

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

Building No. 10, Flat No. 26, Brindaban, Thane – 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
E-mail: sna@snaco.net, Website: www.snaco.net

To,
The Chairman
HINDUSTAN ORGANIC CHEMICALS LIMITED
[CIN L99999MH1960GOI011895]
P.O. Rasayani, Dist. Raigad,
Maharashtra, Pin- 410207

Dear Sir,

At the outset, we would like to thank you for entrusting us with the task of scrutinizing the e-Voting and voting on Poll by your shareholders, at the Annual General Meeting of your Company held on Wednesday, 24th September, 2014 at 3.00 p.m.

Please find enclosed, our Report in three parts as listed below:

- Section I - Consolidated Results of e-Voting & Poll
- Section II - Report of Poll Results at the AGM in the prescribed format
- Section III - Report of the Scrutinizer on e-Voting

Our Report on e-Voting is based on the data downloaded from the e-Voting platform provided by National Securities Depository Limited (NSDL) and our Report on Voting on the Poll is based on the data provided / authenticated by your Registrar and Share Transfer Agent.

We trust you will find our Report to be comprehensive and self-explanatory in all respects. We will, however, be happy to answer your queries, if any, on the same.

For S.N.ANANTHASUBRAMANIAN & Co.,



Malati A. Kumar

Malati Kumar

Date : 25th September, 2014

Place : Thane

SECTION - I

Consolidated Results

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

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Based on Results of e-Voting & Poll at the Annual General Meeting held on Wednesday, 24th September, 2014 at 3.00 p.m., Consolidated Results of each Item on the Agenda as set out in the Notice dated 13th August, 2014, is annexed herewith.

Consolidated Results of Item No. 1 - Ordinary Resolution

Subject	Adoption of Balance Sheet, Statement of Profit and Loss, Directors Report, and Auditors Report for the year 2013-14.
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Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	19,942	3,94,91,547	3,95,11,489	100.00
Dissent	0	300	300	0.00
Total	19,942	3,94,91,847	3,95,11,789	100.00

Accordingly, out of a total of 3,95,11,789 valid votes cast via e-Voting and Poll, 3,95,11,489 votes were cast **ASSENTING** to the Ordinary Resolution constituting 100 % of the votes polled; 300 votes were cast **DISSENTING** to the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in Item No.1 of the Notice dated 13th August, 2014, is passed with requisite majority.

For S.N.ANANTHASUBRAMANIAN & Co.,



Malati A. Kumar

Malati Kumar

Date : 25th September, 2014

Place : Thane

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Consolidated Results of Item No. 2 - Ordinary Resolution

Subject	Appointment of Director retiring by rotation - Shri Rajiv Yadav.
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Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	14,392	3,94,90,927	3,95,05,319	99.98
Dissent	5,550	920	6,470	0.02
Total	19,942	3,94,91,847	3,95,11,789	100.00

Accordingly, out of a total of 3,95,11,789 valid votes cast via e-Voting and Poll, 3,95,05,319 votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.98 % of the votes polled; 6,470 votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.02 % of the votes polled.

Thus, the Ordinary Resolution as contained in Item No. 2 of the Notice dated 13th August, 2014, is passed with requisite majority.

For S.N.ANANTHASUBRAMANIAN & Co.,



Malati A. Kumar

Malati Kumar

Date : 25th September, 2014

Place : Thane

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Consolidated Results of Item No. 3 - Ordinary Resolution

Subject	Appointment of Director retiring by rotation - Dr. A.J.V. Prasad.
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Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	15,692	3,94,90,927	3,95,06,619	99.99
Dissent	4,250	920	5,170	0.01
Total	19,942	3,4,91,847	3,95,11,789	100.00

Accordingly, out of a total of 3,95,11,789 valid votes cast via e-Voting and Poll, 3,95,06,619 votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.99 % of the votes polled; 5,170 votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.01 % of the votes polled.

Thus, the Ordinary Resolution as contained in Item No. 3 of the Notice dated 13th August, 2014, is passed with requisite majority.

For S.N.ANANTHASUBRAMANIAN & Co.,



Malati A. Kumar

Malati Kumar

Date : 25th September, 2014

Place : Thane

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Consolidated Results of Item No. 4 - Ordinary Resolution

Subject	To fix the remuneration of Statutory Auditors and Branch Auditors of the Company (appointed by C and AG of India) for the year 2013-14 and onwards.
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Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	16,792	3,94,90,527	3,95,07,319	100.00
Dissent	100	1320	1,420	0.00
Total	16,892	3,94,91,847	3,95,08,739	100.00

Accordingly, out of a total of 3,95,08,739 valid votes cast via e-Voting and Poll, 3,95,07,319 votes were cast **ASSENTING** to the Ordinary Resolution constituting 100 % of the votes polled; 1,420 votes were cast **DISSENTING** to the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in Item No. 4 of the Notice dated 13th August, 2014, is passed with requisite majority.

For S.N.ANANTHASUBRAMANIAN & Co.,



Malati A. Kumar

Malati Kumar

Date : 25th September, 2014

Place : Thane

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Consolidated Results of Item No. 5 - Ordinary Resolution

Subject	Appointment and remuneration of Cost Auditors for Company's Rasayani and Kochi Units for the year 2014-15 and onwards.
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Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	19,592	3,94,90,927	3,95,10,519	100.00
Dissent	350	920	1,270	0.00
Total	19,942	3,94,91,847	3,95,11,789	100.00

Accordingly, out of a total of 3,95,11,789 valid votes cast via e-Voting and Poll, 3,95,10,519 votes were cast **ASSENTING** to the Ordinary Resolution constituting 100 % of the votes polled; 1,270 votes were cast **DISSENTING** to the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in Item No. 5 of the Notice dated 13th August, 2014, is passed with requisite majority.

For S.N.ANANTHASUBRAMANIAN & Co.,



Malati A. Kumar

Malati Kumar

Date : 25th September, 2014

Place : Thane

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Consolidated Results of Item No. 6 - Ordinary Resolution

Subject	Appointment of Dr. N. J. Gaikwad as Part-time Non-official Independent Director.
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Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	19,092	3,94,90,927	3,95,10,019	100.00
Dissent	500	920	1,420	0.00
Total	19,592	3,94,91,847	3,95,11,439	100.00

Accordingly, out of a total of 3,95,11,439 valid votes cast via e-Voting and Poll, 3,95,10,019 votes were cast **ASSENTING** to the Ordinary Resolution constituting 100 % of the votes polled; 1,420 votes were cast **DISSENTING** to the Ordinary Resolution.

Thus, the Ordinary Resolution as contained in Item No. 6 of the Notice dated 13th August, 2014, is passed with requisite majority.

For S.N.ANANTHASUBRAMANIAN & Co.,



Malati A. Kumar

Malati Kumar

Date : 25th September, 2014

Place : Thane

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Consolidated Results of Item No. 7 -Special Resolution

Subject	To approve the Borrowing Powers of Rs.525 crores of the Board of Directors.
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Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	19,592	3,94,90,427	3,95,10,019	100.00
Dissent	350	1,420	1,770	0.00
Total	19,942	3,94,91,847	3,95,11,789	100.00

Accordingly, out of a total of 3,95,11,789 valid votes cast via e-Voting and Poll, 3,95,10,019 votes were cast **ASSENTING** to the Special Resolution constituting 100 % of the votes polled; 1,770 votes were cast **DISSENTING** to the Special Resolution.

Thus, the Special Resolution as contained in Item No. 7 of the Notice dated 13th August, 2014, is passed with requisite majority.

For S.N.ANANTHASUBRAMANIAN & Co.,



Malati A. Kumar

Malati Kumar

Date : 25th September, 2014

Place : Thane

SECTION - II

Poll Results

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

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FORM No. MGT-13

Report of Scrutinizer(s)

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

To,
The Chairman
HINDUSTAN ORGANIC CHEMICALS LIMITED
[CIN L99999MH1960GOI011895]
P.O. Rasayani, Dist. Raigad,
Maharashtra, Pin- 410207

AGM held on : Wednesday, 24th September, 2014 at 3.00 p.m.

Dear Sir,

I, Malati Kumar of M/s. S.N.ANANTHASUBRAMANIAN & Co., Practicing Company Secretaries, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the Annual General Meeting of **HINDUSTAN ORGANIC CHEMICALS LIMITED** held on Wednesday, 24th September, 2014 at 3.00 p.m., submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s Sharepro Services (India) Pvt. Ltd., Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.



Report of Scrutinizer on e-Voting & Poll by Shareholders of HOCL

S. N. ANANTHASUBRAMANIAN & CO
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3. All the Votes cast were valid.
4. The results of the Poll for each item on the agenda are annexed to this report, Resolution wise.
5. Soft copy of the List of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution has been emailed to the Company Secretary.
6. The poll papers and all other relevant records have been duly handed over to the Company Secretary for keeping in safe record.

For S.N.ANANTHASUBRAMANIAN & Co.,



Malati A. Kumar

Malati Kumar

Date : 25th September, 2014

Place : Thane

S. N. ANANTHASUBRAMANIAN & CO
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Item No. 1 - Ordinary Resolution

Adoption of Balance Sheet, Statement of Profit and Loss, Directors Report, and Auditors Report for the year 2013-14.

(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 total number of valid votes Cast
38	3,94,91,547	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
2	300	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
0	0

Details of Other Votes for the said Item are NIL

For S.N ANANTHASUBRAMANIAN & Co.,



Malati A. Kumar

Malati Kumar

Date : 25th September, 2014

Place : Thane

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Item No. 2 - Ordinary Resolution

Appointment of Director retiring by rotation - Shri Rajiv Yadav.

(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 total number of valid votes Cast
37	3,94,90,927	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
3	920	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
0	0

Details of Other Votes for the said Item are NIL

For S.N.ANANTHASUBRAMANIAN & Co.,



Malati A. Kumar

Malati Kumar

Date : 25th September, 2014

Place : Thane

Report of Scrutinizer on e-Voting & Poll by Shareholders of HOCL

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S. N. ANANTHASUBRAMANIAN & CO
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Item No. 3 - Ordinary Resolution

Appointment of Director retiring by rotation - Dr. A.J.V. Prasad.

(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 total number of valid votes Cast
37	3,94,90,927	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
3	920	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
0	0

Details of Other Votes for the said Item are NIL

For S.N.ANANTHASUBRAMANIAN & Co.,



Malabi A. Kumar

Malati Kumar

Date : 25th September, 2014

Place : Thane

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Item No. 4 - Ordinary Resolution

To fix the remuneration of Statutory Auditors and Branch Auditors of the Company (appointed by C andAG of India) for the year 2013-14 and onwards.

(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 total number of valid votes Cast
35	3,94,90,527	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
5	1,320	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
0	0

Details of Other Votes for the said Item are NIL

For S. N. ANANTHASUBRAMANIAN & Co.,



Malati A. Kumar

Malati Kumar

Date : 25th September, 2014

Place : Thane

S. N. ANANTHASUBRAMANIAN & CO
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Item No. 5 - Ordinary Resolution

**Appointment and remuneration of Cost Auditors for Companys
Rasayani and Kochi Units for the year 2014-15 and onwards.**

(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 total number of valid votes Cast
37	3,94,90,927	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
3	920	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
0	0

Details of Other Votes for the said Item are NIL

For S.N.ANANTHASUBRAMANIAN & Co.,



Malati A. Kumar

Malati Kumar

Date : 25th September, 2014

Place : Thane

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Item No. 6 - Ordinary Resolution

**Appointment of Dr. N. J. Gaikwad as Part-time Non-official
Independent Director.**

(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 total number of valid votes Cast
37	3,94,90,927	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
3	920	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
0	0

Details of Other Votes for the said Item are NIL

For S.N.ANANTHASUBRAMANIAN & Co.,



Malati A. Kumar

Malati Kumar

Date : 25th September, 2014

Place : Thane

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Item No.7 - Special Resolution

To approve the Borrowing Powers of Rs.525 crores of the Board of Directors.

(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 total number of valid votes Cast
35	3,94,90,427	100.00

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes Cast
5	1,420	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
0	0

Details of Other Votes for the said Item are NIL

For S.N.ANANTHASUBRAMANIAN & Co.,



Malati A. Kumar

Malati Kumar

Date : 25th September, 2014

Place : Thane

SECTION - III

e-Voting Results

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

Building No. 10, Flat No. 26, Brindaban, Thane - 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
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Report to the Chairman, **HINDUSTAN ORGANIC CHEMICALS LIMITED**
[CIN L99999MH1960GOI011895], a Company incorporated under the Companies Act, 1956 and having its Registered Office at P.O. Rasayani, Dist. Raigad, Maharashtra, Pin- 410207 (hereinafter referred to as 'the Company') on the e-Voting conducted by the Company to pass the items on the agenda as contained in the Notice dated 13th August, 2014.

1. In terms of provisions of Section 108 of the Companies Act, 2013 read with Rule 20 (ix) of Companies (Management & Administration) Rules, 2014 (the Rules), I was appointed as Scrutinizer by the Company on 13th August, 2014 to the e-Voting process for passing the items on the agenda as contained in the Notice dated 13th August, 2014.
2. On the basis of the Register of Members and the List of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), for the purpose of e-Voting, the Company completed dispatch of the Notice of e-Voting;
 - by email to 14,701 Members who had registered their email-ids with the Company, on 4th September, 2014 ; and
 - by Registered Post to 40,043 & by Air Mail to 592 Members in physical form, on 1st September, 2014
3. In terms of the aforesaid Notice, e-Voting was open for three days from 9.00 a.m on Wednesday, 17th September, 2014 TO 6.00 p.m. on Friday, 19th September, 2014 and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary Resolutions, on e-Voting platform provided by NSDL.



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4. The Voting rights were reckoned as on Friday, 22nd August, 2014, being the Cut-off date for the purpose of e-Voting
5. As required in the Rules, I unlocked the e-Voting on the platform provided by NSDL after the completion of the e-Voting process at 6.00 p.m. on Friday, 19th September, 2014, in the presence of Ms. Shruti Mahadevan and Ms. Uttara Deherkar
6. Based on the results made available to me, 35 members have cast their votes on the e-Voting platform and I have annexed with this Report, the details and analysis of the e-Voting Results for each of the agenda items contained in the said Notice.

For S.N.ANANTHASUBRAMANIAN & Co.,



Malati A. Kumar

Malati Kumar

Date : 25th September, 2014

Place : Thane

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Agenda Item No.	1
Subject	Adoption of Balance Sheet, Statement of Profit and Loss, Directors Report, and Auditors Report for the year 2013-14.
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-Votes	Percentage of Total
Assent	35	19,942	100
Dissent	0	0	0
Total	35	19,942	100.00

Details of other e-Votes for the said Item :NIL

For S.N.ANANTHASUBRAMANIAN & Co.,



Malati A. Kumar

Malati Kumar

Date : 25th September, 2014

Place : Thane

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Agenda Item No.	2
Subject	Appointment of Director retiring by rotation - Shri Rajiv Yadav.
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-Votes	Percentage of Total
Assent	29	14,392	72.17
Dissent	6	5,550	27.83
Total	35	19,942	100.00

Details of other e-Votes for the said Item: NIL

For S.N.ANANTHASUBRAMANIAN & Co.,



Malati A. Kumar

Malati Kumar

Date : 25th September, 2014

Place : Thane

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Agenda Item No.	3
Subject	Appointment of Director retiring by rotation - Dr. A.J.V. Prasad.
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-Votes	Percentage of Total
Assent	30	15,692	78.69
Dissent	5	4,250	21.31
Total	35	19,942	100.00

Details of other e-Votes for the said Item: NIL

For S.N.ANANTHASUBRAMANIAN & Co.,



Malati A. Kumar

Malati Kumar

Date : 25th September, 2014

Place : Thane

S. N. ANANTHASUBRAMANIAN & CO
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Agenda Item No.	4
Subject	To fix the remuneration of Statutory Auditors and Branch Auditors of the Company (appointed by C and AG of India) for the year 2013-14 and onwards.
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-Votes	Percentage of Total
Assent	32	16,792	99.41
Dissent	2	100	0.59
Total	34	16,892	100.00

Details of other e-Votes for the said Item are as under:

Reason for invalidity	Number of e-Votes	Number of Votes Contained in e-Votes
a. Not voted	1	3,050

For S.N.ANANTHASUBRAMANIAN & Co.,



Malati A. Kumar

Malati Kumar

Date : 25th September, 2014

Place : Thane

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

Building No. 10, Flat No. 26, Brindaban, Thane – 400 601 Tel. 2534 5648/2543 2704 Fax: 91-022-2539 0292
E-mail: sna@snaco.net, Website: www.snaco.net

Agenda Item No.	5
Subject	Appointment and remuneration of Cost Auditors for Company's Rasayani and Kochi Units for the year 2014-15 and onwards.
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-Votes	Percentage of Total
Assent	33	19,592	98.24
Dissent	2	350	1.76
Total	35	19,942	100.00

Details of other e-Votes for the said Item: NIL

For S.N.ANANTHASUBRAMANIAN & Co.,



Malati A. Kumar

Malati Kumar

Date : 25th September, 2014

Place : Thane

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

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Agenda Item No.	6
Subject	Appointment of Dr. N. J. Gaikwad as Part-time Non-official Independent Director.
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-Votes	Percentage of Total
Assent	31	19,092	97.45
Dissent	3	500	2.55
Total	34	19,592	100.00

Details of other e-Votes for the said Item are as under:

Reason for invalidity	Number of e-Votes	Number of Votes Contained in e-Votes
a. Not voted	1	350

For S.N.ANANTHASUBRAMANIAN & Co.,



Malati A. Kumar

Malati Kumar

Date : 25th September, 2014

Place : Thane

S. N. ANANTHASUBRAMANIAN & CO
COMPANY SECRETARIES

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Agenda Item No.	7
Subject	To approve the Borrowing Powers of Rs.525 crores of the Board of Directors.
Type of Resolution	Special

Particulars	Number of e-Votes	Number of votes contained in e-Votes	Percentage of Total
Assent	32	19,592	98.24
Dissent	3	350	1.76
Total	35	19,942	100.00

Details of other e-Votes for the said Item: NIL

For S.N.ANANTHASUBRAMANIAN & Co.,



Malati A. Kumar

Malati Kumar

Date : 25th September, 2014

Place : Thane

