

30th September, 2016

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Scrip Code: 532641

To,
National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G – Block,
Bandra Kurla Complex,
Bandra (East),
Mumbai – 400 051.

Scrip Code: NDL

Dear Sir,

Sub.: Submission of Consolidated Results as per the Scrutinizers' Report
Ref.: 22nd Annual General Meeting of Nandan Denim Limited held on 28th September, 2016

Please find attached herewith the Consolidated Voting Results as per the Reports provided by Mr. Keyur J. Shah, Practicing Company Secretary who was appointed as Scrutinizer by the Company for carrying out the scrutiny of all electronic votes and votes done through poll at the 22nd Annual General Meeting of Nandan Denim Limited held on 28th September, 2016.

You are requested to kindly take the above on record.

Thanking You,

Yours sincerely,
For NANDAN DENIM LIMITED


Purvee Roy
Company Secretary
Mem. No. A26925



Nandan Denim Limited
(Formerly known as Nandan Exim Limited)
(CIN:L51909GJ1994PLC022719)

Plant & Regd. Office:

Survey No. 198/1, 203/2, Sajipur-Gopalpur, Pirana Road, Piplej, Ahmedabad - 382 405
Ph.: +91 9879200199 Website: www.nandandenim.com Email: info@nandandenim.com

Corporate House:

Chiripal House, Shivrangani Cross Roads, Satellite, Ahmedabad - 380 015
Ph.: 079-26734660/2/3 Fax: 079-26768656

22nd ANNUAL GENERAL MEETING HELD ON 28TH SEPTEMBER, 2016

DECLARATION OF RESULTS OF E-VOTING AND POLL

[NANDAN DENIM LIMITED]

[Formerly known as Nandan Exim Limited]

Pursuant to Section 108 and other applicable provisions 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, Nandan Denim Limited ("the Company") had provided e-voting facility to the Members to enable them to cast their vote electronically on the resolutions proposed in the Notice of 22nd Annual General (AGM). The e-voting was open from 9.00 a.m. on 24th September, 2016 and ended at 5.00 p.m. on 27th September, 2016.

Further, in line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by Ministry of Corporate Affairs, voting of Show of Hands was not permitted at the general meeting where e-voting has been offered to the members. Therefore, at the 22nd AGM, voting was conducted by means of poll.

The Board of Directors had appointed Keyur J. Shah, Practicing Company Secretary, as the Scrutinizer for e- voting and poll. The Scrutinizer has carried out the scrutiny of all the electronic votes received till 5.00 p.m. on 27th September, 2016 and on poll at the 22nd AGM and submitted his Reports, on 30th September, 2016. The Reports of Scrutinizer are attached herewith.

The Consolidated Results as per the Scrutinizer's above mentioned Reports are as follows:

Sr. No.	Item No.	Type of Resolution	No. of Votes in favour	% of Votes in favour	No. of Votes Against	% of Votes Against
1.	To receive, consider, approve and adopt the Audited Financial Statement of the Company for the Financial Year ended 31st March, 2016, including Audited Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss and the Cash Flow Statement of the Company for the Financial Year ended on that date together with Reports of the Board and Auditors thereon.	Ordinary Business	31679324	99.99896	330	0.001042
2.	To confirm the normal annual dividend of Rs.0.80 as an Interim Dividend and a special dividend of Rs. 0.80 as second Interim Dividend per fully paid Equity Share of Face Value of Rs. 10.00, declared and distributed by the Board of Directors for the financial year ended on 31st March, 2016	Ordinary Business	31679324	99.99896	330	0.001042

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(Formerly known as Nandan Exim Limited)
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Ph.: 079-26734660/2/3 Fax: 079-26768656

3.	To appoint a Director in place of Mr. Brijmohan Chiripal (DIN:00290426), who retires by rotation and being eligible offers himself for reappointment.	Ordinary Business	31679324	99.99896	330	0.001042
4.	To ratify the appointment of Auditors, M/s. J.T. Shah & Co., Chartered Accountants (FRN: 109616W), and fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s).	Ordinary Business	31679314	99.99896	330	0.001042
5.	Revision in terms of remuneration of Mr. Brijmohan D. Chiripal, Managing Director of the Company.	Special Business	31679314	99.99896	330	0.001042
6.	Revision in terms of remuneration of Mr. Deepak J. Chiripal, Chief Executive Officer of the Company.	Special Business	31679314	99.99896	330	0.001042
7.	Ratification of appointment of Mr. Pradeep Kumar Shrivastava as Whole-Time Director of the Company.	Special Business	31679314	99.99896	330	0.001042
8.	Approval of Related Party Transactions.	Special Business	31679218	99.99866	426	0.001345
9.	Payment of remuneration to M/s. A.G. Tulsian & Co, Cost Auditors for the financial year 2016-17.	Special Business	31679314	99.99896	330	0.001042
10.	Raising of funds through preferential allotment.	Special Business	31670314	99.97055	9330	0.029451
11.	To increase the limit of Foreign Institutional Investors /Foreign Portfolio Investors for acquiring and holding equity shares up to an aggregate limit of 49% of the paid up capital of the Company.	Special Business	31677138	99.99209	2506	0.00791
12.	To approve availing of the financial assistance having an option available to the lenders for conversion of such financial assistance into equity shares of the Company upon occurrence of certain events.	Special Business	31668042	99.96338	11602	0.036623

Based on the Reports of the Scrutinizer, all Resolutions as set out in the Notice of 22nd AGM have been duly approved by the Members with requisite majority.

Date: 30th September, 2016

For, Nandan Denim Limited


Managing Director



Nandan Denim Limited
(Formerly known as Nandan Exim Limited)
(CIN:L51909GJ1994PLC022719)

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Report of Scrutinizer on E-voting Results

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

[Nandan Denim Limited]

To,
The Chairman
Nandan Denim Limited
Survey No. 198/1, 230/2,
Saijpur-Gopalpur,
Pirana Road, Piplej,
Ahmedabad - 382405
Gujarat, India

Date: 30th September, 2016

Dear Sir,

Re: 22nd Annual General Meeting of the Members of Nandan Denim Limited held on 28th September, 2016 at 10.30 a.m. at H.T. Parekh Convention Hall, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad-380 015.

I, Keyur J. Shah, Practicing Company Secretary, 6-Darpan Society, above Central Bank, St. Xavier's Loyola Road, Darpan Six Cross Roads, Ahmedabad - 380 013, Gujarat, India, appointed as Scrutinizer for the purpose of scrutinizing e-voting process in fair and transparent manner in respect of the below mentioned resolutions proposed at the 22nd Annual General Meeting of the Members of the Company, held on 28th September, 2016 at 10.30 a.m. at, H.T. Parekh Convention Hall, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad-380015, Gujarat, India, hereby submit my report as under:

1. In accordance with the Notice of the 22nd Annual General Meeting sent to the members, the voting through electronic means was started at 9.00 a.m. on 24th September, 2016 and ended at 5.00 p.m. on 27th September, 2016.
2. The members holding shares as on the cut-off date i.e. 21st September, 2016 were entitled to vote on the resolutions as stated in the Notice of the 22nd Annual General Meeting of the Company.
3. The votes were unblocked at 4:15 p.m. on 28th September, 2016 in the presence of Ms. Tanya Desai and Ms. Noopur K. Dalal who are not the employees of the Company, and who have signed below as witnesses to the unblocking of the votes.

4. The e-voting results/list downloaded from the website of the Central Depository Services (India) Limited (www.evotingindia.com) is being handed over to the Chairman along with this report.



5. The result of the e-voting is as under:

A. Resolution No. 1: Ordinary Business

To receive, consider, approve and adopt the Audited Financial Statement of the Company for the Financial Year ended 31st March, 2016, including Audited Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss and the Cash Flow Statement of the Company for the Financial Year ended on that date together with Reports of the Board and Auditors thereon.

i. Voted **in favour** of the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
51	31676607	100%

ii. Voted **against** the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
2	330	0%

iii. **Invalid** Votes:

Total number of members' whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

B. Resolution No. 2: Ordinary Business

To confirm the normal annual dividend of Rs.0.80 as an Interim Dividend and a special dividend of Rs. 0.80 as second Interim Dividend per fully paid Equity Share of Face Value of Rs. 10.00, declared and distributed by the Board of Directors for the financial year ended on 31st March, 2016

I. Voted **in favour** of the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
51	31676607	100%



II. Voted **against** the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
2	330	0%

III. **Invalid** Votes:

Total number of members' whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

C. Resolution No. 3: Ordinary Business

To appoint a Director in place of Mr. Brijmohan Chiripal (DIN:00290426), who retires by rotation and being eligible offers himself for reappointment.

I. Voted **in favour** of the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
51	31676607	100%

II. Voted **against** the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
2	330	0%

III. **Invalid** Votes:

Total number of members' whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

D. Resolution No. 4: Ordinary Business

To ratify the appointment of Auditors, M/s. J.T. Shah & Co., Chartered Accountants (FRN: 109616W), and fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s).



i. Voted **in favour** of the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
51	31676607	100%

ii. Voted **against** the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
2	330	0%

iii. **Invalid** Votes:

Total number of members' whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

E. Resolution No. 5: Special Business

Revision in terms of remuneration of Mr. Brijmohan D. Chiripal, Managing Director of the Company.

I. Voted **in favour** of the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
51	31676607	100%

II. Voted **against** the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
2	330	0%

III. **Invalid** Votes:

Total number of members' whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



F. Resolution No. 6: Special Business

Revision in terms of remuneration of Mr. Deepak J. Chiripal, Chief Executive Officer of the Company.
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i. Voted **in favour** of the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
51	31676607	100%

ii. Voted **against** the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
2	330	0%

iii. **Invalid** Votes:

Total number of members' whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

G. Resolution No. 7: Special Business

Ratification of appointment of Mr. Pradeep Kumar Shrivastava as Whole-Time Director of the Company.

i. Voted **in favour** of the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
51	31676607	100%

ii. Voted **against** the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
2	330	0%



iii. **Invalid Votes:**

Total number of members' whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

H. Resolution No. 8: Special Business

Approval of Related Party Transactions.

i. Voted **in favour** of the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
47	16799741*	100%

ii. Voted **against** the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
3	426	0%

iii. **Invalid Votes:**

Total number of members' whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**Note: 11844270 shares of Chiripal Industries Limited, 2780000 shares of Brijmohan Devkinandan Chiripal and 252500 shares of Vedprakash Devkinandan Chiripal are not taken into consideration as per provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

I. Resolution No. 9: Ordinary Business

Payment of remuneration to M/s. A.G. Tulsian & Co, Cost Auditors for the financial year 2016-17.
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i. Voted **in favour** of the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
51	31676607	100%

ii. Voted **against** the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
2	330	0%

iii. **Invalid** Votes:

Total number of members' whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

J. Resolution No. 10: Special Business

Raising of funds through preferential allotment.

i. Voted **in favour** of the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
50	31667607	99.97%

ii. Voted **against** the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
3	9330	0.03%

iii. **Invalid** Votes:

Total number of members' whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



K. Resolution No. 11: Special Business

To increase the limit of Foreign Institutional Investors /Foreign Portfolio Investors for acquiring and holding equity shares up to an aggregate limit of 49% of the paid up capital of the Company.

I. Voted in favour of the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
45	31674431	99.99%

II. Voted against the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
8	2506	0.01%

III. Invalid Votes:

Total number of members' whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

L. Resolution No. 12: Special Business

To approve availing of the financial assistance having an option available to the lenders for conversion of such financial assistance into equity shares of the Company upon occurrence of certain events.

I. Voted in favour of the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
43	31665335	99.96%

II. Voted against the resolution:

Number of members' voting through electronic means	Number of votes cast by them	% of the total number of valid votes cast
10	11602	0.04%



III. **Invalid votes:**

Total number of members' whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Thanking you,

Yours faithfully,

For, Keyur J Shah and Associates
Company Secretaries

Keyur J. Shah
Proprietor

Membership Number: ACS 16687

COP. No.: 8814



We, the undersigned, witnessed that the votes were unblocked from the e-voting website of the Central Depository Services (India) Limited (www.evotingindia.com) in our presence at 4:15 p.m. on 28th September, 2016 at the office of the scrutinizer.

Name & Address of the Witness

1. Ms. Tanya M. Desai
A-201, Indraprasth-5
Prahladnagar,
Ahmedabad- 380051

Date: 30/09/2016
Place: Ahmedabad

Name & Address of the Witness

2. Ms. Noopur K. Dalal
48, Shyamal 3/B Row House,
Satellite,
Ahmedabad-380015

Received with Acknowledgment

Chairman Managing
Director



FORM NO. MGT-13

REPORT OF SCRUTINIZER

**[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the
Companies (Management and Administration) Rules, 2014]**

[Nandan Denim Limited]

[Formerly known as Nandan Exim Limited]

To,
The Chairman,
Nandan Denim Limited,

Date: 30th September, 2016

**22nd Annual General Meeting of the Members of Nandan Denim Limited held on 28th September, 2016
at 10.30 a.m. at H.T. Parekh Convention Hall, Ahmedabad Management Association, AMA Complex,
ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad-380 015.**

Dear Sir,

I, Keyur J. Shah, Practicing Company Secretary, 6-Darpan Society, above Central Bank, St. Xaviers Loyola Road, Darpan Six Cross Roads, Ahmedabad - 380 013, Gujarat, India, appointed as Scrutinizer for the purpose of scrutinizing e-voting process in fair and transparent manner in respect of the below mentioned resolutions proposed at the 22nd Annual General Meeting of the Members of the Company, held on 28th September, 2016 at 10.30 a.m. at, H.T. Parekh Convention Hall, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad-380015, Gujarat, India, hereby submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 (One) Ballot Box kept for the polling was locked in the presence of the members and marked with due identification mark by me.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Datamatics Financial Services Ltd., the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company. Appropriate arrangement was made/ actions were taken to eliminate duplicate voting i.e. e-voting as well as on poll. Poll papers were issued to those members present at the Annual General Meeting, who had not voted through e-voting.
3. The poll papers, which were incomplete and / or which were otherwise found defective, have been treated as invalid and kept separately.



4. The result of the Poll is as under:

A. Resolution No. 1: Ordinary Business

To receive, consider, approve and adopt the Audited Financial Statement of the Company for the Financial Year ended 31st March, 2016, including Audited Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss and the Cash Flow Statement of the Company for the Financial Year ended on that date together with Reports of the Board and Auditors thereon.

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
25	2717	100%

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
25	0	0.00%

iii. **Invalid Votes:**

Total number of members' (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
15*	1754

**9 Members who had cast their vote in the ballot box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in signature and they have been considered in this total.*

**2 Members have not mentioned their name/ folio number in the ballot paper and thus they are considered to be invalid.*

**1 member who had cast their vote in the ballot box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in details and they have been considered in this total.*

**1 ballot paper was considered duplicate and thus is considered invalid and considered in this total.*

**2 Members have submitted valid ballot papers, but no votes were cast by them. Accordingly, their votes have not been considered for favour or against.*



B. Resolution No. 2: Ordinary Business

To confirm the normal annual dividend of Rs.0.80 as an Interim Dividend and a special dividend of Rs. 0.80 as second Interim Dividend per fully paid Equity Share of Face Value of Rs. 10.00, declared and distributed by the Board of Directors for the financial year ended on 31st March, 2016

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
24	2712	100%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
24	0	0.00%

iii. Invalid Votes:

Total number of members' (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
16*	1747

**9 Members who had cast their votes in the ballot paper box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in signature and they have been considered in this total.*

**2 Members have not mentioned their name/ folio number in the ballot paper and thus they are considered to be invalid.*

**1 member who had cast their vote in the ballot box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in details and they have been considered in this total.*

**1 ballot paper was considered duplicate and thus is considered invalid and considered in this total.*

**3 Members have submitted valid ballot papers, but no votes were cast by them. Accordingly, their votes have not been considered for favour or against.*



C. Resolution No. 3: Ordinary Business

To appoint a Director in place of Mr. Brijmohan Chiripal (DIN:00290426), who retires by rotation and being eligible offers himself for reappointment.

I. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
24	2712	100%

II. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
24	0	0.00%

III. Invalid Votes:

Total number of members' (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
16*	1747

*9 Members who had cast their vote in the ballot paper box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in signature and they have been considered in this total.

*2 Members have not mentioned their name/ folio number in the ballot paper and thus they are considered to be invalid.

*1 member who had cast their vote in the ballot box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in details and they have been considered in this total.

*1 ballot paper was considered duplicate and thus is considered invalid and considered in this total.

*3 Members have submitted valid ballot papers, but no votes were cast by them. Accordingly, their votes have not been considered for favour or against.



D. Resolution No. 4: Ordinary Business

To ratify the appointment of Auditors, M/s. J.T. Shah & Co., Chartered Accountants (FRN: 109616W), and fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s).

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
24	2707	100%

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
24	0	0.00%

iii. **Invalid Votes:**

Total number of members' (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
16*	1847

*9 Members who had cast their vote in the ballot paper box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in signature and they have been considered in this total.

*2 Members have not mentioned their name/ folio number in the ballot paper and thus they are considered to be invalid.

*1 member who had cast their vote in the ballot box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in details and they have been considered in this total.

*1 ballot paper was considered duplicate and thus is considered invalid and considered in this total.

*3 Members have submitted valid ballot papers, but no votes were cast by them. Accordingly, their votes have not been considered for favour or against.



E. Resolution No. 5: Special Business

Revision in terms of remuneration of Mr. Brijmohan D. Chiripal, Managing Director of the Company.

I. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
24	2707	100%

II. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
24	0	0.00%

III. **Invalid** Votes:

Total number of members' (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
16*	1757

**9 Members who had cast their vote in the ballot paper box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in signature and they have been considered in this total.*

**2 Members have not mentioned their name/ folio number in the ballot paper and thus they are considered to be invalid.*

**1 member who had cast their vote in the ballot box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in details and they have been considered in this total.*

**1 ballot paper was considered duplicate and thus is considered invalid and considered in this total.*

**3 Members have submitted valid ballot papers, but no votes were cast by them. Accordingly, their votes have not been considered for favour or against.*



F. Resolution No. 6: Special Business

Revision in terms of remuneration of Mr. Deepak J. Chiripal, Chief Executive Officer of the Company.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
24	2707	100%

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
24	0	0.00%

iii. Invalid Votes:

Total number of members' (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
16*	1747

**9 Members who had cast their vote in the ballot paper box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in signature and they have been considered in this total.*

**2 Members have not mentioned their name/ folio number in the ballot paper and thus they are considered to be invalid.*

**1 member who had cast their vote in the ballot box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in details and they have been considered in this total.*

**1 ballot paper was considered duplicate and thus is considered invalid and considered in this total.*

**3 Members have submitted valid ballot papers, but no votes were cast by them. Accordingly, their votes have not been considered for favour or against.*



G. Resolution No. 7: Special Business

Ratification of appointment of Mr. Pradeep Kumar Shrivastava as Whole-Time Director of the Company.

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
24	2707	100%

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
24	0	0.00%

iii. **Invalid** Votes:

Total number of members' (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
16*	1747

**9 Members who had cast their vote in the ballot paper box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in signature and they have been considered in this total.*

**2 Members have not mentioned their name/ folio number in the ballot paper and thus they are considered to be invalid.*

**1 member who had cast their vote in the ballot box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in details and they have been considered in this total.*

**1 ballot paper was considered duplicate and thus is considered invalid and considered in this total.*

**3 Members have submitted valid ballot papers, but no votes were cast by them. Accordingly, their votes have not been considered for favour or against.*



H. Resolution No. 8: Special Business

Approval of Related Party Transactions.

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
24	2707	100%

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
24	0	0.00%

iii. **Invalid** Votes:

Total number of members' (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
16*	1747

**9 Members who had cast their vote in the ballot paper box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in signature and they have been considered in this total.*

**2 Members have not mentioned their name/ folio number in the ballot paper and thus they are considered to be invalid.*

**1 member who had cast their vote in the ballot box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in details and they have been considered in this total.*

**1 ballot paper was considered duplicate and thus is considered invalid and considered in this total.*

**3 Members have submitted valid ballot papers, but no votes were cast by them. Accordingly, their votes have not been considered for favour or against.*



I. Resolution No. 9: Ordinary Business

Payment of remuneration to M/s. A.G. Tulsian & Co, Cost Auditors for the financial Year 2016-17.

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
24	2707	100%

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
24	0	0.00%

iii. **Invalid** Votes:

Total number of members' (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
16*	1157

**9 Members who had cast their vote in the ballot paper box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in signature and they have been considered in this total.*

**2 Members have not mentioned their name/ folio number in the ballot paper and thus they are considered to be invalid.*

**1 member who had cast their vote in the ballot paper box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in details and they have been considered in this total.*

**1 ballot paper was considered duplicate and thus is considered invalid and considered in this total.*

**3 Members have submitted valid ballot papers, but no votes were cast by them. Accordingly, their votes have not been considered for favour or against.*



J. Resolution No. 10: Special Business

Raising of funds through preferential allotment.

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
24	2707	100%

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
24	0	0.00%

iii. **Invalid Votes:**

Total number of members' (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
16*	1147

**9 Members who had cast their vote in the ballot paper box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in signature and they have been considered in this total.*

**2 Members have not mentioned their name/ folio number in the ballot paper and thus they are considered to be invalid.*

**1 member who had cast their vote in the ballot paper box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in details and they have been considered in this total.*

**1 ballot paper was considered duplicate and thus is considered invalid and considered in this total.*

**3 Members have submitted valid ballot papers, but no votes were cast by them. Accordingly, their votes have not been considered for favour or against.*



K. Resolution No. 11: Special Business

To increase the limit of Foreign Institutional Investors /Foreign Portfolio Investors for acquiring and holding equity shares up to an aggregate limit of 49% of the paid up capital of the Company.

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
24	2707	100%

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
24	0	0.00%

iii. **Invalid** Votes:

Total number of members' (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
16*	1757

**9 Members who had cast their vote in the ballot paper box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in signature and they have been considered in this total.*

**2 Members have not mentioned their name/ folio number in the ballot paper and thus they are considered to be invalid.*

**1 member who had cast their vote in the ballot paper box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in details and they have been considered in this total.*

**1 ballot paper was considered duplicate and thus is considered invalid and considered in this total.*

**3 Members have submitted valid ballot papers, but no votes were cast by them. Accordingly, their votes have not been considered for favour or against.*



L. Resolution No. 12: Special Business

To approve availing of the financial assistance having an option available to the lenders for conversion of such financial assistance into equity shares of the Company upon occurrence of certain events.

I. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
24	2707	100%

II. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of the total number of valid votes cast
24	0	0.00%

III. **Invalid** votes:

Total number of members' (In person or by proxy) whose votes were declared invalid	Total number of votes cast by them
16*	1757

**9 Members who had cast their vote in the ballot paper box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in signature and they have been considered in this total.*

**2 Members have not mentioned their name/ folio number in the ballot paper and thus they are considered to be invalid.*

**1 member who had cast their vote in the ballot paper box were later identified as invalid votes by the Registrar and Transfer Agent on account of difference in details and they have been considered in this total.*

**1 ballot paper was considered duplicate and thus is considered invalid and considered in this total.*

**3 Members have submitted valid ballot papers, but no votes were cast by them. Accordingly, their votes have not been considered for favour or against.*



5. A separate annexure containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,

For, Keyur J. Shah and Associates
Company Secretaries

Keyur J. Shah
Proprietor

Membership Number: ACS 16687

COP. No.: 8814



Date: 30/09/2016
Place: Ahmedabad

Received with Acknowledgment

Chairman Managing Director