

Regd. Office & Factory :

Mumbai-Pune Road, Kasarwadi, Pune 411 034.

Tel.: (91-020) 3078-2160 / 3078-2170

Fax: (91-020) 3078-2195

E-Mail: smlpune@simmondsmarshall.com

CIN: L29299PN1960PLC011645

Admn. & Sales Office :

Apeejay Chambers, 5, Wallace Street, Mumbai-400 001.

Tel.: (91-022) 6633-7425 / 6633-7426 / 6633-7427

Fax: (91-022) 6633-7433 / 6633-7434 E-Mail: sales@simmondsmarshall.com Website: www.simmondsmarshall.com

20<sup>th</sup> September, 2016

To
The Manager
Listing Department
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai- 400 001

Dear Sirs,

## Reg.: Proceedings of the 56th Annual General Meeting held on 20th September, 2016

In terms of Schedule III of SEBI (LODR) Regulations, 2015, we enclose herewith copy of the proceedings of the 56<sup>th</sup> Annual General Meeting of the Members of the Company held on Tuesday, 20<sup>th</sup> September, 2016 at Ador Welding Academy Pvt. Ltd., A-108, 'H' Block, MIDC, Near Morwadi Court, Pimpri, Pune - 411 018, for your information and records.

Kindly acknowledge the same.

Yours faithfully, For SIMMONDS MARSHALL LIMITED

COMPLIANCE OFFICER

Encl: as above







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Proceedings of the 56<sup>th</sup> Annual General Meeting (AGM) Of the Members of Simmonds Marshall Limited held on Tuesday, 20<sup>th</sup> September, 2016 which commenced at 12.00 noon and concluded at 1.00 p.m. at Ador Welding Academy Pvt. Ltd., A-108, 'H' Block, MIDC, Near Morwadi Court, Pimpri, Pune - 411 018.

Mr. S. J. Marshall, Chairman of the Company presided over the Meeting and welcomed the Members to the 56<sup>th</sup> AGM of the Company:

A total of 23 Members attended the 56<sup>th</sup> AGM in person as per the Members Attendance Register.

The Chairman introduced the Board of Directors to the Members of the Company and with the permission of the Members the Notice of the AGM being already circulated was taken as read.

The Chairman then addressed the Members and gave an overview of the financial performance of the Company for the Financial Year ended 31<sup>st</sup> March, 2016 and its future outlook.

The Chairman informed the Members that in accordance with the provisions of the Companies Act, 2013, read with the rules made thereunder and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company had extended the remote e-voting facility through Central Depository Services (India) Limited (CDSL) to enable the Members of the Company to cast *I* exercise their vote(s) electronically on the agenda items specified in the Notice of the 56<sup>th</sup> AGM. The remote e-voting period commenced on 17<sup>th</sup> September, 2016 at 9.00 a.m. and ended on 19<sup>th</sup> September, 2016 at 5.00 p.m. The Members were informed that the facility for voting by way of ballot papers was made available at the AGM for the Members who had not cast their vote through remote e-voting.

The Chairman further informed that the Board of Directors have appointed Mr. Mahesh Soni, Partner of M/S. GMJ & Associates, Company Secretaries, Mumbai, as the Scrutinizer for the purpose of scrutinizing the voting process (both Remote E-voting and voting process through Ballot Papers at the AGM), for the resolutions included in the Notice of the 56<sup>th</sup> AGM.

The Chairman then invited participation of the Members of the Company for discussing the Audited Financial Accounts for the Financial Year ended 31<sup>st</sup> March 2016 along with Auditors and Directors Report thereon.







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Thereafter, several Members of the Company gave their suggestions and asked certain queries on the Financial Statements and operations of the Company. The Chairman responded to all the queries to the satisfaction of the Members. The Chairman then ordered for Poll on all the agenda items as stated in Notice of 56<sup>th</sup> AGM and requested the Members to cast their vote on each of the agenda items by putting a tick mark in the column of 'Assent' or 'Dissent', as the case may be, sign the Ballot Papers and to drop it in the Ballot Box as kept at the Venue.

He then requested Mr. Mahesh Soni, Scrutinizer for an orderly conduct of voting. The scrutinizer demonstrated the empty Ballot Box to the Members and locked and sealed it in the presence of the Members of the Company.

The Chairman thanked all the Members for their presence and support, after the Members present cast their votes, the Meeting terminated with a Vote of Thanks to the Chair.

Yours faithfully,
For SIMMONDS MARSHALL LIMITED

COMPLIANCE OFFICER

Date: 20th September, 2016

Place: Mumbai







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22<sup>nd</sup> September, 2016

Bombay Stock Exchange Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai- 400 001 Scrip Code: 532504

Dear Sirs,

## Sub: 56th Annual General Meeting

We submit herewith the following with respect to 56<sup>th</sup> Annual General Meeting of the Company held on 20<sup>th</sup> September, 2016 at the registered office situated at Ador Welding Academy Pvt Ltd, A-108, 'H' Block, MIDC, Near Morwadi Court, Pimpri, Pune - 411 018:

- 1. Voting Results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 2. Scrutinizers Report (Combined on remote E-voting and poll taken at the Annual General Meeting) dated 22<sup>nd</sup> September, 2016 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended. All the resolutions for approval at the 56<sup>th</sup>Annual General Meeting as set out in the Notice dated 23<sup>rd</sup> May, 2016 have been passed by the Members with requisite majority.
- 3. Annual Report for the Financial Year 2015-16 pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 approved and adopted at the aforesaid Annual General Meeting as per the provisions of the Companies Act, 2013.

Kindly take the above on record.

Thanking you,

Yours faithfully, For SIMMONDS MARSHALL LIMITED

(Mr. Nirmal Gupta)
Company Secretary
Encl: as above.





General information about company				
Scrip code	507998			
Name of the company	SIMMONDS MARSHALL LIMITED			
Type of meeting	AGM			
Date of the meeting	20-09-2016			
Start time of the meeting	12:00 pm			
End time of the meeting	1:00 pm			

Voting results					
Record date	14-09-2016				
Total number of shareholders on record date	4570				
No. of shareholders present in the meeting either in person or through proxy					
a) Promoters and Promoter group	7				
b) Public	16				
No. of shareholders attended the meeting through video conferencing					
a) Promoters and Promoter group	0				
b) Public	0				
No. of resolution passed in the meeting	5				
Disclosure of notes on voting results					

				Resolution(1)					
Resolution req	uired: (Ordinary	/ Special)		Ordinary					
Whether prome agenda/resolut	oter/promoter grion?	oup are intere	ested in the	No					
Description of	resolution consi	dered		Adoption of the Au Standalone Financi ended March 31, 20 Board") and Audito	al Statements) of the Re	of the Comp	any for the Finan	cial Year	
Category Mode of voting No. of shares held No. of votes polled			votes	% 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		
	E-Voting		0	0	0	0	0	0	
	Poll		6204648	98.3997	6204648	0	100	0	
Promoter and Promoter Group	Postal Ballot (if applicable)	6305558	0	0	0	0	0	0	
	Total	6305558	6204648	98.3997	6204648	0	100	0	
	E-Voting		0	0	0	0	0	0	
	Poll	210472	0	0	0	0	0	0	
Public- Institutions	Postal Ballot (if applicable)	219473	0	0	0	0	0	0	
	Total	219473	0	0	0	0	0	0	
	E-Voting		48750	0.7731	48750	0	100	0	
	Poll	4674060	14825	0.2351	14825	0	100	0	
Public- Non Institutions	Postal Ballot (if applicable)	4674969	0	0	0	0	0	0	
	Total	4674969	63575	1.3599	63575	0	100	0	
	Total	11200000	6268223	55.9663	6268223	0	100	0	
Whether resolu	ition is Pass or I	Not.					Yes		
Disclosure of r	notes on resoluti	on							

Resolution(1)					
Category	Mode of voting	Invalid Votes			
		(6)			
Promoter and Promoter Group	E-Voting	0			
	Poll	0			
	Postal Ballot (if applicable)	0			
	Total	0			
	E-Voting	0			
	Poll	0			
Public- Institutions	Postal Ballot (if applicable)	0			
	Total	0			
	E-Voting	0			
	Poll	0			
Public- Non Institutions	Postal Ballot (if applicable)	0			
	Total	0			
		Total 0			

				Resolution(2)				
Resolution requ	uired: (Ordinary /	Special)		Ordinary				
	Whether promoter/promoter group are interested in the agenda/resolution?		Yes					
Description of 1	resolution conside	ered		Re-appointment retires by rotation		shall (DIN: (	00085682), Dire	ctor who
Category	Mode of No. of No. of polled of			% 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
	E-Voting		0	0	0	0	0	0
Promoter and	Poll	6305558	1427810	22.6437	1427810	0	100	0
Promoter Group	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	6305558	1427810	22.6437	1427810	0	100	0
	E-Voting	219473	0	0	0	0	0	0
Public-	Poll		0	0	0	0	0	0
Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	219473	0	0	0	0	0	0
	E-Voting		48750	0.7731	48750	0	100	0
Public- Non	Poll	4674969	14825	0.2351	14825	0	100	0
Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4674969	63575	1.3599	63575	0	100	0
	Total	11200000	1491385	13.3159	1491385	0	100	0
Whether resolu	tion is Pass or No	t.					Yes	
Disclosure of n	otes on resolution						Textual Infor	mation(1)

Resolution(2)					
Category	Mode of voting	Invalid Votes			
		(6)			
Promoter and Promoter Group	E-Voting	0			
	Poll	0			
	Postal Ballot (if applicable)	0			
	Total	0			
	E-Voting	0			
	Poll	0			
Public- Institutions	Postal Ballot (if applicable)	0			
	Total	0			
	E-Voting	0			
	Poll	0			
Public- Non Institutions	Postal Ballot (if applicable)	0			
	Total	0			
		Total 0			

	Text Block
Textual Information(1)	*Mr. Shiamak J Marshall, M/s. Jiji Marshall Trading Co Pvt Ltd, M/s. Diamtools Pvt Ltd, Mr. Maki S Marshall and Mr. Navroze S Marshall being interested in the said resolution are abstained from Voting.

				Resolution(3)				
Resolution requ	ired: (Ordinary /	Special)		Ordinary				
	Whether promoter/promoter group are interested in the agenda/resolution?		No					
Description of 1	resolution conside	ered		Appointment of Auditors and fix			Accountants as	the Statutory
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
E-Voting			0	0	0	0	0	0
Promoter and	Poll	6305558	6204648	98.3997	6204648	0	100	0
Promoter Group	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	6305558	6204648	98.3997	6204648	0	100	0
	E-Voting	219473	0	0	0	0	0	0
Public-	Poll		0	0	0	0	0	0
Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	219473	0	0	0	0	0	0
	E-Voting		48750	0.7731	48750	0	100	0
Public- Non	Poll	4674969	14825	0.2351	14825	0	100	0
Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4674969	63575	1.3599	63575	0	100	0
	Total	11200000	6268223	55.9663	6268223	0	100	0
Whether resolu	tion is Pass or No	t.					Yes	
Disclosure of n	otes on resolution							

	Resolution(3)	
Category	Mode of voting	Invalid Votes
		(6)
	E-Voting	0
Promoter and Promoter Group	Poll	0
	Postal Ballot (if applicable)	0
	Total	0
	E-Voting	0
D. Life of the state of	Poll	0
Public- Institutions	Postal Ballot (if applicable)	0
	Total	0
	E-Voting	0
	Poll	0
Public- Non Institutions	Postal Ballot (if applicable)	0
	Total	0
		Total 0

				Resolution(4)				
Resolution requ	ired: (Ordinary /	Special)		Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered		Payment of Remur Accountants (Firm Company for the F	Registration	No. 000240)				
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
	E-Voting	6305558	0	0	0	0	0	0
Promoter and	Poll		6204648	98.3997	6204648	0	100	0
Promoter Group	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	6305558	6204648	98.3997	6204648	0	100	0
	E-Voting		0	0	0	0	0	0
D. LU.	Poll	219473	0	0	0	0	0	0
Public- Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	219473	0	0	0	0	0	0
	E-Voting		48750	0.7731	48750	0	100	0
D.I.P. M	Poll	4674969	14825	0.2351	14825	0	100	0
Public- Non Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4674969	63575	1.3599	63575	0	100	0
	Total	11200000	6268223	55.9663	6268223	0	100	0
Whether resolu	tion is Pass or No	t.					Yes	
Disclosure of n	otes on resolution	l						

Resolution(4)					
Category	Mode of voting	Invalid Votes			
		(6)			
Promoter and Promoter Group	E-Voting	0			
	Poll	0			
	Postal Ballot (if applicable)	0			
	Total	0			
	E-Voting	0			
	Poll	0			
Public- Institutions	Postal Ballot (if applicable)	0			
	Total	0			
	E-Voting	0			
	Poll	0			
Public- Non Institutions	Postal Ballot (if applicable)	0			
	Total	0			
		Total 0			

				Resolution(5)				
Resolution requ	uired: (Ordinary /	Special)		Ordinary				
	Whether promoter/promoter group are interested in the agenda/resolution?		No					
Description of	resolution conside	ered		Appointment of term of 5 years v				irector for a
Category	Mode of voting 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
E-Voting			0	0	0	0	0	0
Promoter and	Poll	6305558	6204648	98.3997	6204648	0	100	0
Promoter Group	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	6305558	6204648	98.3997	6204648	0	100	0
	E-Voting	219473	0	0	0	0	0	0
Public-	Poll		0	0	0	0	0	0
Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	219473	0	0	0	0	0	0
	E-Voting		48750	0.7731	48750	0	100	0
Public- Non	Poll	4674969	14825	0.2351	14825	0	100	0
Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4674969	63575	1.3599	63575	0	100	0
	Total	11200000	6268223	55.9663	6268223	0	100	0
Whether resolu	tion is Pass or No	t.					Yes	
Disclosure of n	otes on resolution							

Resolution(5)					
Category	Category Mode of voting				
		(6)			
	E-Voting	0			
Drawatan and Drawatan Craye	Poll	0			
romoter and Promoter Group	Postal Ballot (if applicable)	0			
	Total	0			
	E-Voting	0			
D. Life of the state of	Poll	0			
Public- Institutions	Postal Ballot (if applicable)	0			
	Total	0			
	E-Voting	0			
	Poll	0			
Public- Non Institutions	Postal Ballot (if applicable)	0			
	Total	0			
		Total 0			



Company Secretaries

3rd & 4th Floor, Vaastu Darshan, 'B' Wing, Above Central Bank of India, Azad Road, Andheri (East), Mumbai- 400 069.

Tel. No.: 61919293 Email: cs@gmj.co.in

#### FORM No. MGT-13

## Combined Report of Scrutinizer for e-voting & voting through ballot process

[Pursuant to Section 108/109 of the Companies Act, 2013 read with the Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman,
SIMMONDS MARSHALL LIMITED.
Mumbai-Pune Road,
Kasarwadi, Pune,
Maharashtra-411034

Subject: 56<sup>th</sup> Annual General Meeting of the Shareholders of M/s. Simmonds Marshall Limited held on 20<sup>th</sup> September, 2016 at 12 P.M. at Ador Welding Academy Pvt Ltd, A-108, 'H' Block, MIDC, Near Morwadi Court, Pimpri, Pune - 411 018

Dear Sir,

I, CS Mahesh Kumar Soni, Company Secretary in Practice (FCS: 3706, CP No.2324), Partner of M/s. GMJ & Associates, Company Secretaries was duly appointed by the Board of Directors for the purpose of scrutinizing the Remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment thereof and voting through Poll at the venue of the Annual General Meeting (AGM) in a fair and transparent manner in respect of the Resolutions contained in the Notice of the 56<sup>th</sup> AGM of Equity Shareholders of M/s. Simmonds Marshall Limited at their Meeting held on 20<sup>th</sup> September, 2016 at Ador Welding Academy Pvt Ltd, A-108, 'H' Block, MIDC, Near Morwadi Court, Pimpri, Pune - 411 018:



The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to voting through electronic means (Remote e-voting) and voting by Poll at the venue of AGM on the resolutions contained in the Notice of the 56<sup>th</sup> AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and for the Poll at the 56<sup>th</sup> AGM is restricted to make a Scrutinizer's Report of the Votes Cast "in favour" or "against" the resolutions as stated below on the report generated from the remote e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorised agency engaged by Company to provide remote e-voting facilities and the report generated electronically for voting by Poll at the venue of AGM.

After the time fixed for closing of Poll by the Chairman, Ballot box kept for polling was locked in my presence with due identification marks placed by me.

The locked Ballot box was subsequently opened by us in the presence of two witnesses, who are not in employment of the Company, thereafter; the poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Registrar and Transfer Agents/ the Company and the authorizations/ proxies lodged with the Company. Incomplete, invalid and/or defective Poll papers were rejected by us.

The Consolidated Scrutinizer's Report on the resolutions proposed in the Notice of the AGM with respect to Remote e-voting and Poll Process is as under;

### **ITEM NO. 1: ORDINARY RESOLUTION:**

Adoption of the Audited Financial Statements (including the Consolidated and Standalone Financial Statements) of the Company for the Financial Year ended March 31, 2016, and the Reports of the Board of Directors ("the Board") and Auditors thereon.

Mode of voting	Total Valid Votes	Votes in Fa Resolution			Votes aga Resolution	Invalid Votes			
		No of ballot/e- voting entry	Nos.	% to total valid	No of ballot/e- voting entry	Nos.	% to total valid	Nos.	
E-voting	48750	48750	8	100	-	-	_		•
Poll/Ballot voting	6219473	6219473	17	100	-	-	-		-
Total	6268223	6268223	25	-		<u> </u>			-



# **ITEM NO. 2: ORDINARY RESOLUTION:**

Re-appointment of Mr. S.J. Marshall (DIN: 00085682), Director who retires by rotation.

voting Vali	Total Valid Votes	Votes in Fa Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e- voting entry	Nos.	% to total valid	No of ballot/e- voting entry	Nos.	% to total valid	Nos.
E-voting	48750	48750	8	100	_		<del>-</del>	
Poll/Ballot voting	1442635	1442635	12	100	-	-	-	-
Total	1491385	1491385	20	-	-	<del>-</del>	-	

<sup>\*</sup>Mr. Shiamak J Marshall, M/s. Jiji Marshall Trading Co Pvt Ltd, M/s. Diamtools Pvt Ltd, Mr. Maki S Marshall and Mr. Navroze S Marshall being interested in the said resolution are abstained from Voting.

# ITEM NO. 3: ORDINARY RESOLUTION:

Appointment of M/s. SHR & Co., Chartered Accountants as the Statutory Auditors and fixing their remuneration.

Mode of voting	Total Valid Votes	Votes in Fa Resolution			Votes against the Resolution			Invalid Votes	
		No of ballot/e- voting entry	Nos.	% to total valid	No of ballot/e- voting entry	Nos.	% to total valid	Nos.	
E-voting	48750	48750	8	100	<u> </u>	<del>-</del> -	<del></del>	<del> </del>	_
Poll/Ballot voting	6219473	6219473	17	100	-	-			-
Total	6268223	6268223	25	-		_	<del>                                     </del>	<u> </u>	_

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#### **ITEM NO. 4: ORDINARY RESOLUTION:**

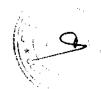
Payment of Remuneration to M/s. Joshi Apte & Associates, Cost Accountants (Firm Registration No. 000240), the Cost Auditors of the Company for the Financial Year 2016-17.

Mode of voting	Total Valid Votes	Votes in Fa Resolution			Votes aga Resolution			Invalid Votes	
		No of ballot/e- voting entry	Nos.	% to total valid	No of ballot/e- voting entry	Nos.	% to total valid	Nos.	
E-voting	48750	48750	8	100	-	-	-		-
Poll/Ballot voting	6219473	6219473	17	100	-	-	-		•
Total	6268223	6268223	25	-	-	-	-		•

#### **ITEM NO. 5: ORDINARY RESOLUTION:**

Appointment of Mrs. A. V. Chowdhury as an Independent Director for a term of 5 years with effect from April 01, 2016.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e- voting entry	Nos.	% to total valid	No of bailot/e- voting entry	Nos.	% to total valid	Nos.
E-voting	48750	48750	8	100	-	-	-	-
Poll/Ballot voting	6219473	6219473	17	100				
Total	6268223	6268223	25	-	-		-	-



All the resolutions voted through Remote e-voting and Poll were passed with requisite majority.

The Poll papers and all other relevant records were sealed and handed over to Chairman authorised by the Board for safe keeping.

For GMJ & ASSOCIATES Company Secretaries

[CS MAHESH SONI]

**PARTNER** 

FCS: 3706; COP: 2324

PLACE: MUMBAI

DATE: 22<sup>nd</sup> September, 2016.