26 Sep 14 17:16

## Outcome of 24th Annual General Meeting of the Shareholders of the Company - Under Clause 31(d) and 35A of the Listing Agreement

	Date of the 24 <sup>th</sup> Annual General Meeting  Total number of shareholders on record date	25 <sup>th</sup> September, 2014
2.	Total number of shareholders on record date	
		10,337 Equity Shareholders  (As on August 15, 2014 cut-off date for e-voting)
	No. of Shareholders present in the meeting either in person or through proxy :	
	a. Promoters and Promoters Group	3 (Three)
	b. Public	120 (One Hundred and Twenty)
	No. of Shareholders attended the meeting through video conferencing	
	a. Promoters and Promoters Group	Not Applicable
	b. Public	



28371024

Details of the Agenda (1): To receive, consider and adopt the audited Balance Sheet as at and the Statement of Profit and Loss for the financial year ended on 31st March, 2014, the reports of the Board of Directors and Auditors thereon.

Resolution required: Ordinary

Mode of voting

26 Sep 14 17:17

Promoter/Public	No of	No of	% of Votes	No of	No of	% of Votes	0/ 6
	Shares	Votes	polled on	Votes -	Votes -	in favour	% of vote
	held	Polled	Outstandin	in	in		Against o
			g Shares	Favour	against	on votes	Votes
	(1)	(2)	(3)=[(2)/(1)]*	(4)	(5)	polled (6)=[(4)/(2)]	polled (7)=[(5)/(2)
	-		Resolution	-1	<u> </u>	*100	*100
		Mad	la a C 37 12 /	<del></del>			
		MOC	le of Voting : (	E-voting)			
Promoter and Promoter Group	40097868	40097868	100.00	40097868	0	100.00	0.00
Public Institutional Holders	0	0	0.00	0	0	0.00	0.00
Public-Others	11816	11816	100.00	11786	30	99.75	0.25
Total (A)	40109684	40109684	100	40109654	30	99.99	0.01
	-	Mo	ode of Voting :	(Poll)	<u> </u>	<u></u>	
Promoter and				<del></del>		<del></del>	<del></del>
Promoter Group	0	0	0.00	o	0	0.00	0.00
Public Institutional Holders	0	0	0.00	0	0	0.00	0.00
Public-Others	9442942	9442942	100.00	9442942	0	100.00	0.00
Total (B)	9442942	9442942	100.00	9442942	0	100.00	0.00
Total (A+B)	49552626	49552626	100.00	49552596	30	99.99	0.01



-3-

Details of the Agenda (2): To declare dividend on Preference Shares.

Resolution required : Ordinary

Mode of voting

Promoter/Public	No of	No of	% of Votes	No of	No of	% of Votes	% of vote
	Shares	Votes	polled on	Votes -	Votes -	in favour	Against
	held	Polled	Outstandin	in	in	on votes	on Votes
			g Shares	Favour	against	polled	polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2 ]*100
			Resolution	- 2	<u> </u>		1 100
		Mode	e of Voting: ()	E-voting)			· · · · · · · · · · · · · · · · · · ·
Promoter and	1	T		<del></del>	<u> </u>		
Promoter Group	40097868	40097868	100.00	40097868	0	100.00	0.00
Public Institutional Holders	0	0	0 .	0	0	0	0
Public-Others	11816	11816	100.00	11786	30	99.75	0.25
Total (A)	40109684	40109684	100.00	40109654	30	99.99	0.01
		Mod	de of Voting :	(PoII)		<u>·</u>	
Promoter and							<u>-</u>
Promoter Group	0	0	0	o	0	0	0
Public			_				<u> </u>
Institutional Holders	0	0	0	0	0	0	0
Public-Others	9448387	9448387	100.00	9447557	830	99.99	0.01
Total (B)	9448387	9448387	100.00	9447557	830	99.99	0.01
Total (A+B)							
Otal (ATB)	49558071	49558071	100.00	49557211	860	99.99	0.01



28371024

Details of the Agenda (3): To declare dividend on Equity Shares.

Resolution required : Ordinary

Mode of voting

26 Sep 14 17:18

Promoter/Public	No of Shares held	No of Votes Polled	% of Votes polled on Outstandin g Shares	Favour	No of Votes - in agains t	% of Votes in favour on votes polled	% of votes Against or Votes polled
		(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
			Resolution	- 3	<del></del>	100	100
		Mod	e of Voting : (	E-voting)			
Promoter and	T				·		
Promoter Group	40097868	40097868	100.00	40097868	0	100.00	0.00
Public Institutional Holders	0	0	0.00	0	0	0.00	0.00
Public-Others	11816	11816	100.00	11786	30	99.75	0.25
Total (A)	40109684	40109684	100.00	40109654	30	99.99	0.23
		Mo	de of Voting :	(Poli)			
Promoter and	<u> </u>	<del></del> ,					
Promoter Group	o	0	0.00	0	0	0.00	0.00
Public Institutional Holders	0	0	0.00	0	0	0.00	0.00
Public-Others	9448392	9448392	100.00	9448392	0	100,00	0.00
Total (B)	9448392	9448392	100.00	9448392	0	100.00	0.00
Total (A+B)	49558076	49558076	100.00	49558046	30	99.99	0.01



-5-

Details of the Agenda (4): Appointment of Auditors and fixing their remuneration.

Resolution required : Ordinary

Mode of voting

Promoter/Public	No of	No of	% of Votes polled on	No of	No of	% of Votes	% of votes
	held	Polled			Votes -	in favour	Against on
	neiu	roned	Outstandin		in	on votes	Votes
	(1)	(2)	g Shares	Favour	against	polled	polled
	(1)	(2)	(3)=[(2)/(1)] *100	, (4)	(5)	(6)=[(4)/(2)]	(7)=[(5)/(2)]
			Resolution	1	L	*100	*100
				_			
		Mod	e of Voting : (	E-voting)			
Promoter and							
Promoter Group	40097868	40097868	100.00	40097868	0	100.00	0.00
Public							
Institutional	0						
Holders		0	0.00	0	0	0.00	0.00
Public-Others							<u> </u>
	11816	11816	100.00	11786	30	99.75	0.25
Total (A)	40109684	40109684	100.00	40109654	30	99,99	0.01
					·		
		Mo	de of Voting :	(Poll)			
Promoter and					-· <sub>-</sub>		
Promoter Group	0	0	0.00	0	0	0.00	0.00
Public							
Institutional	0		0.00	_			
Holders	U	0	0.00	0	0	0.00	0.00
Public-Others							
	9448387	9448387	100.00	9448387	0	100.00	0.00
Total (B)	9448387	9448387	100.00	9448387	0	100.00	0.00
							·
Total (A+B)							
· F	49558071	49558071	100.00	49558041	30	99.99	0.01



-6-

Details of the Agenda (5): Appointment of Mr. Robin Banerjee as Independent Director.

Resolution required : Ordinary

Mode of voting

26 Sep 14 17:19

Promoter/Public	No of Shares held	No of Votes Polled	% of Votes polled on Outstandin g Shares	No of Votes - in Favour	No of Votes - in against	% of Votes in favour on votes polled	% of votes Against on Votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2) ]*100	(7)=[(5)/(2)]* 100
	-		Resolution	- 5	· · ·		
		Mo	de of Voting : (1	E-voting)			
Promoter and Promoter Group	40097868	40097868	100.00	40097868	0	100.00	0.00
Public Institutional Holders	0	0	0.00	0	0	0.00	0.00
Public-Others	11816	11816	100.00	1786	10030	15.12	84.88
Total (A)	40109684	40109684	100.00	40099654	10030	99.97	0.03
		M	lode of Voting :	(Poll)			
Promoter and Promoter Group	0	0	0.00	0	0	0.00	0,00
Public Institutional Holders	0	0	0.00	0	0	0.00	0.00
Public-Others	9448387	9448387	100.00	9448387	0	100.00	0.00
Total (B)	9448387	9448387	100.00	9448387	0	100.00	0.00
Total (A+B)	49558071	49558071	100.00	49548041	10030	99.98	0.02



p.8

-7-

Details of the Agenda (6): Appointment of Mr. Gopal Sehjpal as Independent Director.

Resolution required: Ordinary

Mode of voting

26 Sep 14 17:20

Promoter/Public	No of	No of	% of Votes	No of	No of	% of Votes	% of votes
	Shares	Votes	polled on	Votes - in	Votes -	in favour on	Against on
	held	Polled	Outstandin	Favour	in	votes polled	Votes
			g Shares		against	1	polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)]*	(7)=[(5)/(2)]
			Resolution	i - 6	<u> </u>	100	*100
		Mo	de of Voting :	(E-voting)			
				(= : -:8/			
Promoter and Promoter Group	40097868	40097868	100.00	40097868	0	100.00	0.00
Public Institutional Holders	0	0	0.00	0	0	0.00	0.00
Public-Others	11816	11816	100.00	1786	10030	0.15	84.88
Total (A)	40109684	40109684	100.00	40099654	10030	99.97	0.03
			4-1 CXI :				
		ľV	lode of Voting	; : (Poll)			
Promoter and							<del></del>
Promoter Group	0	0	0.00	0	0	0.00	0.00
Public							
Institutional Holders	0	o	0.00	0	0	0.00	0.00
Public-Others	9448387	9448387	100.00	9448387	0	100.00	0.00
Total (B)	9448387	9448387	100.00	9448387	0	100.00	0.00
	j						
Total (A+B)	49558071	49558071	100.00	49548041	10030	99,98	0.02



-8-

28371024

Details of the Agenda (7): Appointment of Mr. Chetan Sheth as Independent Director.

Resolution required : Ordinary

Mode of voting

26 Sep 14 17:21

Promoter/Public	No of	No of	% of Votes	No of	No of	% of Votes	% of votes
	Shares	Votes	polled on	Votes -	Votes -	in favour	(
	held	Polled	Outstandin		in	on votes	Against on Votes
			g Shares	Favour	against	polled	polled
	(1)	(2)	(3)=[(2)/(1)]	(4)	(5)	(6)=[(4)/(2)]	(7)=[(5)/(2)]*
			*100		(-)	*100	100
			Resolution	-7			
	• • •	Mo	de of Voting:	(E-voting)			
Promoter and							
Promoter Group	40097868	40097868	100.00	40097868	0	100.00	0.00
Public Institutional Holders	0	0	0.00	0	0	0.00	0.00
Public-Others	11816	11816	100.00	1786	10030	15.12	84.88
Total (A)	40109684	40109684	100.00	40099654	10030	99.97	0.03
_	<u>.                                    </u>	M	ode of Voting	: (Poll)			
Promoter and		· · · · · · · · · · · · · · · · · · ·	-				
Promoter and Promoter Group	0	0	0.00	0	0	0.00	0.00
Public Institutional							
Holders	0	0	0.00	0	0	0.00	0.00
Public-Others	9448387	9448387	100.00	9448387	0	100.00	0.00
Total (B)	9448387	9448387	100.00	9448387	0	100.00	0.00
		· · · ·	- · - · - · · - · · · · · · · · · · · ·				-
Гotal (A+B)	49558071	49558071	100.00	49548041	10030	99.98	0.02



Details of the Agenda (8): Appointment of Mr. Arvind Kulkarni as Independent Director.

Resolution required : Ordinary

Mode of voting

26 Sep 14 17:22

Promoter/Public	No of	No of	% of Votes	No of	No of	% of Votes	0/ 0
	Shares	Votes	polled on	Votes -	Votes -	in favour	% of vote
	held	Polled	Outstandin		in		Against o
			g Shares	Favour	against	on votes polled	Votes
	(1)	(2)	(3)=[(2)/(1)]	(4)	(5)		polled
			*100	(4)	(3)	(6)=[(4)/(2)] *100	(7)=[(5)/(2) *100
			Resolution	- 8	.1	100_	100
		Mod	de of Voting : (	E-voting)			
Promoter and		T		·	· · · · · · · · · · · · · · · · · · ·		
Promoter Group	40097868	40097586	100.00	40097868	0	100.00	0.00
Public Institutional Holders	0	0	0.00	0	0	0.00	0.00
Public-Others	11816	11816	100.00	1786	10030	15.12	84.88
Total (A)	40109684	40109684	100.00	40099654	10030	99.97	0.03
		Me	ode of Voting	: (PoII)		_	
Promoter and	<del></del>					<del></del>	
Promoter Group	0	0	0.00	0	0	0.00	0.00
Public Institutional Holders	0	0	0.00	0	0	0.00	0.00
Public-Others	9448387	9448387	100.00	9448387	0	100.00	0.00
ГotaI (В)	9448387	9448387	100.00	9448387	0	100.00	0.00
				<del></del> -		<del></del>	
Total (A+B)	49558071	49558071	100.00	49548041	10030	99,98	0.02



28371024

Details of the Agenda (9): Mr. Sunil J. Pathare - change in residual term to retiring by rotation.

Resolution required : Ordinary

Mode of voting

26 Sep 14 17:23

Promoter/Public	No of	No of	% of Votes	No of	No of	% of	% of votes
•	Shares	Votes	polled on	Votes -	Votes	Votes in	Against on
	held	Polled	Outstanding	in	- in	favour	Votes
		İ	Shares	Favour	agains	on votes	polled
					t	polled	poneu
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/ (2)]*100	(7)=[(5)/(2)] *100
			Resolution - 9	,		<u> </u>	
		Mode	of Voting : (E-v	oting)		ara <del>a</del> na:	
Promoter and		1		<u> </u>			
Promoter Group	40097868	40097868	100.00	40097868	0	100.00	0.00
Public							
Institutional	0	0	0.00			0.00	
Holders	U		0.00	0	0	0.00	0.00
Public-Others	11816	11816	100.00	1786	10030	15.12	84.88
Total (A)	40109684	40109684	100.00	40099654	10030	99.97	0.03
		Mod	le of Voting : (Po	oll)			
Promoter and		1					
Promoter and Promoter Group	0	0	0.00	0	0	0.00	0.00
Public							
Institutional	0	0	0.00	0	0	0.00	0.00
Holders	-		0.00	, ,		0.00	0.00
Public-Others	9448387	9448387	100.00	9448387	0	100.00	0.00
Total (B)	9448387	9448387	100.00	9448387	0	100.00	0.00
							<del></del>
Total (A+B)	49558071	49558071	100.00	49548041	10030	99.98	0.02



-11-

Details of the Agenda (10): Mr. Kapil J. Pathare - change in residual term to retiring by rotation.

Resolution required : Ordinary

Mode of voting

26 Sep 14 17:24

Promoter/Public	No of Shares held	No of Votes Polled	% of Votes polled on Outstandi ng Shares	No of Votes in Favour	No of Votes - in against	% of Votes in favour on votes polled	% of votes Against on Votes polled
	(1)	(2)	(3)=[(2)/(1) ]*100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
			Resolution	- 10			100
		Mod	le of Voting:	(E-voting)			
Promoter and Promoter Group	40097868	40097868	100.00	40097868	0	100.00	0.00
Public Institutional Holders	0	0	0.00	0	0	0.00	0.00
Public-Others	11816	11816	100.00	1786	10030	15.12	84.88
Total (A)	40109684	40109684	100.00	40099654	10030	99.97	0.03
		Me	ode of Voting	; (Poll)			
Promoter and Promoter Group	0	0	0.00	0	0	0.00	0.00
Public Institutional Holders	O	0	0.00	0	0	0.00	0.00
Public-Others	9448387	9448387	100.00	9448387	0	100.00	0.00
Total (B)	9448387	9448387	100.00	9448387	0	100.00	0.00
Total (A+B)	49558071	49558071	100.00	49548041	10030	99.98	0.02



28371024

Details of the Agenda (11): Re-appointment of Mr. Jaykumar Pathare as a Whole-time Director of the Company.

Resolution required : Special

Mode of voting

26 Sep 14 17:25

Promoter/Public	No of	No of	% of Votes	No of	No of	% of Votes	'‰ <b>of</b>
	Shares	Votes	polled on	Votes - in	Votes -	in favour on	votes
	held	Polled	Outstandin	Favour	in	votes pulled	Agains
			g Shares	1	against	votes poned	on Vote
			0		иБиллы		polled
	(1)	(2)	(3)=[(2)/(1)]	(4)	(5)	(6)=[(4)/(2)]*	(7)=[(5)/
			*100		(0)	100	2)]*100
			Resolution	- 11		·	-/1
		Mod	le of Voling : (	E-voting)			·
Promoter and	-			·			
Promoter Group	40097868	40097868	100.00	40097868	0	100.00	0.00
Public		7-					
Institutional Holders	0	0	0.00	00	0	0.00	0.00
noiders			0.00	00	U	0.00	0.00
Public-Others	11816	77.01.6	100.00				· · · · · · · · · · · · · · · · · · ·
	11010	11816	100.00	1786	10030	15.12	84.88
Total (A)	40109684	40109684	100.00	40099654	10030	99.97	0.03
1							
		Mo	ode of Voting	(Poll)			
Promoter and	**						
Promoter Group	0	0	0.00	0	0	0.00	0.00
Public							
Institutional	0	0	0.00				
Holders	Ü	0	0.00	0	0	0.00	0.00
Public-Others	0440007	0.4400.00					
	9448387	9448387	100.00	9448387	0	100.00	0.00
Total (B)	9448387	9448387	100.00	9448387		700.00	
				/T1030/	0	100.00	0.00
F-1-1 (4 . D)							
Total (A+B)	49558071	49558071	100.00	49548041	10030	99.98	0.02



Details of the Agenda (12): Borrowing / Financial Assistance.

Resolution required : Special

Mode of voting

26 Sep 14 17:25

Promoter/Public	No of	No of	% of Votes	No of	No of	% of Votes	% of votes
	Shares	Votes	polled on	Votes - in	Votes -	in favour	Against on
	held	Polled	Outstandin	Favour	in	on votes	Votes
			g Shares		against	polled	polled
	(1)	(2)	(3)=[(2)/(1)]	(4)	(5)	(6)=[(4)/(2)]	(7)=[(5)/(2)]
			*100	` ` `		*100	*100
			Resolution -	- 12	· · · · · · · · · · · · · · · · · · ·		
		Mod	le of Voting : (	E-voting)			<u></u>
Promoter and			]				
Promoter Group	40097868	40097868	100.00	40097868	0	100.00	0.00
Public							
Institutional Holders	0	0	0.00	0	0	0.00	0.00
Public-Others	11816	11816	100.00	1686	10130	14.27	85.73
Total (A)	40109684	40109684	100.00	40099554	10130	99.97	0.03
-							
	<u>'                                    </u>	Mo	ode of Voting	(Poll)			4
Promoter and							
Promoter Group	0	0	0.00	0	0	0.00	0.00
Public							
Institutional Holders	0	0	0.00	0	0	0.00	0.00
Public-Others	9448387	9448387	100.00	9448387	0	100.00	0.00
Fotal (B)	9448387	9448387	100.00	9448387	0	100.00	0.00
				[		}	



Details of the Agenda (13): Creation of charge for Borrowings/Financial Assistance availed.

Resolution required : Special

Mode of voting

26 Sep 14 17:26

Promoter/Public	No of	No of	% of Votes	DY C		<del></del>	
	Shares	Votes	polled on		No of	% of Votes	% of vote
	held	Polled	Outstandin	Votes -	Votes -	in favour on	Against o
		101100	g Shares		in	votes polled	Votes
	(1)	(2)		Favour	against		polled
		(2)	(3)=[(2)/(1)] *100	(4)	(5)	$(6) = [(4)/(2)]^*$ 100	(7)=[(5)/(2)
			Resolutio	n - 13	·	100	100
			lode of Voting	g: (E-voting)			
Promoter and			T				
Promoter Group	40097868	40097868	100.00	40097868	0	100.00	0.00
Public		<del></del>					
Institutional Holders	0	0	0.00	0	0	0.00	0.00
Public-Others	11816	11816	100.00	1686	10130	14.27	
Total (A)	40109684	40109684	100.00			14.27	85.73
		40107004	100.00	40099554	10130	99.97	0.03
		ľ	Mode of Votir	ng: (Poll)			
Promoter and				<del></del>	<del></del>		···_
Promoter Group	0	0	0.00	0	0	0.00	0.00
Public							
nstitutional Holders	0	0	0.00	0	0	0.00	0.00
Public-Others	01/07-						0.00
7.1.7.	9448387	9448387	100.00	9448387	0	100.00	0.00
Total (B)	9448387	9448387	100.00	9448387	0	100.00	0.00
				<del></del>			
otal (A+B)							
	49558071	49558071	100.00	49547941	10130	99.98	0.02



#### FORM No. MGT-13

### Report of Scrutinizer(s)

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

To,

The Chairman of 24<sup>th</sup> Annual General Meeting of the Members of MAXWELL INDUSTRIES LIMITED (the Company) held on Thursday, September 25, 2014 at 11.00 a.m. at 'The All India Plastic Manufacturers' Association Auditorium', Plot No. A-52, Road No. 1, MIDC, Marol, Andheri (East), Mumbai – 400 093.

Dear Sir,

We, Rakesh Sanghani, Practising Company Secretary, and Mr. Vicky Khwairakpam, Shareholder of the Company were appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 24<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of MAXWELL INDUSTRIES LIMITED (the Company) held on Thursday, September 25, 2014 at 11.00 a.m. at 'The All India Plastic Manufacturers' Association Auditorium', Plot No. A-52, Road No. 1, MIDC, Marol, Andheri (East), Mumbai – 400 093, Maharashtra, India, submit our report as under:

- 1. After the time fixed for closing of the poll by the Chairman, Two ballot boxes kept for polling were locked in our presence with due identification marks placed by us.
- The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- 3. We did not find any poll papers invalid.
- 4. The result of the Poll is as under:

#### (a) Resolution No. 1:

To receive, consider and adopt the Audited Balance Sheet as at and the Statement of Profit & Loss for the financial year ended 31<sup>st</sup> March, 2014, the Reports of the Directors and Auditors thereon.

(i) Voted in favour of the resolution:

Number	of	members	Number of votes cast by	% of total number of	
present a	nd vo	ting	them	valid votes cast	
(in person	or b	y proxy)			
57			94,42,942	100.00	

Page 1 of 9

(ii) Voted against the resolution:

Number of members	Number of votes cast by	% of total number of
present and voting	them	valid votes cast
(in person or by proxy)		
0	0	0

(iii) Invalid votes:

Total number of members whose votes	Total number of votes cast by
were declared invalid. Total number of	them.
members (in person or by proxy)whose	
votes were declared invalid.	
2	5,450

### (b) Resolution No. 2:

To declare dividend on Preference Shares.

(i) Voted in favour of the resolution:

Number of members	Number of votes cast by	% of total number of
present and voting	them	valid votes cast
(in person or by proxy)		
57	94,47,557	99.991

(ii) Voted against the resolution:

voccu ugu.	oted against the resolution.						
Number	of	members	Number of votes cast by	% of total number of			
present and voting		ting	them	valid votes cast			
(in persor	or b	y proxy)					
1			830	0.009			

(iii) Invalid votes:

Total number of members whose votes were declared invalid. Total number of members (in person or by proxy)whose votes were declared invalid.	them.
1	5

### (c) Resolution No. 3:

To declare dividend on Equity Shares

(i) Voted in favour of the resolution:

Number	of	members	Number of votes cast by	% of total number of
present ar	nd vo	ting	them	valid votes cast
(in person	or b	y proxy)		
59			94,48,392	100.00



(ii) Voted against the resolution:

Number of members	Number of votes cast by	
present and voting	them	valid votes cast
(in person or by proxy)		,
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid. Total number of members (in person or by proxy)whose votes were declared invalid.	
0	0

(d) Resolution No. 4:

To appoint M/s. Attar & Co; (Registration No.112600W) Chartered Accountants as an auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company.

(i) Voted in favour of the resolution:

Number of members		I
present and voting	them	valid votes cast
(in person or by proxy)		
58	94,48,387	100.00

(ii) Voted against the resolution:

Number of	members	Number of votes cast by	% of total number of
present and voting		them	valid votes cast
(in person or by proxy)			
0		0	0

(iii) Invalid votes:

Total number of members whose votes	Total number of votes cast by
were declared invalid. Total number of	them.
members (in person or by proxy)whose	
votes were declared invalid.	
1	5

### (e) Resolution No. 5: ORDINARY RESOLUTION:

Appointment of Mr. Robin Banerjee (holding DIN 00008893) as an Independent Director of the Company to hold office for five consecutive years for a term up to 31<sup>st</sup> March, 2019.



(i) Voted in favour of the resolution:

Number of members	Number of votes cast by	% of total number of
present and voting	them	valid votes cast
(in person or by proxy)		
58	94,48,387	100.00

(ii) Voted against the resolution:

Number of members	Number of votes cast by	% of total number of
present and voting	them	valid votes cast
(in person or by proxy)		
0	0	0

(iii) Invalid votes:

Total number of members whose votes	Total number of votes cast by
were declared invalid. Total number of	them.
members (in person or by proxy)whose	
votes were declared invalid.	
1	5

### (f) Resolution No. 6: ORDINARY RESOLUTION:

Appointment of Mr. Gopal Sehjpal (holding DIN 00175975) as an Independent Director of the Company to hold office for five consecutive years for a term up to 31<sup>st</sup> March, 2019.

(i) Voted in favour of the resolution:

	Number	of	members	Number of votes cast by	% of total number of
İ	present an	d vot	ing	them	valid votes cast
	(in person or by proxy)		proxy)		
	58			94,48,387	100.00

(ii) Voted against the resolution:

Number of	members	Number of votes cast by	% of total number of
present and voting		them	valid votes cast
(in person or by proxy)			
0		0	0

(iii) Invalid votes:

Total number of members whose votes	Total number of votes cast by
were declared invalid. Total number of	them.
members (in person or by proxy)whose	
votes were declared invalid.	
1	5

Tage 4 of 9

26 Sep 14 17:31

(g) Resolution No. 7: ORDINARY RESOLUTION: Appointment of Mr. Chetan Sheth (holding DIN 00202723) as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019.

28371024

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
58	94,48,387	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid. Total number of members (in person or by proxy)whose votes were declared invalid.	them.
1	5

(h) Resolution No. 8: ORDINARY RESOLUTION: Appointment of Mr. Arvind Kulkarni (holding DIN 01603917) as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019.

(i) Voted in favour of the resolution:

Number of present and value (in person or	oting	Number of votes cast by them	% of total number of valid votes cast
58		94,48,387	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

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### (iii) Invalid votes:

26 Sep 14 17:32

Total number of members whose votes were declared invalid. Total number of members (in person or by proxy)whose votes were declared invalid.	them.
1	5

# (i) Resolution No. 9: ORDINARY RESOLUTION:

Mr. Sunil J. Pathare, Vice Chairman & Managing Director (DIN: 00192182) — Change in residual term to retire by rotation.

(i) Voted in favour of the resolution:

Number present ar (in person	ia vo	ting	Number of votes cast by them	% of total number of valid votes cast
58			94,48,387	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid. Total number of members (in person or by proxy)whose votes were declared invalid.	them.
1	5

### (j) Resolution No. 10: ORDINARY RESOLUTION:

Mr. Kapil J. Pathare, Whole time Director (DIN: 00192182) – Change in residual term to retire by rotation.

(i) Voted in favour of the resolution:

Number	of	members	Number of votes cast by	% of total number of
present ar	nd vo	ting	them	valid votes cast
(in person	or b	y proxy)		19119 40103 CB31
58		·-····································	94,48,387	100.00



(ii) Voted against the resolution:

Maxwell Ind Ltd

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid. Total number of members (in person or by proxy)whose votes were declared invalid.	them.
1	5

### (k) Resolution No. 11: SPECIAL RESOLUTION:

Re-appointment of Mr. Jaykumar Pathare (DIN: 00203211) as a Chairman & Whole time Director of the Company for a period of three years as commencing from 1<sup>st</sup> October, 2014 to 30<sup>th</sup> September, 2017.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
58	94,48,387	100.00

(ii) Voted against the resolution:

0 11110 10010101	11	
Number of members	Number of votes cast by	% of total number of
present and voting	them	valid votes cast
(in person or by proxy)		valid votes cast
0	0	0

(iii) Invalid votes:

Total Total	
Total number of members whose votes were declared invalid. Total number of members (in person or by proxy)whose votes were declared invalid.	them.
1	5

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26 Sep 14 17:33

### (I) Resolution No. 12: SPECIAL RESOLUTION:

To borrow exceeding the aggregate of the paid-up capital of the Company and its free reserves (apart from temporary loans obtained from the bankers of the Company in the ordinary course of business) pursuant to Section 180(1)(c) of the Companies Act, 2013.

28371024

(i) Voted in favour of the resolution:

Number of member present and voting (in person or by proxy)	ers Number of votes cast by them	% of total number of valid votes cast
58	94,48,387	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid. Total number of members (in person or by proxy)whose votes were declared invalid.	them.
1	5

### (m) Resolution No. 13: SPECIAL RESOLUTION:

To mortgage, hypothecate and/or create charge on all or anyone or more of the movable/immovable properties or such other assets of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013 to secure any Loans.

(i) Voted in favour of the resolution:

Number	of members	Number of votes cast by	% of total number of
present and voting		them	valid votes cast
(in person	or by proxy)		
58		94,48,387	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0



(iii) Invalid votes:

Total number of members whose votes were declared invalid. Total number of members (in person or by proxy)whose votes were declared invalid.	them.
1	5

- 5. A COMPACT DISC (CD) containing list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared "INVALID" for each resolution is enclosed.
- 6. The poll papers and all other relevant records were sealed and handed over to the Chairman & Whole time Director for safe keeping.

Thanking you,

Date: September 25, 2014

Place: Mumbai

to conserve.

**RAKESH SANGHANI** 

Scrutinizer

Practising Company Secretary

FCS: 7647 CP No. 6302

RAKESH SANGHAI COMPANY SECRETARY FCS: 7647 CP NO. 6302

Scrutinizer Equity Shareholder



# Rakesh Sanghani

Practising Company Secretary

Office: 26, Orchid Plaza, Nr. Ravindra Hotel, In Movie Gem, (Rajshree Talkies) Bldg. R. T Road, Dahisar (East), Mumbai - 68. Tel.: 022 - 28978414 Mobile: 9819153111• E-mail: rakeshsanghani@gmail.com

#### SCRUTINIZER'S REPORT

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

To, The Chaire

The Chairman of 24<sup>th</sup>Annual General Meeting of the Members of MAXWELL INDUSTRIES LIMITED (the Company) to be held on Thursday, September25, 2014 at 11.00 a.m. at The All India Plastic Manufacturers' Association Auditorium', Plot No. A-52, Road No. 1, MIDC, Marol, Andheri (East), Mumbai – 400 093.

Dear Sir,

- 1 I, Rakesh Sanghani, Practising Company Secretary, have been appointed by the Board of Directors of Maxwell Industries Limited (the Company) as a Scrutinizer for the purpose of scrutinising the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice to the 24<sup>17</sup> Annual General Meeting (AGM) of the Members of the Company, to be held on Thursday, September 25, 2014 at 11.00 a.m. at 'The All India Plastic Manufacturers' Association Auditorium', Plot No. A-52, Road No. 1, MIDC, Marol, Andheri (East). Mumbai 400 093.
- 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 through electronic means on the resolutions contained in the Notice to the 24<sup>th</sup>Annual General Meeting (AGM) of the Members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by CDSL, the authorized agency to provide e-voting facilities and engaged by the Company.
- 3. Further to the above, I submit my report as under:-
- The e-voting period remained open from Thursday, September 18, 2014 (10.00 a.m.) to Saturday, September 20, 2014 (5.00 p.m.).
- ii. The Members of the Company as on the "cut-off" date i.e.Friday,August15, 2014,were entitled to vote on the resolutions (items no. 1 to 13 as set out in the notice of the 24<sup>th</sup>AGM of the Company)

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MUMBAI

unblocked in their presence:

26 Sep 14 17:36

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Mr. Marmik Patel

Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for" or "against" each of the resolutions that were put to vote, were generated from the e-voting website of CDSL i.e. https://www.evotingindia.co.inand based on such reports generated, the result of the e-voting is as under:

iii. The votes cast were unblocked on Monday, September 22, 2014 in the presence of two witnesses, Mr. Nikhil Hule and Mr. Marmik Patel who are not in the employment of the Company. They have signed below in confirmation of the votes being

(a) Resolution No. 1:

To receive, consider and adopt the Audited Balance Sheet as at and the Statement of Profit & Loss for the financial year ended 31st March, 2014, the Reports of the Directors and Auditors thereon.

(i) Voted in favour of the resolution:

Number	of	members	Number of votes cast by	% of total number of
voted			them	valid votes cast
23			40109654	99.9999

(ii) Voted against the resolution:

Number of members	Number of votes cast by	% of total number of
voted	them	valid votes cast
1	30	0.0001

(iii) Invalid votes:

Total number of members whose votes	Total number of votes cast by
were declared invalid.	them.
0	0

#### (b) Resolution No. 2:

To declare dividend on Preference Shares.

(i) Voted in favour of the resolution:

Number	of members	Number of votes cast by	% of total number of
voted		them	valid votes cast
23		40109654	99.9999



(ii) Voted against the resolution: % of total number of Number of votes cast by Number of members valid votes cast them 30 0.0001

28371024

(iii) Invalid votes:

26 Sep 14 17:36

٠,		
	Total number of members whose votes	Total number of votes cast by
	were declared invalid.	them.
	0	0

### (c) Resolution No.3:

To declare dividend on Equity Shares

(i) Voted in favour of the resolution:

Number	of	members	Number of votes cast by	% of total number of
; voted			them	valid votes cast
23			40109654	99.9999

(ii) Voted against the resolution:

voted against the resolution					
Number	of	members	Number of votes cast by	% of total number of	
voted			them	valid votes cast	
1		<del></del>	30	0.0001	

(iii) Invalid votes:

Total number of members whose votes	Total number of votes cast by
were declared invalid.	them.
0	0

(d) ResolutionNo. 4:

To appoint M/s. Attar & Co; (Registration No.112600W) Accountants as an auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company.

(i) Voted in favour of the resolution:

Number	of	members	Number of votes cast by	% of total number of
voted			them	valid votes cast
23			40109654	99.9999

(ii) Voted against the resolution:

Anten against the resolution		
Number of members	Number of votes cast by	% of total number of
voted	them	valid votes cast
1	30	0.0001

Page 3 of 8



(iii) Invalid votes:	
Total number of members whose votes	Total number of votes cast by
were declared invalid.	them.
0	0

(e) ResolutionNo. 5: ORDINARY RESOLUTION:
Appointment of Mr. Robin Banerjee (holding DIN 00008893)as an Independent
Director of the Company to hold office for five consecutive years for a term up
to 31<sup>st</sup> March, 2019.

(i) Voted in favour of the resolution:

| Number of members | Number of votes cast by voted them valid votes cast |
| 22 | 40099654 | 99.975 |

(ii) Voted against the resolution:

Number of members Number of votes cast by voted them valid votes cast

2 10030 0.025

(iii) Invalid votes:

Total number of members whose votes Total number of votes cast by were declared invalid.

0 0

(f) <u>ResolutionNo. 6:</u> ORDINARY RESOLUTION:
Appointment of Mr. Gopal Sehjpal (holding DIN 00175975) as an independent Director of the Company to hold office for five consecutive years for a term up to 31<sup>st</sup> March, 2019.

(i) Voted in favour of the resolution:

| Number | of members | Number of votes cast by voted | voted | valid votes cast |
| 22 | 40099654 | 99.975

(ii) Voted against the resolution:

Number of members Number of votes cast by % of total number of voted them valid votes cast

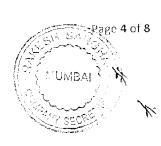
2 10030 0.025

(iii) Invalid votes:

Total number of members whose votes were declared invalid.

Total number of votes cast by them.

Total number of votes cast by them.



#### (g) ResolutionNo. 7: ORDINARY RESOLUTION:

Appointment of Mr. Chetan Sheth (holding DIN 00202723) as an Independent Director of the Company to hold office for five consecutive years for a term up to 31<sup>st</sup> March, 2019.

(i) Voted in favour of the resolution:

Number	of	members	Number of votes cast by	% of total number of
voted			them	valid votes cast
22			40099654	99.975

(ii) Voted against the resolution:

-   "	Number	of	members	Number of votes cast by	% of total number of
	voted			them	valid votes cast
	2			10030	0.025

(iii) Invalid votes:

Total number of members whose votes	Total number of votes cast by
were declared invalid.	them.
0	0

### (h) ResolutionNo. 8: ORDINARY RESOLUTION:

Appointment of Mr. Arvind Kulkarni (holding DIN 01603917) as an Independent Director of the Company to hold office for five consecutive years for a term up to 31<sup>st</sup> March, 2019.

(i) Voted in favour of the resolution:

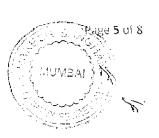
Number	of	members	Number of votes cast by	% of total number of
voted			them	valid votes cast
22			40099654	99.975

(ii) Voted against the resolution:

Number	of	members	Number of votes cast by	% of total number of
voted			them	valid votes cast
2			10030	0.025

(iii) Invalid votes:

Total number of members whose votes	Total number of votes cast by
were declared invalid.	them.
0	0



26 Sep 14 17:39

(i) Resolution No. 9: ORDINARY RESOLUTION:

Mr. Sunil J. Pathare, Vice Chairman & Managing Director (DIN: 00192182) – Change in residual term to retire by rotation.

(i) Voted in favour of the resolution:

	Number	of	members	Number of votes cast by	% of total number of
į	voted			them	valid votes cast
į	22			40099654	99.975

(ii) Voted against the resolution:

Number	of	members	Number o	f votes	cast by	% of total number of
voted			them			valid votes cast
2			10030			0.025

(iii) Invalid votes:

Total number of members	whose votes To	tal number of votes cast by
were declared invalid.	the	em.
0	0	

(j) ResolutionNo. 10: ORDINARY RESOLUTION:

Mr. Kapil J. Pathare, Whole time Director (DIN: 00192182) – Change in residual term to retire by rotation.

(i) Voted in favour of the resolution:

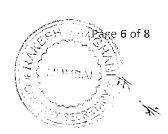
Number	of	members	Number of votes cast by	% of total number of
voted			them	valid votes cast
22			40099654	99.975

(ii) Voted against the resolution:

voted again	1136 611	C I C JOIG COII	·	and the second s
Number	of	members	Number of votes cast by	% of total number of
voted			them	valid votes cast
2			10030	0.025

(iii) Invalid votes:

Total	number	of	members	whose	votes	Total	number	of	votes	cast	by
were	declared		alid.			them.					
0						0					



(k)	Resolution	No. 11	: SPECIAL	<b>RESOLUTION:</b>
-----	------------	--------	-----------	--------------------

Re-appointment of Mr. Jaykumar Pathare (DIN: 00203211) as a Chairman & Whole time Director of the Company for a period of three years as commencing from 1<sup>st</sup> October, 2014 to 30<sup>th</sup> September, 2017.

(i) Voted **in favour** of the resolution:

	of total number of $\S$
voted them val	id votes cast
22 40099654 99.	975

(ii) Voted against the resolution:

	Number	of	members	Number of votes cast by	% of total number of
;	voted			them	valid votes cast
	2			10030	0.025

(iii) Invalid votes:

Total number of members whose votes	Total number of votes cast by
were declared invalid.	them.
0	0

### (l) Resolution No. 12: SPECIAL RESOLUTION:

To borrow exceeding the aggregate of the paid-up capital of the Company and its free reserves (apart from temporary loans obtained from the bankers of the Company in the ordinary course of business) pursuant to Section 180(1)(c) of the Companies Act, 2013.

(i) Voted in favour of the resolution:

Number	of	members	Number of votes cast by	% of total number of
voted			them	valid votes cast
21			40099554	99.975

(ii) Voted against the resolution:

Number	of members Number of v	otes cast by 1% of total number of
voted	them	valid votes cast
3	10130	0.025

(iii) Invalid votes:

The state of the s		
Total number of member	whose votes Tota	I number of votes cast by
were declared invalid.	ther	n. ,
: 0	0	

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26 Sep 14 17:40

(m) Resolution No. 13: SPECIAL RESOLUTION:

To mortgage, hypothecate and/or create charge on all or anyone or more of the movable/immovable properties or such other assets of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013 to secure any Loans.

(i) Voted in favour of the resolution:

NI.			acion,	
Numbe	r of	members	Number of	<del></del>
1.04-1			Number of votes cast by	% of total number of
voted			them	1 to a rotal lightber of
1 7 7			COCII	valid votes cast
1 2 1			40099554	Tana Votes Cast
			40099554	99.975
				, 33,373

(ii) Voted against the resolution:

Number voted	oſ	members	Number of votes cast b	y j % of total number of	
3			10130	valid votes cast 0.025	

(iii) Invalid votes:

	Total number of members whose votes	Total t
Į	Total number of members whose votes were declared invalid.	Total number of votes cast by
1	()	them.
		0

Thanking you,

Yours faithfully,

RAKESH SANGHANI

Scrutinizer

Practising Company Secretary

FCS: 7647 C.P. No.: 6302

Place: Mumbai

Dated: September 22, 2014

RAKESH SANGHANI

COMPANY SECRETARY FCS: 7647 CP No. 6302