

September 2, 2015

The BSE Limited
Corporate Relationship Department,
First Floor,
New Trading Ring,
Rotunda Building,
P. J. Towers,
Dalal Street, Mumbai.

Dear Sir,

Sub: <u>Details of voting results at 24<sup>th</sup> Annual General Meeting - Clause 35A of the Listing Agreement</u>

Ref: Company Code - 532732

Apropos the captioned subject the details of the voting results at Annual General Meeting(AGM) are as follows:-

- a) Date of AGM August 31, 2015
- b) Total number of shareholder on record date 3932 shareholders
- No. of Shareholders attended the meeting either in person or through proxy:
   Promoter and Promoter Group 4 promoters in person
   Public 73 shareholders in person and 1 Proxy
- d) No. of Shareholders attended the meeting through Video Conferencing Not arranged

Regd. & Corporate Off.: 460/7, Kewal Kiran Estate, I.B.Patel Rd., Near Western Express Highway, Goregaon (E), Mumbai - 400 063.

Tel: 91 - 22 - 26814400 Fax: 91 - 22 - 26814410. Email: contact@kewalkiran.com • Corporate Identity Number (CIN): L18101MH1992PLC065136

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Promoter (Public Number of Shares   Number of Votes   Shares   Number of Votes   Shares   Infavour of Notes   Against   Public	e. Details of the Ago	enda :- The below m	entioned resolution	s were passed by or % of Votes polled	dinary resolution		% of Votes in	
Promoter from the fire from the from the from the fire from the from the fire from the fire from the fire from the fire from the fire from the fro				on Outstanding	Number of Votes	Number of Votes	favour on Votes	% of Votes Agains
Mode of Voting: (E-voting)   Mode of Voting: (E-voting)	Promoter /Public	Number of Shares	Number of Votes	shares	in favour	Against	polled	on Votes polled
Name	Resolution No:1 Ad	option of Audited F	inancial Statement	for the Financial Y	ear ended March 31	, 2015 and reports o	f the Board of Dire	ctors and the
Promoter and Promoter and Promoter and Promoter and Promoter and Promoter Group 9146473 9146473 100.0000 9146473 0 100.0000 0.000 public institutional 2549599 1645269 64.5305 1645269 0 100.0000 0.000 public institutional 2549599 1645269 64.5305 1645269 0 100.0000 0.000 public cotters 628965 29883 4.6239 29883 0 100.0000 0.000 public cotters of Promoter and Promoter a	Auditors thereon.							
Promoter and Promoter and Promoter and Promoter and Promoter and Promoter Group 9146473 9146473 100.0000 9146473 0 100.0000 0.000 public institutional 2549599 1645269 64.5305 1645269 0 100.0000 0.000 public institutional 2549599 1645269 64.5305 1645269 0 100.0000 0.000 public cotters 628965 29883 4.6239 29883 0 100.0000 0.000 public cotters of Promoter and Promoter a				Mode of Vo	ting: (E-voting)			
Public Others	Promoter and				I			
Public Others	Promoter Group	9146473	9146473	100.0000	9146473	0	100.0000	0.000
Promoter and Promoter Group 9146473 10821701 87.8025 10821701 0 100.0000 0.000	Public Institutional	2549599						
Total(A)   12325037   10820825   87.7955   10820825   0   100.0000   0.000	Public-Others							
Mode of Voting: (Poll)		<del></del>						
Promoter Group 9146473 0 0 0.0000 0 0 0 0.00000 0.00000 0.00000 0.000000				0,,,,,,	10020013		100.000	0.000
Promoter Group 9146473 0 0 0.0000 0 0 0 0.00000 0.00000 0.00000 0.000000				Mode of N	Inting: (Poll)		l	<u> </u>
Promoter Group 9146473 0 0.0000 0 0 0.0000 0.000	Promoter and			I I I I I I I I I I I I I I I I I I I	5	T		r ·
Public cothers 628959 0 0 0.0000 0 0 0.0000 0.00		9146472	_	0,000			0.0000	
Public Annual Promoter and Promoter Group 9146473 0 0.0000 0.000 0								
Total(B)   12325937   876   0.0071   876   0   100.0000   0.000   0.000						<u>.                                    </u>		·
Result (A+B)				<del></del>				· · · · · · · · · · · · · · · · · · ·
Resolution No:2 Declaration of final dividend and confirmation of four interim dividends of `8/-, `7.5/-, `5/- and `3/- respectively per Equity share for the financial Year ended March 31, 2015.    Mode of Voting: (E-voting)	TOTAL(D)	12325037	8/6	0.0071	876	0	100.0000	0.0000
Resolution No:2 Declaration of final dividend and confirmation of four interim dividends of `8/-, `7.5/-, `5/- and `3/- respectively per Equity share for the financial Year ended March 31, 2015.    Mode of Voting: (E-voting)	Dorult (A + D)	12225027	10031701	07.0036	40024704		400,000	
Mode of Voting: (E-voting)   Promoter and   Promoter Group   9146473   9146473   100.0000   9146473   0   100.0000   0.000	Result (ATD)	12323037	10821/01	87.8026	10821/01	. 0	100.0000	0.000
Promoter Group 9146473 9146473 100.0000 9146473 0 100.0000 0.000 Public Institutional 2549599 1950557 76.5045 1950557 0 100.0000 0.000 Public Others 628965 29083 4.6239 29083 0 100.0000 0.000 Potal(A) 12325037 11126113 90.2725 11126113 0 100.0000 0.000 Promoter and Promoter Group 9146473 0 0.0000 0 0 0.0000 0.000 Public Others 628965 876 0.1393 876 0 100.0000 0.000 Potal(B) 12325037 11126989 90.2796 11126989 0 100.0000 0.000 Result (A+B) 12325037 11126989 90.2796 11126989 0 100.0000 0.000 Resolution No:3 Re-appointment of Mr. Hemant P. Jain (DIN No.00029822) who retires by rotation.  **Mode of Voting: (E-voting)**  **Promoter Group 9146473 9146473 100.0000 9146473 0 100.0000 0.000 Public Others 628965 29083 4.6239 17321 11762 59.5571 40.44 Total(A) 12325037 11126113 90.2725 11114551 11762 59.8943 0.10  **Promoter Group 9146473 0 0.0000 0 0 0 0.0000 0.000 Public Others 628965 29083 4.6239 17321 11762 59.8571 40.44 Total(A) 12325037 11126113 90.2725 11114551 11762 59.8943 0.10  **Mode of Voting: (Poll)**  **Promoter Group 9146473 0 0.0000 0 0 0.000 0.000 Public Others 628965 29083 4.6239 17321 11762 59.5571 40.44 Total(A) 12325037 11126113 90.2725 11114551 11762 59.8943 0.10  **Mode of Voting: (Poll)**  **Promoter Group 9146473 0 0.0000 0 0 0.0000 0.000 Public Institutional 2549599 0 0.0000 0 0 0 0.0000 0.000 Public Institutional 2549599 0 0 0.0000 0 0 0 0.0000 0.000 Public Institutional 2549599 0 0 0.0000 0 0 0 0.0000 0.000 Public Institutional 2549599 0 0 0.0000 0 0 0 0.0000 0.000 Public Others 628965 876 0.1393 876 0 100.0000 0.000 Public Others 628965 876 0.1393 876 0 100.0000 0.000 Public Others 628965 876 0.1393 876 0 100.0000 0.000 Public Others 628965 876 0.1393 876 0 100.0000 0.000 Public Others 628965 876 0.1393 876 0 100.0000 0.000		ed March 31, 2015.		Mode of Vo	ting: (E-voting)			1
Public Institutional 2549599 1950557 76.5045 1950557 0 100.0000 0.00 Public Others 628965 29083 4.6239 29083 0 100.0000 0.00 Total(A) 12325037 11126113 90.2725 11126113 0 100.0000 0.00  Total(A) 12325037 11126113 90.2725 11126113 0 100.0000 0.00  Promoter and Promoter Group 9146473 0 0 0.0000 0 0 0 0.0000 0.00 Public Institutional 2549599 0 0.0000 0 0 0 0.0000 0.00 Public Others 628965 876 0.1393 876 0 100.0000 0.00  Result (A+B) 12325037 11126889 90.2796 11126989 0 100.0000 0.00  Resolution No:3 Re-appointment of Mr. Hemant P. Jain (DIN No.00029822) who retires by rotation.  Mode of Voting: (E-voting)  Promoter and Promoter Group 9146473 9146473 100.0000 9146473 0 100.0000 0.00  Public Institutional 2549599 1950557 76.5045 1950557 0 100.0000 0.00  Public Institutional 2549599 1950557 76.5045 1950557 0 100.0000 0.00  Public Institutional 2549599 1950557 76.5045 1950557 0 100.0000 0.00  Public Institutional 2549599 1950557 76.5045 1950557 0 100.0000 0.00  Public Institutional 2549599 1950557 76.5045 1950557 0 100.0000 0.00  Public Institutional 2549599 1950557 76.5045 1950557 0 100.0000 0.00  Public Institutional 2549599 1950557 76.5045 1950557 0 100.0000 0.00  Promoter Group 9146473 9.0000 9.000 100.000 0.00  Promoter Group 9146473 9.0000 0 0 0 0.0000 0.00  Promoter Group 9146473 0 0 0.0000 0 0 0 0.0000 0.00  Promoter Group 9146473 0 0 0.0000 0 0 0 0.0000 0.00  Promoter Group 9146473 0 0 0.0000 0 0 0 0.0000 0.00  Public Institutional 2549599 0 0 0.0000 0 0 0 0 0.0000 0.00  Public Institutional 2549599 0 0 0.0000 0 0 0 0 0.0000 0.00  Public Institutional 2549599 0 0 0.0000 0 0 0 0 0.0000 0.00  Public Institutional 2549599 0 0 0.0000 0 0 0 0 0.0000 0.00  Public Institutional 2549599 0 0 0.0000 0 0 0 0 0.0000 0.00  Total(B) 12325037 876 0.0071 876 0 100.0000 0.00		0146473	0146477		04 45 470			
Public Others 628965 29083 4.6239 29083 0 100.0000 0.00  Total(A) 12325037 11126113 90.2725 11126113 0 100.0000 0.00	···							
Mode of Voting: (Poll)   Promoter and Promoter and Promoter of Mr. Hemant P. Jain (DIN No.00029822) who retires by rotation.   Mode of Voting: (E-voting)   Promoter and Promoter and Promoter of Mr. Hemant P. Jain (DIN No.00029822) who retires by rotation.   Mode of Voting: (E-voting)   Promoter and Promoter Group   9146473   9146473   100.0000   100.0000   0.000   0.00000   0.00000   0.00000   0.00000   0.00000   0.00000   0.00000   0.00000   0.000000   0.000000   0.000000   0.000000   0.000000   0.000000   0.000000   0.0000000   0.0000000   0.00000000					· · · · · · · · · · · · · · · · · · ·	1		
Mode of Voting: (Poll)			<del> </del>					
Promoter and Promoter Group 9146473 0 0.0000 0 0 0.0000 0.00	Total(A)	12323037	11120113	90.2725	11126113		100.0000	0.000
Promoter and Promoter Group 9146473 0 0.0000 0 0 0.0000 0.00		1		80-161	(		l	
Promoter Group 9146473 0 0.0000 0 0 0.0000 0.0000 0.0000 0.0000 0.0000 0.000 0.0000 0.000 0.0000 0.000 0.0000 0.00	Describer and	T	Ι	Mode of V	/oting: (Poll)	Y		1
Public Institutional 2549599 0 0.0000 0 0 0.0000 0.000		01.46473						
Public-Others 628965 876 0.1393 876 0 100.0000 0.00  Total(B) 12325037 876 0.0071 876 0 100.0000 0.00  Result (A+B) 12325037 11126989 90.2796 11126989 0 100.0000 0.00  Resolution No:3 Re-appointment of Mr. Hemant P. Jain (DIN No.00029822) who retires by rotation.    Mode of Voting: (E-voting)					1			
Total(B)								
Result (A+B) 12325037 11126989 90.2796 11126989 0 100.0000 0.000  Resolution No:3 Re-appointment of Mr. Hemant P. Jain (DIN No.00029822) who retires by rotation.    Mode of Voting: (E-voting)				<del> </del>		<del></del>		<del> </del>
Resolution No:3 Re-appointment of Mr. Hemant P. Jain (DIN No.00029822) who retires by rotation.    Mode of Voting: (E-voting)	Total(B)	12325037	876	0.0071	876	0	100.0000	0.000
Resolution No:3 Re-appointment of Mr. Hemant P. Jain (DIN No.00029822) who retires by rotation.    Mode of Voting: (E-voting)	D 1. (4 . m)							
Mode of Voting: (E-voting)   Promoter and   Promoter Group   9146473   9146473   100.0000   9146473   0   100.0000   0.000	Result (A+B)	12325037	11126989	90.2796	11126989	0	100.0000	0.000
Mode of Voting: (E-voting)   Promoter and   Promoter Group   9146473   9146473   100.0000   9146473   0   100.0000   0.000			L	<u> </u>	l			
Promoter and Promoter Group 9146473 9146473 100.0000 9146473 0 100.0000 0.00 Public Institutional 2549599 1950557 76.5045 1950557 0 100.0000 0.00 Public-Others 628965 29083 4.6239 17321 11762 59.5571 40.44 Total(A) 12325037 11126113 90.2725 11114351 11762 99.8943 0.10 Promoter and Promoter Group 9146473 0 0.0000 0 0 0.0000 0.00 Public Institutional 2549599 0 0.0000 0 0 0 0.0000 0.00 Public-Others 628965 876 0.1393 876 0 100.0000 0.00 Total(B) 12325037 876 0.0071 876 0 100.0000 0.00	Resolution No:3 Re	e-appointment of M	r. Hemant P. Jain (E			on.		
Promoter Group 9146473 9146473 100.0000 9146473 0 100.0000 0.000 Public Institutional 2549599 1950557 76.5045 1950557 0 100.0000 0.000 Public-Others 628965 29083 4.6239 17321 11762 59.5571 40.44 Total(A) 12325037 11126113 90.2725 11114351 11762 99.8943 0.10  Mode of Voting: (Poll) .  Promoter and Promoter Group 9146473 0 0.0000 0 0 0.0000 0.000 Public Institutional 2549599 0 0.0000 0 0 0.0000 0.000 Public Institutional 2549599 1 0.0000 0 0 0.0000 0.000 Public-Others 628965 876 0.1393 876 0 100.0000 0.000 Total(B) 12325037 876 0.00071 876 0 100.0000 0.000			T	Mode of Vo	ting: (E-voting)			
Public Institutional         2549599         1950557         76.5045         1950557         0         100.0000         0.00           Public-Others         628965         29083         4.6239         17321         11762         59.5571         40.44           Total(A)         12325037         11126113         90.2725         11114351         11762         99.8943         0.10           Made of Voting: (Poll)           Promoter and Promoter Group         9146473         0         0.0000         0         0         0.0000         0.00           Public Institutional         2549599         0         0.0000         0         0         0.0000         0.00           Public-Others         628965         876         0.1393         876         0         100.0000         0.00           Total(B)         12325037         876         0.0071         876         0         100.0000         0.00							ALL STATES	
Public-Others 628965 29083 4.6239 17321 11762 59.5571 40.44  Total(A) 12325037 11126113 90.2725 11114351 11762 99.8943 0.10    Mode of Voting: (Poll)	Promoter Group		<del>{</del>			1		
Total(A)   12325037   11126113   90.2725   11114351   11762   99.8943   0.10	Public Institutional		<del> </del>					0.000
Mode of Voting: (Poll)	Public-Others	628965	29083	4.6239	17321	11762	59.5571	40.442
Promoter and Promoter Group         9146473         0         0.0000         0         0.0000         0.000         0.000         0.000         0.000         0.000         0.000         0.000         0.000         0.000         0.000         0.000         0.000         0.00         0.000         0.00 </td <td>Total(A)</td> <td>12325037</td> <td>11126113</td> <td>90.2725</td> <td>11114351</td> <td>11762</td> <td>99.8943</td> <td>0.105</td>	Total(A)	12325037	11126113	90.2725	11114351	11762	99.8943	0.105
Promoter and Promoter Group         9146473         0         0.0000         0         0.0000         0.000         0.000         0.000         0.000         0.000         0.000         0.000         0.000         0.000         0.000         0.000         0.000         0.00         0.000         0.00 </td <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td>								
Promoter Group         9146473         0         0.0000         0         0.0000         0.000           Public Institutional         2549599         0         0.0000         0         0         0.0000         0.00           Public-Others         628965         876         0.1393         876         0         100.0000         0.00           Total(B)         12325037         876         0.0071         876         0         100.0000         0.00				Mode of \	/oting: (Poll)			
Public Institutional         2549599         0         0.0000         0         0         0.0000         0.00           Public-Others         628965         876         0.1393         876         0         100.0000         0.00           Total(B)         12325037         876         0.0071         876         0         100.0000         0.00	Promoter and							
Public Institutional         2549599         0         0.0000         0         0         0.0000         0.00           Public-Others         628965         876         0.1393         876         0         100.0000         0.00           Total(B)         12325037         876         0.0071         876         0         100.0000         0.00	Promoter Group	9146473			0	0	0.0000	0.000
Public-Others         628965         876         0.1393         876         0         100.0000         0.00           Total(B)         12325037         876         0.0071         876         0         100.0000         0.00	Public Institutional	2549599	C	0.0000	C	0		
Total(B) 12325037 876 0.0071 876 0 100.0000 0.00	Public-Others	628965	876	0.1393	876			
	Total(B)	12325037						<del>-</del>
Result (A+B) 12325037 11126989 90.2796 11115227 11762 99.8943 0.10							1	1
	Result (A+B)	12325037	11126989	90,2796	11115227	11762	99 8043	0.105



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			Mode of Voting:	(E-voting)			
Promoter and			***************************************			1	
Promoter Group	9146473	9146473	100.0000	9146473	0	100.0000	0.0000
Public Institutional	2549599	1645269	64.5305	1435666	209603	87.2603	12.7397
Public-Others	628965	29083	4.6239	17321	11762	59.5571	40.442
Total(A)	12325037	10820825	87.7955	10599460	221365	97.9543	2.045
			Mode of Votin	g: (Poll)			
Promoter and							
Promoter Group	9146473	0	0.0000	0	0	0.0000	0.0000
Public Institutional	2549599	0	0.0000	0	0	0.0000	0.0000
Public-Others	628965	876	0.1393	876	0	100.0000	0.0000
Total(B)	12325037	876	0.0071	876	0	100.0000	0.0000
Result (A+B)	12325037	10821701	87.8026	10600336	221365	97.9544	2,0456
Resolution No:5 Re-an	pointment of N.A. Sh	nah Associates, Char	tered Accountants	as Ioint Statuton, Au	ditors of the comp	any and fiving their	amunaration
	pointment of N.A. Sh	nah Associates, Char	tered Accountants Mode of Voting:		ditors of the compa	any and fixing their r	emuneration.
Resolution No:5 Re-app			Mode of Voting:		ditors of the compa	any and fixing their r	emuneration.
Promoter and Promoter Group	9146473	9146473	Mode of Voting: 100.0000		ditors of the compa	any and fixing their r	emuneration.
Promoter and Promoter Group Public Institutional	9146473 2549599	9146473 1645269	Mode of Voting: 100.0000 64.5305	(E-voting)			0.0000
Promoter and Promoter Group Public Institutional Public-Others	9146473 2549599 628965	9146473 1645269 29083	Mode of Voting: 100.0000	(E-voting) 9146473	0	100.0000	
Promoter and Promoter Group Public Institutional	9146473 2549599	9146473 1645269	Mode of Voting: 100.0000 64.5305	9146473 1435666	0 209603	100.0000 87.2603	0.0000 12.7397 40.4429
Promoter and Promoter Group Public Institutional Public-Others	9146473 2549599 628965	9146473 1645269 29083	100.0000 64.5305 4.6239	9146473 1435666 17321 10599460	0 209603 11762	100.0000 87.2603 59.5571	0.0000 12.7397
Promoter and Promoter Group Public Institutional Public-Others	9146473 2549599 628965	9146473 1645269 29083	100.0000 64.5305 4.6239 87.7955	9146473 1435666 17321 10599460	0 209603 11762	100.0000 87.2603 59.5571	0.0000 12.739 40.442
Promoter and Promoter Group Public Institutional Public-Others Total(A)	9146473 2549599 628965	9146473 1645269 29083	100.0000 64.5305 4.6239 87.7955	9146473 1435666 17321 10599460	0 209603 11762	100.0000 87.2603 59.5571	0.0000 12.739 40.4425 2.0457
Promoter and Promoter Group Public Institutional Public-Others Total(A)  Promoter and Promoter Group	9146473 2549599 628965 12325037	9146473 1645269 29083 10820825	100.0000 64.5305 4.6239 87.7955  Mode of Votin	9146473 1435666 17321 10599460 g: (Poll)	0 209603 11762 221365	100.0000 87.2603 59.5571 97.9543	0.0000 12,739 40,442 2.045
Promoter and Promoter Group Public Institutional Public-Others Total(A)  Promoter and	9146473 2549599 628965 12325037	9146473 1645269 29083 10820825	100.0000 64.5305 4.6239 87.7955 Mode of Votin	9146473 1435666 17321 10599460 g: (Poll)	0 209603 11762 221365	100.0000 87.2603 59.5571 97.9543	0.0000 12,739; 40,442; 2.045; 0.0000
Promoter and Promoter Group Public Institutional Public-Others Total(A)  Promoter and Promoter Group Public Institutional	9146473 2549599 628965 12325037 9146473 2549599	9146473 1645269 29083 10820825	100.0000 64.5305 4.6239 87.7955 Mode of Votin 0.0000 0.0000	9146473 1435666 17321 10599460 g: (Poll)	0 209603 11762 221365	100.0000 87.2603 59.5571 97.9543 0.0000	0.0000 12.7397 40.4429

This is for your information and records pursuant to Clause 35A of the Listing Agreement.

Secretary

Please find the same in order and acknowledge Receipt

Thanking You

Yours faithfully

For Kewal Kiran Clothing Limited

Abhijit Watange
Vice President - Legal & Company Se

Regd. & Corporate Off.: 460/7, Kewal Kiran Estate, I.B.Patel Rd., Near Western Express Highway, Goregaon (E), Mumbai - 400 063.
Tel: 91 - 22 - 26814400 Fax: 91 - 22 - 26814410. Email: contact@kewalkiran.com • Corporate Identity Number (CIN): L18101MH1992PLC065136

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# U. P. Jain & Co.

#### **COMPANY SECRETARIES**

**BS** Ummedmal P. Jain B.Com., LL.B., F.C.S. Telefax : 2264 2676 E-mail : upjain@vsnl.net upjainco@gmail.com

26, Nafees Chamber, 2nd Floor, 121-123, Mody Street, Fort, Mumbai - 400 001.

# SCRUTINIZER'S CONSOLIDATED REPORT [E-VOTING & BALLOT PROCESS]

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

To,
The Chairman,
KEWAL KIRAN CLOTHING LIMITED
Kewal Kiran Estate,
460/7, I. B. Patel Road,
Near Western Express Highway,
Goregoan (east)
Mumbai- 400063

### Dear Sir,

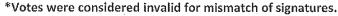
- I, Ummedmal Jain, of M/s U. P. Jain & Co., Company Secretary in practice, having office at 26, Nafees Chamber, 2<sup>nd</sup> Floor, 121-123 Mody Street, Fort, Mumbai 400001, have been appointed as a scrutinizer by the Board of Directors of KEWAL KIRAN CLOTHING LIMITED (the Company) in its meeting held on 23<sup>rd</sup> July, 2015 for the purpose of scrutinizing the evoting process and ballot process in a fair and transparent manner as per the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time on the below mentioned resolutions, at the 24<sup>th</sup> Annual General Meeting of the members of the Company to be held on 31<sup>st</sup> August, 2015 at 12.00 noon at M. C. Ghia Hall, Bhogilal Hargovindas Building, 2<sup>nd</sup> floor, 18/20, Kaikhushru Dubash Marg (Behind Prince of Wales Museum), Mumbai 400 001.
- 2. It is the responsibility of the Management of the Company to ensure due compliance of the applicable provisions of the Companies Act, 2013 and Rules made there under and also the requirements thereof relating to voting through electronic means and ballot process on the resolutions contained in the Notice of the 24<sup>th</sup> AGM of the Members of the Company. As the Scrutinizer for the e-voting process and Ballot process, my role and responsibility are limited to make a Scrutinizer's consolidated Report of the votes cast "in favour" or "against" in respect of the Resolutions contained in the Notice of the 24<sup>th</sup> AGM, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the authorised agency to provide Remote e-voting facilities, engaged by the Company and from the Ballot process conducted at the 24<sup>th</sup> AGM.
- 3. Further to above, I submit my report as under;



(a) The remote e-voting period remained opened from 28<sup>th</sup> August, 2015 (9.00 am) to 30<sup>th</sup> August, 2015 (5.00 pm) and the voting carried out through Ballot process at 24<sup>th</sup> Annual General Meeting (AGM) held on 31<sup>st</sup> August, 2015.

- (b) The shareholders holding shares as on the 'cut off' date i.e. 24<sup>th</sup> August, 2015 were entitled to vote on the proposed resolutions as set out in the Notice of the 24<sup>th</sup> Annual General Meeting of the Company.
- (c) The Ballot paper was provided at 24<sup>th</sup> AGM on Monday the 31<sup>st</sup> August, 2015 to those members who attended the meeting but did not vote through remote e-voting facility.
- (d) The ballot papers were scrutinized and reconciled with the records maintained by the Company and its Registrar and Transfer Agents.
- (e) The Ballot papers which were not in order, because either they were submitted twice by the same member or they were submitted for the members who did not attend the meeting, have not been considered in total number of votes cast through ballot and kept separately.
- (f) The ballot papers with mismatch of the signature in the records maintained by the Company and its Registrar and Transfer Agents have been treated as invalid.
- (g) The remote e-voting facility was unblocked on 31<sup>st</sup> August, 2015 around 4.31 pm in the presence of two witnesses, Mr. Naren S. Shroff and Mr. Jinesh B. Parikh, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
- (h) The details containing, inter alia, list of equity shareholders, who voted "For" and "Against" were downloaded from the e-voting website of the Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.
- (i) Particulars of all votes received either through electronic voting system or through ballot papers from the members have been entered in the Register separately maintained for the purpose.
- (j) A summary of the votes received electronically and through ballot papers are given below:
- a. Ordinary Resolution 1: Adoption of Audited Financial Statements for the Financial Year ended March 31, 2015 and reports of the Board of Directors and the Auditors thereon:

Particulars	Number of	No. of shares	No. of votes	% of total
	members		cast	paid up
	voted			Equity capital
Total votes polled through	61	10,820,825	10,820,825	87.80
remote e-voting				
Ballot Paper	57	401,307	401,307	3.25
Total votes cast	118	11,222,132	11,222,132	91.05
Less: Invalid votes *	11	400,431	400,431	3.25
Net valid votes cast	107	10,821,701	10,821,701	87.80





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

Number of members voted	Number of Votes cast in	% of total number of valid
thru e-voting system and	favour of resolution	votes cast
ballot		
107	10,821,701	100

### (ii) Voted against the resolution:

Number of members voted thru e-voting system and		% of total number of valid votes cast
ballot	·	
0	0	0

### (iii) Invalid Votes:

Number of members whose votes were	Total number of votes cast by them
declared invalid *	·
11	400,431

<sup>\*</sup> Votes were considered invalid for mismatch of signatures.

b. Ordinary Resolution 2: Declaration of final dividend and confirmation of three interim dividends of Rs. 8/- Rs. 7.5/-, Rs. 5/- and Rs. 3/- respectively per Equity share for the Financial Year ended March 31, 2015:

Particulars	Number of	No. of shares	No. of votes	% of total
	members		cast	paid up
	voted			Equity capital
Total votes polled through	78	11,126,113	11,126,113	90.27
remote e-voting				
Ballot Paper	57	401,307	401,307	3.25
Total votes cast	135	11,527,420	11,527,420	93.52
Less: Invalid votes *	11	400,431	400,431	3.25
Net valid votes cast	124	11,126,989	11,126,989	90.27

<sup>\*</sup>Votes were considered invalid for mismatch of signatures.

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

Number of members voted	Number of Votes cast in	% of total number of valid
thru e-voting system and	favour of resolution	votes cast
ballot		
124	11,126,989	100

### (ii) Voted against the resolution:



Number of members voted thru e-voting system and	_	% of total number of valid votes cast
ballot 0	0	0 .

# (iii) Invalid Votes:

Number of members whose votes were Total		Total number of votes cast by them			
declared	inva	alid *			
		11	•		400,431

<sup>\*</sup> Votes were considered invalid for mismatch of signatures.

# c. Ordinary Resolution 3: Re-appointment of Hemant P. Jain (DIN:00029822) who retires by rotation:

Particulars	Number of	No. of shares	No. of votes	% of total
	members		cast	paid up
	voted			Equity capital
Total votes polled through	78	11,126,113	11,126,113	90.27
remote e-voting				
Ballot Paper	57	401,307	401,307	3.25
Total votes cast	135	11,527,420	11,527,420	93.52
Less: Invalid votes *	11	400,431	400,431	3.25
Net valid votes cast	124	11,126,989	11,12,6989	90.27

<sup>\*</sup>Votes were considered invalid for mismatch of signatures.

# (i) Voted in favour of the resolution:

Number of members voted thru e-voting system and ballot		% of total number of valid votes cast
121	11,115,227	99.89

# (ii) Voted against the resolution:

Number of members voted thru e-voting system and ballot		% of total number of valid votes cast
3	11,762	0.11

# (iii) Invalid Votes:

Number of members whose votes were	Total number of votes cast by them
declared invalid *	
11	400,431

<sup>\*</sup> Votes were considered invalid for mismatch of signatures.



**d.** Ordinary Resolution 4: Re-appointment of Jain and Trivedi, Chartered Accountants, as Statutory Auditors of the company and fixing their remuneration:

Particulars	Number of	No. of shares	No. of votes	% of	total
	members		cast	paid	up
	voted			Equity o	apital
Total votes polled through	61	10,820,825	10,820,825	87.8	30
remote e-voting					
Ballot Paper	57	401,307	401,307	3.2	5
Total votes cast	118	11,222,132	11,222,132	91.0	05
Less: Invalid votes *	11	400,431	400,431	3.2	.5
Net valid votes cast	107	10,821,701	10,821,701	87.	80

<sup>\*</sup>Votes were considered invalid for mismatch of signatures.

# (i) Voted in favour of the resolution:

Number of members voted thru e-voting system and		% of total number of valid votes cast
ballot		
100	10,600,336	97.95

# (ii) Voted against the resolution:

Number of members voted thru e-voting system and ballot		% of total number of valid votes cast
7	221,365	2.05

# (iii) Invalid Votes:

Number of members whose votes were declared invalid *	Total number of votes cast by them
11	400,431

<sup>\*</sup> Votes were considered invalid for mismatch of signatures.

**e. Ordinary Resolution 5** : Re-appointment of N.A. Shah Associates, as Joint Statutory Auditors of the company and fixing their remuneration:

Particulars	Number of	No. of shares	No. of votes	% of total
	members		cast	paid up
	voted			Equity capital
Total votes polled through	61	10,820,825	10,820,825	87.80
remote e-voting				
Ballot Paper	57	401,307	401,307	3.25
Total votes cast	118	11,222,132	11,222,132	91.05
Less: Invalid votes *	11	400,431	400,431	3.25
Net valid votes cast	107	10,821,701	10,821,701	87.80

<sup>\*</sup>Votes were considered invalid for mismatch of signatures.



# (i) Voted in favour of the resolution:

Number of members voted thru e-voting system and ballot	Number of Votes cast in favour of resolution	% of total number of valid votes cast
100	10,600,336	97.95

### (ii) Voted against the resolution:

Number of members voted thru e-voting system and ballot		% of total number of valid votes cast
7	221,365 2.05	

### (iii) Invalid Votes:

Number of members whose votes were	Total number of votes cast by them
declared invalid *	
11	400,431

<sup>\*</sup> Votes were considered invalid for mismatch of signatures.

You may accordingly declare the result of the voting through electronic means.

The Register, all other papers and relevant records relating to the e-voting and ballot paper shall remain in my custody until the Chairman considers, approves and signs the minutes of the aforesaid 24<sup>th</sup> Annual General Meeting and the same shall be handed over to the Chairman / Company Secretary of the Company for safe keeping

Thanking you, Yours faithfully,

For U. P. JAIN & CO.

Company Secretaries

Ummedmal Jain

**Practising Company Secretary** 

FCS: 3735 CP: 2235 Date: 1<sup>st</sup> September, 2015

Place: Mumbai

We the undersigned witnessth that the votes were unlocked from the e-voting website of Central Depository Services (India) Limited (CDSL) in our presence at Mumbai on 31<sup>st</sup> August, 2015 at 4.31 p.m.

Witness:

**Mf. Naren S. Shroff** 26, Nafees Chamber, 2<sup>nd</sup> Floor, 121-123, Mody Street, Fort,

Mumbai - 400 001.

Mr. Jinesh B Parikh

26, Nafees Chamber, 2<sup>nd</sup> Floor, 121-123, Mody Street, Fort,

Mumbai - 400 001.