

# Virendra Bhatt

Company Secretary

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## Scrutinizer's report

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

To,  
The Chairman  
**ASHAPURA MINECHEM LIMITED**  
Jeevan Udyog Building,  
3<sup>rd</sup> Floor, 278,  
Dr. D. N. Road, Fort,  
Mumbai – 400 001

#### SUBJECT: SCRUTINIZER'S REPORT ON THE ELETRONIC VOTING IN RESPECT OF MATTERS SET - OUT IN THE NOTICE OF THIRTY THIRD ANNUAL GENERAL MEETING.

Dear Sir,

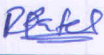
I VIRENDRA G. BHATT, a Company Secretary in whole-time practice, have been appointed by the Board of Directors of **ASHAPURA MINECHEM LIMITED**(the Company) as a Scrutinizer for the purpose of Scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice to the Thirty Third Annual General Meeting of the members of the Company, to be held on Thursday, 25th September, 2014 at 3.30 p.m. at Babasaheb Dahanukar Sabhagriha, Maharashtra Chamber of Commerce, Oricon House, 6th Floor, 12, K. Dubhash Marg, Kala Ghoda, Fort, Mumbai – 400 001.

1. The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolution contained in the Notice to the 33<sup>rd</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a scrutinizer's report of the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company.
2. Further to the above, I submit my report as under :-
  - i. The e-voting remained open from on 16<sup>th</sup> September, 2014 (10.00 a.m.) to 17 September, 2014 (6.00 p.m.).
  - ii. The members of the Company as on the " cut off " date i.e. 22<sup>nd</sup> August, 2014 were entitled to vote on the resolutions .(Resolutions No. 1 to 8 as set out in the notice of the Thirty Third AGM of the Company).





- iii. The votes cast were unblocked on 17th September, 2014 around 6 p.m. in the presence of 2 witnesses, Ms. Rasna Patel and Ms. Dolly Mehta who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Signature:   
Name: Rasna Patel

Signature:   
Name: Dolly Mehta

- iv. Thereafter the details containing, inter – alia, list of Equity Share Holders, who voted “For” and “Against”, each of the resolutions that were put to vote, generated from the e-voting website of National Securities Depository Limited (NSDL) i.e www.evoting.nsdl.com and based on such reports generated, the results of the e-voting is as under..

**A. Resolution No. 1:-**

Adoption of Audited Financial Statements for the year ended 31st March,2014 and Reports of the Directors and Auditors thereon.

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

Number of members voted	No of votes casted by them	% of total number of valid votes cast
50	37717802	100.00%

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

Number of members voted	No of votes casted by them	% of total number of valid votes cast
1	50	0.00%

- (iii) **Not voted :**

Total number of members (in person or by proxy ) who have not voted	Total number of votes cast by them
1	15119

The above Resolution is passed by majority.

**B. Resolution No. 2:-**

Re-Appointment of Shri Chetan Shah, who retires by rotation.

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

Number of members voted	No of votes casted by them	% of total number of valid votes cast
49	37717729	100.00%



(ii) Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
2	123	0.00%

(iii) Not voted :

Total number of members (in person or by proxy ) who have not voted	Total number of votes cast by them
1	15119

The above Resolution is passed by majority.

**C. Resolution No.3:-**

Appointment of M/s.Sanghavi & Co., Chartered Accountants, as Auditors of the Company.

(i). Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
50	37717802	100.00%

(ii). Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
1	50	0.00%

(iii) Not voted :

Total number of members (in person or by proxy ) who have not voted	Total number of votes cast by them
1	15119

The above Resolution is passed by majority.

**D. Resolution No.4:-**

Appointment of M/s. B. Purushottam & Co., Chartered Accountants, as Branch Auditors of the Company.

(i). Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
49	37710967	100.00%





(ii). Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
1	50	0.00%

(iii) Not voted :

Total number of members (in person or by proxy ) who have not voted	Total number of votes cast by them
2	21954

The above Resolution is passed by majority.

**E. Resolution No.5:**

Appointment of Shri Ashok Kadakia as an Independent Director.

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

Number of members voted	No of votes casted by them	% of total number of valid votes cast
50	37732721	100.00%

(ii). Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
2	250	0.00%

(iii) Not voted :

Total number of members (in person or by proxy ) who have not voted	Total number of votes cast by them
0	0

The above Resolution is passed by majority.

**F. Resolution No.6:-**

Appointment of Shri Harish Motiwalla as an Independent Director.

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

Number of members voted	No of votes casted by them	% of total number of valid votes cast
50	37732721	100.00%



(ii) Voted **against** the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
2	250	0.00%

(iii) Not voted :

Total number of members (in person or by proxy ) who have not voted	Total number of votes cast by them
0	0

The above Resolution is passed by majority.

**G. Resolution No.7:-**

Appointment of Shri Abhilash Munsif as an Independent Director.

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

Number of members voted	No of votes casted by them	% of total number of valid votes cast
49	37729998	100.00%

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

Number of members voted	No of votes casted by them	% of total number of valid votes cast
2	250	0.00%

(iii) Not voted :

Total number of members (in person or by proxy ) who have not voted	Total number of votes cast by them
1	2723

The above Resolution is passed by majority.

**H. Resolution No.8:-**

Ratification of appointment of and remuneration payable of M/s.S. K. Rajani & Co., Cost Accountants, as Cost Auditors for the FY-2014-2015.

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

Number of members voted	No of votes casted by them	% of total number of valid votes cast
48	37714164	100.00%





(ii). Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
2	84	0.00%

(iii) Not voted :

Total number of members (in person or by proxy ) who have not voted	Total number of votes cast by them
2	18723

The above Resolution is passed by majority.

Thanking You

Your's Faithfully



Virendra G. Bhatt  
Practicing Company Secretary  
C.P. No. 124 / ACS 1157

Date:

Place: Mumbai