

**FORM No. MGT-13**

**Report of Scrutinizer**

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

To,  
The Chairman  
Annual General Meeting of the Equity Shareholders  
of **Shreyas Shipping and Logistics Limited**  
held on 12<sup>th</sup> August, 2014 at,  
Sivaswamy Auditorium of Fine Arts Cultural Centre,  
61/21 R. C. Marg, Opp. Vijaya Bank, Chembur,  
Mumbai – 400 071

Dear Sir,

I, Dharmesh Zaveri, proprietor of D. M. ZAVERI & CO, Company Secretaries, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 26<sup>th</sup> Annual General Meeting of the Equity Shareholders of Shreyas Shipping and Logistics Limited, held on Tuesday, 12<sup>th</sup> August, 2014 at Sivaswamy Auditorium of Fine Arts Cultural Centre, 61/21 R. C. Marg, Opp. Vijaya Bank, Chembur, Mumbai – 400 071 submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. We found 2 poll papers invalid.



4. The result of the Poll is as under:

**a) Ordinary Resolution 1-**

Receive, consider and adopt the audited Statement of Profit & Loss for the financial year ended March 31, 2014 and the Balance Sheet as on that date and the Report of the Directors' and Auditor's thereon.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
43	16183187	99.9996

(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	67	0.0004

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
2	1025



**b) Ordinary Resolution 2-**

Declare a dividend for the financial year ended on 31<sup>st</sup> March, 2014.

(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
43	16183187	99.9996

(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	67	0.0004

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
2	1025



**c) Ordinary Resolution 3-**

Appoint a Director in place of Mr. S. Mahesh who retires by rotation, and being eligible, offers himself for reappointment.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
45	16183254	100

(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
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
2	1025



**d) Ordinary Resolution 4-**

Appoint a Director in place of Mr. Leonard Basil Culas who retires by rotation, and being eligible, offers himself for reappointment.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
44	16052409	100

(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
NIL	NIL	NIL

(iii) **Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
2	1025



**e) Ordinary Resolution 5-**

Appoint a Director in place of Mr. Ritesh S. Ramakrishnan who retires by rotation, and being eligible, offers himself for reappointment.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of Total Number of valid votes cast
45	16183254	100

(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
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
2	1025



**f) Ordinary Resolution 6-**

To appoint M/s. PKF Sridhar & Santhanam as Auditors, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

(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
43	16183187	99.9996

(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	67	0.0004

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
2	1025



**g) Ordinary Resolution 7-**

Appoint Capt. Man Mohan Saggi as an Independent Director for five consecutive years for a term upto 31<sup>st</sup> March 2019.

(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
45	16183254	100

(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
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
2	1025





**h) Ordinary Resolution 8-**

Appoint Mr. Sethumadhava Ragothaman as an Independent Director for five consecutive years for a term upto 31<sup>st</sup> March 2019.

(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
44	16180254	100

(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
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
2	1025



**i) Ordinary Resolution 9-**

Appoint Mr. Daniel Trevelyn Joseph as an Independent Director for five consecutive years for a term upto 31<sup>st</sup> March 2019.

(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
45	16183254	100

(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
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
2	1025



**j) Ordinary Resolution 10-**

Appoint Mr. Amitabha Ghosh as an Independent Director for five consecutive years for a term upto 31<sup>st</sup> March 2019.

(iv) 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
45	16183254	100

(v) 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
NIL	NIL	NIL

(vi) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
2	1025



**k) Ordinary Resolution 11-**

Appoint Mr. Mannil Venugopalan as an Independent Director for five consecutive years for a term upto 31<sup>st</sup> March 2019.

(vii) 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
45	16183254	100

(viii) 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
NIL	NIL	NIL

(ix) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
2	1025



**I) Special Resolution 12-**

Re-appoint Mr. S. Ramakrishnan as Chairman and Managing Director for five consecutive years w.e.f. 1<sup>st</sup> April, 2014.

(x) Voted **in favour** of the resolution:

<b>Number of members present and voting (in person or by Proxy)</b>	<b>Number of votes cast by them</b>	<b>% of Total Number of valid votes cast</b>
45	16183254	100

(xi) Voted **against** the resolution:

<b>Number of members present and voting (in person or by Proxy)</b>	<b>Number of votes cast by them</b>	<b>% of Total Number of valid votes cast</b>
NIL	NIL	NIL

(xii) **Invalid votes :**

<b>Total number of members (in person or by proxy) whose votes were declared invalid</b>	<b>Total number votes cast by them</b>
2	1025



**m) Special Resolution 13-**

Re-appoint Mr. V. Ramnarayan as Executive Director for five consecutive years w.e.f. 13<sup>th</sup> January, 2014.

(xiii) 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
41	15688254	100

(xiv) 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
NIL	NIL	NIL

(xv) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
2	1025



n) **Special Resolution 14-**

Alter Articles of Association of the Company.

(xvi) 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
45	16183254	100

(xvii) 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
NIL	NIL	NIL

(xviii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
2	1025



**o) Ordinary Resolution 15-**

Appoint Ms. Maya Swaminathan Sinha as an Independent Director for five consecutive years for a term upto 31<sup>st</sup> March 2019.

(xix) 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
45	16183254	100

(xx) 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
NIL	NIL	NIL

(xxi) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number votes cast by them
2	1025

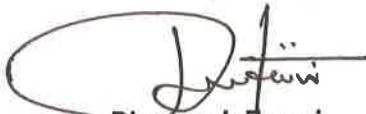




5. The Compact Disc (CD) containing a list of Equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The Poll papers and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

Thanking you,

**For D. M. Zaveri & Co  
Practising Company Secretary**

  
Dharmesh Zaveri  
(Proprietor)



**Membership No.: 5418  
C.P. No.: 4363**

**Place: Mumbai  
Date: 12<sup>th</sup> August, 2014**

**Dharmesh M. Zaveri**  
B Com., F.C.S.

Office No 145, Kesar Residency, Charkop Sector 3, Kandivali (West), Mumbai – 400 067.  
(M). 98203 20503, E-mail. : dmz@dmzaveri.com

## Combined Report of Scrutinizer for e-voting & Poll

*[Pursuant to Section 108/109 of the Companies Act, 2013 and Rule 20(3)(xi)/  
21(2) of the Companies (Management and Administration) Rules, 2014]*

To,  
The Chairman  
Annual General Meeting of the Equity Shareholders  
of **Shreyas Shipping and Logistics Limited**  
held on 12<sup>th</sup> August, 2014 at,  
Sivaswamy Auditorium of Fine Arts Cultural Centre,  
61/21 R. C. Marg, Opp. Vijaya Bank, Chembur,  
Mumbai – 400 071

Dear Sir,

I, Dharmesh Zaveri, proprietor of D. M. ZAVERI & CO, Company Secretaries, Mumbai, was appointed as Scrutinizer for the 26<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Shreyas Shipping and Logistics Limited held on Tuesday, 12<sup>th</sup> August, 2014 at Sivaswamy Auditorium of Fine Arts Cultural Centre, 61/21 R. C. Marg, Opp. Vijaya Bank, Chembur, Mumbai – 400 071 for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on E-voting carried out as per the provisions of the Companies Act 2013 read with Sub rule (xi) of Rule 20 of Companies (Management and Administration) Rules, 2014 by the Board of Director of the Company and the Chairman of the 26<sup>th</sup> Annual General Meeting has appointed me as the Scrutinizer on poll under the provisions of Section 109 of the Companies Act, 2014 read with Rule 21 of Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice to the 26<sup>th</sup> AGM of the Company held on 12<sup>th</sup> August, 2014.

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 on the



# DHARMESH ZAVERI

Practising Company Secretary

**Dharmesh M. Zaveri**  
B Com., F.C.S.

Office No 145, Kesar Residency, Charkop Sector 3, Kandivali (West), Mumbai – 400 067.  
(M). 98203 20503, E-mail. : dmz@dmzaveri.com

resolutions contained in the Notice to the 26<sup>th</sup> Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for the poll at the AGM is restricted to make a Scrutinizer report of the Votes Cast "in favour" or "against" the resolutions as stated below, based on the report generated from the e-voting system provided by National Securities Depository Limited ('NSDL'), the authorised agency engaged by the Company to provide e-voting facilities and also at the time of poll at AGM.

At the 26<sup>th</sup> AGM of the Company held on 12<sup>th</sup> August, 2014, the chairman of the Company has suo moto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process.

I have issued separate Scrutinizer's Report dated 11<sup>th</sup> August 2014 on the e-voting and report dated 12<sup>th</sup> August, 2014 on the Poll in MGT-13.



# DHARMESH ZAVERI

Practising Company Secretary

Dharmesh M. Zaveri  
B Com., F.C.S.

Office No 145, Kesar Residency, Charkop Sector 3, Kandivali (West), Mumbai – 400 067.  
(M). 98203 20503, E-mail. : dmz@dmzaveri.com

The Result of e-voting together with that of the Poll is as under;

Item no of Notice	Mode of voting	Votes in favour of Resolution		Votes against the Resolution		Invalid Votes
		Nos	%	Nos	%	
Item No 1 (Ordinary Resolution)	E-voting	4045	99.3857	25	0.6143	NIL
	Poll	16183187	99.9996	67	0.0004	1025
	<b>Total</b>	<b>16187232</b>	<b>99.9994</b>	<b>92</b>	<b>0.0006</b>	1025
Item No 2 (Ordinary Resolution)	E-voting	4045	100.0000	0	0.0000	NIL
	Poll	16183187	99.9996	67	0.0004	1025
	<b>Total</b>	<b>16187232</b>	<b>99.9996</b>	<b>67</b>	<b>0.0004</b>	1025
Item No 3 (Ordinary Resolution)	E-voting	4045	99.3857	25	0.6143	NIL
	Poll	16183254	100.0000	0	0.0000	1025
	<b>Total</b>	<b>16187299</b>	<b>99.9998</b>	<b>25</b>	<b>0.0002</b>	1025
Item No 4 (Ordinary Resolution)	E-voting	3945	99.3703	25	0.6297	NIL
	Poll	16052409	100.0000	0	0.0000	1025
	<b>Total</b>	<b>16056354</b>	<b>99.9998</b>	<b>25</b>	<b>0.0002</b>	1025
Item No 5 (Ordinary Resolution)	E-voting	4045	99.3857	25	0.6143	NIL
	Poll	16183254	100.0000	0	0.0000	1025
	<b>Total</b>	<b>16187299</b>	<b>99.9998</b>	<b>25</b>	<b>0.0002</b>	1025
Item No 6 (Ordinary Resolution)	E-voting	4045	99.3857	25	0.6143	NIL
	Poll	16183187	99.9996	67	0.0004	1025
	<b>Total</b>	<b>16187232</b>	<b>99.9994</b>	<b>92</b>	<b>0.0006</b>	1025
Item No 7 (Ordinary Resolution)	E-voting	4045	99.3857	25	0.6143	NIL
	Poll	16183254	100.0000	0	0.0000	1025



# DHARMESH ZAVERI

Practising Company Secretary

Dharmesh M. Zaveri  
B Com., F.C.S.

Office No 145, Kesar Residency, Charkop Sector 3, Kandivali (West), Mumbai – 400 067.  
(M). 98203 20503, E-mail : dmz@dmzaveri.com

Item no of Notice	Mode of voting	Votes in favour of Resolution		Votes against the Resolution		Invalid Votes
Resolution)	<b>Total</b>	<b>16187299</b>	<b>99.9998</b>	<b>25</b>	<b>0.0002</b>	1025
Item No 8	E-voting	3925	99.3671	25	0.6329	NIL
(Ordinary	Poll	16180254	100.0000	0	0.0000	1025
Resolution)	<b>Total</b>	<b>16184179</b>	<b>99.9998</b>	<b>25</b>	<b>0.0002</b>	1025
Item No 9	E-voting	4025	99.3827	25	0.6173	NIL
(Ordinary	Poll	16183254	100.0000	0	0.0000	1025
Resolution)	<b>Total</b>	<b>16187279</b>	<b>99.9998</b>	<b>25</b>	<b>0.0002</b>	1025
Item No 10	E-voting	4025	99.3827	25	0.6173	NIL
(Ordinary	Poll	16183254	100.0000	0	0.0000	1025
Resolution)	<b>Total</b>	<b>16187279</b>	<b>99.9998</b>	<b>25</b>	<b>0.0002</b>	1025
Item No 11	E-voting	3925	99.3671	25	0.6329	NIL
(Ordinary	Poll	16183254	100.0000	0	0.0000	1025
Resolution)	<b>Total</b>	<b>16187179</b>	<b>99.9998</b>	<b>25</b>	<b>0.0002</b>	1025
Item No 12	E-voting	1925	47.5309	2125	52.4691	NIL
(Special	Poll	16183254	100.0000	0	0.0000	1025
Resolution)	<b>Total</b>	<b>16185179</b>	<b>99.9869</b>	<b>2125</b>	<b>0.0131</b>	1025
Item No 13	E-voting	1925	47.5309	2125	52.4691	NIL
(Special	Poll	15688254	100.0000	0	0.0000	1025
Resolution)	<b>Total</b>	<b>15690179</b>	<b>99.9865</b>	<b>2125</b>	<b>0.0135</b>	1025
Item No 14	E-voting	4025	99.3827	25	0.6173	NIL
(Special	Poll	16183254	100.0000	0	0.0000	1025
Resolution)	<b>Total</b>	<b>16187279</b>	<b>99.9998</b>	<b>25</b>	<b>0.0002</b>	1025



# DHARMESH ZAVERI

Practising Company Secretary

Dharmesh M. Zaveri  
B Com., F.C.S.

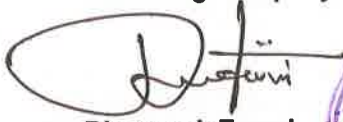
Office No 145, Kesar Residency, Charkop Sector 3, Kandivali (West), Mumbai – 400 067.  
(M). 98203 20503, E-mail. : dmz@dmzaveri.com

Item no of Notice	Mode of voting	Votes in favour of Resolution		Votes against the Resolution		Invalid Votes
Item No 15 (Ordinary Resolution)	E-voting	4025	99.3827	25	0.6173	NIL
	Poll	16183254	100.0000	0	0.0000	1025
	<b>Total</b>	<b>16187279</b>	<b>99.9998</b>	<b>25</b>	<b>0.0002</b>	<b>1025</b>

All the resolutions as mentioned above passed under e-voting and poll with requisite majority.

The Register, all other papers and relevant record relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid 31<sup>st</sup> Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company.

For D. M. Zaveri & Co  
Practising Company Secretary



Dharmesh Zaveri  
(Proprietor)



Membership No.: 5418  
C.P. No.: 4363

Place: Mumbai  
Date: 12<sup>th</sup> August, 2014



# DHARMESH ZAVERI

Practising Company Secretary

**Dharmesh M. Zaveri**  
B Com., F.C.S.

Office No 145, Kesar Residency, Charkop Sector 3, Kandivali (West), Mumbai – 400 067.  
(M). 98203 20503, E-mail. : dmz@dmzaveri.com

## Report of Scrutinizer

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

To,  
The Chairman  
Annual General Meeting of the Equity Shareholders of  
**Shreyas Shipping and Logistics Limited,**  
To be held on 12<sup>th</sup> August, 2014 at,  
Sivaswamy Auditorium of Fine Arts Cultural Centre,  
61/21 R. C. Marg, Opp. Vijaya Bank, Chembur,  
Mumbai – 400 071

Dear Sir,

I, **Dharmesh Zaveri, proprietor of D. M. ZAVERI & CO, Company Secretaries, Mumbai,** was appointed as Scrutinizer by the Board of Directors for the 26<sup>th</sup> Annual General Meeting of the Equity Shareholders of Shreyas Shipping and Logistics Limited to be held on Tuesday, 12<sup>th</sup> August, 2014 at Sivaswamy Auditorium of Fine Arts Cultural Centre, 61/21 R. C. Marg, Opp. Vijaya Bank, Chembur, Mumbai – 400 071 for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on E voting carried out as per the provisions of the Companies Act, 2013 read with Sub rule (xi) of Rule 20 of Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions referred in my report.

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 on the resolutions contained in the Notice and annexure to Notice to the 26<sup>th</sup> Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer report of the Votes Cast "in favour" or "against" the resolutions as stated below, based on the report generated from the e-voting system provided by National Securities Depository Limited ('NSDL'), the authorised agency to provide e-voting facilities, engaged by the Company.



# DHARMESH ZAVERI

Practising Company Secretary


Dharmesh M. Zaveri  
B Com., F.C.S.

Office No 145, Kesar Residency, Charkop Sector 3, Kandivali (West), Mumbai – 400 067.  
(M). 98203 20503, E-mail : dmz@dmzaveri.com

Further to above, I submit my report as under

1. The e-voting period remained open from 10.00 AM on Wednesday, 6<sup>th</sup> August 2014 up to 6.00 PM on Friday, the 8<sup>th</sup> August 2014.
2. The Shareholders of the Company holding shares as on the "cut-off" date i.e 11<sup>th</sup> July 2014 were entitled to vote on the proposed resolutions as mentioned in the Notice and annexure to the Notice of the 26<sup>th</sup> AGM (items no 1 to 15 as set out in the notice of the 26<sup>th</sup> Annual General Meeting of the Company).
3. The votes were unblocked on Friday, the 8<sup>th</sup> August, 2014 around 6.55 PM in the presence of two witnesses, namely Mrs. Dipti Zaveri and Mr. Shashank Palan who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
(Dipti Zaveri)

  
(Shashank Palan)

4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from e-voting website of National Securities Depository Limited ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) and based on such reports generated;





# DHARMESH ZAVERI

Practising Company Secretary

Dharmesh M. Zaveri  
B Com., F.C.S.

Office No 145, Kesar Residency, Charkop Sector 3, Kandivali (West), Mumbai – 400 067.  
(M). 98203 20503, E-mail : dmz@dmzaveri.com

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

**a) Ordinary Resolution 1-**

Receive, consider and adopt the audited Statement of Profit & Loss for the financial year ended March 31, 2014 and the Balance Sheet as on that date and the Report of the Directors' and Auditor's thereon.

(i) Voted in favour of the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
11	4045	99.3857

(ii) Voted against the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	25	0.6143

(iii) Invalid votes :

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



# DHARMESH ZAVERI

Practising Company Secretary

Dharmesh M. Zaveri  
B Com., F.C.S.

Office No 145, Kesar Residency, Charkop Sector 3, Kandivali (West), Mumbai – 400 067.  
(M). 98203 20503, E-mail. : dmz@dmzaveri.com

## b) Ordinary Resolution 2-

Declare a dividend for the financial year ended on 31<sup>st</sup> March, 2014.

(i) Voted **in favour** of the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
11	4045	100

(ii) Voted **against** the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

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



# DHARMESH ZAVERI

Practising Company Secretary

Dharmesh M. Zaveri  
B Com., F.C.S.

Office No 145, Kesar Residency, Charkop Sector 3, Kandivali (West), Mumbai – 400 067.  
(M). 98203 20503, E-mail. : dmz@dmzaveri.com

## c) Ordinary Resolution 3-

Appoint a Director in place of Mr. S. Mahesh who retires by rotation, and being eligible, offers himself for reappointment.

(i) Voted **in favour** of the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
11	4045	99.3857

(ii) Voted **against** the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	25	0.6143

(iii) Invalid votes :

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



# DHARMESH ZAVERI

Practising Company Secretary

Dharmesh M. Zaveri  
B Com., F.C.S.

Office No 145, Kesar Residency, Charkop Sector 3, Kandivali (West), Mumbai – 400 067.  
(M). 98203 20503, E-mail. : dmz@dmzaveri.com

## d) Ordinary Resolution 4-

Appoint a Director in place of Mr. Leonard Basil Culas who retires by rotation, and being eligible, offers himself for reappointment.

(iv) Voted in favour of the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
10	3945	99.3703

(v) Voted against the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	25	0.6297

(vi) Invalid votes :

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



# DHARMESH ZAVERI

Practising Company Secretary

Dharmesh M. Zaveri  
B Com., F.C.S.

Office No 145, Kesar Residency, Charkop Sector 3, Kandivali (West), Mumbai – 400 067.  
(M). 98203 20503, E-mail. : dmz@dmzaveri.com

**e) Ordinary Resolution 5-**

Appoint a Director in place of Mr. Ritesh S. Ramakrishnan who retires by rotation, and being eligible, offers himself for reappointment.

(vii) Voted in favour of the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
11	4045	99.3857

(viii) Voted against the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	25	0.6143

(ix) Invalid votes :

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



# DHARMESH ZAVERI

Practising Company Secretary

Dharmesh M. Zaveri  
B Com., F.C.S.

Office No 145, Kesar Residency, Charkop Sector 3, Kandivali (West), Mumbai – 400 067.  
(M). 98203 20503, E-mail. : dmz@dmzaveri.com

## f) Ordinary Resolution 6-

Appoint M/s. PKF Sridhar & Santhanam as Auditors, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

(i) Voted in favour of the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
11	4045	99.3857

(ii) Voted against the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	25	0.6143

(iii) Invalid votes :

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



# DHARMESH ZAVERI

Practising Company Secretary

Dharmesh M. Zaveri  
B Com., F.C.S.

Office No 145, Kesar Residency, Charkop Sector 3, Kandivali (West), Mumbai – 400 067.  
(M). 98203 20503, E-mail : dmz@dmzaveri.com

## g) Ordinary Resolution 7-

Appoint Capt. Man Mohan Saggi as an Independent Director for five consecutive years for a term upto 31<sup>st</sup> March 2019.

(i) Voted in favour of the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
11	4045	99.3857

(ii) Voted against the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	25	0.6143

(iii) Invalid votes :

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



# DHARMESH ZAVERI

Practising Company Secretary

Dharmesh M. Zaveri  
B Com., F.C.S.

Office No 145, Kesar Residency, Charkop Sector 3, Kandivali (West), Mumbai – 400 067.  
(M). 98203 20503, E-mail : dmz@dmzaveri.com

## h) Ordinary Resolution 8-

Appoint Mr. Sethumadhava Ragothaman as an Independent Director for five consecutive years for a term upto 31<sup>st</sup> March 2019.

(i) Voted in favour of the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
9	3925	99.3671

(ii) Voted against the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	25	0.6329

(iii) Invalid votes :

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





# DHARMESH ZAVERI

Practising Company Secretary

Dharmesh M. Zaveri  
B Com., F.C.S.

Office No 145, Kesar Residency, Charkop Sector 3, Kandivali (West), Mumbai – 400 067.  
(M). 98203 20503, E-mail. : dmz@dmzaveri.com

## i) Ordinary Resolution 9-

Appoint Mr. Daniel Trevelyn Joseph as an Independent Director for five consecutive years for a term upto 31<sup>st</sup> March 2019.

(i) Voted in favour of the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
10	4025	99.3827

(ii) Voted against the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	25	0.6173

(iii) Invalid votes :

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



# DHARMESH ZAVERI

Practising Company Secretary

Dharmesh M. Zaveri  
B Com., F.C.S.

Office No 145, Kesar Residency, Charkop Sector 3, Kandivali (West), Mumbai – 400 067.  
(M). 98203 20503, E-mail : dmz@dmzaveri.com

## j) Ordinary Resolution 10-

Appoint Mr. Amitabha Ghosh as an Independent Director for five consecutive years for a term upto 31<sup>st</sup> March 2019.

(i) Voted in favour of the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
10	4025	99.3827

(ii) Voted against the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	25	0.6173

(iii) Invalid votes :

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



# DHARMESH ZAVERI

Practising Company Secretary

Dharmesh M. Zaveri  
B Com., F.C.S.

Office No 145, Kesar Residency, Charkop Sector 3, Kandivali (West), Mumbai – 400 067.  
(M). 98203 20503, E-mail. : dmz@dmzaveri.com

## k) Ordinary Resolution 11-

Appoint Mr. Mannil Venugopalan as an Independent Director for five consecutive years for a term upto 31<sup>st</sup> March 2019.

(i) Voted in favour of the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
9	3925	99.3671

(ii) Voted against the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	25	0.6329

(iii) Invalid votes :

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



# DHARMESH ZAVERI

Practising Company Secretary

Dharmesh M. Zaveri  
B Com., F.C.S.

Office No 145, Kesar Residency, Charkop Sector 3, Kandivali (West), Mumbai – 400 067.  
(M). 98203 20503, E-mail. : dmz@dmzaveri.com

## I) Special Resolution 12-

Re-appoint Mr. S. Ramakrishnan as Chairman and Managing Director for five consecutive years w.e.f. 1<sup>st</sup> April, 2014.

(iv) Voted in favour of the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
9	1925	47.5309

(v) Voted against the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
2	2125	52.4691

(vi) Invalid votes :

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



# DHARMESH ZAVERI

Practising Company Secretary

Dharmesh M. Zaveri  
B Com., F.C.S.

Office No 145, Kesar Residency, Charkop Sector 3, Kandivali (West), Mumbai – 400 067.  
(M). 98203 20503, E-mail. : dmz@dmzaveri.com

## m) Special Resolution 13-

Re-appoint Mr. V. Ramnarayan as Executive Director for five consecutive years w.e.f. 13<sup>th</sup> January, 2014.

(vii) Voted **in favour** of the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
9	1925	47.5309

(viii) Voted **against** the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
2	2125	52.4691

(ix) **Invalid votes :**

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



# DHARMESH ZAVERI

Practising Company Secretary

Dharmesh M. Zaveri  
B Com., F.C.S.

Office No 145, Kesar Residency, Charkop Sector 3, Kandivali (West), Mumbai – 400 067.  
(M). 98203 20503, E-mail. : dmz@dmzaveri.com

n) **Special Resolution 14-**

Alter Articles of Association of the Company.

(x) Voted **in favour** of the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
10	4025	99.3827

(xi) Voted **against** the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	25	0.6173

(xii) **Invalid votes :**

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



# DHARMESH ZAVERI

Practising Company Secretary

Dharmesh M. Zaveri  
B Com., F.C.S.

Office No 145, Kesar Residency, Charkop Sector 3, Kandivali (West), Mumbai – 400 067.  
(M). 98203 20503, E-mail. : dmz@dmzaveri.com

**o) Ordinary Resolution 15-**

Appoint Ms. Maya Swaminathan Sinha as an Independent Director for five consecutive years for a term upto 31<sup>st</sup> March 2019.

(xiii) Voted in favour of the resolution:

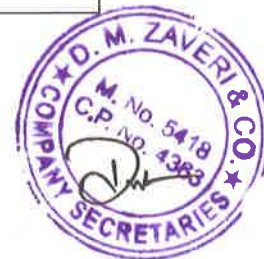
Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
10	4025	99.3827

(xiv) Voted against the resolution:

Number of members Voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	25	0.6173

(xv) Invalid votes :

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



# DHARMESH ZAVERI

Practising Company Secretary

**Dharmesh M. Zaveri**  
**B Com., F.C.S.**

Office No 145, Kesar Residency, Charkop Sector 3, Kandivali (West), Mumbai – 400 067.  
(M). 98203 20503, E-mail. : dmz@dmzaveri.com

6. The Register, all other papers and relevant record relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid 26<sup>th</sup> Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company.

Thanking you,

**For D. M. Zaveri & Co.**  
**Practising Company Secretary**



**Dharmesh Zaveri**  
**(Proprietor)**



**Membership No: 5418**  
**C. P. No.: 4363**

**Place: Mumbai**  
**Date: 11<sup>th</sup> August 2014**