

Head Office : Nilkamal House, 77/88, Road No.13/14, M.I.D.C., Andheri (East), Mumbai - 400 093, INDIA. Tel. : (91-22) 4235 8888

Material Handling Division : Fax : (91-22) 2836 1923 ● **E-mail :** marketing@nilkamal.com

Furniture Division : Fax : (91-22) 2835 3556 ● **E-mail :** furniture@nilkamal.com

@home Division : Fax : (91-22) 2837 2787 ● **E-mail :** connect@at-home.co.in ● **Visit us at :** www.nilkamal.com ● **Visit us at :** www.at-home.co.in

Ref: 33AGM

Date: June 29, 2019

To,
The Secretary
BSE Limited,
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai-400 001.

To,
The Secretary
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor, Plot No. C/1, G
Block, Bandra Kurla Complex, Bandra East,
Mumbai-400 051.

SCRIPT CODE: 523385

SYMBOL: NILKAMAL

Dear Sir,

Sub: Voting Results at the 33rd Annual General Meeting.

The 33rd Annual General Meeting of the Company was held on June 28, 2019 and the business as set out in the Notice was duly transacted. In this regard, please find attached herewith the following:

- i) Summary of proceedings pursuant to Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereafter called "the said Listing Regulations");
- ii) Voting Results pursuant to Regulation 44 of the said Listing Regulations; and
- iii) Consolidated Scrutinizer's Report pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4) of the Companies (Management and Administration) Rules, 2014.

Kindly take the same on your records.

Thanking you,

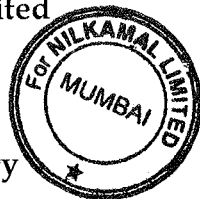
Yours Faithfully,

For Nilkamal Limited



Priti Dave
Company Secretary

Encl.: a.a.



Head Office : Nilkamal House, 77/88, Road No.13/14, M.I.D.C., Andheri (East), Mumbai - 400 093, INDIA. Tel. : (91-22) 4235 8888

Material Handling Division : Fax : (91-22) 2836 1923 ● **E-mail :** marketing@nilkamal.com

Furniture Division : Fax : (91-22) 2835 3556 ● **E-mail :** furniture@nilkamal.com

@home Division : Fax : (91-22) 2837 2787 ● **E-mail :** connect@at-home.co.in ● **Visit us at :** www.nilkamal.com ● **Visit us at :** www.at-home.co.in

--1--

Summary of proceedings of the 33rd Annual General Meeting of the shareholders of the Company held on June 28, 2019:

The 33rd Annual General Meeting (AGM) of the shareholders of the Company was held on Friday, June 28, 2019 at 12.00 noon at the Registered Office situated at Survey No. 354/2 and 354/3, Near Rakholi Bridge, Silvassa-Khanvel Road, Vasona, Silvassa - 396 230, Union Territory of Dadra and Nagar Haveli.

Mr. Vamanrai V. Parekh, Chairperson of the meeting, introduced his colleagues seated on the dais and welcomed them as well as the members of the Company at the said AGM. The requisite quorum being present, the Chairperson called the meeting to order. Thereafter with the permission of the members present, the Annual Report 2018-19, inter-alia containing the Notice of the AGM and the Financial Statements including the Reports of the Directors and Auditors, was taken as read. He then addressed the members and briefed them on the financial performance for FY 2018-19 and notable developments of the Company.

He thereafter handed the proceedings to the Company Secretary, Ms. Priti Dave. She informed the members that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. Further, the members present at the AGM who had not cast their votes electronically were also provided an opportunity to cast their votes by way of Poll to be conducted at the AGM on all the resolutions as set out in the Notice. She also stated that there would be no voting by show of hands. The Board had appointed Mr. Pratik M. Shah, Practicing Company Secretary, as the Scrutinizer to supervise the remote E - voting as well as voting at the AGM.

The Chairperson then requested the members to put forth their comments and queries on the performance of the Company. After replying to the queries, the Chairperson ordered a Poll to be conducted at the AGM and the items of business as per the Notice of AGM were transacted at the meeting.

The Chairperson authorized the Company Secretary to declare the results of voting. The scrutinizers report, containing the combined votes by E-voting as well as Poll at AGM, was received and accordingly all the resolutions as set forth in the Notice were declared as passed, as detailed below:

Item No.	Description	Type of resolution	Result
1	Consideration and adoption of the Audited Financial Statements including Audited Consolidated Financial Statement for the year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon.	Ordinary resolution	The resolution was passed with requisite majority.

Cntd...2

Head Office : Nilkamal House, 77/88, Road No.13/14, M.I.D.C., Andheri (East), Mumbai - 400 093, INDIA. Tel. : (91-22) 4235 8888

Material Handling Division : Fax : (91-22) 2836 1923 ● **E-mail :** marketing@nilkamal.com

Furniture Division : Fax : (91-22) 2835 3556 ● **E-mail :** furniture@nilkamal.com

@home Division : Fax : (91-22) 2837 2787 ● **E-mail :** connect@at-home.co.in ● **Visit us at :** www.nilkamal.com ● **Visit us at :** www.at-home.co.in

--2--

2	Declaration of dividend on equity shares of the Company for the year ended March 31, 2019.	Ordinary resolution	The resolution was passed with requisite majority.
3	Re-appointment of Mr. Hiten V. Parekh (DIN: 00037550), who retires by rotation.	Ordinary resolution	The resolution was passed with requisite majority.
4	Ratification of remuneration payable to Cost Auditors for the financial year 2019-2020.	Special resolution	The resolution was passed with requisite majority.
5	Approval for continuation of the existing tenure of directorship of Mr. K. Venkataramanan (00001647), as an Independent Director of the Company after attaining the age of 75 years till completion of his present term i.e. upto conclusion of the Thirty Fourth Annual General Meeting to be held in the calendar year 2020.	Special resolution	The resolution was passed with requisite majority.
6	Approval for re-appointment of Mr. Mahendra V. Doshi (DIN: 00123243) as an Independent Director of the Company, not liable to retire by rotation, for a second term of five years from the date of Annual General Meeting of the Company i.e. from June 28, 2019.	Special resolution	The resolution was passed with requisite majority.
7	Approval for re-appointment of Mr. Mufazzal S. Federal (DIN: 03409798) as an Independent Director of the Company, not liable to retire by rotation, for a second term of five years from the date of Annual General Meeting of the Company i.e. from June 28, 2019.	Special resolution	The resolution was passed with requisite majority.
8	Approval for re-appointment of Mr. S. K. Palekar (DIN: 01723670) as an Independent Director of the Company, not liable to retire by rotation, for a second term of five years from the date of Annual General Meeting of the Company i.e. from June 28, 2019.	Special resolution	The resolution was passed with requisite majority.

Cntd...3

Head Office : Nilkamal House, 77/88, Road No.13/14, M.I.D.C., Andheri (East), Mumbai - 400 093, INDIA. Tel. : (91-22) 4235 8888

Material Handling Division : Fax : (91-22) 2836 1923 ● **E-mail :** marketing@nilkamal.com

Furniture Division : Fax : (91-22) 2835 3556 ● **E-mail :** furniture@nilkamal.com

@home Division : Fax : (91-22) 2837 2787 ● **E-mail :** connect@at-home.co.in ● **Visit us at :** www.nilkamal.com ● **Visit us at :** www.at-home.co.in

---3---

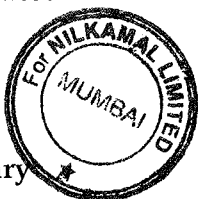
9	Continuation of payment of remuneration to Executive Directors who are Promoters in excess of threshold limits as per SEBI (LODR) (Amendment) Regulations, 2018.	Special resolution	The resolution was passed with requisite majority.
---	--	--------------------	--

Kindly take the same on your records.

Thanking you,
Yours Faithfully,
For Nilkamal Limited



Priti Dave
Company Secretary



Head Office : Nilkamal House, 77/88, Road No.13/14, M.I.D.C., Andheri (East), Mumbai - 400 093, INDIA. Tel. : (91-22) 4235 8888

Material Handling Division : Fax : (91-22) 2836 1923 ● **E-mail :** marketing@nilkamal.com

Furniture Division : Fax : (91-22) 2835 3556 ● **E-mail :** furniture@nilkamal.com

@home Division : Fax : (91-22) 2837 2787 ● **E-mail :** connect@at-home.co.in ● **Visit us at :** www.nilkamal.com ● **Visit us at :** www.at-home.co.in

DETAILS PURSUANT TO REGULATION 44 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015 ON THE VOTES CAST AT THE THIRTY THIRD ANNUAL GENERAL MEETING OF NILKAMAL LIMITED HELD ON JUNE 28, 2019.

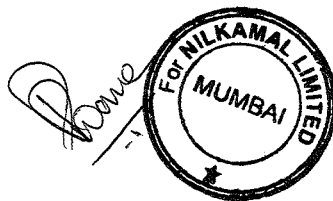
- 1) Date of the AGM: Friday, June 28, 2019.
- 2) Total number of shareholders on record date: 27,111
- 3) No. of shareholders present in the meeting either in person or through proxy :

	Presence		
	In person	In proxy	Total
Promoter and promoter Group	8	0	8
Public	39	0	39
Total	47	0	47

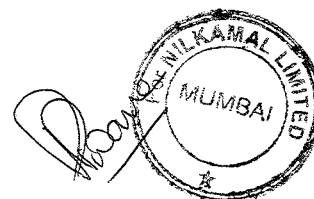
- 4) No. of shareholders attended the meeting through video conferencing:
N.A.



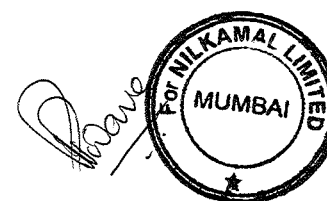
Resolution (1)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution?				Ordinary No Consideration and adoption of the Audited Financial Statements including Audited Consolidated Financial Statement for the year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon.				
Description of resolution considered								
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		9545746	100.0000	9545746	0	100.0000	0.0000
	Poll	9545746	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	9545746	9545746	100.0000	9545746	0	100.0000	0.0000
Public- Institutions	E-Voting		1385323	55.9233	1385323	0	100.0000	0.0000
	Poll	2477183	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2477183	1385323	55.9233	1385323	0	100.0000	0.0000
Public- Non Institutions	E-Voting		464273	16.0116	464273	0	100.0000	0.0000
	Poll	2899596	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2899596	464273	16.0116	464273	0	100.0000	0.0000
Total	Total	14922525	11395342	76.3634	11395342	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



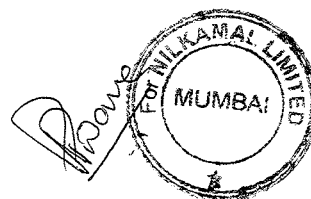
Resolution (2)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? Description of resolution considered				Ordinary No Declaration of dividend on equity shares of the Company for the year ended March 31, 2019.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		9545746	100.0000	9545746	0	100.0000	0.0000
	Poll	9545746	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	9545746	9545746	100.0000	9545746	0	100.0000	0.0000
Public- Institutions	E-Voting		2320142	93.6605	2320142	0	100.0000	0.0000
	Poll	2477183	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2477183	2320142	93.6605	2320142	0	100.0000	0.0000
Public- Non Institutions	E-Voting		464273	16.0116	464273	0	100.0000	0.0000
	Poll	2899596	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2899596	464273	16.0116	464273	0	100.0000	0.0000
Total	Total	14922525	12330161	82.6278	12330161	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



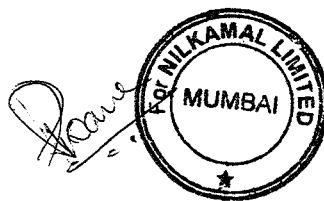
Resolution (3)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution?				Ordinary No				
Description of resolution considered				Re-appointment of Mr. Hiten V. Parekh (DIN: 00037550), who retires by rotation.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		9545746	100.0000	9545746	0	100.0000	0.0000
	Poll	9545746	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	9545746	9545746	100.0000	9545746	0	100.0000	0.0000
Public- Institutions	E-Voting		2320142	93.6605	2320142	0	100.0000	0.0000
	Poll	2477183	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2477183	2320142	93.6605	2320142	0	100.0000	0.0000
Public- Non Institutions	E-Voting		464273	16.0116	464273	0	100.0000	0.0000
	Poll	2899596	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2899596	464273	16.0116	464273	0	100.0000	0.0000
Total	Total	14922525	12330161	82.6278	12330161	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



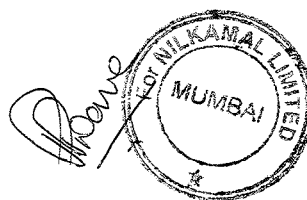
Resolution (4)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution?				Special No				
Description of resolution considered				Ratification of remuneration payable to Cost Auditors for the financial year 2019-2020.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		9545746	100.0000	9545746	0	100.0000	0.0000
	Poll	9545746	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	9545746	9545746	100.0000	9545746	0	100.0000	0.0000
Public-Institutions	E-Voting		2320142	93.6605	2320142	0	100.0000	0.0000
	Poll	2477183	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2477183	2320142	93.6605	2320142	0	100.0000	0.0000
Public- Non Institutions	E-Voting		464273	16.0116	464273	0	100.0000	0.0000
	Poll	2899596	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2899596	464273	16.0116	464273	0	100.0000	0.0000
Total	Total	14922525	12330161	82.6278	12330161	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



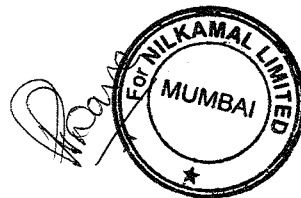
Resolution (5)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? Description of resolution considered				Special No Approval for continuation of the existing tenure of directorship of Mr. K. Venkataramanan, (DIN 00001647) as an Independent Director of the Company after attaining the age of 75 years.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		9545746	100.0000	9545746	0	100.0000	0.0000
	Poll	9545746	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	9545746	9545746	100.0000	9545746	0	100.0000	0.0000
Public- Institutions	E-Voting		2135810	86.2193	2135810	0	100.0000	0.0000
	Poll	2477183	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2477183	2135810	86.2193	2135810	0	100.0000	0.0000
Public- Non Institutions	E-Voting		464273	16.0116	464273	0	100.0000	0.0000
	Poll	2899596	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2899596	464273	16.0116	464273	0	100.0000	0.0000
Total	Total	14922525	12145829	81.3926	12145829	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



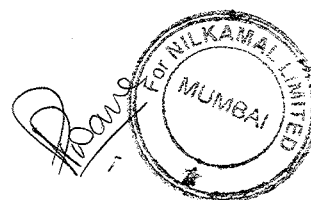
Resolution (6)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution? Description of resolution considered				Special No Approval for re-appointment of Mr. Mahendra V. Doshi (DIN: 00123243) as an Independent Director of the Company, not liable to retire by rotation, for a second term of five years from the date of Annual General Meeting of the Company i.e. from June 28, 2019.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		9545746	100.0000	9545746	0	100.0000	0.0000
	Poll	9545746	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	9545746	9545746	100.0000	9545746	0	100.0000	0.0000
Public- Institutions	E-Voting		2135810	86.2193	2110700	25110	98.8243	1.1757
	Poll	2477183	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2477183	2135810	86.2193	2110700	25110	98.8243	1.1757
Public- Non Institutions	E-Voting		464273	16.0116	464273	0	100.0000	0.0000
	Poll	2899596	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2899596	464273	16.0116	464273	0	100.0000	0.0000
Total	Total	14922525	12145829	81.3926	12120719	25110	99.7933	0.2067
Whether resolution is Pass or Not.							Yes	



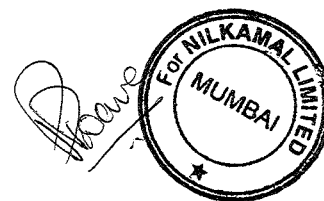
Resolution (7)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution?				Special No Approval for re-appointment of Mr. Mufazzal S. Federal (DIN: 03409798) as an Independent Director of the Company, not liable to retire by rotation, for a second term of five years from the date of Annual General Meeting of the Company i.e. from June 28, 2019.				
Description of resolution considered								
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		9545746	100.0000	9545746	0	100.0000	0.0000
	Poll	9545746	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	9545746	9545746	100.0000	9545746	0	100.0000	0.0000
Public- Institutions	E-Voting		2135810	86.2193	2135810	0	100.0000	0.0000
	Poll	2477183	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2477183	2135810	86.2193	2135810	0	100.0000	0.0000
Public- Non Institutions	E-Voting		464273	16.0116	464273	0	100.0000	0.0000
	Poll	2899596	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2899596	464273	16.0116	464273	0	100.0000	0.0000
Total	Total	14922525	12145829	81.3926	12145829	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



Resolution (8)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution?				Special No Approval for re-appointment of Mr. S. K. Palekar (DIN: 01723670) as an Independent Director of the Company, not liable to retire by rotation, for a second term of five years from the date of Annual General Meeting of the Company i.e. from June 28, 2019.				
Description of resolution considered								
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		9545746	100.0000	9545746	0	100.0000	0.0000
	Poll	9545746	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	9545746	9545746	100.0000	9545746	0	100.0000	0.0000
Public- Institutions	E-Voting		2135810	86.2193	2135810	0	100.0000	0.0000
	Poll	2477183	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2477183	2135810	86.2193	2135810	0	100.0000	0.0000
Public- Non Institutions	E-Voting		464273	16.0116	464273	0	100.0000	0.0000
	Poll	2899596	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2899596	464273	16.0116	464273	0	100.0000	0.0000
Total	Total	14922525	12145829	81.3926	12145829	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



Resolution (9)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution?				Special No				
Description of resolution considered				Continuation of payment of remuneration to Executive Directors who are Promoters in excess of threshold limits as per SEBI (LODR) (Amendment) Regulations, 2018.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		9545746	100.0000	9545746	0	100.0000	0.0000
	Poll	9545746	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	9545746	9545746	100.0000	9545746	0	100.0000	0.0000
Public- Institutions	E-Voting		2135810	86.2193	2110700	25110	98.8243	1.1757
	Poll	2477183	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2477183	2135810	86.2193	2110700	25110	98.8243	1.1757
Public- Non Institutions	E-Voting		464273	16.0116	464273	0	100.0000	0.0000
	Poll	2899596	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	2899596	464273	16.0116	464273	0	100.0000	0.0000
Total	Total	14922525	12145829	81.3926	12120719	25110	99.7933	0.2067
Whether resolution is Pass or Not.							Yes	





SCRUTINIZER'S REPORT

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20 of the Companies Management and Administration) Rules, 2014]

To,

The Chairman of 33rd Annual General Meeting ('AGM') of the members of **Nilkamal Limited** (the 'Company') held on Friday the 28th June, 2019 at 12:00 noon at Registered Office of the Company situated at Survey No. 354/2 & 354/3, Near Rakholi Bridge, Silvassa - Khanvel Road, Vasona, Silvassa - 396 230, Union Territory of Dadra & Nagar Haveli.

Dear Sir,

We, Pratik M. Shah, Company Secretaries, have been appointed as a scrutinizer in the meeting of the Board of the Directors held on May 11, 2019 to conduct the following:

- 1) Remote e-voting process done by the shareholders of the Company 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
- 2) Electronic voting at the AGM under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the notice to the 33rd AGM of the members of the Company, held on the 28th June, 2019 at 12:00 noon at Registered Office of the Company situated at Survey No. 354/2 & 354/3, Near Rakholi Bridge, Silvassa - Khanvel Road, Vasona, Silvassa - 396 230, Union Territory of Dadra & Nagar Haveli.
- 3) Further to the above, we submit our report as under:-
 - i. The Company has entered into an arrangement with Link Intime India Private Limited ('LI IPL') the authorised agency, to provide remote e-voting facilities to all the members who were eligible to take part in the remote e-voting.
 - ii. The remote e-voting period remained open from Tuesday the June 25, 2019 (10:00 a.m.) and ended on Thursday the June 27, 2019 (5:00 p.m.).
 - iii. The members of the Company as on the "cut-off" date i.e. June 21, 2019 was entitled to vote on the resolutions (item no. 1 to 9 as set out in the notice of the 33rd AGM of the Company).



- iv. At the end of the remote e-voting period on June 27, 2019 at 5:00 p.m., voting portal of service provider was blocked forthwith.
- v. After the announcement of polling at the AGM, the ballot box was duly locked by us and kept for polling with due identification marks.
- vi. There were 47 shareholders present at the meeting in person at the AGM.
- vii. Voting by poll at the AGM was carried out, but no member have casted their vote and thus no poll papers were received.
- viii. Post conclusion of AGM, votes cast through remote e-voting process were unblocked by us at 1.30 pm in presence of Mr. Sonu Gupta and Ms. Henal Sheth who were not in the employment of the Company.

Consolidated report on result of voting through electronic means and voting by poll is as under:

Item No. 1:-

Ordinary Resolution - To receive, consider and adopt the Audited Financial Statements including the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon.

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

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	116	1,13,95,342	100
Through voting by Poll	0	0	0
Total	116	1,13,95,342	100



ii. Voted **against** the resolution :

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	0	0	0
Through voting by Poll	0	0	0
Total	0	0	0

iii. **Invalid** votes :

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	0	0
Through voting by Poll	0	0
Total	0	0

iv. **Abstain/Not voted** :

Mode of Voting	Number of members voted	Number of shares held
Through e-voting	2	9,34,819
Through voting by Poll	0	
Total	2	9,34,819

Item No. 2:-

Ordinary Resolution - To declare dividend on equity shares for the year ended March 31, 2019.

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

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	118	1,23,30,161	100
Through voting by Poll	0	0	0
Total	118	1,23,30,161	100



ii. Voted **against** the resolution :

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	0	0	0
Through voting by Poll	0	0	0
Total	0	0	0

iii. **Invalid** votes :

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	0	0
Through voting by Poll	0	0
Total	0	0

iv. **Abstain/Not voted** :

Mode of Voting	Number of members voted	Number of shares held
Through e-voting	0	0
Through voting by Poll	0	0
Total	0	0

Item No. 3:-

Ordinary Resolution - To appoint a Director in place of Mr. Hiten V. Parekh (DIN: 00037550), who retires by rotation and being eligible, offers himself for re-appointment.

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

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	118	1,23,30,161	100
Through voting by Poll	0	0	0
Total	118	1,23,30,161	100



ii. Voted **against** the resolution :

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	0	0	0
Through voting by Poll	0	0	0
Total	0	0	0

iii. **Invalid** votes :

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	0	0
Through voting by Poll	0	0
Total	0	0

iv. **Abstain/Not voted** :

Mode of Voting	Number of members voted	Number of shares held
Through e-voting	0	0
Through voting by Poll	0	0
Total	0	0

Item No. 4:-

Ordinary Resolution -To ratify and confirm appointment of M/s. B. F. Modi and Associates, Cost Accountants (Firm Registration No.6955) as Cost Auditors of the Company to conduct audit of cost records of the Company for the financial year 2019-20 at remuneration of Rs.3.50 Lakhs (Rupees Three Lakhs Fifty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses at actual.

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

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	118	1,23,30,161	100
Through voting by Poll	0	0	0
Total	118	1,23,30,161	100



ii. Voted **against** the resolution :

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	0	0	0
Through voting by Poll	0	0	0
Total	0	0	0

iii. **Invalid** votes :

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	0	0
Through voting by Poll	0	0
Total	0	0

iv. **Abstain/Not voted** :

Mode of Voting	Number of members voted	Number of shares held
Through e-voting	0	0
Through voting by Poll	0	0
Total	0	0

Item No. 5:-

Special Resolution – Continuation of Directorship of Mr. K. Venkataramanan (DIN 00001647), as an Independent Director of the Company, after attaining the age of 75 years till the completion of his present term i.e. up to conclusion of the Thirty Fourth Annual General Meeting to be held in the calendar year 2020.

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

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	117	1,21,45,829	100
Through voting by Poll	0	0	0
Total	117	1,21,45,829	100

ii. Voted **against** the resolution :

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	0	0	0
Through voting by Poll	0	0	0
Total	0	0	0

iii. **Invalid** votes :

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	0	0
Through voting by Poll	0	0
Total	0	0

iv. **Abstain/Not voted** :

Mode of Voting	Number of members voted	Number of shares held
Through e-voting	1	1,84,332
Through voting by Poll	0	0
Total	1	1,84,332

Item No. 6:-

Special Resolution - To approve re-appointment of Mr. Mahendra V. Doshi (DIN: 00123243) as an Independent Director of the Company, not liable to retire by rotation, for a second term of five years from the date of Annual General Meeting of the Company to be held in the calendar year 2019.

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

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	114	1,21,20,719	100
Through voting by Poll	0	0	0
Total	114	1,21,20,719	99.79



ii. Voted **against** the resolution :

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	3	25,110	100
Through voting by Poll	0	0	0
Total	3	25,110	0.21

iii. **Invalid** votes :

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	0	0
Through voting by Poll	0	0
Total	0	0

iv. **Abstain/Not voted** :

Mode of Voting	Number of members voted	Number of shares held
Through e-voting	1	1,84,332
Through voting by Poll	0	0
Total	1	1,84,332

Item No. 7:-

Special Resolution - To approve re-appointment of Mr. Mufazzal S. Federal (DIN: 03409798) as an Independent Director of the Company, not liable to retire by rotation, for a second term of five years from the date of Annual General Meeting of the Company to be held in the calendar year 2019.

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

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	117	1,21,45,829	100
Through voting by Poll	0	0	0
Total	117	1,21,45,829	100

ii. Voted **against** the resolution :

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	0	0	0
Through voting by Poll	0	0	0
Total	0	0	0

iii. **Invalid** votes :

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	0	0
Through voting by Poll	0	0
Total	0	0

iv. **Abstain/Not voted** :

Mode of Voting	Number of members voted	Number of shares held
Through e-voting	1	1,84,332
Through voting by Poll	0	0
Total	1	1,84,332

Item No. 8:-

Special Resolution - To approve re-appointment of Mr. S. K. Palekar (DIN: 01723670) as an Independent Director of the Company, not liable to retire by rotation, for a second term of five years from the date of Annual General Meeting of the Company to be held in the calendar year 2019.

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

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	117	1,21,45,829	100
Through voting by Poll	0	0	0
Total	117	1,21,45,829	100

ii. Voted **against** the resolution :

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	0	0	0
Through voting by Poll	0	0	0
Total	0	0	0

iii. **Invalid** votes :

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	0	0
Through voting by Poll	0	0
Total	0	0

iv. **Abstain/Not voted** :

Mode of Voting	Number of members voted	Number of shares held
Through e-voting	1	1,84,332
Through voting by Poll	0	0
Total	1	1,84,332

Item No. 9:-

Special Resolution – Continuation of payment of remuneration to Mr. Sharad V. Parekh, Mr. Hiten V. Parekh, Jt. Managing Director, Mr. Manish V. Parekh, President and Executive Director (Furniture) and Mr. Nayan S. Parekh, President and Executive Director (Material Handling) as per the existing terms and conditions as approved by the shareholders at the AGM held on August 4, 2015.

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

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	114	1,21,20,719	100
Through voting by Poll	0	0	0
Total	114	1,21,20,719	99.79



ii. Voted **against** the resolution :

Mode of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Through e-voting	3	25,110	100
Through voting by Poll	0	0	0
Total	3	25,110	0.21

iii. **Invalid** votes :

Mode of Voting	Number of members voted	Number of votes cast by them
Through e-voting	0	0
Through voting by Poll	0	0
Total	0	0

iv. **Abstain/Not voted** :

Mode of Voting	Number of members voted	Number of shares held
Through e-voting	1	1,84,332
Through voting by Poll	0	0
Total	1	1,84,332

- ix. Based on the above voting, all resolutions carried on with requisite majority, accordingly, we request the Chairman of 33rd Annual General Meeting to announce the results of the meeting.
- x. The registers and all other relevant papers relating to e-voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid 33rd Annual General Meeting and thereafter the same shall be handed over to the Company Secretary for their safe keeping.



Place: Mumbai
Date: 29th June, 2019

Pratik M. Shah
Company Secretaries
FCS: 7431
C.P. No. 7401