# Himatsingka Seide Limited

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


Ref: SEC:0001:2:0558:KGN

September 16, 2015

Listing Department
Bombay Stock Exchange Ltd
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

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

Dear Sirs,

**Sub: Clause 35A of the Listing Agreement – Details regarding voting results at the Annual General Meeting of the Company held on 15th September, 2015.**

Pursuant to Clause 35A of the Listing Agreement, please find below the mentioned details regarding the voting results of the Company at the Annual General Meeting held on Tuesday, 15th September, 2015.

1. Date of the AGM : 15th September, 2015.
2. Total number of shareholders on book closure 8.09.15 to 15.9.15 (both days inclusive): 20272.
3. No of shareholders present in the meeting either in person or through proxy:
   Promoters and Promoter Group : 9
   Public : 177

4. No. of shareholders attended the meeting through Video Conferencing:
   Promoters and Promoter Group : Not Applicable
   Public : Not Applicable

The mode of voting was by way of E-Voting/Postal Ballot/ Poll. The shareholders transacted the business as provided in Annexure.

Request you to kindly take the same on record.

Thanking you,

Yours faithfully,
For Himatsingka Seide Limited

Ashok Sharma
Asso. Vice President – Treasury, Taxation
& Company Secretary


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Email : hslblr@himatsingka.com Website : www.himatsingka.com CIN : L17112KA1985PLC006647

Annexure

Himatsingka Seide Limited

**Resolution Required : Ordinary Resolution**

Resolution 1 - Adoption of Accounts for the financial year ended 31st March, 2015, the Balance Sheet as at that date and the Reports of the Directors and

| Category | Shares Held | Votes Polled | % of Votes Polled on outstanding shares | No. of Votes - in favour (4) | % of Votes in favour on votes polled | No. of Votes - against (5) | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (6)= [(4)/(2)]*100 | (5) | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | 56334595 | 55190427 | 97.969 | 55190427 | 100 | | |
| Public – Institutional Holders | 12496089 | 9782725 | 78.29 | 9782725 | 100 | | |
| Public-Others | 29626476 | 574728 | 1.94 | 574728 | 100 | | |
| **Total** | **98457160** | **65547880** | **66.58** | **65547880** | **100** | | |

**Resolution Required : Ordinary Resolution**

Resolution 2 - Declaration of dividend for the financial year ended 31st March, 2015.

| Category | Shares Held | Votes Polled | % of Votes Polled on outstanding shares | No. of Votes - in favour (4) | % of Votes in favour on votes polled | No. of Votes - against (5) | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (6)= [(4)/(2)]*100 | (5) | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | 56334595 | 55190427 | 97.97 | 55190427 | 100 | | |
| Public – Institutional Holders | 12496089 | 9782725 | 78.29 | 9782725 | 100 | | |
| Public-Others | 29626476 | 574728 | 1.94 | 562781 | 97.92 | 11947 | 2.08 |
| **Total** | **98457160** | **65547880** | **66.58** | **65535933** | **99.98** | **11947** | **0.02** |

**Resolution Required : Ordinary Resolution**

Resolution 3 - Re-Appointment of Mr. A.K. Himatsingka, liable to retire by rotation.

| Category | Shares Held | Votes Polled | % of Votes Polled on outstanding shares | No. of Votes - in favour (4) | % of Votes in favour on votes polled | No. of Votes - against (5) | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (6)= [(4)/(2)]*100 | (5) | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | 56334595 | 55190427 | 97.97 | 55190427 | 100 | | |
| Public – Institutional Holders | 12496089 | 9782725 | 78.29 | 9451638 | 96.62 | 331087 | 3.38 |
| Public-Others | 29626476 | 574728 | 1.94 | 571316 | 99.41 | 3412 | 0.59 |
| **Total** | **98457160** | **65547880** | **66.58** | **65213381** | **99.49** | **334499** | **0.51** |

**Resolution Required : Ordinary Resolution**

Resolution 4 - Ratification of the Appointment of Auditors of the Company

| Category | Shares Held | Votes Polled | % of Votes Polled on outstanding shares | No. of Votes - in favour (4) | % of Votes in favour on votes polled | No. of Votes - against (5) | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (6)= [(4)/(2)]*100 | (5) | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | 56334595 | 55190427 | 97.97 | 55190427 | 100 | | |
| Public – Institutional Holders | 12496089 | 9782725 | 78.29 | 9782725 | 100 | | |
| Public-Others | 29626476 | 574078 | 1.94 | 570666 | 99.41 | 3412 | 0.59 |
| **Total** | **98457160** | **65547230** | **66.57** | **65543818** | **99.99** | **3412** | **0.01** |

**Resolution Required : Ordinary Resolution**

Resolution 5 - Appointment of Ms. Jayshree Poddar as Executive Director

| Category | Shares Held | Votes Polled | % of Votes Polled on outstanding shares | No. of Votes - in favour (4) | % of Votes in favour on votes polled | No. of Votes - against (5) | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (6)= [(4)/(2)]*100 | (5) | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | 56334595 | 55190427 | 97.97 | 55190427 | 100 | | |
| Public – Institutional Holders | 12496089 | 9782725 | 78.29 | 8157678 | 83.39 | 1625047 | 16.61 |
| Public-Others | 29626476 | 574628 | 1.94 | 571196 | 99.40 | 3432 | 0.60 |
| **Total** | **98457160** | **65547780** | **66.57** | **63919301** | **97.52** | **1628479** | **2.48** |

**Resolution Required : Ordinary Resolution**

Resolution 6 - Appointment of Mr. Dilip J Thakkar, as Independent Director

| Category | Shares Held | Votes Polled | % of Votes Polled on outstanding shares | No. of Votes - in favour (4) | % of Votes in favour on votes polled | No. of Votes - against (5) | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (6)= [(4)/(2)]*100 | (5) | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | 56334595 | 55190427 | 97.97 | 55190427 | 100 | | |
| Public – Institutional Holders | 12496089 | 9782725 | 78.29 | 9562489 | 97.75 | 220236 | 2.25 |
| Public-Others | 29626476 | 574478 | 1.94 | 571025 | 99.40 | 3453 | 0.60 |
| **Total** | **98457160** | **65547630** | **66.57** | **65323941** | **99.66** | **223689** | **0.34** |

Himatsingka Seide Ltd.

**Resolution Required : Ordinary Resolution**

Resolution 7 - Appointment of Dr. K.R.S. Murthy, as Independent Director

| Category | Shares Held | Votes Polled | % of Votes Polled on outstanding shares | No. of Votes - in favour (4) | % of Votes in favour on votes polled | No. of Votes - against (5) | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (6)= [(4)/(2)]*100 | (5) | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | 56334595 | 55190427 | 97.97 | 55190427 | 100 | | |
| Public – Institutional Holders | 12496089 | 9782725 | 78.29 | 9562489 | 97.75 | 220236 | 2.25 |
| Public-Others | 29626476 | 574228 | 1.94 | 562240 | 97.91 | 11988 | 2.09 |
| **Total** | **98457160** | **65547380** | **66.57** | **65315156** | **99.65** | **232224** | **0.35** |

**Resolution Required : Ordinary Resolution**

Resolution 8 - Appointment of Mr. Rajiv Khaitan, as Independent Director

| Category | Shares Held | Votes Polled | % of Votes Polled on outstanding shares | No. of Votes - in favour (4) | % of Votes in favour on votes polled | No. of Votes - against (5) | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (6)= [(4)/(2)]*100 | (5) | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | 56334595 | 55190427 | 97.97 | 55190427 | 100 | | |
| Public – Institutional Holders | 12496089 | 9782725 | 78.29 | 9562489 | 97.75 | 220236 | 2.25 |
| Public-Others | 29626476 | 573578 | 1.94 | 570055 | 99.39 | 3523 | 0.61 |
| **Total** | **98457160** | **65546730** | **66.57** | **65322971** | **99.66** | **223759** | **0.34** |

**Resolution Required : Ordinary Resolution**

Resolution 9 - Appointment of Mr. Berjis Desai, as Independent Director

| Category | Shares Held | Votes Polled | % of Votes Polled on outstanding shares | No. of Votes - in favour (4) | % of Votes in favour on votes polled | No. of Votes - against (5) | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (6)= [(4)/(2)]*100 | (5) | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | 56334595 | 55190427 | 97.97 | 55190427 | 100 | | |
| Public – Institutional Holders | 12496089 | 9782725 | 78.29 | 5446174 | 55.67 | 4336551 | 44.33 |
| Public-Others | 29626476 | 573978 | 1.94 | 388901 | 67.76 | 185077 | 32.24 |
| **Total** | **98457160** | **65547130** | **66.57** | **61025502** | **93.10** | **4521628** | **6.90** |

**Resolution Required : Special Resolution**

Resolution 10 - Approval of borrowing limits under section 180(1)(c)

| Category | Shares Held | Votes Polled | % of Votes Polled on outstanding shares | No. of Votes - in favour (4) | % of Votes in favour on votes polled | No. of Votes - against (5) | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (6)= [(4)/(2)]*100 | (5) | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | 56334595 | 55190427 | 97.97 | 55190427 | 100 | | |
| Public – Institutional Holders | 12496089 | 9782725 | 78.29 | 9782725 | 100 | | |
| Public-Others | 29626476 | 573728 | 1.94 | 570295 | 99.40 | 3433 | 0.60 |
| **Total** | **98457160** | **65546880** | **66.57** | **65543447** | **99.99** | **3433** | **0.01** |

**Resolution Required : Special Resolution**

Resolution 11 - Approval to create, offer, issue and allot shares of the Company

| Category | Shares Held | Votes Polled | % of Votes Polled on outstanding shares | No. of Votes - in favour (4) | % of Votes in favour on votes polled | No. of Votes - against (5) | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (6)= [(4)/(2)]*100 | (5) | (7)= [(5)/(2)]*100 |
| Promoter and Promoter Group | 56334595 | 55190427 | 97.97 | 55190427 | 100 | | |
| Public – Institutional Holders | 12496089 | 9782725 | 78.29 | 9671874 | 98.87 | 110851 | 1.13 |
| Public-Others | 29626476 | 574678 | 1.94 | 571266 | 99.41 | 3412 | 0.59 |
| **Total** | **98457160** | **65547830** | **66.58** | **65433567** | **99.83** | **114263** | **0.17** |

Prakash Kamath
Company Secretary
"Shreyas", #33, 3rd Main, Domlur II Stage Bangalore 560 071
Tel.: +91 80 2535 1031 Mobile: +91 98441 05711 e-mail: pkamath@vsnl.net

# 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]

**The Chairman,**
**Himatsingka Seide Limited**

30th Annual General Meeting of the Members of Himatsingka Seide Limited held on Tuesday, 15th September, 2015 at The Lalit Ashok, Bangalore

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 July 23, 2015 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 the clause 35 of the Listing Agreement, for the purpose of scrutinizing the electronic voting process and postal ballot in respect of the Resolutions proposed at the 30th Annual General Meeting of the Company, do hereby submit my report as follows:-

1. The Company has completed the dispatch of postal ballot notice and forms along with the postage prepaid business reply envelop on 22.08.2015, 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 all postal ballot forms received from all the members including 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. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.

4. In case of e-voting members' demographic details, their voting rights and voting patterns were provided by KARVY.

5. The ballot boxes were opened in my presence.

6. The votes if any cast by Member(s) both in physical and electronically having been identified and in terms of the said notice dated July 23, 2015, votes cast through physical postal ballot forms were considered valid.

7. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company.



8. All postal ballot forms including electronic votes received upto to the close of working hours (i.e 18 hours) Monday 14th September 2015, the last date and time fixed by the Company for receipt of the forms / electronic votes, were considered for my scrutiny.

9. Envelopes containing postal ballot forms received after the close of the working hours (i.e. 18 hours) Monday 14th September 2015, were not considered for my scrutiny.

10. Envelopes containing postal ballot forms returned undelivered were also not opened and they were kept separately.

11. The e-voting services were provided by Karvy Computershare Private Limited.

12. Voting rights were reckoned on the paid-up value of shares registered in the names of the Members as on September 07, 2015

13. The period for e-voting started at 9.00 A.M. on Wednesday, 9th September, 2015, and ended at 5.00 P.M. on Monday, 14thSeptember, 2015.

14. The votes cast were unblocked on15thSeptember, 2015 at 8.40pm in the presence of two witnesses, Mr. Adarsha K R and Ms. Reena Maria Edwards, both of whom are not in the employment of the Company.

15. Based on the report generated from Karvy Computershare Private Limited's e-voting website www.evoting.karvy.com the results of e-voting are as under:

16. The voting results were as under :

## ORDINARY BUSINESS

### Item No. 1 – Ordinary Resolution

Adoption of Accounts for the Financial year ended 31st March, 2015, the Balance Sheet as at that date 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 | 95 | 65547880 | 100 |
| Voted against the resolution | 0 | 0 | 0 |
| Invalid votes | 6 | 3011 | 0 |



## Item No. 2 – Ordinary Resolution

Declaration of Dividend for the financial year ended 31st March, 2015

| | 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 | 94 | 65535933 | 99.98 |
| Voted against the resolution | 1 | 11947 | 0.02 |
| Invalid votes | 6 | 3011 | 0 |

## Item No. 3 – Ordinary Resolution

Appointment of Mr. A K Himatsingka who retires by rotation and 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 | 89 | 65213381 | 99.49 |
| Voted against the resolution | 6 | 334499 | 0.51 |
| Invalid votes | 6 | 3011 | 0 |

## Item No. 4 – Ordinary Resolution

Appointment of M/s.Deloitte Haskins&Selis, Chartered Accountants, as Auditors from conclusion of this AGM till the conclusion of the 32nd AGM subject to ratification at every AGM and authorising the Board of Directors of the Company 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 | 93 | 65543818 | 99.99 |
| Voted against the resolution | 1 | 3412 | 0.01 |
| Invalid votes | 6 | 3011 | 0 |

## SPECIAL BUSINESS

### Item No. 5 – Ordinary Resolution

Appointment of Ms. Jayashree Poddar as an Executive Director of the Company, for a period of 5 years with effect from 1st March, 2015

| | 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 | 77 | 63919301 | 97.51 |
| Voted against the resolution | 16 | 1628459 | 2.48 |
| Invalid votes | 7 | 3061 | 0 |

### Item No. 6 – Ordinary Resolution

Appointment of Mr. Dilip J Thakkar as an Independent Director of the Company not liable to retire by rotation, for a period of 5 years with effect from 11th February, 2015

| | 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 | 87 | 65323941 | 99.65 |
| Voted against the resolution | 6 | 223689 | 0 34 |
| Invalid votes | 8 | 3161 | 0 |

### Item No. 7 – Ordinary Resolution

Appointment of Dr. K R S Murthy as an Independent Director of the Company not liable to retire by rotation, for a period of 5 years with effect from 11th February, 2015

| | 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 | 89 | 65315156 | 99.64 |
| Voted against the resolution | 6 | 232224 | 0.35 |
| Invalid votes | 6 | 3011 | 0 |



## Item No. 8 – Ordinary Resolution

Appointment of Mr. Rajiv Khaitan as an Independent Director of the Company not liable to retire by rotation, for a period of 5 years with effect from 11th February, 2015

| | 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 | 86 | 65322971 | 99.65 |
| Voted against the resolution | 7 | 223759 | 0.34 |
| Invalid votes | 7 | 3061 | 0 |

## Item No. 9 – Ordinary Resolution

Appointment of Mr. Berjis Desai as an Independent Director of the Company not liable to retire by rotation, for a period of 5 years with effect from 11th February, 2015

| | 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 | 56 | 61025502 | 93.10 |
| Voted against the resolution | 38 | 4521628 | 6.90 |
| Invalid votes | 7 | 3061 | 0 |

## Item No. 10 – Special Resolution

Borrowing power under section 180(1)(c) to borrow uptoRs.1,000 crores which is over and above the paid-up capital of the Company and its free reserves.

| | 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 | 91 | 65543447 | 99.99 |
| Voted against the resolution | 2 | 3433 | 0.01 |
| Invalid votes | 7 | 3111 | 0 |



Item No. 11 – Special Resolution

Power to Issue securities pursuant to sections 42 and 62 of the Act

| | 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 | 91 | 65433567 | 99.82 |
| Voted against the resolution | 3 | 114263 | 0.17 |
| Invalid votes | 7 | 3061 | 0 |

The postal ballot forms and the related papers / registers and records are being handed over for safe custody to the Company Secretary Mr. Ashok Sharma.

Taking into consideration of the net valid votes, I report that all the resolution(s) as set out in the Notice of the Postal ballot dated July 23, 2015 have been passed by the Members with requisite majority.

You may accordingly declare the results of the electronic / postal ballot voting.

Thanking you,

Prakash Kamath
(SCRUTINIZER)

Place: Bangalore
Date: 16.09.2015

We, the undersigned, have witnessed that the votes were unblocked from Karvy Computershare Private Limited's e-voting website www.evoting.karvy.com in our presence on Tuesday,15th September, 2015 at 8.40 P.M.

Name: Adarsha K R
Address: #33, Shreyas, 1st Floor
3rd Main, Domlur 2nd Stage
Bangalore 560071

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