patel who is not in the employment of the Company.



### Company Secretary

Mob. No.: +9) 8866 \$ 76084 e-Mail:-csjatin@hotmail.com

- 4. Thereafter, the details containing, *inter alia*, list of equity shareholders, who voted 'For' and 'Against', were downloaded from the e-voting portal of Central Depository Systems Limited i.e. <a href="https://www.evotingindia.com">https://www.evotingindia.com</a> attached and named as "Exhibit I";
- 5. The results of the e-voting are as under-

### a. Resolution No. 1:-

Re: To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2014 and Reports of the Directors and Auditors thereon

Type of Business:- Ordinary Business

Type of Resolution:- Ordinary Resolution

| Particulars       | No of<br>Shareholders<br>who voted | Number of<br>Shares<br>voted | Percentage<br>of total<br>share voted   |
|-------------------|------------------------------------|------------------------------|---|
| In Favour         | 13                                 | 3099479                      | 100%                                    |
| In against        | v.u.                               | ,                            |   |
| Votes for Abstain |                                    |                              | *************************************** |
| Total             | 12                                 | 2000470                      | 100.00%                                 |

# b. Resolution No. 2:-

Re: To appoint a Director in place of Mr. Jyotiprasad D Chiripal (DIN 00155695) who retires by rotation and being eligible offers himself for re-appointment

Type of Business:- Ordinary Business
Type of Resolution:- Ordinary Resolution

| Particulars       | No of<br>Shareholders<br>who voted | Number of<br>Shares<br>voted | Percentage<br>of total<br>share voted |
|-------------------|------------------------------------|------------------------------|---------------------------------------|
| In Favour         | 12                                 | 3099379                      | 99.99%                                |
| In against        | 1                                  | 100                          | 0.01%                                 |
| Votes for Abstain |                                    | 25.00                        |                                       |
| Total             | 13                                 | 3099479                      | 100.00%                               |



Company Secretary

Mob. No.: +91 88665 76084 e-Mail: -csjatin@hotnaail.com

# c. Resolution No. 3:-

Re: To appoint M/s J.T Shah & Co , Chartered Accountants as Statutory Auditors to hold office from conclusion of this Annual General Meeting upto the conclusion of next Annual General Meeting and to authorize the Board to fix their remuneration

Type of Business:- Ordinary Business

Type of Resolution:- Ordinary Resolution

| Particulars       | No of<br>Shareholders<br>who voted | Number of<br>Shares<br>voted | Percentage<br>of total<br>share voted |
|-------------------|------------------------------------|------------------------------|---------------------------------------|
| In Favour         | 13                                 | 2000/70                      | 100 00%                               |
| In against        | .v.y=                              |                              |                                       |
| Votes for Abstain |                                    |                              |                                       |
| Total             | 13                                 | 2000 <i>47</i> 0             | 100,00%                               |

### d. Resolution No. 4:-

Re: To appoint Mr. Jyotiprasad D Chiripal (DIN 00155695) as Managing Director of the Company

Type of Business:- Special Business

Type of Resolution: - Ordinary Resolution

| Particulars       | No of<br>Shareholders<br>who voted | Number of<br>Shares<br>voted | of total<br>share voted |
|-------------------|------------------------------------|------------------------------|-------------------------|
| In Favour         |                                    | ***                          |                         |
| In against        | 1 1                                | 100                          | 100.00%                 |
| Votes for Abstain |                                    |                              |                         |
| Total             | 1                                  | 100                          | 100.00%                 |

### e. Resolution No. 5:-

Re: To appoint Mr. Rajendraprasad J Shah (DIN 01982424) as an Independent Director

Type of Business: - Special Business

Type of Resolution: Ordinary Resolution

| Particulars       | No of<br>Shareholders<br>who voted | Number of<br>Shares<br>voted | Percentage<br>of total<br>share voted |
|-------------------|------------------------------------|------------------------------|---------------------------------------|
| In Favour         | 12                                 | 3099379                      | 99.99%                                |
| In against        | 1                                  | 100                          | 0.01%                                 |
| Votes for Abstain |                                    |                              | 0.0 7 70                              |
| Total             | 4.5                                | 3099479                      | 100.00%                               |



# f. Resolution No. 6:-

Re: To appoint Ms. Renu C. Siddhu (DIN 05263778) as an Independent Director

Type of Business: - Special Business

Type of Resolution: - Ordinary Resolution

| Particulars       | No of<br>Shareholders<br>who voted | Number of<br>Shares<br>voted | Percentage<br>of total<br>share voted |
|-------------------|------------------------------------|------------------------------|---------------------------------------|
| In Favour         | 12                                 | 3099379                      | 99,999%                               |
| In against        | 1                                  | 100                          | 0.01%                                 |
| Votes for Abstain |                                    |                              | VAV 179                               |
| Total             | 19.29                              | 2000470                      | 100.00%                               |

### g. Resolution No. 7:-

Re: To appoint Mr. Ambalal C. Patel (DIN 00037870) as an Independent Director

Type of Business: - Special Business

Type of Resolution: - Ordinary Resolution

| Particulars       | No of<br>Shareholders<br>who voted | Number of<br>Shares<br>voted | Percentage<br>of total<br>share voted |
|-------------------|------------------------------------|------------------------------|---------------------------------------|
| In Favour         | 12                                 | 3099379                      | 99.99%                                |
| In against        | 1                                  | 100                          | 0.01%                                 |
| Votes for Abstain |                                    |                              |                                       |
| Total             | 13                                 | 3099479                      | 100.00%                               |

# h. Resolution No. 8:-

Re: To appoint Mr. Murli R Goyal (DIN 02329431) as an Independent Director as an Independent Director

Type of Business:- Special Business

Type of Resolution: - Ordinary Resolution

| Particulars       | No of<br>Shareholders | Number of<br>Shares<br>voted | Percentage<br>of total<br>share voted |
|-------------------|-----------------------|------------------------------|---------------------------------------|
| In Favour         | 12                    | 3099379                      | 99.99%                                |
| in against        | 4                     | 100                          | 0.01%                                 |
| Votes for Abstain |                       |                              |                                       |
| Total             | 13                    | 3099479                      | 100.00%                               |



#### i. Resolution No. 9:-

Re: To reconfirm authority to the Board of Directors for borrowing money upto Rs.2000 Crores

Type of Business: Special Business

Type of Resolution: - Special Resolution

| Particulars       | No of<br>Shareholders<br>who voted | Number of<br>Shares<br>voted | Percentage<br>of total<br>share voted    |
|-------------------|------------------------------------|------------------------------|--|
| In Favour         | 13                                 | 3099479                      | 100.00%                                  |
| In against        |                                    |                              | en e |
| Votes for Abstain | 33.66                              |                              |  |
| Total             | 13                                 | 3099479                      | 100.00%                                  |

### j. Resolution No. 10:-

Re: To approve creation of charge/security over the assets/undertaking of the Company in respect of borrowing

Type of Business: - Special Business

Type of Resolution: - Special Resolution

| Particulars       | No of<br>Shareholders<br>who voted       | Number of<br>Shares<br>voted           | Percentage<br>of total<br>share voted |
|-------------------|--|--|---------------------------------------|
| In Favour         | 13                                       | 3099479                                | 100.00%                               |
| In against        | na n | 20, 20                                 |                                       |
| Votes for Abstain | 170 000                                  | ************************************** |                                       |
| Total             | 13                                       | 3099479                                | 100.00%                               |

### k. Resolution No. 11:-

Re: To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

Type of Business: - Special Business

Type of Resolution: - Special Resolution

| Particulars       | No of<br>Shareholders<br>who voted | Number of<br>Shares<br>voted | Percentage<br>of total<br>share voted |
|-------------------|------------------------------------|------------------------------|---------------------------------------|
| In Favour         | 13                                 | 3099479                      | 100.00%                               |
| In against        |                                    | 10.00                        |                                       |
| Votes for Abstain |                                    | en en                        |                                       |
| Total             | 13                                 | 3099479                      | 100.00%                               |

Company Secretary

Mob. No.: +91 886€5 76084 €-Mail:- csjatin@hotxwail.com

6. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are hand over to the Company Secretary of the Company.

Yours Truly,

JATIN H. KAPADIA

COMPANY SECRETARY IN PRACTICE

COP: 12043 ACS: 26725

DT.: WEDNESDAY, SEPTEMBER 10, 2014

PLACE: AHMEDABAD