

**Report of Scrutinizer (Voting through Poll at AGM)**

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

To,

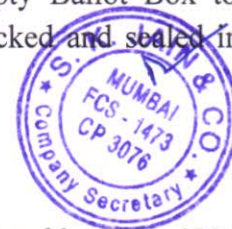
The Chairman of,

69<sup>th</sup> Annual General Meeting of the Shareholders of **TECIL CHEMICALS AND HYDRO POWER LIMITED** held on Monday, September 8, 2014 at the Registered Office of the Company at P.O. Chingavanam, Dist. Kottayam – 686 531, Kerala at 04.00 P. M.

Dear Sir,

I, Dr. S. K. Jain, Practicing Company Secretary, have been appointed by the Board of Directors of **TECIL CHEMICALS AND HYDRO POWER LIMITED** as a Scrutinizer for the purpose of scrutinizing the voting process through poll as per the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice to the 69<sup>th</sup> Annual General Meeting of the Shareholders of **TECIL CHEMICALS AND HYDRO POWER LIMITED** held on Monday, September 8, 2014 at the Registered Office of the Company at P.O. Chingavanam, Dist. Kottayam – 686 531, Kerala at 04.00 P. M. hereby state that:

1. The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and the Rules relating to the voting through poll on the resolutions contained in the Notice to the 69<sup>th</sup> Annual General Meeting of the Shareholders of the Company. My responsibility as a Scrutinizer for the voting process through poll is restricted to make Scrutinizer Report of the votes cast “in favour” or “against” the resolutions stated above based on the polls at AGM.
2. The members of the Company as on the “Cut off date” i.e. 18<sup>th</sup> July, 2014 were entitled to vote on resolutions (item No. 1 to 6 as set out in the Notice of the 69<sup>th</sup> AGM of the Company)
3. At the AGM, after announcement by the Chairman that the voting on various Resolutions as set out in the Notice will be conducted through the process of poll, with his permission I, with the consent of the shareholders appointed Shri. Ashok Bang to assist me in the process of voting through poll. I requested Shri Ashok Bang to show the empty Ballot Box to the Shareholders present in the meeting. Thereafter the ballot box was locked and sealed in the presence of Directors and Shareholders.



Thereafter I requested Shri Ashok Bang to distribute Ballot forms to all the Shareholders present in the Meeting.

5. After handing over the Ballot Forms to the Shareholders, I explained the procedure to them to be followed for casting their votes on Ballot forms.
6. After all the shareholders had casted their votes, I prepared a Summary of Proceedings of voting through Poll which was signed by me and Shri Ashok Bang.
7. Thereafter, I took the Ballot Box in my custody for possession and carried it to Mumbai.
8. The votes cast were unblocked on 10<sup>th</sup> September, 2014 in the presence of two Witnesses, Ms. Rucha Jain and Mr. Mayank Arora 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. Rucha Jain

Name: Mr. Mayank Arora

9. On opening I found 36 Ballot Forms in the Ballot Box. All the Ballot Forms were scanned and e mailed to M/S System Support Services (Registrar & Transferor of the Company) for verification of signatures of the Shareholders on the Ballot forms.
10. M/S System support and Services by their e mail dated 12<sup>th</sup> September, 2014 received at 6:03 P.M. informed me as under.

“We have verified the signatures in the postal ballot forms and they are all ok.”

I also verified all the Ballot Forms and found all the 36 Ballot Forms Valid. My Report on various Resolutions is as under:





**Item No. 1**

**Ordinary Resolution: To receive, consider and adopt the Directors Report, Auditors Report, Audited Balance Sheet and Profit & Loss Account for the Year ended 31<sup>st</sup> March 2014.**

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstandin g Shares (6 = 3/2)	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes (9 = 7/4)	% of votes against on valid votes (10 = 8/3)
(1)	(2)	(3)	(4)	(5)		(7)	(8)		
Promoter and Promoter Group	7538457	2281550	2281550	0	30.26%	2281550	0	100%	0
Public Institutional holders	1982200	0	0	0	0	0	0	0	0
Public Others	9443043	53770	53770	0	0.57%	53770	0	100%	0
<b>Total</b>	<b>18963700</b>	<b>2335320</b>	<b>2335320</b>	<b>0</b>	<b>12.31%</b>	<b>2335320</b>	<b>0</b>	<b>100%</b>	<b>0</b>



No. 2

**Ordinary Resolution: To appoint a Director, in place of Shri Shreeniwas B. Somani (DIN No. 00077939), who retires by rotation and being eligible, has offered himself for reappointment.**

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstandin g Shares (6 = 3/2)	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes (9 = 7/4)	% of votes against on valid votes (10 = 8/3)
(1)	(2)	(3)	(4)	(5)		(7)	(8)		
Promoter and Promoter Group	7538457	2281550	2281550	0	30.26%	2281550	0	100%	0
Public Institutional holders	1982200	0	0	0	0	0	0	0	0
Public Others	9443043	53770	53770	0	0.57%	53770	0	100%	0
<b>Total</b>	<b>18963700</b>	<b>2335320</b>	<b>2335320</b>	<b>0</b>	<b>12.31%</b>	<b>2335320</b>	<b>0</b>	<b>100%</b>	<b>0</b>



**Item No. 3****Ordinary Resolution: To appoint auditors and fix their 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  (7= 3/2)	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes  (10 = 8/5)	% of votes against on valid votes  (11 = 9/5)
(1)	(2)	(3)	(5)	(6)		(8)	(9)		
Promoter and Promoter Group	7538457	2281550	2281550	0	30.26%	2281550	0	100%	0
Public Institutional holders	1982200	0	0	0	0	0	0	0	0
Public Others	9443043	53770	53770	0	0.57%	53770	0	100%	0
<b>Total</b>	<b>18963700</b>	<b>2335320</b>	<b>2335320</b>	<b>0</b>	<b>12.31%</b>	<b>2335320</b>	<b>0</b>	<b>100%</b>	<b>0</b>



**Item No. 4****Special Business: To appoint Shri G.K. Joshi (DIN No. 01032861) as an Independent Director**

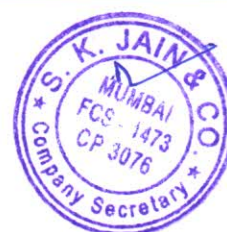
Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstandin g Shares  (6 = 3/2)	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes  (9 = 7/4)	% of votes against on valid votes  (10 = 8/3)
(1)	(2)	(3)	(4)	(5)		(7)	(8)		
Promoter and Promoter Group	7538457	2281550	2281550	0	30.26%	2281550	0	100%	0
Public Institutional holders	1982200	0	0	0	0	0	0	0	0
Public Others	9443043	53770	53770	0	0.57%	53770	0	100%	0
<b>Total</b>	<b>18963700</b>	<b>2335320</b>	<b>2335320</b>	<b>0</b>	<b>12.31%</b>	<b>2335320</b>	<b>0</b>	<b>100%</b>	<b>0</b>





**Item No. 5****Ordinary Resolution: To appoint Shri P. C. Jain (DIN No. 00370447) as an Independent Director**

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstand ing Shares (7= 3/2)	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes (10 = 8/5)	% of votes against on valid votes (11 = 9/5)
(1)	(2)	(3)	(5)	(6)		(8)	(9)		
Promoter and Promoter Group	7538457	2281550	2281550	0	30.26%	2281550	0	100%	0
Public Institutional holders	1982200	0	0	0	0	0	0	0	0
Public Others	9443043	53770	53770	0	0.57%	53770	0	100%	0
<b>Total</b>	<b>18963700</b>	<b>2335320</b>	<b>2335320</b>	<b>0</b>	<b>12.31%</b>	<b>2335320</b>	<b>0</b>	<b>100%</b>	<b>0</b>



**Item No. 6****Special Business: To appoint Dr. R. S. Sarda (DIN No. 01294238) as an Independent Director**

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstandin g Shares  (6 = 3/2)	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes  (9 = 7/4)	% of votes against on valid votes  (10 = 8/3)
(1)	(2)	(3)	(4)	(5)		(7)	(8)		
Promoter and Promoter Group	7538457	2281550	2281550	0	30.26%	2281550	0	100%	0
Public Institutional holders	1982200	0	0	0	0	0	0	0	0
Public Others	9443043	53770	53770	0	0.57%	53770	0	100%	0
<b>Total</b>	<b>18963700</b>	<b>2335320</b>	<b>2335320</b>	<b>0</b>	<b>12.31%</b>	<b>2335320</b>	<b>0</b>	<b>100%</b>	<b>0</b>





11. A Compact Disc (CD) containing of a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
12. The poll papers and all other relevant records were sealed and handed over to the Director authorized by the Board for safe keeping.

**For Tecil Chemicals & Hydro Power Limited**

**Chairman**

**Thanking You,  
Yours faithfully,**



**Name/s and Signature/s of the Scrutinizer/s  
Dr. S. K. Jain  
Practicing Company Secretary**

Place: Mumbai  
Dated: 13/ 09/2014

