

# Himatsingka Seide Limited

10/24, Kumara Krupa Road, High Grounds, Bangalore - 560 001, India.

Ref: SEC:0001:2:0991:KGN

September 23, 2017

Bombay Stock Exchange Ltd  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001

National Stock Exchange of India Ltd  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1  
G Block, Bandra-Kurla Complex, Bandra (E)  
Mumbai – 400 051

Dear Sirs,

**Sub: Compliance of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.**

Pursuant to Regulation 44(3) of SEBI (LODR), 2015, we are forwarding the voting results of 32<sup>nd</sup> Annual General Meeting of the Company.

Agenda-wise details of voting results and Scrutinizers report thereon are attached herewith.

Thanking You,

Yours Faithfully,  
For Himatsingka Seide Limited

  
Ashok Sharma  
Vice-President- Strategic Finance  
& Company Secretary



Prakash Kamath

Company Secretary

"Shreyas", #33, 3<sup>rd</sup> Main, Domlur II Stage Bangalore 560 071.  
Tel : +91 80 2535 1031 Mobile: +91 98441 08711 e-mail: pjkamath@vsnl.net

### Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014]

**The Chairman,  
Himatsingka Seide Limited**

32<sup>nd</sup> Annual General Meeting of the Members of Himatsingka Seide Limited held on Saturday, 23<sup>rd</sup> September, 2017 at The Lalit Ashok, Bangalore at 2.00 PM.

Dear Sir,

I, Prakash Kamath, Practicing Company Secretary, Bangalore, appointed by the Board of Directors of Himatsingka Seide Limited (the Company) through their resolution dated August 10<sup>th</sup>, 2017 to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing the electronic voting process and in respect of the Resolutions proposed at the 32<sup>nd</sup> Annual General Meeting of the Company, do hereby submit my report as follows:-

1. The Company has completed the dispatch of notice on August 31<sup>st</sup>, 2017, to its members whose name(s) appeared on the Register of Members / list of beneficiaries as well as electronically to all those members who had registered their email ids with the Company.
2. Particulars of electronic votes as reported by Karvy Computershare Private Limited (KARVY), agency facilitating e-voting platform have been entered in register separately maintained for the purpose.
3. In case of e-voting members' demographic details, their voting rights and voting patterns were provided by KARVY.
4. The votes if any cast by Member(s) both in Physical and electronically having been identified and in terms of the said notice dated August 10, 2017, votes cast through physical ballot forms were considered valid.
5. All electronic votes received upto to the close of working hours (i.e. 17 hours) Friday, September 22, 2017, the last date and time fixed by the Company for receipt of electronic votes, were considered for my scrutiny alongwith the votes cast physically at the AGM venue before 3.00 PM on Saturday September 23, 2017.



6. The e-voting services were provided by Karvy Computershare Private Limited.
7. Voting rights were reckoned on the paid-up value of shares registered in the names of the Members as on September 15, 2017.
8. The period for e-voting started at 9.00 A.M. on Monday, September 18, 2017 and ended at 5.00 P.M. on Friday, September 22, 2017.
9. The electronic votes cast were unblocked on 23<sup>rd</sup> September, 2017 at 3.30 PM and physical votes from ballot boxes at 3.30 pm. On 23<sup>rd</sup> September 2017 in the presence of two witnesses, Ms. Reena Edwards and Ms. B K Sarvamangala, both of whom are not in the employment of the Company.
10. Based on the report generated from Karvy Computershare Private Limited's e-voting website [www.evoting.karvy.com](http://www.evoting.karvy.com) the results of e-voting are as under:
11. The voting results were as under:

### **ORDINARY BUSINESS**

#### **Item No. 1 – Ordinary Resolution**

Consideration and adoption of the financial statements including the consolidated financial statements of the Company for the Financial year ended 31<sup>st</sup> March, 2017, and the Reports of the Directors and Auditors thereon

	Number of Members who voted	Number of Shares for which vote cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	180	66797953	99.9997
Voted against the resolution	3	54	0.0003
Invalid votes	-	1683	-

#### **Item No. 2 – Ordinary Resolution**

Confirmation of payment of Final Dividend of Rs.2.50/- per equity share for the financial year ended 31<sup>st</sup> March, 2017

	Number of Members who voted	Number of Shares for which vote cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	180	66797960	99.9997
Voted against the resolution	3	54	0.0003
Invalid votes	-	1676	-



Item No. 3 – Ordinary Resolution

Election of Director in place of Mr. D K Himatsingka (DIN 00139516) who retires by rotation and being eligible offers himself for re-election

	Number of Members who voted	Number of Shares for which vote cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	173	66411052	99.275875
Voted against the resolution	10	386962	0.724125
Invalid votes	-	1676	-

Item No. 4 – Ordinary Resolution

Appointment of Auditors M/s. BSR & Co LLP, Chartered Accountants, from the conclusion of this AGM till the conclusion of the 37<sup>th</sup> AGM subject to ratification at every AGM and authorising the Board of Directors of the Company and to fix their remuneration

	Number of Members who voted	Number of Shares for which vote cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	179	66786813	99.934
Voted against the resolution	4	11001	0.066
Invalid votes	-	1876	-

**SPECIAL BUSINESS**

Item No. 5 – Special Resolution

Approval for borrowing/raising funds in INR/foreign currency by Issue of debt instruments (including bonds, non-convertible debentures etc) by way of private placement or public issue not exceeding Rs. 200 crores (Rupees Two Hundred crores only) during the period of one year from the date of passing of this resolution within the overall limit of Rs. 400 crores (Rupees Four Hundred crores only).



	Number of Members who voted	Number of Shares for which vote cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	179	66786988	99.934
Voted against the resolution	4	11001	0.066
Invalid votes	-	1701	-

Item No. 6 – Ordinary Resolution

Approval for Reclassification of persons (hereinafter individually & jointly referred to as 'Applicants') from 'Promoter & Promoter Group' category of the Company to 'Public Category'.

	Number of Members who voted	Number of Shares for which vote cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	180	66798435	99.9997
Voted against the resolution .	3	54	*0.0003
Invalid votes	-	1201	-

Item No. 7 – Ordinary Resolution

Charging of fees from members, fees in advance equivalent to the estimated actual expenses of delivery of documents, pursuant to a request made by the member for delivery of such documents through a particular mode along with requisite fees to dispatch such documents.

	Number of Members who voted	Number of Shares for which vote cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	173	66750141	99.275875
Voted against the resolution	10	47641	0.724125
Invalid votes	-	1908	-





Prakash Kamath

Company Secretary

"Shreyas", #33, 3<sup>rd</sup> Main, Domlur II Stage Bangalore 560 071.  
Tel.: +91 80 2535 1031 Mobile: +91 98441 08711 e-mail: pjkamath@vsnl.net

Taking into consideration of the net valid votes, I report that all the resolution(s) as set out in the Notice dated 10<sup>th</sup> August, 2017 have been passed by the Members with requisite majority.

You may accordingly declare the results of the electronic and physical voting.

Thanking you,

Prakash Kamath  
(SCRUTINIZER)



Place: Bangalore

Date: 23.09.2017

We, the undersigned, have witnessed that the votes were unblocked from Karvy Computershare Private Limited's e-voting website [www.evoting.karvy.com](http://www.evoting.karvy.com) in our presence on Saturday, 23<sup>rd</sup> September, 2017 at 3.30 P.M.

Name: Reena Edwards  
Address: #33, Shreyas, 1<sup>st</sup> Floor  
3<sup>rd</sup> Main, Domlur 2<sup>nd</sup> Stage  
Bangalore 560071

Name: B K Sarvamangala  
Address: #33, Shreyas, 1<sup>st</sup> Floor  
3<sup>rd</sup> Main, Domlur 2<sup>nd</sup> Stage  
Bangalore 560071

Date of the AGM/EGM	HIMATSIINGKA SEIDE LIMITED
Total number of shareholders on record date	23-09-2017
No. of shareholders present in the meeting either in person or through proxy:	24993
Promoters and Promoter Group:	8
Public:	175
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of financial statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2017 and Reports of the Board of Directors and Auditors thereon.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	
Promoter and Promoter Group	E-Voting		53191279	94.4203	53191279	0	100.0000	0.0000	0	0
	Poll	56334595		0.0000	00	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)			0.0000	00	0	0.0000	0.0000	0	0
Public- Institutions	Total		53191279	94.4203	53191279	0	100.0000	0.0000	0	0
	E-Voting		13154539	66.6466	13154539	0	100.0000	0.0000	0	0
	Poll	19737763		0.0000	00	0	0.0000	0.0000	0	0
Public- Non Institutions	Postal Ballot (if applicable)			0.0000	00	0	0.0000	0.0000	0	0
	Total		13154539	66.6466	13154539	0	100.0000	0.0000	0	0
	E-Voting		365682	1.6336	365681	1	99.9997	0.0002	0	0
Public- Non Institutions	Poll	22384802		0.3865	86454	53	99.9387	0.0612	1683	0
	Postal Ballot (if applicable)			0.0000	00	0	0.0000	0.0000	0	0
	Total		452189	2.0201	452135	54	99.9881	0.0119	1683	0
Public- Non Institutions	Total	99457160	66798007	67.8447	66797953	54	99.9999	0.0001	1683	1683





Resolution No.	ORDINARY - To declare Dividend for the financial year ended March 31, 2017									
Resolution required: (Ordinary/ Special)	No									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	
Promoter and Promoter Group	E-Voting	53191279	53191279	94.4203	53191279	0	100.0000	0.0000	0	
	Poll	56334595	0	0.0000	00	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000	0	
Public- Institutions	Total	53191279	53191279	94.4203	53191279	0	100	0.0000	0	
	E-Voting	13154539	13154539	66.6466	13154539	0	100.0000	0.0000	0	
	Poll	19737763	0	0.0000	00	0	0.0000	0.0000	0	
Public- Non Institutions	Total	13154539	13154539	66.6466	13154539	0	100	0.0000	0	
	E-Voting	365682	365682	1.6336	365682	1	99.9997	0.0002	0	
	Poll	22384802	86514	0.3865	86461	53	99.9387	0.0612	1676	
Total	98457150	452196	2.0201	452142	54	99.9881	0.0119	1676		
Total	66798014	67,8447	67,8447	54	99.9999	0.0001	0.0001	1676		

Resolution No.	ORDINARY - Re-appointment of Mr. D.K. Himatsingka (DIN: 00139516), Director retiring by rotation, who has offered himself for re-appointment									
Resolution required: (Ordinary/ Special)	No									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	
Promoter and Promoter Group	E-Voting	53191279	53191279	94.4203	53191279	0	100.0000	0.0000	0	
	Poll	56334595	0	0.0000	00	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000	0	
Public- Institutions	Total	53191279	53191279	94.4203	53191279	0	100	0.0000	0	
	E-Voting	13154539	13154539	66.6466	12767631	386908	97.0587	2.9412	0	
	Poll	19737763	0	0.0000	00	0	0.0000	0.0000	0	
Public- Non Institutions	Total	13154539	13154539	66.6466	12767631	386908	97.0587	2.9412	0	
	E-Voting	365682	365682	1.6336	365682	1	99.9997	0.0002	0	
	Poll	22384802	86514	0.3865	86461	53	99.9387	0.0612	1676	
Total	98457150	452196	2.0201	452142	54	99.9881	0.0119	1676		
Total	66798014	67,8447	67,8447	54	99.9999	0.0001	0.5793	1676		



Resolution No.	ORD NARY - Appointment of Auditors of the Company									
Resolution required: (Ordinary/ Special)	ORD NARY - Appointment of Auditors of the Company									
Whether promoter/ promoter group are interested in the agenda/ resolution?	ORD NARY - Appointment of Auditors of the Company									
No	No	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	
Category	Mode of Voting		53191279	94.4203	53191279	0	100.0000	0.0000	0	
	E-Voting		0	0.0000	00	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)	56334595								
Promoter and Promoter Group	Total		53191279	94.4203	53191279	0	100.0000	0.0000	0	
	E-Voting		13154539	66.6466	13154539	0	100.0000	0.0000	0	
	Poll	19737763	0	0.0000	00	0	0.0000	0.0000	0	
Public- Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0	
	Total		13154539	66.6466	13154539	0	100	0	0	
	E-Voting		365682	1.6336	365681	1	99.9997	0.0002	0	
	Poll	22384802	86314	0.3856	75314	11000	87.2558	12.7441	1876	
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0	
	Total		451996	2.0192	440995	11001	97.5661	2.4339	1876	
	Total	98457150	66797814	67.8445	66786813	11001	99.9835	0.0165	1876	

Resolution No.	SPECIAL - Approval to create, offer, issue and allot shares of the Company									
Resolution required: (Ordinary/ Special)	SPECIAL - Approval to create, offer, issue and allot shares of the Company									
Whether promoter/ promoter group are interested in the agenda/ resolution?	SPECIAL - Approval to create, offer, issue and allot shares of the Company									
No	No	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	
Category	Mode of Voting		53191279	94.4203	53191279	0	100.0000	0.0000	0	
	E-Voting		0	0.0000	00	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)	56334595								
Promoter and Promoter Group	Total		53191279	94.4203	53191279	0	100	0	0	
	E-Voting		13154539	66.6466	13154539	0	100.0000	0.0000	0	
	Poll	19737763	0	0.0000	00	0	0.0000	0.0000	0	
Public- Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0	
	Total		13154539	66.6466	13154539	0	100	0	0	
	E-Voting		365682	1.6336	365681	1	99.9997	0.0002	0	
	Poll	22384802	86489	0.3864	75489	11000	87.2816	12.7183	1701	
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0	
	Total		452171	2.02	441170	11001	97.5671	2.4329	1701	
	Total	98457150	66797989	67.8447	66786988	11001	99.9835	0.0165	1701	



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Resolution No.	ORDINARY - To approve re-classification of promoters										
Resolution required: (Ordinary/ Special)	ORDINARY - To approve re-classification of promoters										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid			
Promoter and Promoter Group	E-Voting	53191279	94.4203	53191279	0	100.0000	0.0000	0			
	Poll	56334595	0.0000	00	0	0.0000	0.0000	0			
	Postal Ballot (if applicable)	0	0.0000	00	0	0.0000	0.0000	0			
	<b>Total</b>	<b>53191279</b>	<b>94.4203</b>	<b>53191279</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>			
Public- Institutions	E-Voting	13154539	66.6466	13154539	0	100.0000	0.0000	0			
	Poll	19737763	0.0000	00	0	0.0000	0.0000	0			
	Postal Ballot (if applicable)	0	0.0000	00	0	0.0000	0.0000	0			
	<b>Total</b>	<b>13154539</b>	<b>66.6466</b>	<b>13154539</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>			
Public- Non Institutions	E-Voting	365682	1.6336	365681	1	99.9997	0.0002	0			
	Poll	86989	0.3886	86936	53	99.9390	0.0609	1201			
	Postal Ballot (if applicable)	22384802	0.0000	00	0	0.0000	0.0000	0			
	<b>Total</b>	<b>452671</b>	<b>2.0222</b>	<b>452617</b>	<b>54</b>	<b>99.9881</b>	<b>0.0119</b>	<b>1201</b>			
	<b>Total</b>	<b>98457160</b>	<b>67.8452</b>	<b>66798489</b>	<b>54</b>	<b>99.9999</b>	<b>0.0001</b>	<b>1201</b>			

Resolution No.	ORDINARY - Fees for delivery of any document through particular mode of delivery to a member										
Resolution required: (Ordinary/ Special)	ORDINARY - Fees for delivery of any document through particular mode of delivery to a member										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid			
Promoter and Promoter Group	E-Voting	53191279	94.4203	53191279	0	100.0000	0.0000	0			
	Poll	56334595	0.0000	00	0	0.0000	0.0000	0			
	Postal Ballot (if applicable)	0	0.0000	00	0	0.0000	0.0000	0			
	<b>Total</b>	<b>53191279</b>	<b>94.4203</b>	<b>53191279</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>			
Public- Institutions	E-Voting	13154539	66.6466	13118539	36000	99.7263	0.2736	0			
	Poll	19737763	0.0000	00	0	0.0000	0.0000	0			
	Postal Ballot (if applicable)	0	0.0000	00	0	0.0000	0.0000	0			
	<b>Total</b>	<b>13154539</b>	<b>66.6466</b>	<b>13118539</b>	<b>36000</b>	<b>99.7263</b>	<b>0.2736</b>	<b>0</b>			
Public- Non Institutions	E-Voting	365682	1.6336	365054	628	99.8282	0.1717	0			
	Poll	86282	0.3854	75269	11013	87.2360	12.7639	1908			
	Postal Ballot (if applicable)	22384802	0.0000	00	0	0.0000	0.0000	0			
	<b>Total</b>	<b>451964</b>	<b>2.019</b>	<b>440323</b>	<b>11641</b>	<b>97.4244</b>	<b>2.5756</b>	<b>1908</b>			
	<b>Total</b>	<b>98457160</b>	<b>67.8445</b>	<b>66797782</b>	<b>47641</b>	<b>99.9287</b>	<b>0.0713</b>	<b>1908</b>			