



ASPINWALL AND COMPANY LIMITED  
Edappally, Cochin - 682 024, India  
CIN : L74999KL1920PLC001389  
Tel : +91 484 234 2000, Fax : +91 484 234 3400  
Email : ernakulam@aspinwall.in

ASP/2016/NSE-Disc./150

5<sup>th</sup> August, 2016

**National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> Floor, C/1 G Block  
Bandra-Kurla Complex  
Bandra East  
Mumbai – 400051  
Tel: 022-26598100**

Dear Sir,

**Sub: Results of items transacted in the AGM reg.**

**Ref: Symbol : ASPINWALL**

Pursuant to SEBI (LODR) Regulations, 2015, we are enclosing herewith the following:

- a) Proceedings of the AGM held on 3<sup>rd</sup> August, 2016; and
- b) Voting results of the items transacted at the AGM.

The above may be taken into records.

Yours faithfully,

**For ASPINWALL AND COMPANY LIMITED**

  
**Neeraj R Varma  
Company Secretary**

**PROCEEDINGS OF THE 96<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF  
ASPINWALL AND COMPANY LTD., HELD AT GOKULAM PARK, KALOOR, KOCHI -  
682 017 ON WEDNESDAY, THE 03<sup>RD</sup> AUGUST, 2016, AT 10.30 AM.**

**PRESENT**

|                              |   |                                               |
|------------------------------|---|-----------------------------------------------|
| Mr.Rama Varma                | - | Managing Director/Shareholder                 |
| Mr. C.R.R.Varma              | - | Director/Shareholder                          |
| Brig. R.R.V.N. Varma         | - | Director/Shareholder                          |
| Mr. K.R.N. Menon             | - | Director/Shareholder                          |
| Mr. P.K. Sasidharan          | - | Director/Shareholder/Audit Committee Chairman |
| Ms.Nina Nayar                | - | Director                                      |
| Mr. Venkitraman Anand        | - | Chief Executive Officer                       |
| Mr. T.R. Radhakrishnan       | - | Chief Financial Officer/Shareholder           |
| Mr. Neeraj. R. Varma         | - | Company Secretary                             |
| Mr.M.K.Ananthanarayanan      | - | Partner of Deloitte Haskins & Sells           |
| Mr.P.R.Krishnakumar          | - | Deloitte Haskins & Sells                      |
| Other Shareholders in person | - | 22                                            |
| Corporate Shareholders       | - | 4                                             |

Mr. KRN Menon, Director was requested to Chair the Meeting.

The Chairman of the Audit Committee, Mr. P.K.Sasidharan, was present.

The Secretary verified the attendance and confirmed presence of quorum.

The meeting was then called to order by the Chairman.

The Chairman welcomed the Shareholders present.

**CHAIRMAN'S SPEECH**

I extend a warm welcome to all of you to this 96<sup>th</sup> Annual General Meeting of your Company and the first one after getting the Company listed at the National Stock Exchange on June 14, 2016.

On behalf of the Board of Directors, it is my privilege to thank each one of you for making it convenient to attend this meeting as your presence here is a testimony to your interest and

involvement with the company.

The notice convening the meeting, the Annual Report for the financial year ended 31<sup>st</sup> March, 2016 along-with Annual Audited Accounts and Auditors' Report have been with you for some time now, and with your permission, I shall take them as read.

We are pleased with our operational and financial management, sustainability initiatives and governance practices in 2016. All of these elements made it a successful year, despite the external challenges we continued to face in many of our markets.

#### Economic Scenario

Gaining momentum, Indian economy grew by 7.9 per cent in the March quarter to consolidate India's position as the fastest growing major economy with a five-year high growth rate of 7.6 per cent for the full fiscal year on robust manufacturing indices.

Based on the data released by the Central Statistical Office, the growth rate in the fourth quarter of FY 2015-16 was at 7.9% which almost touched the magical mark of 8%.

#### Overall Performance

The performance of the Company has also been much better compared to the previous year. The Profit Before Tax for the financial year 2015-16 is at Rs.1,222 lakhs as compared to Rs.460 lakhs of the previous year. The turnover and other operating income at Rs.24,226 lakhs was up by 6.7% from that of the previous year. Total profit after tax for the year is at Rs.768 lakhs as compared to Rs.420 lakhs of the previous year.

#### Coffee

Aspinwall being a major player in monsooned coffees, made by down-stream processing Coffee beans and has an acknowledged presence in the international coffee market with a share of 60% of the total monsooned coffee exported from India. During the FY 2015-16, the Interest subventions through Interest Equalisation Scheme has been resumed by Central Government, which has helped us to reduce interest cost substantially. However, export incentives has been lower by 2% during the FY which has affected the overall available margin of the Division.

World coffee production is expected to be around 5% higher than the previous year and the company expects that the coffee export prospects for 2016-17 would be better. We already have substantial orders placed for monsooned coffee and green coffee.

### Rubber Division

The rubber plantation sector in all producing countries is passing through the worst crisis in its history with prices at its bottom levels of the last six years. The decrease in prices of Synthetic Rubber due to the crisis in China and crash in crude oil prices have made a very significant impact on the demand and price of Natural Rubber.

This world crisis in the Rubber Plantation sector has not spared India -, wherein the Natural Rubber production in 2015-16 has dropped by a staggering 13%. All operating expenses especially wages have gone up substantially higher on revision of wages effective from 01<sup>st</sup> July, 2015. The prices of all rubber products have been falling from July 2014 and has been steadily declining ever since. As you can see, the average price for the FY 2015-16 was Rs.127 per KG compared to Rs.133 per KG for the FY 2014-15 and was Rs.183 per KG for the FY 2013-14. There has also been a drop in production which was mainly due to the state-wide labour strike lasting over 18 days.

All the said factors have affected the performance of the division for the last two years. The overall global production is expected to come down and which can help in getting better prices compared to the previous year.

### Natural Fibre Division

There has been an increase in the turnover of exports for the division and along with various cost control methods initiated, - has improved its bottom-line.

Further, the office at Rotterdam, which initially has been opened for this Division alone, has now been - charged to bring in businesses for Coffee and Logistics divisions, as well, which is expected to bring in fruitful results in the coming quarters.

### Logistics

With regard to the Logistics division, performance of Bulk Cargo in general, especially in Mangalore has done extremely well - in its excellent performance. The Company has also been able to turn around the -performances of Chennai and Trivandrum branches to better levels. The Company is focusing on high value- customers and cargoes so as to earn better margins.

### SUBSIDIARY COMPANIES

In the case of the subsidiary companies, M/s. Malabar Coast Marine Services Pvt. Ltd. has earned

reasonable revenues in the business of ship handling.

M/s.Aspinwall Technologies Ltd. is presently engaged in the development of systems, programmes and software for various business activities of our company.

In the case of Aspinwall Geotech Limited, a decision is yet to be taken on the revival of the Company.

SFS Pharma Logistics Private Limited is engaged in the business of temperature-controlled logistics assistance in India and abroad for handling clinical trial shipments and pharma products. The Company has invested in building up the capital infrastructure to double up the operations from the present levels. The Company, during the past two years, has developed its own clientele and has now decided to expand its operations to more locations with –accompanying infrastructure. This is expected to yield better revenue during the coming years.

#### Listing

As you're all aware, the Company was earlier listed at Cochin and Madras Stock Exchange. During the FY 2014-15, exit was granted by SEBI to Madras and Cochin Stock Exchanges and subsequently these exchanges were de-recognized. Thereafter, the Company's shares were placed at the Dissemination Board of NSE. Pursuant to the directions of SEBI, the Company was given an option to either get listed at any of the recognised Stock Exchanges or to provide Exit Option to the existing shareholders, within a period of 18 months. The Board decided to get the Company listed at NSE and as mentioned earlier, the Company got listed at National Stock Exchange of India Limited on 14<sup>th</sup> of June, 2016, and the same was done well within the time limit of eighteen months prescribed by SEBI.

#### Dividend

Your Board of Directors has declared and paid an Interim Dividend of Rs.2.50/- per equity share. This dividend has accounted for a cash outflow of Rs.1.95 Crores by way of dividend and Rs.39 lakhs by way of Dividend Distribution Tax, thus aggregating to Rs.2.34 Crores.

#### Corporate Social Responsibility

Your Board of Directors has constituted a Committee for Corporate Social Responsibility Activities and has devised a detailed CSR Policy. Based on the CSR Policy, we are pleased to inform you that the Company has spent Rs.16.50 lacs towards CSR during the financial year.

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As per the requirements of the Companies Act, 2013, the appointment of M/sDeloitte Haskins & Sells, as the Statutory Auditors of the Company for the financial year 2016-17 has to be ratified by the shareholders at the Annual General Meeting.

A suitable resolution has been incorporated in the Notice of the meeting.

Our Cost Auditors, M/s BBS and Associates who have audited our Cost Records for the last four financial years have been appointed to perform cost audit for the financial year 2016-17 also. Suitable resolution has been incorporated under "Special Business", in the Notice of the Meeting, to ratify the remuneration to be paid for their services.

This is the meeting when we have to bid farewell to one of our longest serving Directors on the Board, Brig.R.R.V.N.Varma, who is due to retire by the end of next month. Brigadier joined the Board in the year 1993, and ever since then the Board has enjoyed the benefit of his financial and commercial acumen and his wise counsel. I would like to place on record the Board's appreciation of the contribution made by Brigadier, and, on behalf of all of us, to wish him well.

We had provided the facility of e-voting for the shareholders which was kept open from 31<sup>st</sup> July, 2016 till 02<sup>nd</sup> August, 2016. The shareholders who have not exercised the said facility can cast their vote by Poll at the Meeting.

To conclude, I express our sincere gratitude to the Government of India and the various State Governments for their continued support. Our special thanks and appreciation go to the employees of the Company at all levels for their hard work, dedication and continued commitment. The Board is also grateful to the Company's bankers, investors, customers and vendors for their continued support and confidence reposed in the Company.

I would like to assure you that all our efforts will be directed towards strong growth in the future, while maintaining the highest standards of corporate governance.

The Chairman suo moto proposed for a poll to benefit the shareholders who had not e-voted.

Mr. N. Balasubramanian, Partner M/s BVR Associates who was present at the meeting became scrutiniser for the poll process also and was introduced to the members.

Some of the shareholders had few queries on the Annual Report 2015-16, which was satisfactorily answered by the Chairman and other Board Members.

### **Conduct of Poll**

Mr. Balasubramanian, BVR and Associates, Scrutinizers appointed for the Poll conducted the Poll which included distribution of Polling papers, showing empty Polling boxes to the members, locking and sealing of empty Polling boxes in the presence of members and proxies. After ensuring that all members and proxies participating in the Poll had casted their votes, the Scrutinizers closed the Poll. The Scrutinizer then took the custody of Polling boxes.

The Chairman of the Meeting informed the members that the Results of e-voting and the Poll would be published in the Company website on 05<sup>th</sup> August, 2016.

The Statutory Registers remained open and accessible to the shareholders during the continuance of the Meeting.

CEO Mr. Venkitraman Anand thanked the Members, Directors and all concerned for active participation at the Annual General Meeting.

### **Result of the Electronic Voting and Poll on the Ordinary and Special Business at the Annual General Meeting of the Company held on 03<sup>rd</sup> August, 2016**

On the basis of the Scrutinizer's Report dated 04/08/2016 for the e-voting and Poll, the summary of which is mentioned hereunder, the Company Secretary (duly authorised by the Chairman) announced the Results of Voting on 05<sup>th</sup> August, 2016, that all the resolutions for the Ordinary and Special Businesses as set out in Item No.1 to 5 in the Notice of the 96<sup>th</sup> Annual General Meeting of the Company have been duly passed by the requisite majority.

The resolutions for the Ordinary and Special businesses as set out in Item Nos.1 to 5 in the Notice of the 96<sup>th</sup> Annual General Meeting, duly approved by the members with requisite majority, are recorded hereunder as part of the proceedings of 96<sup>th</sup> Annual General Meeting of the members held on 03<sup>rd</sup> August, 2016.

### **Ordinary Business**

#### **Item No.1: Adoption of Financial Statements for the year ended 31<sup>st</sup> March, 2016**

“**RESOLVED THAT** the financial statements of the Company for the year ended 31<sup>st</sup> March, 2016, including the audited Balance Sheet as at 31<sup>st</sup> March, 2016 and the Statement of Profit and Loss for the year ended on that date and the Reports of Directors and Auditors thereon, be and are hereby approved and adopted.”

**Item No.2: Confirmation of Interim Dividend**

"RESOLVED THAT members do hereby confirm the Interim Dividend of Rs.2.50 per Equity Share, already paid during the FY 2015-16, on the entire issued, subscribed and paid-up capital of the Company of 7818288 equity shares of nominal value of Rs.10/- each.

**Item No.3: Appointment of Director**

"RESOLVED THAT Mr.Rama Varma (DIN:00031890), who retires in accordance with the provisions of Articles of Association of the Company and the Companies Act, 2013, and has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

**Item No.4: Appointment of Auditors**

"RESOLVED THAT, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the Audit Committee of the Board of Directors, and pursuant to the resolution passed by the shareholders at the AGM held on August 11, 2014, the appointment of Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No.008072S) as the auditors of the Company to hold office till the conclusion of the 97<sup>th</sup> AGM to be held in the calendar year 2017, be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration (plus out-of-pocket and travelling and any other expenses related thereto) payable to them for the financial year ending March 31, 2017, in consultation with the auditors."

**Special Business**

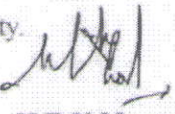
**Item No.5: Ordinary Resolution for ratification of remuneration payable to M/s BBS & Associates, Cost Auditors**

"RESOLVED THAT pursuant to the provisions of Section 148 and the Companies (Audit and Auditors) Rules of the Companies Act, 2013, BBS & Associates who were appointed as the Cost Auditors of the Company for the financial year ending March 31, 2017, by the Board of Directors at their meeting held on May 26, 2016, be paid a remuneration of Rs.2,00,000/- as audit fee (plus Service tax and out of pocket expenses related thereto)."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take such steps as maybe deemed necessary to give effect to this resolution."

All the above resolutions, which were put to vote, were passed with requisite majority.

05<sup>th</sup> August, 2016

  
K.R.N Menon  
CHAIRMAN

|                                                                               |            |
|-------------------------------------------------------------------------------|------------|
| Date of AGM/EGM                                                               | 03.08.2016 |
| Total number of Shareholders as on Cut-Off Date                               | 1950       |
| No. of shareholders present in the Meeting either in person or through Proxy: |            |
| Promoters and Promoter Group                                                  | 6          |
| Public                                                                        | 22         |
| No. of shareholders attended through Video Conferencing:                      | 0          |
| Promoters and Promoter Group                                                  | 0          |
| Public                                                                        | 0          |

| Agenda-wise disclosure                                                    |                | Item No.1: Adoption of Financial Statements |                     |                                         |                       |                        |                                      |                                    |
|---------------------------------------------------------------------------|----------------|---------------------------------------------|---------------------|-----------------------------------------|-----------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required:                                                      |                | Ordinary                                    |                     |                                         |                       |                        |                                      |                                    |
| Whether promoter/promoter group Are interested in the agenda/ resolution? |                | No                                          |                     |                                         |                       |                        |                                      |                                    |
| Category                                                                  | Mode of Voting | No. of shares Held                          | No. of Votes Polled | % of Votes Polled on Outstanding Shares | No. of votes - favour | No. of votes - against | % of votes in favour on Votes Polled | % of Votes against on Votes polled |
| Promoters and Promoter Group                                              | E-Voting       | 5039654                                     | 4807680             | 95.39                                   | 4807680               | 0                      | 100                                  | 0                                  |
|                                                                           | Poll           | 0                                           | 0                   | 0                                       | 0                     | 0                      | 0                                    | 0                                  |
|                                                                           | Postal Ballot  | 0                                           | 0                   | 0                                       | 0                     | 0                      | 0                                    | 0                                  |
|                                                                           | Total          | 5039654                                     | 4807680             | 95.39                                   | 4807680               | 0                      | 100                                  | 0                                  |
| Public - Institutions                                                     | E-Voting       | 0                                           | 0                   | 0                                       | 0                     | 0                      | 0                                    | 0                                  |
|                                                                           | Poll           | 0                                           | 0                   | 0                                       | 0                     | 0                      | 0                                    | 0                                  |
|                                                                           | Postal Ballot  | 0                                           | 0                   | 0                                       | 0                     | 0                      | 0                                    | 0                                  |
|                                                                           | Total          | 0                                           | 0                   | 0                                       | 0                     | 0                      | 0                                    | 0                                  |
| Public – Non-Institutions                                                 | E-Voting       | 2778634                                     | 22551               | 0.81                                    | 22551                 | 0                      | 100                                  | 0                                  |
|                                                                           | Poll           | 2778634                                     | 117182              | 4.21                                    | 117182                | 0                      | 100                                  | 0                                  |
|                                                                           | Postal Ballot  | 0                                           | 0                   | 0                                       | 0                     | 0                      | 0                                    | 0                                  |
|                                                                           | Total          | 2778634                                     | 139733              | 5.02                                    | 139733                | 0                      | 100                                  | 0                                  |
| Total                                                                     |                | 7818288                                     | 4947413             | 63.28                                   | 4947413               | 0                      | 100                                  | 0                                  |

| Agenda-wise disclosure                                                    |                | Item No.2: Confirmation of Interim Dividend |                     |                                         |                       |                        |                                      |                                    |
|---------------------------------------------------------------------------|----------------|---------------------------------------------|---------------------|-----------------------------------------|-----------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required:                                                      |                | Ordinary                                    |                     |                                         |                       |                        |                                      |                                    |
| Whether promoter/promoter group Are interested in the agenda/ resolution? |                | No                                          |                     |                                         |                       |                        |                                      |                                    |
| Category                                                                  | Mode of Voting | No. of shares Held                          | No. of Votes Polled | % of Votes Polled on Outstanding Shares | No. of votes - favour | No. of votes - against | % of votes in favour on Votes Polled | % of Votes against on Votes polled |
| Promoters and Promoter Group                                              | E-Voting       | 5039654                                     | 4807680             | 95.39                                   | 4807680               | 0                      | 100                                  | 0                                  |
|                                                                           | Poll           | 0                                           | 0                   | 0                                       | 0                     | 0                      | 0                                    | 0                                  |
|                                                                           | Postal Ballot  | 0                                           | 0                   | 0                                       | 0                     | 0                      | 0                                    | 0                                  |
|                                                                           | Total          | 5039654                                     | 4807680             | 95.39                                   | 4807680               | 0                      | 100                                  | 0                                  |
| Public - Institutions                                                     | E-Voting       | 0                                           | 0                   | 0                                       | 0                     | 0                      | 0                                    | 0                                  |
|                                                                           | Poll           | 0                                           | 0                   | 0                                       | 0                     | 0                      | 0                                    | 0                                  |
|                                                                           | Postal Ballot  | 0                                           | 0                   | 0                                       | 0                     | 0                      | 0                                    | 0                                  |
|                                                                           | Total          | 0                                           | 0                   | 0                                       | 0                     | 0                      | 0                                    | 0                                  |
| Public – Non-Institutions                                                 | E-Voting       | 2778634                                     | 22551               | 0.81                                    | 22551                 | 0                      | 100                                  | 0                                  |
|                                                                           | Poll           | 2778634                                     | 117182              | 4.21                                    | 117182                | 0                      | 100                                  | 0                                  |
|                                                                           | Postal Ballot  | 0                                           | 0                   | 0                                       | 0                     | 0                      | 0                                    | 0                                  |
|                                                                           | Total          | 2778634                                     | 139733              | 5.02                                    | 139733                | 0                      | 100                                  | 0                                  |
| Total                                                                     |                | 7818288                                     | 4947413             | 63.28                                   | 4947413               | 0                      | 100                                  | 0                                  |

| Agenda-wise disclosure                                                    |                | Item No.3: Re-appointment of Director |                     |                                         |                       |                        |                                      |                                    |
|---------------------------------------------------------------------------|----------------|---------------------------------------|---------------------|-----------------------------------------|-----------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required:                                                      |                | Ordinary                              |                     |                                         |                       |                        |                                      |                                    |
| Whether promoter/promoter group Are interested in the agenda/ resolution? |                | Yes                                   |                     |                                         |                       |                        |                                      |                                    |
| Category                                                                  | Mode of Voting | No. of shares Held                    | No. of Votes Polled | % of Votes Polled on Outstanding Shares | No. of votes - favour | No. of votes - against | % of votes in favour on Votes Polled | % of Votes against on Votes polled |
| Promoters and Promoter Group                                              | E-Voting       | 5039654                               | 4807680             | 95.39                                   | 4807680               | 0                      | 100                                  | 0                                  |
|                                                                           | Poll           | 0                                     | 0                   | 0                                       | 0                     | 0                      | 0                                    | 0                                  |
|                                                                           | Postal Ballot  | 0                                     | 0                   | 0                                       | 0                     | 0                      | 0                                    | 0                                  |
|                                                                           | Total          | 5039654                               | 4807680             | 95.39                                   | 4807680               | 0                      | 100                                  | 0                                  |
| Public - Institutions                                                     | E-Voting       | 0                                     | 0                   | 0                                       | 0                     | 0                      | 0                                    | 0                                  |
|                                                                           | Poll           | 0                                     | 0                   | 0                                       | 0                     | 0                      | 0                                    | 0                                  |
|                                                                           | Postal Ballot  | 0                                     | 0                   | 0                                       | 0                     | 0                      | 0                                    | 0                                  |
|                                                                           | Total          | 0                                     | 0                   | 0                                       | 0                     | 0                      | 0                                    | 0                                  |
| Public – Non-Institutions                                                 | E-Voting       | 2778634                               | 22551               | 0.81                                    | 22551                 | 0                      | 100                                  | 0                                  |
|                                                                           | Poll           | 2778634                               | 117172              | 4.21                                    | 117147                | 25                     | 99.97                                | 0.03                               |
|                                                                           | Postal Ballot  | 0                                     | 0                   | 0                                       | 0                     | 0                      | 0                                    | 0                                  |
|                                                                           | Total          | 2778634                               | 139723              | 5.02                                    | 139698                | 25                     | 99.99                                | 0.01                               |
| Total                                                                     |                | 7818288                               | 4947403             | 63.28                                   | 4947378               | 25                     | 99.99                                | 0.01                               |

For ASPINWALL AND COMPANY LIMITED

*Nij*  
NEERAJ. R. VARMA  
Company Secretary

| Agenda-wise disclosure                                                    |                | Item No.4: Appointment of Auditor |                     |                                         |                       |                        |                                      |                                    |  |
|---------------------------------------------------------------------------|----------------|-----------------------------------|---------------------|-----------------------------------------|-----------------------|------------------------|--------------------------------------|------------------------------------|--|
| Resolution required:                                                      |                | Ordinary                          |                     |                                         |                       |                        |                                      |                                    |  |
| Whether promoter/promoter group Are interested in the agenda/ resolution? |                | No                                |                     |                                         |                       |                        |                                      |                                    |  |
| Category                                                                  | Mode of Voting | No. of shares Held                | No. of Votes Polled | % of Votes Polled on Outstanding Shares | No. of votes - favour | No. of votes - against | % of votes in favour on Votes Polled | % of Votes against on Votes polled |  |
| Promoters and Promoter Group                                              | E-Voting       | 5039654                           | 4807680             | 95.39                                   | 4807680               | 0                      | 100                                  | 0                                  |  |
|                                                                           | Poll           | 0                                 | 0                   | 0                                       | 0                     | 0                      | 0                                    | 0                                  |  |
|                                                                           | Postal Ballot  | 0                                 | 0                   | 0                                       | 0                     | 0                      | 0                                    | 0                                  |  |
|                                                                           | Total          | 5039654                           | 4807680             | 95.39                                   | 4807680               | 0                      | 100                                  | 0                                  |  |
|                                                                           | E-Voting       | 0                                 | 0                   | 0                                       | 0                     | 0                      | 0                                    | 0                                  |  |
| Public - Institutions                                                     | Poll           | 0                                 | 0                   | 0                                       | 0                     | 0                      | 0                                    | 0                                  |  |
|                                                                           | Postal Ballot  | 0                                 | 0                   | 0                                       | 0                     | 0                      | 0                                    | 0                                  |  |
|                                                                           | Total          | 0                                 | 0                   | 0                                       | 0                     | 0                      | 0                                    | 0                                  |  |
|                                                                           | E-Voting       | 2778634                           | 22551               | 0.81                                    | 22551                 | 0                      | 100                                  | 0                                  |  |
|                                                                           | Poll           | 2778634                           | 117182              | 4.21                                    | 117182                | 0                      | 100                                  | 0                                  |  |
| Public – Non-Institutions                                                 | Postal Ballot  | 0                                 | 0                   | 0                                       | 0                     | 0                      | 0                                    | 0                                  |  |
|                                                                           | Total          | 2778634                           | 139733              | 5.02                                    | 139733                | 0                      | 100                                  | 0                                  |  |
|                                                                           | E-Voting       | 7818288                           | 4947413             | 63.28                                   | 4947413               | 0                      | 100                                  | 0                                  |  |
|                                                                           | Poll           | 0                                 | 0                   | 0                                       | 0                     | 0                      | 0                                    | 0                                  |  |
|                                                                           | Postal Ballot  | 0                                 | 0                   | 0                                       | 0                     | 0                      | 0                                    | 0                                  |  |
| Total                                                                     |                | 7818288                           | 4947413             | 63.28                                   | 4947413               | 0                      | 100                                  | 0                                  |  |

| Agenda-wise disclosure                                                    |                | Item No.5: Ratification of remuneration payable to Cost Auditors |                     |                                         |                       |                         |                                      |                                    |  |
|---------------------------------------------------------------------------|----------------|------------------------------------------------------------------|---------------------|-----------------------------------------|-----------------------|-------------------------|--------------------------------------|------------------------------------|--|
| Resolution required:                                                      |                | Ordinary                                                         |                     |                                         |                       |                         |                                      |                                    |  |
| Whether promoter/promoter group Are interested in the agenda/ resolution? |                | No                                                               |                     |                                         |                       |                         |                                      |                                    |  |
| Category                                                                  | Mode of Voting | No. of shares Held                                               | No. of Votes Polled | % of Votes Polled on Outstanding Shares | No. of votes - favour | No. of votes -- against | % of votes in favour on Votes Polled | % of Votes against on Votes polled |  |
| Promoters and Promoter Group                                              | E-Voting       | 5039654                                                          | 4807680             | 95.39                                   | 4807680               | 0                       | 100                                  | 0                                  |  |
|                                                                           | Poll           | 0                                                                | 0                   | 0                                       | 0                     | 0                       | 0                                    | 0                                  |  |
|                                                                           | Postal Ballot  | 0                                                                | 0                   | 0                                       | 0                     | 0                       | 0                                    | 0                                  |  |
|                                                                           | Total          | 5039654                                                          | 4807680             | 95.39                                   | 4807680               | 0                       | 100                                  | 0                                  |  |
|                                                                           | E-Voting       | 0                                                                | 0                   | 0                                       | 0                     | 0                       | 0                                    | 0                                  |  |
| Public - Institutions                                                     | Poll           | 0                                                                | 0                   | 0                                       | 0                     | 0                       | 0                                    | 0                                  |  |
|                                                                           | Postal Ballot  | 0                                                                | 0                   | 0                                       | 0                     | 0                       | 0                                    | 0                                  |  |
|                                                                           | Total          | 0                                                                | 0                   | 0                                       | 0                     | 0                       | 0                                    | 0                                  |  |
|                                                                           | E-Voting       | 2778634                                                          | 22551               | 0.81                                    | 22511                 | 40                      | 99.82                                | 0.18                               |  |
|                                                                           | Poll           | 2778634                                                          | 117157              | 4.21                                    | 117157                | 0                       | 100                                  | 0                                  |  |
| Public – Non-Institutions                                                 | Postal Ballot  | 0                                                                | 0                   | 0                                       | 0                     | 0                       | 0                                    | 0                                  |  |
|                                                                           | Total          | 2778634                                                          | 139708              | 5.02                                    | 139668                | 40                      | 99.97                                | 0.03                               |  |
|                                                                           | E-Voting       | 7818288                                                          | 4947388             | 63.28                                   | 4947348               | 40                      | 99.99                                | 0.01                               |  |
|                                                                           | Poll           | 0                                                                | 0                   | 0                                       | 0                     | 0                       | 0                                    | 0                                  |  |
|                                                                           | Postal Ballot  | 0                                                                | 0                   | 0                                       | 0                     | 0                       | 0                                    | 0                                  |  |
| Total                                                                     |                | 7818288                                                          | 4947388             | 63.28                                   | 4947348               | 40                      | 99.99                                | 0.01                               |  |

For ASPINWALL AND COMPANY LIMITED

  
**NEERAJ. R. VARMA**  
 Company Secretary