

Corporate Relationship Department

26<sup>th</sup> September, 2015

Bombay Stock Exchange Limited

P. J. Towers,  
Dalal Street,  
Mumbai: 400 001.

Script Code: 530145

Sub: Details as per Listing Agreement Clause 35 A  
Voting Results of the 26<sup>th</sup> Annual General Meeting

Dear Sir,

Please note that the Annual General Meeting of Kisan Mouldings Limited was held on Friday, 25<sup>th</sup> September, 2015 at 3.30 P.M. at Mirage Hotel, International Airport Approach Road, Andheri - Kurla Road, Marol, Andheri (East), Mumbai – 400 059.

In accordance with Clause 31(d) of the Listing Agreement, please find enclosed herewith the following:

1. Proceedings of the 26<sup>th</sup> Annual General Meeting – **Annexure I.**
2. Agenda wise Voting Results as per the format prescribed under Clause 35A of the Listing Agreement – **Annexure II**
3. Scrutinizers Report for E-voting and Poll – **Annexure III**

You are requested to take note of the same and bring it to the notice of all concerned.

Kindly acknowledge receipt of the same.

Thanking you.

For Kisan Mouldings Limited,



Sanjeev Aggarwal  
Joint Managing Director  
(DIN: 00064076)



## ANNEXURE I

**PROCEEDINGS OF THE 26<sup>TH</sup> ANNUAL GENERAL MEETING OF M/S KISAN MOULDINGS LIMITED HELD ON FRIDAY, 25<sup>TH</sup> SEPTEMBER, 2015 AT 3.30 P.M AT MIRAGE HOTEL, INTERNATIONAL AIRPORT APPROACH ROAD, MAROL, ANDHERI (EAST), MUMBAI- 400 059.**

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**1. Chairman:**

Mr. Vijay Aggarwal took the chair and the Meeting commenced under his Chairmanship.

**2. Quorum:**

After ascertaining that the quorum required was present for the meeting, the Chairman called the meeting duly constituted and ordered to proceed.

**3. Chairman's Statement:**

The Chairman extended a warm welcome to all the shareholders, members of the Board of Directors and all invitees present at the 26<sup>th</sup> Annual General Meeting of the Company. He then stated that the Registrar of Directors and Key Managerial personnel as per Section 170 of the Companies act, 2013 and other records and documents, mentioned in the notice of the Annual General Meeting and explanatory Statement u/s 102 of the Companies Act, 2013 were available for inspection by the shareholders during the continuation of the meeting.

With the consent of the shareholders present, the Chairman took the Notice convening the 26<sup>th</sup> Annual General Meeting, Explanatory Statement and the Annual Report for the financial year 31<sup>st</sup> March, 2015, having already been circulated to the members as read.

He informed the Members that as there are no qualifications, observations or comments by the Auditors on financial transactions or matters, which have any adverse effect on the functioning of the Company, nothing in the auditor's report is required to be read. Hence with the consent of the members present at the meeting, he took the Auditors Report as read.

The Chairman then requested Mr. Abhaya Shankar, the Chief Executive Officer of the Company to give a brief view about the financial performance of the Company, Economic, Industrial and future prospectus of the Company.

**4. Consideration of Agenda items and decisions taken thereon:**

The Company Secretary informed the shareholders that since their Company is a listed Company, it was mandatorily required to provide e-voting facility to the shareholders in terms of provisions of Section 108 of the companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 are substituted by the Companies (Management and Administration) Amended Rules, 2015') and Clause 35B of the Listing Agreement with Stock Exchanges.

She stated that as per the applicable provisions of the Companies Act, 2013 and Rules thereunder, the Company had provided the e-voting facility to its shareholders to exercise their votes through e-voting, platform using NSDL. The process of e-voting started on Tuesday, 22<sup>nd</sup> September, 2013 at 9.00 A.M which was open till Thursday, 24<sup>th</sup> September, 2013 till 5.00 P.M.

She drew attention of the members that at the end of discussions on the resolutions on which voting is to be held, members and proxies, who were present at the meeting but have not cast their vote by availing the remote e-voting facility, can exercise their vote by use of Ballots, which were distributed to the members and proxies present at the meeting.

She further stated that after discussion on the agenda items as set out in the Notice of the 26<sup>th</sup> Annual General Meeting, the Scrutinizer will conduct the Ballot Paper voting process and consequently, normal practice of show of hands was not applicable.

She further informed the members that the Board of Directors had appointed Mrs. Rita Gupta, Practicing Company Secretary as the Scrutinizer to scrutinize the e-voting and poll process.

The Scrutinizer shall submit her report on e-voting and poll process containing the requisite details of voting.

Following agenda items, as mentioned in the notice convening the 26th Annual General Meeting, were proposed to the members for their consideration and approval.

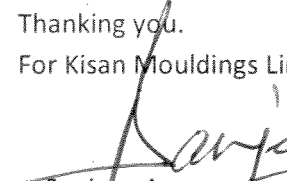
1. To consider and adopt the Audited Financial Statements for the Financial Year ended on 31st March, 2015 together with the Reports of the Board of Directors and the Auditors thereon.
2. To re-appointment Mr. Sanjeev Aggarwal (DIN: 00064076), as a Director.
3. To re-appointment Mr. Vijay Aggarwal (DIN: 00062402) as a Director.
4. To re-appoint M/s. Mittal & Associates as the Statutory Auditors.
5. To appoint Mr. Thallapaka Venkateswara Rao (DIN: 05273533) as the Independent Director.
6. To appoint Mrs. Anjana Motwani (DIN: 02650184) as the Independent Director.
7. To ratify the payment of remuneration of Cost Auditors for the financial year ending 31st March, 2016.
8. To re-designate of Mr. Ashok Aggarwal as Joint Managing Director of the Company.
9. To re-appoint and increase the remuneration of Mr. Ashok Aggarwal, Joint Managing Director of the Company.
10. To approve the increase in remuneration of Mr. Sanjeev Aggarwal, Joint Managing Director of the Company.
11. To approve the increase in remuneration of Mr. Vijay Aggarwal, Chairman and Whole-time Director of the Company.

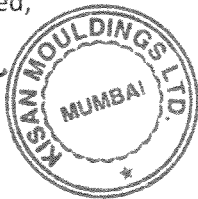
The Company Secretary then invited the shareholder to give their comments and seek clarifications about the affairs of the Company and the agenda items of the meeting. The CEO answered all the questions of the shareholders to their complete satisfaction.

The Chairman then concluded the meeting with a vote of thanks.

Thanking you.

For Kisan Mouldings Limited,

  
Sanjeev Aggarwal  
Joint Managing Director  
(DIN: 00064076)



**ANNEXURE II**

**DETAILS OF VOTING RESULTS AS PER CLAUSE 35A LISTING AGREEMENT:**

Date of Annual General Meeting	25 <sup>th</sup> September, 2015
Total No of Shareholders on the cut-off date – 18 <sup>th</sup> September, 2015	6297
No of Shareholders present in the Meeting either in person or in proxy:	
<b>PROMOTER &amp; PROMOTER GROUP :</b>	5
<b>PUBLIC :</b>	103
No. of Shareholders attended the Meeting through Video Conferencing	No Video Conferencing facility was established for this AGM

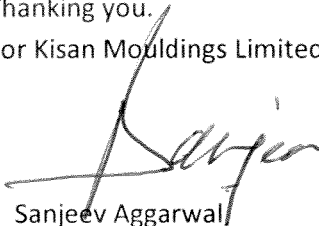
**DETAILS OF BUSINESS TRANSACTED AT THE ANNUAL GENERAL MEETING:**

Item No	Type of Resolution	Resolution	Mode of Voting (E-voting/Postal Ballot)
1	Ordinary	To consider and adopt the Audited Financial Statements for the Financial Year ended on 31 <sup>st</sup> March, 2015 together with the Reports of the Board of Directors and the Auditors thereon.	E-voting and Poll
2	Ordinary	To re-appointment Mr. Sanjeev Aggarwal (DIN: 00064076), as a Director.	E-voting and Poll
3	Ordinary	To re-appointment Mr. Vijay Aggarwal (DIN: 00062402) as a Director.	E-voting and Poll
4	Ordinary	To re-appoint M/s. Mittal & Associates as the Statutory Auditors.	E-voting and Poll
5	Ordinary	To appoint Mr. Thallapaka Venkateswara Rao (DIN: 05273533) as the Independent Director.	E-voting and Poll

6	Ordinary	To appoint Mrs. Anjana Motwani (DIN: 02650184) as the Independent Director.	E-voting and Poll
7	Ordinary	To approve the remuneration of Cost Auditors for the financial year ending 31 <sup>st</sup> March, 2016.	E-voting and Poll
8	Ordinary	To re-designate of Mr. Ashok Aggarwal as Joint Managing Director of the Company.	E-voting and Poll
9	Special	To re-appoint and increase the remuneration of Mr. Ashok Aggarwal, Joint Managing Director of the Company.	E-voting and Poll
10	Special	To approve the increase in remuneration of Mr. Sanjeev Aggarwal, Joint Managing Director of the Company.	E-voting and Poll
11	Special	To approve the increase in remuneration of Mr. Vijay Aggarwal, Chairman and Whole-time Director of the Company.	E-voting and Poll

Thanking you.

For Kisan Mouldings Limited,

  
Sanjeev Aggarwal

Joint Managing Director

(DIN: 00064076)



# **RL & Associates**

**Company Secretaries**

Cell: +91 98209 29171  
Email : csrlassociates@gmail.com  
22/A, Vinayaka Heights, Kailash Puri,  
Upper Govind Nagar, Malad (East),  
Mumbai - 400 097

## **Report of Scrutinizer(s)**

- a) [Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014]

### **COMBINED SCRUTINIZERS REPORT FOR E-VOTING AND POLL FOR KISAN MOULDINGS LIMITED**

To

The Chairman of 26<sup>th</sup> Annual General Meeting of the Equity Shareholders of Kisan Mouldings Limited (the Company) held on Friday, 25<sup>th</sup> September, 2015 at 3.30 p.m at Mirage Hotel, International Airport Approach Road, Andheri-Kurla Road, Marol, Andheri (East), Mumbai – 400 059.

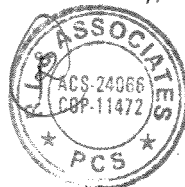
Dear Sir,

**Sub.:**

- b) Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.
- c) Physical Ballot Forms received from the shareholders who do not have access to e-voting provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014.

I, Mrs. Rita Gupta, Proprietor of R L & Associates, Company Secretaries, have been appointed as Scrutinizer by the Board of Directors vide resolution dated 14<sup>th</sup> August, 2015 to scrutinize the e-voting process and poll at the 26<sup>th</sup> Annual General Meeting of the Equity Shareholders of Kisan Mouldings Limited pursuant to the provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

The Company has availed the e-voting facility offered by the National Securities Depository Limited (NSDL) for extending the facility of e-voting to the Shareholders of the Company from Tuesday, 22<sup>nd</sup> September, 2015 from 9.00 PM onwards to Thursday, 24<sup>th</sup> September, 2015 till 5.00P.M. The e-voting



results were unblocked by me on Thursday, 24<sup>th</sup> September, 2015 at 5.15 P.M. in the presence of two witnesses.

At the 26<sup>th</sup> AGM of the Company held on 25<sup>th</sup> September, 2015, the Chairman of the Company had suo motto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through poll process. The Chairman of the AGM had appointed me as the Scrutinizer for the same.

After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.

The locked ballot boxes were 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.

The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and the rules relating to e-voting and poll on the resolutions contained in the Notice to the 26<sup>th</sup> Annual General Meeting of the Company.

My responsibility as a Scrutinizer for the e-voting process and for poll at the AGM is restricted to make Scrutinizers Report of the votes cast in favour or against the resolutions stated above, based on the reports generated from the e-voting system provided by the National Securities Depository Limited (NSDL), the Authorized Agency engaged by the Company to provide e-voting facilities for e-voting and at the time of poll at AGM.

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4. I now submit my report and the result of E-voting and Poll is as under:

1. (a) Resolution Item No. 1 –

To receive, consider and adopt the Audited Financial Statements for the Financial Year ended on 31<sup>st</sup> March, 2015 together with the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	47	11809860	99.99%
Physical	42	717	0.006%
Total	89	11810577	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
E-Voting	0	0	0
Physical	0	0	0
Total	0	0	0

(iii) Invalid votes:

	Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
E-Voting	0	0
Physical	9	165
Total	9	165



2. (a) Resolution Item No. 2-

To appoint a Director in place of Mr. Sanjeev Aggarwal (DIN: 00064076), who retires by rotation and being eligible, offers himself for re-appointment.

(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
E-Voting	41	10023121	99.99 %
Physical	42	717	0.0072%
Total	83	10023838	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
E-Voting	0	0	0
Physical	0	0	0
Total	0	0	0

(iii) Invalid votes:

	Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
E-Voting	6	1786739
Physical	9	165
Total	15	1786904

3. (a) Resolution Item No. 3-

To appoint a Director in place of Mr. Vijay Aggarwal (DIN: 00062402), who retires by rotation and being eligible, offers himself for re-appointment.



(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
E-Voting	37	7278492	99.99%
Physical	42	717	0.010 %
Total	79	7279209	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
E-Voting	0	0	0
Physical	0	0	0
Total	0	0	0

(iii) Invalid votes:

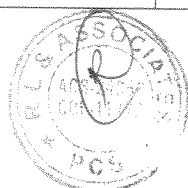
	Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
E-Voting	10	4531368
Physical	9	165
Total	19	4531533

4. (a) Resolution Item No. 4-

To re-appoint Statutory Auditors and fix their remuneration

(i) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-Voting	47	11809860	99.99 %
Physical	42	717	0.006 %



Total	89	11810577	100 %
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(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
E-Voting	0	0	0
Physical	0	0	0
Total	0	0	0

(iii) Invalid votes:

	Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
E-Voting	0	0
Physical	9	165
Total	9	165

5. (a) Resolution Item No. 5-

To appoint Mr. Thallapaka Venkateswara Rao (DIN: 05273533) as the Independent Director

(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
E-Voting	46	11750987.000	99.99 %
Physical	42	717	0.006 %
Total	88	11751704	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
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	proxy)		
E-Voting	0	0	0
Physical	0	0	0
Total	0	0	0

(iii) Invalid votes:

	Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
E-Voting	0	0
Physical	9	165
Total	9	165

6. (a) Resolution Item No. 6-

To appoint Mrs. Anjana Motwani (DIN: 02650184) as the Independent Director

(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
E-Voting	47	11809860	99.99 %
Physical	42	717	0.061 %
Total	89	1181057	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
E-Voting	0	0	0
Physical	0	0	0
Total	0	0	0



(iii) Invalid votes:

	Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
E-Voting	0	0
Physical	9	165
Total	9	165

7. (a) Resolution Item No. 7-

To ratify the remuneration of Cost Auditors for the financial year ending 31<sup>st</sup> March, 2016

(i) 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
E-Voting	46	11126402.000	99.99 %
Physical	42	717	0.006%
Total	88	11127119	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
E-Voting	0	0	0
Physical	0	0	0
Total	0	0	0

(iii) Invalid votes:

	Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
E-Voting	0	0



Physical	9	165
Total	9	165

8. (a) Resolution Item No. 8 -

To re-designate Mr. Ashok Aggarwal as Joint Managing Director 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
E-Voting	37	6986514	99.99 %
Physical	42	717	0.010
Total	79	6987231	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
E-Voting	0	0	0
Physical	0	0	0
Total	0	0	0

(iii) Invalid votes:

	Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
E-Voting	9	4351501
Physical	9	165
Total	18	4351666

9. (a) Resolution Item No. 9 -

To re-appoint and approve the remuneration of Mr. Ashok Aggarwal, Joint Managing Director 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
E-Voting	38	7458359	99.99
Physical	42	717	0.010
Total	80	7459076	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
E-Voting	0	0	0
Physical	0	0	0
Total	0	0	0

(iii) Invalid votes:

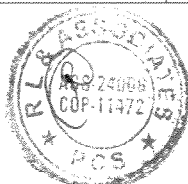
	Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
E-Voting	9	4351501
Physical	9	165
Total	18	4351666

10.(a) Resolution Item No. 10 -

To approve the increase in remuneration of Mr. Sanjeev Aggarwal, Joint Managing Director 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
E-Voting	41	10023121	99.99 %





Physical	42	717	0.007 %
Total	83	10023838	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
E-Voting	0	0	0
Physical	0	0	0
Total	0	0	0

(iii) Invalid votes:

	Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
E-Voting	6	1786739
Physical	9	165
Total	15	1786904

11.(a) Resolution Item No. 11 -

To approve the increase in remuneration of Mr. Vijay Aggarwal, Chairman and Whole-time Director 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
E-Voting	37	7278492	99.99 %
Physical	42	717	0.009 %
Total	79	7279209	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
E-Voting	0	0	0
Physical	0	0	0
Total	0	0	0

(iii) Invalid votes:

	Total number of members (in person or by proxy) whose votes were declared invalid	Number of votes cast by them
E-Voting	10	4531368
Physical	9	165
Total	19	4531533

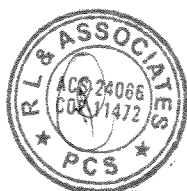
The poll papers and all other relevant records were sealed and handed over to the Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

*Rita Gupta*

Rita Gupta (Scrutinizer)



Dated: 26<sup>th</sup> September, 2015

Place: Mumbai