



Excel Industries Ltd.

Corporate & Registered Office



Result 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 of the Companies (Management and Administration) rules, 2014 for the fifty-third Annual General Meeting of the Company held on Friday, 26th September, 2014 at 3.00 p. m.

• **Resolution No.1 : Ordinary Resolution**

Adoption of audited financial statements (both standalone and consolidated),
Report of Board of Directors and Auditors for the year ended March 31, 2014

(No. of shares)

	Votes cast in favour	Votes cast against	Total
E-voting	4430692	15	4430707
Poll	1199941	0	1199941
Total	5630633	15	5630648

% of votes in favour of the resolution	100
% of votes against the resolution	0

Based on the above, the Resolution has been passed with requisite majority.

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- Resolution No.2 : Ordinary Resolution**

Declaration of dividend

(No. of shares)

	Votes cast in favour	Votes cast against	Total
E-voting	4430692	0	4430692
Poll	1199941	0	1199941
Total	5630633	0	5630633

% of votes in favour of the resolution	100
% of votes against the resolution	0

Based on the above, the Resolution has been passed with requisite majority.

- Resolution No.3 : Ordinary Resolution**

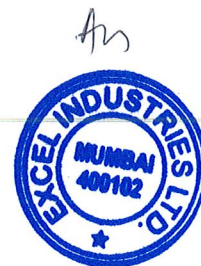
Appointment of a Director in place of Mr. Dipesh K Shroff, who retires by rotation and being eligible, offers himself for re-appointment

(No. of shares)

	Votes cast in favour	Votes cast against	Total
E-voting	4422073	15	4422088
Poll	1199941	0	1199941
Total	5622014	15	5622029

% of votes in favour of the resolution	100
% of votes against the resolution	0

Based on the above, the Resolution has been passed with requisite majority.





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- Resolution No.4 : Ordinary Resolution**

Appointment of M/s. S R B C & CO. LLP, Chartered Accountants as Auditors of the Company for a term of three years

(No. of shares)

	Votes cast in favour	Votes cast against	Total
E-voting	4430692	15	4430707
Poll	1199941	0	1199941
Total	5630633	15	5630648

% of votes in favour of the resolution	100
% of votes against the resolution	0

Based on the above, the Resolution has been passed with requisite majority.

- Resolution No.5 : Special Resolution**

Re-appointment of Mr A C Shroff as Chairman and Managing Director for a term of five years

(No. of shares)

	Votes cast in favour	Votes cast against	Total
E-voting	4430692	15	4430707
Poll	1199941	0	1199941
Total	5630633	15	5630648

% of votes in favour of the resolution	100
% of votes against the resolution	0

Based on the above, the Resolution has been passed with requisite majority.

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- Resolution No.6 : Ordinary Resolution**

Appointment of Mr Ravi A Shroff as a Director liable to retire by rotation

(No. of shares)

	Votes cast in favour	Votes cast against	Total
E-voting	4430692	15	4430707
Poll	1199941	0	1199941
Total	5630633	15	5630648

% of votes in favour of the resolution	100
% of votes against the resolution	0

Based on the above, the Resolution has been passed with requisite majority.

- Resolution No.7 : Ordinary Resolution**

Appointment of Mr Ravi A Shroff as Whole-time Director for a term of five years

(No. of shares)

	Votes cast in favour	Votes cast against	Total
E-voting	4430692	15	4430707
Poll	1199941	0	1199941
Total	5630633	15	5630648

% of votes in favour of the resolution	100
% of votes against the resolution	0

Based on the above, the Resolution has been passed with requisite majority.

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- Resolution No.8 : Ordinary Resolution**

Appointment of Mr R N Bhogale as an Independent Director for a term of five consecutive years

(No. of shares)

	Votes cast in favour	Votes cast against	Total
E-voting	4430692	15	4430707
Poll	1199911	0	1199911
Total	5630603	15	5630618

% of votes in favour of the resolution	100
% of votes against the resolution	0

Based on the above, the Resolution has been passed with requisite majority.

- Resolution No.9 : Ordinary Resolution**

Appointment of Mr H N Motiwalla as an Independent Director for a term of five consecutive years

(No. of shares)

	Votes cast in favour	Votes cast against	Total
E-voting	4430692	15	4430707
Poll	1199941	0	1199941
Total	5630633	15	5630648

% of votes in favour of the resolution	100
% of votes against the resolution	0

Based on the above, the Resolution has been passed with requisite majority.

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- Resolution No.10 : Ordinary Resolution**

Appointment of Mr P S Jhaveri as an Independent Director for a term of five consecutive years

(No. of shares)

	Votes cast in favour	Votes cast against	Total
E-voting	4430692	15	4430707
Poll	1199941	0	1199941
Total	5630633	15	5630648

% of votes in favour of the resolution	100
% of votes against the resolution	0

Based on the above, the Resolution has been passed with requisite majority.

- Resolution No.11 : Ordinary Resolution**

Appointment of Mr M B Parekh as an Independent Director for a term of five consecutive years

(No. of shares)

	Votes cast in favour	Votes cast against	Total
E-voting	4430692	15	4430707
Poll	1199911	0	1199911
Total	5630603	15	5630618

% of votes in favour of the resolution	100
% of votes against the resolution	0

Based on the above, the Resolution has been passed with requisite majority.

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- Resolution No.12 : Ordinary Resolution**

Appointment of Mr Shailesh S Vaidya as an Independent Director for a term of five consecutive years

(No. of shares)

	Votes cast in favour	Votes cast against	Total
E-voting	4430692	15	4430707
Poll	1199895	0	1199895
Total	5630587	15	5630602

% of votes in favour of the resolution	100
% of votes against the resolution	0

Based on the above, the Resolution has been passed with requisite majority.

- Resolution No.13 : Ordinary Resolution**

Appointment of Mr Rajeev M Pandia as an Independent Director for a term of five consecutive years

(No. of shares)

	Votes cast in favour	Votes cast against	Total
E-voting	4430292	15	4430307
Poll	1199941	0	1199941
Total	5630233	15	5630248

% of votes in favour of the resolution	100
% of votes against the resolution	0

Based on the above, the Resolution has been passed with requisite majority.

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- Resolution No.14 : Special Resolution**

Approve for remuneration to Non Executive Directors of the Company

(No. of shares)

	Votes cast in favour	Votes cast against	Total
E-voting	4428742	465	4429207
Poll	1199936	5	1199941
Total	5628678	470	5629148

% of votes in favour of the resolution	99.99
% of votes against the resolution	0.01

Based on the above, the Resolution has been passed with requisite majority.

- Resolution No.15 : Special Resolution**

Accord consent to the Board for borrowing

(No. of shares)

	Votes cast in favour	Votes cast against	Total
E-voting	4429192	15	4429207
Poll	1199941	0	1199941
Total	5629133	15	5629148

% of votes in favour of the resolution	100
% of votes against the resolution	0

Based on the above, the Resolution has been passed with requisite majority.

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- Resolution No.16A: Special Resolution**

Alter Article 11(a) of the Articles of Association of the Company

(No. of shares)

	Votes cast in favour	Votes cast against	Total
E-voting	4429192	15	4429207
Poll	1199911	0	1199911
Total	5629103	15	5629118

% of votes in favour of the resolution	100
% of votes against the resolution	0

Based on the above, the Resolution has been passed with requisite majority.

- Resolution No.16B : Special Resolution**

Alter Article 11(j) of the Articles of Association of the Company

(No. of shares)

	Votes cast in favour	Votes cast against	Total
E-voting	4429192	15	4429207
Poll	1199911	0	1199911
Total	5629103	15	5629118

% of votes in favour of the resolution	100
% of votes against the resolution	0

Based on the above, the Resolution has been passed with requisite majority.

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- Resolution No.17 : Special Resolution**

Insert a new Article 13A in the Articles of Association of the Company to enable Chairperson of the Company to concurrently hold the position of managing director or chief executive officer

(No. of shares)

	Votes cast in favour	Votes cast against	Total
E-voting	4429192	15	4429207
Poll	1199941	0	1199941
Total	5629133	15	5629148

% of votes in favour of the resolution	100
% of votes against the resolution	0

Based on the above, the Resolution has been passed with requisite majority.

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- Resolution No.18 : Ordinary Resolution**

Approve and ratify the remuneration of the Cost Auditor of the Company for the financial year 2014-15

(No. of shares)

	Votes cast in favour	Votes cast against	Total
E-voting	4430692	15	4430707
Poll	1199845	0	1199845
Total	5630537	15	5630552

% of votes in favour of the resolution	100
% of votes against the resolution	0

Based on the above, the Resolution has been passed with requisite majority.

For Excel Industries Limited

A. C. Shroff

Chairman & Managing Director

Date: 27th September, 2014

Place: Mumbai