

**Statement containing details regarding the voting results pertaining to the Eighty Fourth Annual General Meeting of the Members of the Company held on September 30, 2015**

Date of the AGM : September 30, 2015

Book – Closure Date : Friday, September 25, 2015 to Wednesday, September 30, 2015 (both days inclusive)

Total number of shareholders	
Book – Closure Dates being September 25, 2015 to September 30, 2015	594
Cut-off Date for ascertaining voting rights of members i.e. August 28, 2015	605

No. of shareholders present in the meeting either in person or through proxy:

Shareholder	Present in the Person	Present through Proxy	Total	No. of shares Held	% to the Total Equity Shares
Promoters and Promoter Group	3	--	3	2,35,75,817	62.45
Public	18	--	18	85,47,066	22.64
<b>Total</b>	<b>21</b>	<b>--</b>	<b>21</b>	<b>3,21,22,883</b>	<b>85.09</b>
No. of Shareholders attended the meeting through Video Conferencing					Not arranged

Results of voting through electronic means Conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management And Administration) Rules, 2014 and Poll Conducted pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management And Administration) Rules, 2014 for the 84<sup>th</sup> Annual General Meeting of the Company held on Wednesday September 30, 2015 at 12:30 p.m.


Item No.	Details of the Agenda	Resolution Required	Mode of Voting	Remarks
1.	Adoption of Balance Sheet, Statement of Profit & Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2015	Ordinary	Remote E-Voting, Ballot Form and Poll	The Resolution was passed with requisite majority.

2.	To declare final dividend on equity shares	Ordinary	Remote E-Voting, Ballot Form and Poll	The Resolution was passed with requisite majority
3.	Re-appointment of Mr. Rajesh Nuwal who retires by rotation	Ordinary	Remote E-Voting, Ballot Form and Poll	The Resolution was passed with requisite majority
4.	Appointment of M/s. CLB & Associates, Chartered Accountants as Auditors and fixing their remuneration	Ordinary	Remote E-Voting, Ballot Form and Poll	The Resolution was passed with requisite majority
5.	Appointment of Mr. Jimmy Anklesaria as Independent Director	Ordinary	Remote E-Voting, Ballot Form and Poll	The Resolution was passed with requisite majority
6.	Appointment of Mrs. Sona Hadkar as Director	Ordinary	Remote E-Voting, Ballot Form and Poll	The Resolution was passed with requisite majority
7.	Adoption of new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013	Special	Remote E-Voting, Ballot Form and Poll	The Resolution was passed with requisite majority
8.	Approval for Related Party Transactions under clause 49 of the Equity Listing Agreement	Special	Remote E-Voting, Ballot Form and Poll	The Resolution was passed with requisite majority

You are requested to take the same on your record.

Thanking you.

Yours faithfully,  
For **IndiaNivesh Limited**

  
Jinesh Doshi  
Company Secretary



**DETAILS OF AGENDA-WISE RESOLUTIONS PASSED**

**Mode of voting for Resolutions No.1 to 8: (i) Remote e-voting conducted between September 27, 2015 to September 29, 2015 and Ballot Forms received upto 5.00 p.m. on September 29, 2015 and (ii) Poll conducted at the 84<sup>th</sup> AGM:**

**1. Ordinary Resolution for Adoption of Balance Sheet, Statement of Profit & Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2015**

Promoter/ Public	No. of shares held	No. of votes polled			% of Votes Polled on outstanding shares  $(3)=[(2)/(1)]$ *100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled  $(6)=[(4)/(2)]$ *100	% of Votes against on votes polled  $(7)=[(5)/(2)]$ *100
		Remote E- voting & Ballot Form	Polled at AGM	Total					
	1		2		3	4	5	6	7
Promoter and Promoter Group	23575817	23575817	0	23575817	100	23575817	0	100	0
Public Institutional holders	--	--	--	--	--	--	--	--	--
Public- Others	14174183	9329905	967163	10297068	72.65	10297068	0	100	0
<b>Total</b>	<b>37750000</b>	<b>29152051</b>	<b>967163</b>	<b>33872885</b>	<b>89.73</b>	<b>33872885</b>	<b>0</b>	<b>100</b>	<b>0</b>

2. Ordinary Resolution to declare final dividend on equity shares

Promoter/ Public	No. of shares held	No. of votes polled			% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		Remote E- voting & Ballot Form	Polled at AGM	Total					
	1		2		3	4	5	6	7
Promoter and Promoter Group	23575817	23575817	0	23575817	100	23575817	0	100	0
Public - Institutional holders	--	--	--	--	--	--	--	--	--
Public- Others	14174183	9329905	967163	10297068	72.65	10297068	0	100	0
Total	37750000	29152051	967163	33872885	89.73	33872885	0	100	0

3. Ordinary Resolution for Re-appointment of Mr. Rajesh Nuwal who retires by rotation

Promoter/ Public	No. of shares held	No. of votes polled			% of Votes Polled on outstanding shares $(3)=[(2)/(1)]$ *100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled $(6)=[(4)/(2)]$ *100	% of Votes against on votes polled $(7)=[(5)/$ $(2)]*100$
		Remote E- voting & Ballot Form	Polled at AGM	Total					
	1		2		3	4	5	6	7
Promoter and Promoter Group	23575817	23575817	0	23575817	100	23575817	0	100	0
Public Institutional holders	--	--	--	--	--	--	--	--	--
Public- Others	14174183	9329905	967163	10297068	72.65	10297068	0	100	0
Total	37750000	29152051	967163	33872885	89.73	33872885	0	100	0

4. Ordinary Resolution for Appointment of M/s CLB & Associates, Chartered Accountants as Auditors and fixing their remuneration

Promoter/ Public	No. of shares held	No. of votes polled			% of Votes Polled on outstanding shares $(3)=[(2)/(1)]$ *100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled $(6)=[(4)/(2)]$ *100	% of Votes against on votes polled $(7)=[(5)/$ $(2)]*100$
		Remote E- voting & Ballot Form	Polled at AGM	Total					
	1		2		3	4	5	6	7
Promoter and Promoter Group	23575817	23575817	0	23575817	100	23575817	0	100	0
Public - Institutional holders	--	--	--	--	--	--	--	--	--
Public- Others	14174183	9329905	967163	10297068	72.65	10297068	0	100	0
Total	37750000	29152051	967163	33872885	89.73	33872885	0	100	0

5. Ordinary Resolution for Appointment of Mr. Jimmy Ankliesaria as Independent Director

Promoter/ Public	No. of shares held	No. of votes polled			% of Votes Polled on outstanding shares  $(3)=[(2)/(1)]$ *100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled  $(6)=[(4)/(2)]$ *100	% of Votes against on votes polled  $(7)=[(5)/$ $(2)]*100$
		Remote E- voting & Ballot Form	Polled at AGM	Total					
	1		2		3	4	5	6	7
Promoter and Promoter Group	23575817	23575817	0	23575817	100	23575817	0	100	0
Public Institutional holders	--	--	--	--	--	--	--	--	--
Public- Others	14174183	9329905	967163	10297068	72.65	10297068	0	100	0
Total	37750000	29152051	967163	33872885	89.73	33872885	0	100	0

6. Ordinary Resolution for Appointment of Mrs. Sona Hadkar as Director

Promoter/ Public	No. of shares held	No. of votes polled			% of Votes Polled on outstanding shares  $(3)=[(2)/(1)]$ *100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled  $(6)=[(4)/(2)]$ *100	% of Votes against on votes polled  $(7)=[(5)/(2)]$ *100
		Remote E- voting & Ballot Form	Polled at AGM	Total					
	1		2		3	4	5	6	7
Promoter and Promoter Group	23575817	23575817	0	23575817	100	23575817	0	100	0
Public Institutional holders	--	--	--	--	--	--	--	--	--
Public- Others	14174183	9329905	967163	10297068	72.65	10297068	0	100	0
Total	37750000	29152051	967163	33872885	89.73	33872885	0	100	0



7. Special Resolution for Adoption of new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

Promoter/ Public	No. of shares held	No. of votes polled			% of Votes Polled on outstanding shares $(3)=[(2)/(1)]$ *100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled $(6)=[(4)/(2)]$ *100	% of Votes against on votes polled $(7)=[(5)/$ $(2)]*100$
		Remote E- voting & Ballot Form	Polled at AGM	Total					
	1		2		3	4	5	6	7
Promoter and Promoter Group	23575817	23575817	0	23575817	100	23575817	0	100	0
Public – Institutional holders	--	--	--	--	--	--	--	--	--
Public- Others	14174183	9329905	967163	10297068	72.65	10297068	0	100	0
Total	37750000	29152051	967163	33872885	89.73	33872885	0	100	0

8. Special Resolution for Approval for Related Party Transactions under clause 49 of the Equity Listing Agreement

Promoter/ Public	No. of shares held	No. of votes polled			% of Votes Polled on outstanding shares $(3)=[(2)/(1)]$ *100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled $(6)=[(4)/(2)]$ *100	% of Votes against on votes polled $(7)=[(5)/$ $(2)]*100$
		Remote E- voting & Ballot Form	Polled at AGM	Total					
	1		2		3	4	5	6	7
Promoter and Promoter Group	23575817	23575817	0	23575817	100	23575817	0	100	0
Public Institutional holders	--	--	--	--	--	--	--	--	--
Public- Others	14174183	9329905	967163	10297068	72.65	10297068	0	100	0
Total	37750000	29152051	967163	33872885	89.73	33872885	0	100	0

**Combined Report of Scrutinizer for Remote E-voting, Physical (Ballot Form)  
& Poll**

*[Pursuant to Section 108/109 of the Companies Act, 2013 and Rule 20(3)(xi)/ 21 (2) of  
the Companies (Management and Administration) Rules, 2014]*

To,  
The Chairman of 84<sup>th</sup> Annual General Meeting  
of the Equity Shareholders of  
**IndiaNivesh Limited** held on  
Wednesday, September 30, 2015 at 12.30 p.m. at  
601 & 602, Sukh Sagar, N. S. Patkar Marg,  
Girgaum Chowpatty, Mumbai 400 007

Dear Sir,

I, Ms. Bhavna Pandya, a Chartered Accountant having its office at B / 18, 2nd floor, Kastur Mahal, Sion Main Road, Sion, Mumbai 400 022, was appointed as Scrutinizer for the Eighty Fourth Annual General Meeting (AGM) of the Equity Shareholders of India Nivesh Limited ("the Company") pursuant to the provisions of Companies Act, 2013 and Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process and to scrutinize the physical ballot forms received from the shareholders and has appointed me as the Scrutinizer on poll under the provisions of Section 109 of the Companies Act, 2014 read with Rule 21 of Companies (Management and Administration) Rules, 2014 in respect of the resolutions set out in the Notice dated September 3, 2015 convening the Eighty Fourth Annual General Meeting of the Equity Shareholders of India Nivesh Limited, held on Wednesday, September 30, 2015 at 12:30 p.m. at the registered office of the Company at 601 & 602, Sukh Sagar, N. S. Patkar Marg, Girgaum Chowpatty, Mumbai 400 007.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to voting through electronic means and physical mode on the resolutions contained in the Notice to the Eighty Fourth Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting process, physical ballot forms and for the poll at the AGM is restricted to make a Scrutinizer report of the Votes Cast "in favour" or "against" the resolutions as stated below, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorised agency engaged by the Company to provide e-voting facilities, physical ballot forms received by the Company till September 29, 2015 and Polling Papers received at the time of AGM.



As prescribed in the rules, the remote e-voting was kept open from Sunday, September 27, 2015 (10:00 a.m. IST) to Tuesday, September 29, 2015(5:00 p.m. IST).

At the 84<sup>th</sup> AGM of the Company held on September 30, 2015, the Chairman of the Company has suo moto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting process (remote e-voting) to record their votes through the poll process.

I have issued separate Scrutinizer's Report dated October 1, 2015 on the remote e-voting and physical ballot and separate Scrutinizer's Report on the Poll in MGT-13.

The Result of remote e-voting, physical ballot forms together with that of the Poll is as under:

- (a) **Resolution No.1 (Ordinary Resolution): To receive, consider and adopt the audited Balance Sheet as at March 31, 2015 and the Profit & Loss Account for the year ended on that date and the reports of the Board of Directors and the Auditors thereon**

Particulars (Mode of voting)	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos.	% of Total No. of valid votes cast	Nos.	% of Total No. of valid votes cast	Nos.
Remote e-voting	32905722	87.17	NIL	N.A.	NIL
Physical Ballot & Poll	967163	2.56	NIL	N.A.	NIL
Total	33872885	89.73	NIL	N.A.	NIL

- (b) **Resolution No.2 (Ordinary Resolution): To declare final dividend on Equity Shares.**

Particulars (Mode of voting)	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos.	% of Total No. of valid votes cast	Nos.	% of Total No. of valid votes cast	Nos.
Remote e-voting	32905722	87.17	NIL	N.A.	NIL
Physical Ballot & Poll	967163	2.56	NIL	N.A.	NIL
Total	33872885	89.73	NIL	N.A.	NIL



- (c) **Resolution No.3 (Ordinary Resolution):** To appoint a Director in place of Mr. Rajesh Nuwal (holding DIN: 00009660) who retires by rotation and being eligible, offers himself for re-appointment

Particulars (Mode of voting)	Votes in favour of the resolution		Votes against the resolution		Invalid Votes Nos.
	Nos.	% of Total No. of valid votes cast	Nos.	% of Total No. of valid votes cast	
Remote e-voting	32905722	87.17	NIL	N.A.	NIL
Physical Ballot & Poll	967163	2.56	NIL	N.A.	NIL
Total	33872885	89.73	NIL	N.A.	NIL

- (d) **Resolution No.4 (Ordinary Resolution):** To appoint Statutory Auditors of the Company and fix their remuneration.

Particulars (Mode of voting)	Votes in favour of the resolution		Votes against the resolution		Invalid Votes Nos.
	Nos.	% of Total No. of valid votes cast	Nos.	% of Total No. of valid votes cast	
Remote e-voting	32905722	87.17	NIL	N.A.	NIL
Physical Ballot & Poll	967163	2.56	NIL	N.A.	NIL
Total	33872885	89.73	NIL	N.A.	NIL



- (e) Resolution No.5 (Ordinary Resolution): Appointment of Mr. Jimmy Anklesaria as Independent Director

Particulars (Mode of voting)	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos.	% of Total No. of valid votes cast	Nos.	% of Total No. of valid votes cast	Nos.
Remote e-voting	32905722	87.17	NIL	N.A.	NIL
Physical Ballot & Poll	967163	2.56	NIL	N.A.	NIL
Total	33872885	89.73	NIL	N.A.	NIL

- (f) Resolution No. 6 (Ordinary Resolution): Appointment of Mrs. Sona Hadkar as Director

Particulars (Mode of voting)	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos.	% of Total No. of valid votes cast	Nos.	% of Total No. of valid votes cast	Nos.
Remote e-voting	32905722	87.17	NIL	N.A.	NIL
Physical Ballot & Poll	967163	2.56	NIL	N.A.	NIL
Total	33872885	89.73	NIL	N.A.	NIL



- (g) Resolution No.7 (Special Resolution): Adoption of new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

Particulars (Mode of voting)	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos.	% of Total No. of valid votes cast	Nos.	% of Total No. of valid votes cast	Nos.
Remote e-voting	32905722	87.17	NIL	N.A.	NIL
Physical Ballot & Poll	967163	2.56	NIL	N.A.	NIL
Total	33872885	89.73	NIL	N.A.	NIL

- (h) Resolution No.8 (Special Resolution): Approval for Related Party Transactions under clause 49 of the Equity Listing Agreement

Particulars (Mode of voting)	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos.	% of Total No. of valid votes cast	Nos.	% of Total No. of valid votes cast	Nos.
Remote e-voting	32905722	87.17	NIL	N.A.	NIL
Physical Ballot & Poll	967163	2.56	NIL	N.A.	NIL
Total	33872885	89.73	NIL	N.A.	NIL

All the resolutions as mentioned above passed under e-voting and poll with requisite majority. The Register, all other papers and relevant record, relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual



Bhavna N. Pandya & Co.  
Chartered Accountants

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General Meeting and thereafter the same will be handed over to the Company Secretary of the Company.

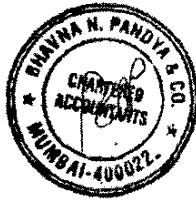
Thanking you.

Yours faithfully,

For Bhavna N. Pandya & Co.  
Chartered Accountants



(Bhavna Pandya)  
Proprietor  
M.No. 37225



Place : Mumbai  
Date : October 1, 2015