

*Unique*



## 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 15-09-2014

The 38<sup>th</sup> Annual General Meeting of J.B. Chemicals & Pharmaceuticals Limited ("Company") was held on Monday, September 15, 2014 at Rama Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai 400 020 at 3.30 p.m. pursuant to notice dated August 5, 2014 ("Notice") issued to the members of the Company.

As per the Companies Act, 2014 and Companies (Management and Administration) Rules, 2014 read with Clause 35B of the Listing Agreement, the Company provided e-voting voting facility in respect of all the businesses/proposed resolutions set out in the Notice. The e-voting commenced on Tuesday, September 9, 2014 at 9.00 a.m. and ended on Thursday, September 11, 2014 at 6.00 p.m. The board of directors had appointed Mr. Ashish C. Bhatt, proprietor of Ashish Bhatt & Associates, Company Secretaries ("the said Scrutinizer"), to scrutinize the e-voting process in a fair and transparent manner, who has submitted his report dated September 11, 2014 on outcome of e-voting.

At the annual general meeting, the members who did not vote through e-voting were provided an opportunity to vote, on all the businesses/resolutions set out in the Notice, through ballot process on 'One-Share One-Vote' basis, as clarified through General Circular 20/2014 dated June 17, 2014 issued by the Government of India, Ministry of Corporate Affairs. The board directors of the Company had appointed the said Scrutinizer to scrutinise the voting process at the meeting in a fair and transparent manner. The said Scrutinizer has submitted his report dated September 15, 2014 on the outcome of the physical voting at the annual general meeting.

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

#### Details of the Agenda:

(1)

Agenda items	Resolution required	Mode of Voting
Adoption of audited accounts for the year ended on March 31, 2014, and reports of Directors & Auditors' thereon.	Ordinary resolution	e-voting/through ballot at the AGM

#### Combined voting result:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]* 100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)] * 100	% of votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	47315787	47312787	99.99	47312787	0	100.00	0.00
Public – Institutional holders	5651677	2630720	46.55	2630720	0	100.00	0.00
Public – Others	31802286	652148	2.05	652148	0	100.00	0.00
<b>Total</b>	<b>84769750</b>	<b>50595655</b>	<b>59.69</b>	<b>50595655</b>	<b>0</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 (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]* 100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)] * 100	% of votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	47315787	47312787	99.99	47312787	0	100.00	0.00
Public – Institutional holders	5651677	2630720	46.55	2630720	0	100.00	0.00
Public – Others	31802286	652148	2.05	652148	0	100.00	0.00
<b>Total</b>	<b>84769750</b>	<b>50595655</b>	<b>59.69</b>	<b>50595655</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

(3)

Agenda items	Resolution required	Mode of Voting
Appointment of Mr. Shirish B. Mody as a director.	Ordinary resolution	e-voting/through ballot at the AGM

Combined voting result:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]* 100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)] * 100	% of votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	47315787	47312787	99.99	47312787	0	100.00	0.00
Public – Institutional holders	5651677	2630720	46.55	2630720	0	100.00	0.00
Public – Others	31802286	652148	2.05	652148	0	100.00	0.00
<b>Total</b>	<b>84769750</b>	<b>50595655</b>	<b>59.68</b>	<b>50595655</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



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(4)

Agenda items	Resolution required	Mode of Voting
Appointment of Mr. Kamlesh L. Udani as a director.	Ordinary resolution	e-voting/through ballot at the AGM

Combined voting result:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]* 100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)] * 100	% of votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	47315787	47312787	99.99	47312787	0	100.00	0.00
Public – Institutional holders	5651677	2630720	46.55	2630720	0	100.00	0.00
Public – Others	31802286	652148	2.05	652148	0	100.00	0.00
<b>Total</b>	<b>84769750</b>	<b>50595655</b>	<b>59.69</b>	<b>50595655</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

(5)

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 (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]* 100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)] * 100	% of votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	47315787	47312787	99.99	47312787	0	100.00	0.00
Public – Institutional holders	5651677	2630720	46.55	2630720	0	100.00	0.00
Public – Others	31802286	652148	2.05	652148	0	100.00	0.00
<b>Total</b>	<b>84769750</b>	<b>50595655</b>	<b>59.69</b>	<b>50595655</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

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(6)

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

Combined voting result:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]* 100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)] * 100	% of votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	47315787	47312787	99.99	47312787	0	100.00	0.00
Public Institutional holders	5651677	2630720	46.55	2630720	0	100.00	0.00
Public Others	31802286	652148	2.05	652148	0	100.00	0.00
<b>Total</b>	<b>84769750</b>	<b>50595655</b>	<b>59.69</b>	<b>50595655</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

(7)

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

Combined voting result:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]* 100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)] * 100	% of votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	47315787	47312787	99.99	47312787	0	100.00	0.00
Public Institutional holders	5651677	2630720	46.55	900000	1730720	34.21	65.79
Public Others	31802286	652148	2.05	652148	0	100.00	0.00
<b>Total</b>	<b>84769750</b>	<b>50595655</b>	<b>59.69</b>	<b>48864935</b>	<b>1730720</b>	<b>96.58</b>	<b>3.42</b>

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(8)

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

Combined voting result:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]* 100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)] * 100	% of votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	47315787	47312787	99.99	47312787	0	100.00	0.00
Public – Institutional holders	5651677	2630720	46.55	2419613	211107	91.98	8.02
Public – Others	31802286	652148	2.05	652138	10	100.00	0.00
<b>Total</b>	<b>84769750</b>	<b>50595655</b>	<b>59.69</b>	<b>50384538</b>	<b>211117</b>	<b>99.58</b>	<b>0.42</b>

(9)

Agenda items	Resolution required	Mode of Voting
Appointment of Dr. Satyanarain Agarwala as Independent Director.	Ordinary resolution	e-voting/through ballot at the AGM

Combined voting result:

Promoter/ Public	No. of shares held (1)	No. of Votes polled (2)	% of votes Polled on outstanding shares (3) = [(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)] * 100	% of votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	47315787	47312787	99.99	47312787	0	100.00	0.00
Public – Institutional holders	5651677	2630720	46.55	2630720	0	100.00	0.00
Public – Others	31802286	652148	2.05	652148	0	100.00	0.00
<b>Total</b>	<b>84769750</b>	<b>50595655</b>	<b>59.69</b>	<b>50595655</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

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(10)

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

Combined voting result:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]* 100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)] * 100	% of votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	47315787	47312787	99.99	47312787	0	100.00	0.00
Public – Institutional holders	5651677	2630720	46.55	900000	1730720	34.21	65.79
Public – Others	31802286	652148	2.05	652148	0	100.00	0.00
<b>Total</b>	<b>84769750</b>	<b>50595655</b>	<b>59.69</b>	<b>48864935</b>	<b>1730720</b>	<b>96.58</b>	<b>3.42</b>

(11)

Agenda items	Resolution required	Mode of Voting
Appointment of Dr. Niranjan N. Maniar as Independent Director.	Ordinary resolution	e-voting/through ballot at the AGM

Combined voting result:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]* 100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)] * 100	% of votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	47315787	47312787	99.99	47312787	0	100.00	0.00
Public – Institutional holders	5651677	2630720	46.55	2419613	211107	91.98	8.02
Public – Others	31802286	652148	2.05	652148	0	100.00	0.00
<b>Total</b>	<b>84769750</b>	<b>50595655</b>	<b>59.69</b>	<b>50384548</b>	<b>211107</b>	<b>99.58</b>	<b>0.42</b>



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(12)

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

Combined voting result:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]* 100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)] * 100	% of votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	47315787	47312787	99.99	47312787	0	100.00	0.00
Public – Institutional holders	5651677	2630720	46.55	2419613	211107	91.98	8.02
Public – Others	31802286	652148	2.05	652148	0	100.00	0.00
<b>Total</b>	<b>84769750</b>	<b>50595655</b>	<b>59.69</b>	<b>50384548</b>	<b>211107</b>	<b>99.58</b>	<b>0.42</b>

(13)

Agenda items	Resolution required	Mode of Voting
Approval for Payment of remuneration to non-executive directors.	Ordinary resolution	e-voting/through ballot at the AGM

Combined voting result:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]* 100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)] * 100	% of votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	47315787	47312787	99.99	47312787	0	100.00	0.00
Public – Institutional holders	5651677	2630720	46.55	2630720	0	100.00	0.00
Public – Others	31802286	652148	2.05	648887	3261	99.50	0.50
<b>Total</b>	<b>84769750</b>	<b>50595655</b>	<b>59.69</b>	<b>50592394</b>	<b>3261</b>	<b>99.99</b>	<b>0.01</b>



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(14)

Agenda items	Resolution required	Mode of Voting
Approval for alteration to the Articles of Association	Special resolution	e-voting/through ballot at the AGM

Combined voting result:

Promoter/ Public	No. of shares held (1)	No. of Votes polled (2)	% of votes Polled on outstanding shares (3) = [(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)] * 100	% of votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	47315787	47312787	99.99	47312787	0	100.00	0.00
Public – Institutional holders	5651677	2459941	43.53	2419613	40328	98.36	1.64
Public Others	31802286	652148	2.05	652148	0	100.00	0.00
<b>Total</b>	<b>84769750</b>	<b>50424876</b>	<b>59.48</b>	<b>50384548</b>	<b>40328</b>	<b>99.92</b>	<b>0.08</b>

(15)

Agenda items	Resolution required	Mode of Voting
Approval for place of keeping register of members.	Special resolution	e-voting/through ballot at the AGM

Combined voting result:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]* 100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)] * 100	% of votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	47315787	47312787	99.99	47312787	0	100.00	0.00
Public – Institutional holders	5651677	2630720	46.55	2630720	0	100.00	0.00
Public Others	31802286	652148	2.05	652138	10	100.00	0.00
<b>Total</b>	<b>84769750</b>	<b>50595655</b>	<b>59.69</b>	<b>50595645</b>	<b>10</b>	<b>100.00</b>	<b>0.00</b>



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(16)

Agenda items	Resolution required	Mode of Voting
Approval for borrowing limit upto Rs. 1500 crores.	Special resolution	e-voting/through ballot at the AGM

Combined voting result:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]* 100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)] * 100	% of votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	47315787	47312787	99.99	47312787	0	100.00	0.00
Public – Institutional holders	5651677	2630720	46.55	2630720	0	100.00	0.00
Public Others	31802286	652148	2.05	649293	2855	99.56	0.44
<b>Total</b>	<b>84769750</b>	<b>50595655</b>	<b>59.69</b>	<b>50592800</b>	<b>2855</b>	<b>99.99</b>	<b>0.01</b>

(17)

Agenda items	Resolution required	Mode of Voting
Authorization to the board of directors to create mortgages/charges upto Rs. 1500 crores.	Special resolution	e-voting/through ballot at the AGM

Combined voting result:

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)]* 100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)] * 100	% of votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	47315787	47312787	99.99	47312787	0	100.00	0.00
Public – Institutional holders	5651677	2630720	46.55	2630720	0	100.00	0.00
Public Others	31802286	652148	2.05	649293	2855	99.56	0.44
<b>Total</b>	<b>84769750</b>	<b>50595655</b>	<b>59.69</b>	<b>50592800</b>	<b>2855</b>	<b>99.99</b>	<b>0.01</b>

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(18)

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 (1)	No. of votes polled (2)	% of votes polled on outstandin g shares (3) = [(2)/(1)]* 100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6)=[(4)/(2)] * 100	% of votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	47315787	47312787	99.99	47312787	0	100.00	0.00
Public – Institutional holders	5651677	2630720	46.55	2630720	0	100.00	0.00
Public – Others	31802286	652148	2.05	652133	15	100.00	0.00
<b>Total</b>	<b>84769750</b>	<b>50595655</b>	<b>59.69</b>	<b>50595640</b>	<b>15</b>	<b>100.00</b>	<b>0.00</b>

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 reports of the said Scrutinizer are enclosed.

For J.B.Chemicals & Pharmaceuticals Limited

J.B. Mody  
Chairman and Managing Director

Place: Mumbai

Date: September 16, 2014

**Scrutinizer's Report**

*[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(XI) of the Companies  
(Management and Administration) Rules, 2014]*

To,  
The Chairman  
38<sup>th</sup> Annual General Meeting of the Equity Shareholders  
Of J. B. Chemicals & Pharmaceuticals Limited to be held on 15<sup>th</sup> September, 2014 at 3.30 p.m.  
At Rama Watumull Auditorium, K. C. College, Dinshaw Wacha Road, Churchgate, Mumbai – 400020.

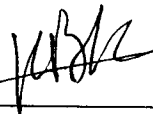
Dear Sir,

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 of J. B. Chemicals & Pharmaceuticals Limited ("the company") for the purpose of scrutinizing the e-voting process carried out as per the provisions of Companies act, 2013 and rule 20 of companies (Management and Administration) Rules 2014 on the below mentioned resolutions, at the 38<sup>th</sup> Annual General meeting of the Equity Shareholders of J. B. Chemicals & Pharmaceuticals Limited, to be held on 15<sup>th</sup> September 2014 at 3.30 p.m. at Rama Watumull Auditorium, K. C. College, Dinshaw Wacha Road, Churchgate, Mumbai – 400020, Maharashtra. we submit our report as under:

1. The e-voting period remained open from September 9, 2014 (09.00 a.m.) to September 11, 2014 (6.00 p.m.).
2. The shareholders holding shares as on the "cut off" date August 1, 2014 were entitled to vote on the proposed resolutions (Item No.1 to 18 as sent out in the Notice of the 38<sup>th</sup> AGM of the Company).
3. The votes were unblocked on September 11, 2014 around 6.20 p.m.in the presence of two witnesses Ms. Pooja Panvelkar, residing at G-4, R. Panvelkar Nagari, Near Gaodevi Road, Badlapur (E), 421 504. and Mr.Kaustubh Kulkarni, residing at 15, Dwarkanath C.H.S., Gopal Nagar 2, Dombivali (E), 421201, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Pooja Panvelkar



Name: Kaustubh Kulkarni



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))- ANNEXURE-A

5. The result of e-voting is as under

**(a) Resolution 1- Adoption of the Audited Statements of Accounts together with Directors' Report and also Auditors' Report for the year ended March 31, 2014**

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

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
145	50087719	100%

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

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total Number of Member whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

**(b) Resolution 2- Declaration of dividend on equity shares.**

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

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
145	50087719	100%



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

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total Number of Member whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

**(c) Resolution 3- Re-appointment of Mr. Shirish B. Mody, Director, who retires by rotaion.**

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

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
145	50087719	100%

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

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total Number of Member whose votes were declared invalid	Total number of votes cast by them
N.A	N.A



**(d) Resolution 4- Re-appointment of Mr. Kamlesh L. Udani, Director, who retires by rotaion.**

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

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
145	50087719	100%

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

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0

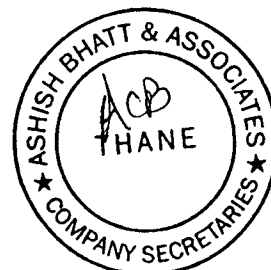
(iii) **Invalid** votes:

Total Number of Member whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

**(e) Resolution 5- Re-Appointment of M/s J. K. Shah & Co., Chartered Accountants, as Auditor of the company for the financial year ending on March 31, 2015.**

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

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
145	50087719	100%



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

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total Number of Member whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

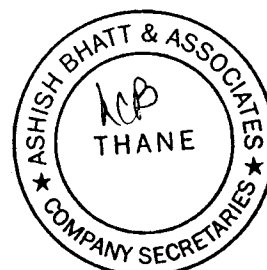
**(f) Resolution 6- Appointment of Ms. Krupa R. Gandhi as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from April 1, 2014.**

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

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
145	50087719	100%

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

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0



(iii) **Invalid votes:**

Total Number of Member whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

**(g) Resolution 7- Appointment of Mr. Jashvantra B. Joshi as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from April 1, 2014.**

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

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
127	48356999	96.54%

(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
18	1730720	03.46%

(iii) **Invalid votes:**

Total Number of Member whose votes were declared invalid	Total number of votes cast by them
N.A	N.A





**(h) Resolution 8- Appointment of Mr. Durga Dass Chopra as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from April 1, 2014.**

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

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
140	49876602	99.58%

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

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
5	211117	00.42%

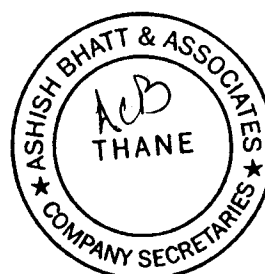
(iii) **Invalid** votes:

Total Number of Member whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

**(i) Resolution 9- Appointment of Dr. Satyanarain Agarwala as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from April 1, 2014.**

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

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
145	50087719	100%



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

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total Number of Member whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

**(j) Resolution 10- Appointment of Mr. Rajiv C. Mody as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from April 1, 2014.**

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

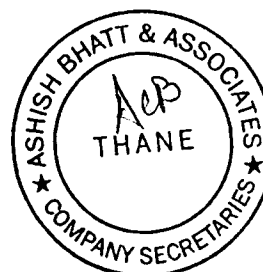
Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
127	48356999	96.54%

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

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
18	1730720	03.46%

(iii) **Invalid** votes:

Total Number of Member whose votes were declared invalid	Total number of votes cast by them
N.A	N.A



**(k) Resolution 11- Appointment of Dr. Niranjan N. Maniar as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from April 1, 2014.**

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
141	49876612	99.58%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
4	211107	00.42%

(iii) Invalid votes:

Total Number of Member whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

**(l) Resolution 12- Appointment of Mr. Mahesh K. Shroff as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from April 1, 2014.**

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
141	49876612	99.58%



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

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
4	211107	00.42%

**(iii) Invalid votes:**

Total Number of Member whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

**(m) Resolution 13- Approval of payment of remuneration to non-executive directors.****(i) Voted in favour of the resolution:**

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
144	50084869	99.99%

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

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
1	2850	00.01%

**(iii) Invalid votes:**

Total Number of Member whose votes were declared invalid	Total number of votes cast by them
N.A	N.A



**(n) Resolution 14- Approval of alteration to the Articles of Association.**

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

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
141	49876612	99.92%

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

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
2	40328	00.08%

(iii) **Invalid** votes:

Total Number of Member whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

**(o) Resolution 15- Approval of place of keeping register of members of the company.**

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

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
144	50087709	100%

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

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
1	10	0



(iii) **Invalid votes:**

Total Number of Member whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

(p) **Resolution 16- Pursuant to section 180(1)(C) of the Companies Act, 2013 Company approving the borrowing limits by the Board of Directors of the Company up to Rs. 1500 crores.**

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

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
144	50084869	99.99%

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

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
1	2850	00.01%

(iii) **Invalid votes:**

Total Number of Member whose votes were declared invalid	Total number of votes cast by them
N.A	N.A



**(q) Resolution 17- Pursuant to section 180(1)(a) of the Companies Act, 2013 for creating mortgage and/or charge for amount not exceeding Rs. 1500 Crore.**

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
144	50084869	99.99%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
1	2850	00.01%

(iii) Invalid votes:

Total Number of Member whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

**(r) Resolution 18- Remuneration to Messrs. Kishor Bhatia & Associates, Cost Accountants, for the cost audit of the company for financial Year ending March 31, 2015**

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
144	50087709	100%



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

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
1	10	0

(iii) **Invalid** votes:


Total Number of Member whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

6. The register, all the papers and relevant records relating to electronic 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: Thane  
Dated: September 11, 2014

Yours faithfully,

  
Ashish C. Bhatt  
Ashish Bhatt & Associates  
Company Secretaries





# Annexure 'A'

Browser: https://www.evotingindia.com/... Central Depository CDSL eVoting System

File Edit View Favorites Tools Help

SEI BSE Ltd. (Bombay Stock E... Suggested Sites Get more Add-ons

Entry

Upload

Check File Status

Ballot Details

Finalise Voting

Report

Vote Verification

Change Password

EYSN	140806003 for J.B. Chemicals and Pharmaceuticals Limited
ISIN	INE572401028 J.B. Chemicals and Pharmaceuticals Limited
Nominal Value	2
Voting Rights	1
Total Folios Voted	145

Res. No			Total
1	50087719 (59.09%)	0 (0.00%)	50087719
2	50087719 (59.09%)	0 (0.00%)	50087719
3	50087719 (59.09%)	0 (0.00%)	50087719
4	50087719 (59.09%)	0 (0.00%)	50087719
5	50087719 (59.09%)	0 (0.00%)	50087719
6	50087719 (59.09%)	0 (0.00%)	50087719
7	48356999 (57.05%)	1730720 (2.04%)	50087719
8	49876602 (58.84%)	211117 (0.25%)	50087719
9	50087719 (59.09%)	0 (0.00%)	50087719
10	48356999 (57.05%)	1730720 (2.04%)	50087719
11	49876612 (58.84%)	211107 (0.25%)	50087719
12	49876612 (58.84%)	211107 (0.25%)	50087719
13	50084869 (59.08%)	2850 (0.00%)	50087719
14	49876612 (58.84%)	40328 (0.05%)	49916940
15	50087709 (59.09%)	10 (0.00%)	50087719
16	50084869 (59.08%)	2850 (0.00%)	50087719
17	50084869 (59.08%)	2850 (0.00%)	50087719
18	50087709 (59.09%)	10 (0.00%)	50087719

6:10 PM 11/09/2014

For ASHISH BHATT & ASSOCIATES  
COMPANY SECRETARIES

*Bhatt A.C.*  
ASHISH C. BHATT



**ASHISH BHATT & ASSOCIATES**  
Company Secretaries

27, 2nd Floor, Devashree Commercial Complex, Devashree Garden, R.W. Sawant Marg. Near Rutu Park, Majiwada, Thane (W) 400 601.  
Tel.: 2172 3134 Telefax: 2172 3302 E-mail : amisi99@mtnl.net.in / amisi99.ashish@gmail.com

**FORM No. MGT-13**

**Report of Scrutinizer**

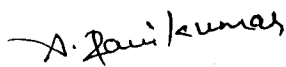
[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To,  
The Chairman,  
38<sup>th</sup> Annual General Meeting of the Equity Shareholders  
Of J. B. Chemicals & Pharmaceuticals Limited  
Held on 15<sup>th</sup> September, 2014 at Rama Watumull Auditorium, K. C. College, Dinshaw Wacha  
Road, Churchgate, Mumbai – 400020.

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 scrutinizing voting at the meeting conducted on one share one vote basis on the below mentioned resolutions, at the 38<sup>th</sup> Annual General Meeting of the Equity Shareholders of J. B. Chemicals & Pharmaceuticals Limited held on 15<sup>th</sup> September, 2014 at Rama Watumull Auditorium, K. C. College, Dinshaw Wacha Road, Churchgate, Mumbai – 400020, Maharashtra., submit our report as under:

1. After the time fixed for closing of the voting by the Chairman, Two ballot box kept for voting were locked in my presence with due identification marks placed by me.
2. 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.
3. I did not find any ballot papers invalid.
4. The polling Box was opened in the presence of Mr. Ravikumar Arumugam, residing at Shatkar Apartment, NL-1/B, Building No 19, Room no 4, Sector 10 Nerul, Navi Mumbai 400 706 and Mr. Kaustubh Kulkarni, residing at 15, Dwarkanath C.H.S., Gopal Nagar 2, Dombivali (E), 421201 as witnesses after the voting process is over.

  
Mr. Ravikumar Arumugam

  
Mr. Kaustubh Kulkarni



5. The result of the voting at AGM is as under:

**(a) Resolution 1- Adoption of the Audited Statements of Accounts together with Directors' Report and also Auditors' Report for the year ended March 31, 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
112	507936	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
0	0	0

(iii) Invalid votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

**(b) Resolution 2- Declaration of dividend on equity shares.**

(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
112	507936	100%



**ASHISH BHATT & ASSOCIATES**

Company Secretaries

(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
0	0	0

(iii) Invalid votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

**(c) Resolution 3- Re-appointment of Mr. Shirish B. Mody, Director, who retires by rotaion.**(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
112	507936	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
0	0	0

(iii) Invalid votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.



**ASHISH BHATT & ASSOCIATES**  
Company Secretaries

(d) **Resolution 4- Re-appointment of Mr. Kamlesh L. Udani, Director, who retires by rotaion.**

(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
112	507936	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
0	0	0

(iii) Invalid votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

(e) **Resolution 5- Re-Appointment of M/s J. K. Shah & Co., Chartered Accountants, as Auditor of the company for the financial year ending on March 31, 2015.**

(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
112	507936	100%



**ASHISH BHATT & ASSOCIATES**

Company Secretaries

(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
0	0	0

(iii) Invalid votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

**(f) Resolution 6- Appointment of Ms. Krupa R. Gandhi as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from April 1, 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
112	507936	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
0	0	0



(iii) **Invalid votes:**

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

**(g) Resolution 7- Appointment of Mr. Jashvantra B. Joshi as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from April 1, 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
112	507936	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
0	0	0

(iii) **Invalid votes:**

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.



**(h) Resolution 8- Appointment of Mr. Durga Dass Chopra as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from April 1, 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
112	507936	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
0	0	0

(iii) Invalid votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

**(i) Resolution 9- Appointment of Dr. Satyanarain Agarwala as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from April 1, 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
112	507936	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
0	0	0

(iii) **Invalid** votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

**(j) Resolution 10- Appointment of Mr. Rajiv C. Mody as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from April 1, 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
112	507936	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
0	0	0



**ASHISH BHATT & ASSOCIATES**  
Company Secretaries

(iii) **Invalid** votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

**(k) Resolution 11- Appointment of Dr. Niranjana N. Maniar as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from April 1, 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
112	507936	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
0	0	0

(iii) **Invalid** votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.



(l) Resolution 12- Appointment of Mr. Mahesh K. Shroff as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from April 1, 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
112	507936	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
0	0	0

(iii) Invalid votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

(m) Resolution 13- Approval of payment of remuneration to non-executive directors.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
111	507525	99.92%



(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
1	411	00.08%

(iii) **Invalid** votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

**(n) Resolution 14- Approval of alteration to the Articles of Association.**

(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
112	507936	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
0	0	0

(iii) **Invalid** votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.



(o) Resolution 15- Approval of place of keeping register of members of the company.

(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
112	507936	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
0	0	0

(iii) Invalid votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

(p) Resolution 16- Pursuant to section 180(1)(C) of the Companies Act, 2013 Company approving the borrowing limits by the Board of Directors of the Company up to Rs. 1500 crores.

(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
111	507931	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
1	5	0%

(iii) **Invalid** votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

**(q) Resolution 17- Pursuant to section 180(1)(a) of the Companies Act, 2013 for creating mortgage and/or charge for amount not exceeding Rs. 1500 Crore.**

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

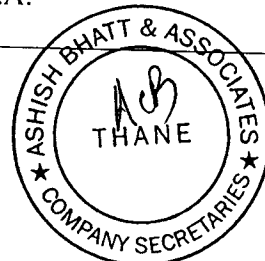
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
111	507931	100%

(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
1	5	0%

(iii) **Invalid** votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.



**(r) Resolution 18- Remuneration to Messrs. Kishor Bhatia & Associates, Cost Accountants, for the cost audit of the company for financial Year ending March 31, 2015**

(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
111	507931	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
1	5	0%

(iii) **Invalid** votes:

Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

5. A 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 authorized by the Board for safe keeping.

Thanking you,

Place: Thane

Dated: September 15, 2014

Yours faithfully,

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

