



## J. B. CHEMICALS & PHARMACEUTICALS LIMITED

**REGD. OFFICE:**

"NEELAM CENTRE", 'B WING, 4TH FLR.,  
HIND CYCLE ROAD, WORLI,  
MUMBAI - 400 030

PHONE : 022-2482 2222 / 2493 0918

FAX : 022-2493 0534 / 2493 9633

e-mail : info@jbcpl.com

Website : www.jbcpl.com

CIN : L24390MH1976PLC019380

### **RESULT OF VOTING ON THE BUSINESS TRANSACTED AT THE ANNUAL GENERAL MEETING HELD ON 19-08-2015.**

The 39<sup>th</sup> Annual General Meeting of J.B. Chemicals & Pharmaceuticals Limited ("Company") was held on Wednesday, August 19, 2015 at Rama Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai 400 020 at 3.30 p.m. pursuant to notice dated June 24, 2015 ("Notice") issued to the members of the Company.

As per the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 read with Clause 35B of the Listing Agreement, the Company provided remote e-voting facility in respect of all the businesses/proposed resolutions set out in the Notice. The remote e-voting commenced on Sunday, August 16, 2015 at 9.00 a.m. and ended on Tuesday, August 18, 2015 at 5.00 p.m. At the annual general meeting, the members who did not vote through remote e-voting were provided an opportunity to vote, on all the businesses/resolutions set out in the Notice, through ballot process. The board of directors had appointed Mr. Ashish C. Bhatt, proprietor of Ashish Bhatt & Associates, Company Secretaries ("the said Scrutinizer"), to scrutinize the remote e-voting and voting at the annual general meeting in a fair and transparent manner. The said Scrutinizer has submitted consolidated Scrutinizer's report dated August 19, 2015 to the Chairman.

Based on the report of the said Scrutinizer referred above on the outcome of remote e-voting/physical voting, the combined result of the above referred voting is as under:



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### Details of the Agenda:

(1)

Agenda items	Resolution required	Mode of Voting
Adoption of audited financial statement of the company for the financial year ended on March 31, 2015 together with the reports of the Board of directors and the Auditors thereon and also audited consolidated financial statement of the company for the financial year ended on March 31, 2015.	Ordinary resolution	e-voting/through ballot at the AGM

### Combined voting result:

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstan ding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes again st on votes polled
	(1)	(2)	(3) = [(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/ (2)]* 100
Promoter and Promoter Group	47304480	47304480	100	47304480	0	100.00	0.00
Public - Institutional holders	6576314	4009884	60.97	4009884	0	100.00	0.00
Public - Others	30938156	740638	2.39	740613	25	100.00	0.00
<b>Total</b>	<b>84818950</b>	<b>52055002</b>	<b>61.37</b>	<b>52054977</b>	<b>25</b>	<b>100.00</b>	<b>0.00</b>



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(2)

Agenda items	Resolution required	Mode of Voting
Declaration of a dividend on equity shares.	Ordinary resolution	e-voting/through ballot at the AGM

Combined voting result:

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstan ding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]* 100	(4)	(5)	(6)=[(4)/ (2)]* 100	(7)=[(5)/ (2)]* 100
Promoter and Promoter Group	47304480	47304480	100	47304480	0	100.00	0.00
Public - Institutional holders	6576314	4009884	60.97	4009884	0	100.00	0.00
Public - Others	30938156	740613	2.39	740613	0	100.00	0.00
<b>Total</b>	<b>84818950</b>	<b>52054977</b>	<b>61.37</b>	<b>52054977</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



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(3)

Agenda items	Resolution required	Mode of Voting
Re-appointment of Mr. Bharat P. Mehta as a director.	Ordinary resolution	e-voting/through ballot at the AGM

Combined voting result:

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstan ding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]* 100	(4)	(5)	(6)=[(4)/ (2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	47304480	47304480	100	47304480	0	100.00	0.00
Public - Institutional holders	6576314	4009884	60.97	3806285	203599	94.92	5.08
Public - Others	30938156	740638	2.39	740613	25	100.00	0.00
<b>Total</b>	<b>84818950</b>	<b>52055002</b>	<b>61.37</b>	<b>51851378</b>	<b>203624</b>	<b>99.61</b>	<b>0.39</b>

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(4)

Agenda items	Resolution required	Mode of Voting
Appointment of J.K. Shah & Co - Chartered Accountants, as auditors of the company.	Ordinary resolution	e-voting/through ballot at the AGM

Combined voting result:

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstan ding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]* 100	(4)	(5)	(6)=[(4)/ (2)]* 100	(7)=[(5)/ (2)]* 100
Promoter and Promoter Group	47304480	47304480	100	47304480	0	100.00	0.00
Public - Institutional holders	6576314	4009884	60.97	4009884	0	100.00	0.00
Public - Others	30938156	740638	2.39	740613	25	100.00	0.00
<b>Total</b>	<b>84818950</b>	<b>52055002</b>	<b>61.37</b>	<b>52054977</b>	<b>25</b>	<b>100.00</b>	<b>0.00</b>



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(5)

Agenda items	Resolution required	Mode of Voting
Appointment of Mr. Devang R. Shah as Independent Director.	Ordinary resolution	e-voting/through ballot at the AGM

Combined voting result:

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstan ding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]* 100	(4)	(5)	(6)=[(4)/ (2)]* 100	(7)=[(5)/ (2)]* 100
Promoter and Promoter Group	47304480	47304480	100	47304480	0	100.00	0.00
Public - Institutional holders	6576314	4009884	60.97	4009884	0	100.00	0.00
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(6)

Agenda items	Resolution required	Mode of Voting
Re-appointment of Shri Jyotindra B. Mody as Managing director of the company.	Special resolution	e-voting/through ballot at the AGM

**Combined voting result:**

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstan ding shares	No. of votes - in favou r	No. of vote s - against	% of votes in favour on votes polled	% of votes against on votes polled
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Public - Others	30938156	740638	2.39	740613	25	100.00	0.00
<b>Total</b>	<b>84818950</b>	<b>52055002</b>	<b>61.37</b>	<b>51851378</b>	<b>203624</b>	<b>99.61</b>	<b>0.39</b>



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(7)

Agenda items	Resolution required	Mode of Voting
Re-appointment of Shri Dinesh B. Mody as Whole-time director (Administration) of the company.	Special resolution	e-voting/through ballot at the AGM

Combined voting result:

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstan ding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
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(8)

Agenda items	Resolution required	Mode of Voting
Re-appointment of Shri Shirish B. Mody as Whole-time director (Marketing) of the company.	Special resolution	e-voting/through ballot at the AGM

Combined voting result:

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstan ding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
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(9)

Agenda items	Resolution required	Mode of Voting
Re-appointment of Shri Bharat P. Mehta as Whole-time director (Planning & Development) of the company.	Special resolution	e-voting/through ballot at the AGM

Combined voting result:

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstan ding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
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Public - Others	30938156	740638	2.39	740613	25	100.00	0.00
<b>Total</b>	<b>84818950</b>	<b>52055002</b>	<b>61.37</b>	<b>52054977</b>	<b>25</b>	<b>100.00</b>	<b>0.00</b>



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(10)

Agenda items	Resolution required	Mode of Voting
Re-appointment of Shri Pranabh Mody as President and Whole-time director (Operations) of the Company	Special resolution	e-voting/through ballot at the AGM

Combined voting result:

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstan ding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
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Promoter and Promoter Group	47304480	47304480	100	47304480	0	100.00	0.00
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<b>Total</b>	<b>84818950</b>	<b>52055002</b>	<b>61.37</b>	<b>52054977</b>	<b>25</b>	<b>100.00</b>	<b>0.00</b>



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(11)

Agenda items	Resolution required	Mode of Voting
Re-appointment of Shri Kamlesh L. Udani as Executive director (Technical & Production) of the Company.	Special resolution	e-voting/through ballot at the AGM

Combined voting result:

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstan ding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) = [(2)/ (1)]* 100	(4)	(5)	(6)=[(4)/ (2)]* 100	(7)=[(5)/(2) ]* 100
Promoter and Promoter Group	47304480	47304480	100	47304480	0	100.00	0.00
Public - Institutional holders	6576314	4009884	60.97	4009884	0	100.00	0.00
Public - Others	30938156	740638	2.39	740613	25	100.00	0.00
<b>Total</b>	<b>84818950</b>	<b>52055002</b>	<b>61.37</b>	<b>52054977</b>	<b>25</b>	<b>100.00</b>	<b>0.00</b>



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(12)

Agenda items	Resolution required	Mode of Voting
Approval for payment of Minimum Remuneration to Shri Jyotindra B. Mody, Managing director of the company.	Special resolution	e-voting/through ballot at the AGM

Combined voting result:

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstan ding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]* 100	(4)	(5)	(6)=[(4)/ (2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	47304480	47304480	100	47304480	0	100.00	0.00
Public - Institutional holders	6576314	4009884	60.97	1449872	2560012	36.16	63.84
Public - Others	30938156	740638	2.39	740613	25	100.00	0.00
<b>Total</b>	<b>84818950</b>	<b>52055002</b>	<b>61.37</b>	<b>49494965</b>	<b>2560037</b>	<b>95.08</b>	<b>4.92</b>



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(13)

Agenda items	Resolution required	Mode of Voting
Approval for Payment of Minimum Remuneration to Shri Dinesh B. Mody, Whole- time director (Administration) of the company.	Special resolution	e-voting/through ballot at the AGM

Combined voting result:

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstan ding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
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Promoter and Promoter Group	47304480	47304480	100	47304480	0	100.00	0.00
Public - Institutional holders	6576314	4009884	60.97	1449872	2560012	36.16	63.84
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(14)

Agenda items	Resolution required	Mode of Voting
Approval for Payment of Minimum Remuneration to Shri Shirish B. Mody, Whole- time director (Marketing) of the company.	Special resolution	e-voting/through ballot at the AGM

**Combined voting result:**

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstan ding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) = [(2)/(1)]* 100	(4)	(5)	(6)=[(4)/ (2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	47304480	47304480	100	47304480	0	100.00	0.00
Public - Institutional holders	6576314	4009884	60.97	1449872	2560012	36.16	63.84
Public - Others	30938156	740638	2.39	740613	25	100.00	0.00
<b>Total</b>	<b>84818950</b>	<b>52055002</b>	<b>61.37</b>	<b>49494965</b>	<b>2560037</b>	<b>95.08</b>	<b>4.92</b>



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(15)

Agenda items	Resolution required	Mode of Voting
Ratification of remuneration of cost auditor	Ordinary resolution	e-voting/through ballot at the AGM

Combined voting result:

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outsta nding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3) = [(2)/ (1)]* 100	(4)	(5)	(6)=[(4)/ (2)]* 100	(7)=[(5)/(2) ]* 100
Promoter and Promoter Group	47304480	47304480	100	47304480	0	100.00	0.00
Public - Institutional holders	6576314	4009884	60.97	4009884	0	100.00	0.00
Public - Others	30938156	740638	2.39	740613	25	100.00	0.00
<b>Total</b>	<b>84818950</b>	<b>52055002</b>	<b>61.37</b>	<b>52054977</b>	<b>25</b>	<b>100.00</b>	<b>0.00</b>





## J. B. CHEMICALS & PHARMACEUTICALS LIMITED

**REGD. OFFICE:**

"NEELAM CENTRE", 'B' WING, 4TH FLR.,  
HIND CYCLE ROAD, WORLI,  
MUMBAI - 400 030.

PHONE : 022-2482 2222 / 2493 0918

FAX : 022-2493 0534 / 2493 9633

e-mail : info@jbcpl.com

Website : www.jbcpl.com

CIN : L24390MH1976PLC019380

Accordingly, all the businesses/resolutions placed before the said annual general meeting pursuant to the Notice are duly approved/passed with requisite majority.

The above referred report of the scrutinizer is enclosed.

**For J.B. Chemicals & Pharmaceuticals Limited**

A handwritten signature in black ink, appearing to read "J.B. Mody", written over a horizontal line.

 **J.B. Mody**  
**Chairman & Managing Director**

**Place: Mumbai**

**Date: August 21, 2015**

**FORM No. MGT-13**

**Report of Scrutinizer**

[Pursuant to rule 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 Members  
Of J.B.Chemicals & Pharmaceuticals Limited held on 19<sup>th</sup> August, 2015 at 03.30 p.m.  
At Rama & Sundri Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate,  
Mumbai- 400020, Maharashtra.

Dear Sir,


I, Ashish C. Bhatt, Proprietor of Ashish Bhatt & Associates, Company Secretaries having its office at 227, Devashree Commercial Complex, Majiwada, Thane (W) 400601 have been appointed as Scrutinizer for the purpose of remote e-voting as well as the voting to be conducted at the Annual General Meeting of the Members of J.B.Chemicals & Pharmaceuticals Limited held on 19<sup>th</sup> August, 2015 at Rama & Sundri Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai- 400020, Maharashtra.

We submit our report as under:

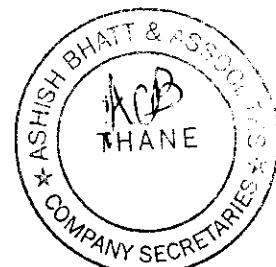
1. The remote e-voting period remained open from 16<sup>th</sup> August, 2015 (09.00 a.m.) to 18<sup>th</sup> August, 2015 (5.00 p.m.) both days inclusive.
2. The shareholders holding shares as on the "cut off" date 12<sup>th</sup> August, 2015 were entitled to vote on the proposed resolutions.
3. The votes were unblocked in the presence of two witnesses' Mr. Pradeep Kannojiya residing at B/2 Netaji Subhash Chandra Housing Society Shivaji nagar, Mumbra, Thane-400612 and Mr. Pradeepkumar Prajapati residing at Room no. 07, Ramesh Shelke Chawl, Near Shivai nagar bus stop, Pokhran road no. 1, Thane (w)-400606 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
\_\_\_\_\_

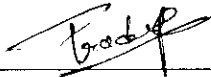
Name: Pradeep Kannojiya

  
\_\_\_\_\_

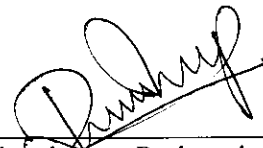
Name: Pradeepkumar Prajapati



4. Thereafter the details containing, inter alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited ([www.evotingindia.com](http://www.evotingindia.com)).
5. At the Annual General Meeting after the time fixed for closing of the poll by the Chairman, Two ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
6. The locked ballot boxes were subsequently opened in my presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the M/S Datamatics Financial Services Limited., Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
7. The ballot Box was opened in the presence of Mr. Pradeep Kannojiya residing at B/2 Netaji Subhash Chandra Housing Society Shivaji nagar, Mumbra, Thane-400612 and Mr. Pradeepkumar Prajapati residing at Room no. 07, Ramesh Shelke Chawl, Near Shivai nagar bus stop, Pokhran road no. 1, Thane (w)-400606 as witnesses after the voting process was over.

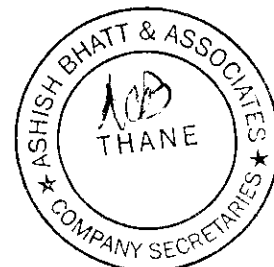


Pradeep Kannojiya



Pradeepkumar Prajapati

8. I found NIL ballot paper invalid.
9. The consolidated results of remote e-voting as well as of the Ballot held at the aforesaid Annual General Meeting are as under:



**(a) Resolution 1 - Adoption of the Audited Financial Statements of the Company (i.e. standalone as well as consolidated) together with Directors' Report and also Auditors' Report for the year ended March 31, 2015**

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	196	51497539	100
Ballot	129	557438	100
Total	325	52054977	100

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

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	25	0
Ballot	0	0	0
Total	1	25	0

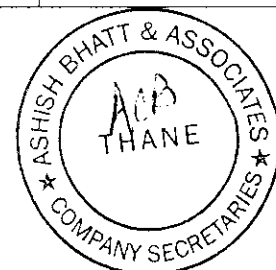
(iii) Invalid votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	NA
Ballot	0	NA

**(b) Resolution 2 – To declare Dividend on Equity Shares of the Company.**

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	196	51497539	100
Ballot	129	557438	100
Total	325	52054977	100



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

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Ballot	0	0	0
Total	0	0	0

(iii) **Invalid** votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	NA
Ballot	0	NA

**(c) Resolution 3 - Re-appointment of Shri Bharat P. Mehta as a Director, who retires by rotation**

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

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	192	51293940	99.60
Ballot	129	557438	100
Total	321	51851378	99.61

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

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	5	203624	0.40
Ballot	0	0	0
Total	5	203624	0.39



(iii) **Invalid** votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	NA
Ballot	0	NA

**(d) Resolution 4 - Appointment of M/s J.K. Shah & Co, Chartered Accountants, as Auditor of the company from the conclusion of this AGM till the conclusion of next AGM of the Company.**

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

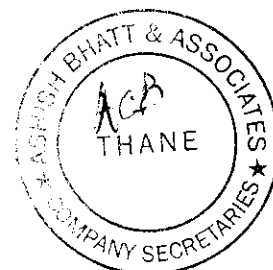
Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	196	51497539	100
Ballot	129	557438	100
Total	325	52054977	100

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

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	25	0
Ballot	0	0	0
Total	1	25	0

(iii) **Invalid** votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	NA
Ballot	0	NA



**(e) Resolution 5 - Appointment of Shri Devang R. Shah as Independent Director**

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	196	51497539	100
Ballot	129	557438	100
Total	325	52054977	100

(ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	25	0
Ballot	0	0	0
Total	1	25	0

(iii) Invalid votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	NA
Ballot	0	NA

**(f) Resolution 6 – Re-appointment of Shri Jyotindra B. Mody as Managing Director of the Company.**

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	192	51293940	99.60
Ballot	129	557438	100
Total	321	51851378	99.61



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

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	5	203624	0.40
Ballot	0	0	0
Total	5	203624	0.39

(iii) **Invalid** votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	NA
Ballot	0	NA

**(g) Resolution 7 – Re-appointment of Shri Dinesh B. Mody as Whole -Time Director (Administration) of the Company.**

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

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	192	51293940	99.60
Ballot	129	557438	100
Total	321	51851378	99.61

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

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	5	203624	0.40
Ballot	0	0	0
Total	5	203624	0.39





(iii) **Invalid** votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	NA
Ballot	0	NA

**(h) Resolution 8 – Re-appointment of Shri Shirish B. Mody as Whole -Time Director (Marketing) of the Company.**

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

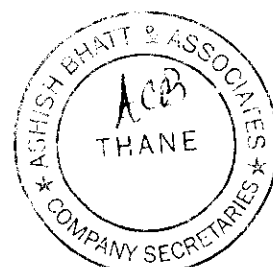
Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	192	51293940	99.60
Ballot	129	557438	100
Total	321	51851378	99.61

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

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	5	203624	0.40
Ballot	0	0	0
Total	5	203624	0.39

(iii) **Invalid** votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	NA
Ballot	0	NA



**(i) Resolution 9 – Re-appointment of Shri Bharat P. Mehta as Whole -Time Director (Planning & Development) of the Company.**

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

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	196	51497539	100
Ballot	129	557438	100
Total	325	52054977	100

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

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	25	0
Ballot	0	0	0
Total	1	25	0

(iii) **Invalid** votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	NA
Ballot	0	NA

**(j) Resolution 10 – Re-appointment of Shri Pranabh Mody as President and Whole -Time Director (Operations) of the Company.**

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

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	196	51497539	100
Ballot	129	557438	100
Total	325	52054977	100



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

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	25	0
Ballot	0	0	0
Total	1	25	0

(iii) Invalid votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	NA
Ballot	0	NA

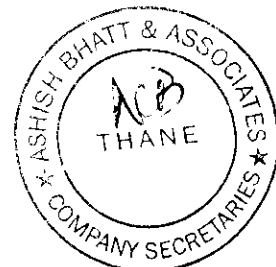
**(k) Resolution 11 – Re-appointment of Shri. Kamlesh L. Udani as Executive Director (Technical & Production) of the Company.**

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

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	196	51497539	100
Ballot	129	557438	100
Total	325	52054977	100

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

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	25	0
Ballot	0	0	0
Total	1	25	0



(iii) **Invalid** votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	NA
Ballot	0	NA

**(l) Resolution 12 – Payment of Minimum Remuneration to Shri Jyotindra B. Mody, Managing Director of the Company**

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

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	179	48937527	95.03
Ballot	129	557438	100
Total	308	49494965	95.08

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

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	18	2560037	4.97
Ballot	0	0	0
Total	18	2560037	4.92

(iii) **Invalid** votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	NA
Ballot	0	NA



**(m) Resolution 13 – Payment of Minimum Remuneration to Shri. Dinesh B. Mody, Whole time Director (Administration) of the Company**

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	179	48937527	95.03
Ballot	129	557438	100
Total	308	49494965	95.08

(ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	18	2560037	4.97
Ballot	0	0	0
Total	18	2560037	4.92

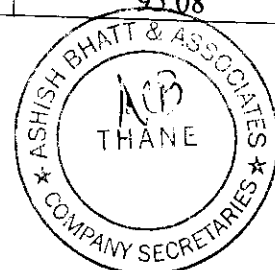
(iii) Invalid votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	NA
Ballot	0	NA

**(n) Resolution 14 – Payment of Minimum Remuneration to Shri. Shirish B. Mody, Whole time Director (Marketing) of the Company.**

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	179	48937527	95.03
Ballot	129	557438	100
Total	308	49494965	95.08



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

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	18	2560037	4.97
Ballot	0	0	0
Total	18	2560037	4.92

(iii) **Invalid** votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	NA
Ballot	0	NA

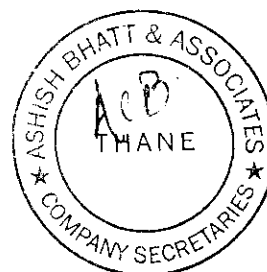
**(o) Resolution 15 – Remuneration of Kishore Bhatia & Associates, Cost Auditor of the Company for the Financial year 2015-16.**

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

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	196	51497539	100
Ballot	129	557438	100
Total	325	52054977	100

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

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	25	0
Ballot	0	0	0
Total	1	25	0



(iii) **Invalid votes:**

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	NA
Ballot	0	NA

10. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution is enclosed.

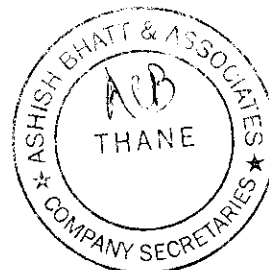
11. The register, all the papers and relevant records relating to remote voting as well as Ballots voting shall remain in our safe custody until the Chairman consider, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Place: Mumbai  
Dated: August 19, 2015

Yours faithfully,

*Ashish C. Bhatt*  
Ashish C. Bhatt  
Ashish Bhatt & Associates  
Company Secretaries



Countersigned by:

*J. B. Mody*

J. B. MODY  
CHAIRMAN & MANAGING DIRECTOR