

SVD & ASSOCIATES

Company Secretaries

4th Floor, Vedwati Apartments, Shivajinagar, Pune - 411005
Telephone: 020 25511040; email: deulkarcs@gmail.com

To
The Chairman,
Sahyadri Industries Limited
At Plot No. 39, Block No. D-III,
MIDC, Chinchwad,
Pune - 411 019.

Sub: Results of E-voting and Poll

Dear Sir,

I undersigned, Sridhar G. Mudaliar, Practicing Company Secretary who has been appointed as the Scrutinizer of Sahyadri Industries Limited for following:

- a) E-voting conducted during 18th March, 2015 to 20th March, 2015
- b) Poll conducted at Extra-Ordinary General Meeting (EGM) held on 28th March, 2015 and
- c) Combined report of E-voting and Poll

For the resolutions contained in the Notice of the said Extra-Ordinary General Meeting (EGM) held on 28th March, 2015.

I enclose my Reports on E-voting, Poll and Combined report of E-voting and Poll for your information and records.

I hereby declare that all the 5 (Five) resolutions as per the aforesaid Notice of the EGM of the Company have been passed.

Thanking you,

Yours faithfully,



Sridhar G. Mudaliar
Partner
C. P. No. 2664



Place: Pune

Date: 28th March, 2015

Sridhar G. Mudalliar
M.Com, LL.B., F.C.S.

22-A, Hanuman Nagar,
Off: Senapati Bapat Road,
Model Colony,
Pune- 411016
Tel: 25655319

Company Secretary

Scrutinizer's Report

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

To,

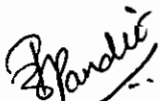
The Chairman

E - Voting for Extra - Ordinary General Meeting of the Equity shareholders of Sahyadri Industries Limited to be held on Saturday, 28th day of March, 2015 at 11.30 a.m at Plot No. 39, Block No. D-III, MIDC, Chinchwad, Pune - 411 019.

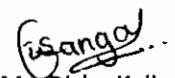
Dear Sir,

I, Sridhar G. Mudaliar, Practicing Company Secretary, having office 22-A, Hanuman Nagar, off: Senapati Bapat Road, Model Colony, Pune - 411016 have been appointed as scrutinizer of Sahyadri Industries Limited ("the company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner & ascertaining the e-voting carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on below mentioned resolution(s), at the Extra - Ordinary General Meeting of the Equity shareholders of Sahyadri Industries Limited to be held on Saturday, 28th day of March, 2015 at 11.30 a.m at Plot No. 39, Block No. D-III, MIDC, Chinchwad, Pune - 411 019. I submit my report as under:

1. The e-voting period remained open from 18th March, 2015 (9:00 a.m) and ended on 20th March, 2015 (5:00 p.m).
2. The shareholders holding shares as on the "cut off" date i.e. 20th February, 2015 were entitled to vote on the proposed resolutions (Item no. 1 to 5 as set out in the notice of the EGM of Sahyadri Industries Limited.)
3. The votes were unblocked on 21st March, 2015 around 3:30 p.m in the presence of two witnesses, Ms. Purva Pandit (Kothrud, Pune - 411038) and Ms. Disha Kulkarni (Kothrud, Pune - 411038) who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.



Name : Ms. Purva Pandit



Name : Ms. Disha 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)

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

a) Resolution 1 : Special Resolution for Payment of Remuneration payable to Mr P.L.Patel as Whole Time Director.

(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
24	6345071	99.911%

(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	5650	0.089%

(iii) Invalid votes:

Total number of members whose votes were declared invalid/ not voted	Total number of votes cast by them
0	0

b) Resolution 2 - Special Resolution for Payment of Remuneration payable to Mr V.L.Patel as Whole Time Director.

(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
24	6345071	99.911%

(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	5650	0.089%

(iii) Invalid votes:

Total number of members whose votes were declared invalid/ Not Voted	Total number of votes cast by them
0	0



c) Resolution 3 - Special Resolution for Payment of Remuneration payable to Mr J.P.Patel as Executive Director.

(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
24	6345071	99.911%

(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	5650	0.089%

(iii) Invalid votes:

Total number of members whose votes were declared invalid/ Not Voted	Total number of votes cast by them
0	0

d) Resolution 4 - Special Resolution for Payment of Remuneration payable to Mr S.V.Patel as Managing Director

(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
24	6345071	99.911%

(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	5650	0.089%

(iii) Invalid votes:

Total number of members whose votes were declared invalid/ Not Voted	Total number of votes cast by them
0	0



e) Resolution 5 - Ordinary Resolution for appointment of Ms. Sarita Kotasthane as an Independent Director.

(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
25	6350721	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

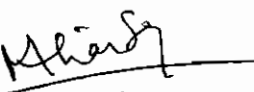
(iii) Invalid votes:

Total number of members whose votes were declared invalid/ Not Voted	Total number of votes cast by them
0	0

6. The register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves, signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,


S. G. Mudaliar
C. P. No. 2664



Place: Pune

Date : 23rd March, 2015

Sridhar G. Mudaliar
M.Com, LL.B., F.C.S.

22-A, Hanuman Nagar,
Off: Senapati Bapat Road,
Model Colony,
Pune- 411016
Tel: 25655319

Company Secretary

Scrutinizer's Report

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

To,

The Chairman

The Extra-Ordinary General Meeting of the Members of Sahyadri Industries Limited held on Saturday, 28th day of March, 2015 at 11.30 a.m. at Plot No. 39, Block No.D-III, MIDC, Chinchwad, Pune - 411 019.

Dear Sir,

I, Sridhar G. Mudaliar, Practicing Company Secretary having office at 22 A Hanuman Nagar off Senapati Bapat Road, Model Colony, Pune 411016 having been appointed as scrutinizer of Sahyadri Industries Limited ("the company") for the purpose of the poll taken on below mentioned resolution(s), Extra-Ordinary General Meeting of the Members of Sahyadri Industries Limited held on Saturday, 28th day of March, 2015 at 11.30 a.m. at Plot No. 39, Block No.D-III, MIDC, Chinchwad, Pune - 411 019. I submit my report as under:

1. After the time fixed for closing of the poll by the chairman, ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the company.
3. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:



A handwritten signature in blue ink, appearing to be "Sridhar G. Mudaliar".

- a) Resolution 1 – Payment of Remuneration payable to Mr. P.L.Patel as Whole Time Director. (Special)

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

Number of members voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	1875	100%

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

Number of members 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 number of members whose votes were declared invalid	Total number of votes cast by them
0	0

- b) Resolution 2 – Payment of Remuneration payable to Mr. V.L.Patel as Whole Time Director.(Special)

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

Number of members voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	1875	100%

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

Number of members voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0



A handwritten signature in blue ink, appearing to be "Sg".

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

c) Resolution 3 - Payment of Remuneration payable to Mr. J.P.Patel as Executive Director. (Special)

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

Number of members voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	1875	100%

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

Number of members 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 number of members whose votes were declared invalid	Total number of votes cast by them
0	0

d) Resolution 4 - Payment of Remuneration payable to Mr. S.V. Patel as Managing Director. (Special)

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

Number of members voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	1875	100%



SK

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

Number of members 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 number of members whose votes were declared invalid	Total number of votes cast by them
0	0

e) Resolution 5 – Appointment of Ms. Sarita Kotasthane as an Independent Director. (Ordinary)

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

Number of members voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	1875	100%

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

Number of members 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 number of members whose votes were declared invalid	Total number of votes cast by them
0	0



A handwritten signature in blue ink, appearing to be "S.G." or similar.

5. 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 other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,



Sridhar Mudaliar
Practicing Company Secretary
C. P. No. 2664
Place: Pune
Date: 28th March, 2015

Sridhar G. Mudaliar
M.Com, LL.B., F.C.S.

22-A, Hanuman Nagar,
Off: Senapati Bapat Road,
Model Colony,
Pune- 411016
Tel: 25655319

Company Secretary

Combined Report
Sahyadri Industries Limited
Extra-Ordinary General Meeting dated 28th March, 2015

Sr. No	Resolutions	E - voting		Voting through Poll		Total		Result
		No. of Votes		No. of Votes		No. of Votes		
		For	Against	For	Against	For	Against	
1	Special Resolution for Payment of Remuneration payable to Mr. P.L.Patel as Whole Time Director.	6345071	5650	1875	0	6346946	5650	Resolution passed with requisite majority
2	Special Resolution for Payment of Remuneration payable to Mr. V.L.Patel as Whole Time Director.	6345071	5650	1875	0	6346946	5650	Resolution passed with requisite majority
3	Special Resolution for Payment of Remuneration payable to Mr. J.P.Patel as Executive Director.	6345071	5650	1875	0	6346946	5650	Resolution passed with requisite majority
4	Special Resolution for Payment of Remuneration payable to Mr. S.V.Patel as Managing Director.	6345071	5650	1875	0	6346946	5650	Resolution passed with requisite majority
5	Ordinary Resolution for for appointment of Ms. Sarita Kotasthane as an Independent Director.	6350721	0	1875	0	6352596	0	Resolution passed unanimously

S. G. Mudaliar
Practicing Company Secretary
C. P. No. 2664



Place: Pune
Date : 28th March, 2015