

**FORM NO. MGT-13**

**Report On Scrutinizer**

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

To,

**The Chairman of TECIL CHEMICALS AND HYDRO POWER LTD.**

The 70<sup>th</sup> Annual General Meeting of the Shareholders of **TECIL CHEMICALS AND HYDRO POWER LTD.** held on Monday, 7<sup>th</sup> September, 2015 at 04:00 P.M. at P.O Chingavanam, Dist. Kottayam-686531, Kerala

Dear Sir,

I, Dr. S. K. Jain, Practicing Company Secretary, appointed as Scrutinizer pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Clause 35B of the Listing Agreement for the purpose of Scrutinizing the remote e-voting and voting by poll taken at the 70<sup>th</sup> Annual General Meeting of the Equity Shareholders of **TECIL CHEMICALS AND HYDRO POWER LTD.** held on Monday, 7<sup>th</sup> September, 2015 at 04:00 P.M. at P.O Chingavanam, Dist. Kottayam-686531, Kerala submit my report as under:

**A. Relating to E-Voting:**

1. The Remote E-Voting period remained open from 9:00 A.M. on Thursday, 3<sup>rd</sup> September, 2015 upto 5.00 P.M. on Sunday, 6<sup>th</sup> September, 2015.
2. The Remote E-Voting was unblocked on 8<sup>th</sup> September, 2015 at 4.21 P.M. in presence of two witnesses who were not in the employment of the Company.

*Akshay Vaid*

Name: Mr. Akshay Vaid

*B.V. Shah*

Name: Mr. Bhaumin Shah



**B. Relating to voting by Poll:**

1. Members present in person	28
Members present through Authorized Representatives	4
Members present but did not participate in Poll as they exercised their votes through E-Voting	9
Members present but did not participate in Poll and also did not exercised their votes through E-Voting	0
Members who cast vote through Poll	23

2. 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 mark placed by me.
3. 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.

**C. Result of E-Voting and Poll:**

1. The voting rights were reckoned as on 31<sup>st</sup> August, 2015, being cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting.
2. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked. The ballot box was opened and polling papers were removed and examined.
3. Thereafter, the details of equity shareholders, who voted for or against was extracted from the polling papers and the list of equity shareholders who voted "For" or "Against" were downloaded from the E-Voting website of Central Depository Services (India) Limited (CDSL) (<https://www.evotingindia.com>)
4. The combined result of remote E-voting and poll is as under:



**RESOLUTION NO. 1: (AS AN ORDINARY RESOLUTION)**

To Consider and Adopt the Audited Financial statements of the Company for the Financial Year ended 31/03/2015 and the report of Board of Director's and Auditor's 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	% total number of valid votes cast
E-voting	17	1603750	56.6038%
Voting by poll	23	1229540	43.3962%
<b>Total</b>	<b>40</b>	<b>2833290</b>	<b>100%</b>

Note: Shareholders who have voted under multiple folios have been counted as single shareholder.

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

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	0	0	0.00%
Voting by poll	0	0	0.00%
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>

**(III) Invalid Votes:**

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



**RESOLUTION NO. 2: (AS AN ORDINARY RESOLUTION)**

To Appoint a Director in place of Shri.S.B.Somani (Din No.00077939), who retires by rotation and being eligible offer 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	% total number of valid votes cast
E-voting	17	1603750	56.6038%
Voting by poll	23	1229540	43.3962%
<b>Total</b>	<b>40</b>	<b>2833290</b>	<b>100%</b>

Note: Shareholders who have voted under multiple folios have been counted as single shareholder.

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

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	0	0	0.00%
Voting by poll	0	0	0.00%
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>

**(III) Invalid Votes:**

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



**RESOLUTION NO. 3: (AS AN ORDINARY RESOLUTION)**

To Appoint Auditors to hold office from the conclusion of this meeting till the Conclusion of the Next Annual General Meeting and fix 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	% total number of valid votes cast
E-voting	17	1603750	56.6038%
Voting by poll	23	1229540	43.3962%
<b>Total</b>	<b>40</b>	<b>2833290</b>	<b>100%</b>

Note: Shareholders who have voted under multiple folios have been counted as single shareholder.

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

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	0	0	0.00%
Voting by poll	0	0	0.00%
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>

**(III) Invalid Votes:**

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



**RESOLUTION NO. 4: (AS AN ORDINARY RESOLUTION)**

To Regularise SMT. Shanta Somani (Din no.-069748887), as Director and this regard to consider and if thought fit, to pass with or without modification (s) the Resolution as an Ordinary resolution

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

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	17	1603750	56.6038%
Voting by poll	23	1229540	43.3962%
<b>Total</b>	<b>40</b>	<b>2833290</b>	<b>100%</b>

Note: Shareholders who have voted under multiple folios have been counted as single shareholder.

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

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	0	0	0.00%
Voting by poll	0	0	0.00%
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>

**(III) Invalid Votes:**

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



**RESOLUTION NO. 5: (AS AN ORDINARY RESOLUTION)**

To Regularise Shri. Toby Antony (Din No.-06982568), as Director and this regard to consider and if thought fit, to pass with or without modification(s) the Resolution as an Ordinary Resolution

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

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	17	1603750	56.6038%
Voting by poll	23	1229540	43.3962%
<b>Total</b>	<b>40</b>	<b>2833290</b>	<b>100%</b>

Note: Shareholders who have voted under multiple folios have been counted as single shareholder

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

	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% total number of valid votes cast
E-voting	0	0	0.00%
Voting by poll	0	0	0.00%
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>

**(III) Invalid Votes:**

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



SR. NO.	RESOLUTION	NATURE OF RESOLUTION	FAVOUR IN (%)	AGAINST IN (%)
1.	To Consider and Adopt the Audited Financial statements of the Company for the Financial Year ended 31/03/2015 and the report of Board of Director's and Auditor's thereon	Ordinary Resolution	100%	0.00%
2.	To appoint a Director in place of Shri.S.B.Somani (Din No.00077939), who retires by rotation and being eligible offer himself for re-appointment	Ordinary Resolution	100%	0.00%
3.	To Appoint Auditors to hold office from the conclusion of this meeting till the Conclusion of the Next Annual General Meeting and fix remuneration.	Ordinary Resolution	100%	0.00%
4.	To Regularise SMT. Shanta Somani (Din no.-069748887), as Director and this regard to consider and if thought fit, to pass with or without modification (s) the Resolution as an Ordinary resolution	Ordinary Resolution	100%	0.00%
5.	To Regularize Shri. Toby Antony (Din No.-06982568), as Director and this regard to consider and if thought fit, to pass with or without modification(s) the Resolution as an Ordinary Resolution	Ordinary Resolution	100%	0.00%



result of Remote E-voting and by Poll as per **Clause 35A** of the Listing Agreement is as under:

In accordance with the amended Clause 35A of the Listing Agreement with the Stock Exchanges, this is to inform you that the Members of the Company at the 70<sup>th</sup> Annual General Meeting held on 7<sup>th</sup> September, 2015 transacted the following business:

Sr. No.	Description	Particulars		
1.	Date of the AGM	7 <sup>th</sup> September 2015		
2.	Book Closure Date	26 <sup>th</sup> August, 2015 to 7 <sup>th</sup> September, 2015 (both days inclusive)		
3.	Total number of Shareholders on record date	22740		
4.	No. of Shareholders present in the Meeting either in person or through proxy:			
	<b>Category of Shareholders</b>	<b>In Person</b>	<b>Proxy</b>	<b>Total</b>
	Promoter and Promoter Group	2	0	2
	Financial Institution	0	0	0
	Public	30	0	30
	<b>Total</b>	<b>32</b>	<b>0</b>	<b>32</b>
5.	No. of Shareholders attended the Meeting through Video Conference – Not Applicable			



Outcome of the Annual General Meeting of the Members of the Company

The Annual General Meeting of the Members of the Company was held on Monday, the 7<sup>th</sup> day of September, 2015 at 04.00 P.M. at Registered Office of the Company P.O Chingavanam, Dist. Kottayam-686531, Kerala. The mode of voting was by way of Poll/E-Voting. The Shareholders transacted the business provided as under:

**Resolution No. 1**

**Ordinary Resolution: To Consider and Adopt the Audited Financial statements of the Company for the Financial Year ended 31/03/2015 and the report of Board of Director's and Auditor's thereon**

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled - on outstandi ng Shares	No. of Valid Votes in Favour	No. of Valid Votes against	% of Votes in Favour on valid votes polled	% of votes against on valid votes polled
(1)	(2)	(3)	(4)	(5)	(6) = [3/2*(100) 	(7)	(8)	(9) = [7/4*(100) 	(10) = [8/4*(100) 
Promoter and Promoter Group	7545657	1469930	1469930	0	19.48%	1469930	0	100%	0.00%
Public Instituti onal holders	1982200	0	0	0	0.00%	0	0	0.00%	0.00%
Public Others	9435843	1363360	1363360	0	14.45%	1363360	0	100%	0.00%
Total	18963700	2833290	2833290	0	31.61%	2833290	0	100%	0.00%



Resolution No. 2

Ordinary Resolution: To appoint a Director in place of Shri.S.B.Somani (DinNo.00077939), who retires by rotation and being eligible offer himself for re-appointment

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstandi ng Shares	No. of Valid Votes in Favour	No. of Valid Votes against	% of Votes in Favour on valid votes polled	% of votes against on valid votes polled
(1)	(2)	(3)	(4)	(5)	(6) = [3/2*(100) 	(7)	(8)	(9) = [7/4*(100) 	(10) = [8/4*(100) 
Promoter and Promoter Group	7545657	1469930	1469930	0	19.48%	1469930	0	100%	0.00%
Public Instituti onal holders	1982200	0	0	0	0.00%	0	0	0.00%	0.00%
Public Others	9435843	1363360	1363360	0	14.45%	1363360	0	100%	0.00%
Total	18963700	2833290	2833290	0	31.61%	2833290	0	100%	0.00%



### Resolution No. 3

Ordinary Resolution: To Appoint Auditors to hold office from the conclusion of this meeting till the Conclusion of the Next Annual General Meeting and fix remuneration.

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstandi ng Shares	No. of Valid Votes in Favour	No. of Valid Votes against	% of Votes in Favour on valid votes polled	% of votes against on valid votes polled
(1)	(2)	(3)	(4)	(5)	(6) = [3/2*(100) 	(7)	(8)	(9) = [7/4*(100) 	(10) = [8/4*(100) 
Promoter and Promoter Group	7545657	1469930	1469930	0	19.48%	1469930	0	100%	0.00%
Public Institio nal holders	1982200	0	0	0	0.00%	0	0	0.00%	0.00%
Public Others	9435843	1363360	1363360	0	14.45%	1363360	0	100%	0.00%
Total	18963700	2833290	2833290	0	31.61%	2833290	0	100%	0.00%



Resolution No. 4

Ordinary Resolution: To Regularise SMT. Shanta Somani (Din no.-069748887), as Director and this regard to consider and if thought fit, to pass with or without modification (s) the Resolution as an Ordinary resolution

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstandi ng Shares	No. of Valid Votes in Favour	No. of Valid Votes against	% of Votes in Favour on valid votes polled	% of votes against on valid votes polled
(1)	(2)	(3)	(4)	(5)	(6) = [3/2*(100) 	(7)	(8)	(9) = [7/4*(100) 	(10) = [8/4*(100) 
Promoter and Promoter Group	7545657	1469930	1469930	0	19.48%	1469930	0	100%	0.00%
Public Institutio nal holders	1982200	0	0	0	0.00%	0	0	0.00%	0.00%
Public Others	9435843	1363360	1363360	0	14.45%	1363360	0	100%	0.00%
Total	18963700	2833290	2833290	0	31.61%	2833290	0	100%	0.00%



## Resolution No. 5

**Ordinary Resolution: To Regularize Shri. Toby Antony (Din No.-06982568), as Director and this regard to consider and if thought fit, to pass with or without modification(s) the Resolution as an Ordinary Resolution**

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstandi ng Shares	No. of Valid Votes in Favour	No. of Valid Votes against	% of Votes in Favour on valid votes polled	% of votes against on valid votes polled
(1)	(2)	(3)	(4)	(5)	(6) = [3/2*(100) 	(7)	(8)	(9) = [7/4*(100) 	(10) = [8/4*(100) 
Promoter and Promoter Group	7545657	1469930	1469930	0	19.48%	1469930	0	100%	0.00%
Public Institutio nal holders	1982200	0	0	0	0.00%	0	0	0.00%	0.00%
Public Others	9435843	1363360	1363360	0	14.45%	1363360	0	100%	0.00%
Total	18963700	2833290	2833290	0	31.61%	2833290	0	100%	0.00%

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

Thanking You,  
Yours Faithfully,

  
Name and Signature of the Scrutinizer  
S.K. Jain  
Practicing Company Secretary  
COP No. - 3076



Place: Mumbai

Date: 09<sup>th</sup> September, 2015