

Result

Result of the Electronic Voting and Poll on the Ordinary and Special Businesses at the Annual General Meeting of the Company held on Monday, 11th August 2014

On the basis of the Scrutinizer's Report for the Electronic Voting dated 11th August 2014 and the Scrutinizer's Report dated 11th August 2014 for the Poll at the Annual General Meeting held on Monday, 11th August 2014 at 11.00 a.m. at Walchand Hirachand Hall, Lalji Naranji Memorial, Indian Merchants' Chamber Building, Indian Merchants' Chamber Marg, Churchgate, Mumbai-400 020, the summary of which is mentioned hereunder, the Chairman announced the results of voting on Monday, 11th August, 2014 that all the Resolutions for the Ordinary and Special Businesses as set out in Item No. 1 to 17 in the Notice of the 32nd Annual General Meeting of the Company have been duly passed by the requisite majority.

Resolution Nos. as given in the notice of 32 nd Annual General Meeting	Particulars of Votes Cast						
		Electronic Voting*		Poll		Voting Result	
		Nos. (A)	%	Nos. (B)	%	Nos. (A)+(B)	%
ORDINARY BUSINESS							
1. Adoption of Financial Statements, Report of Board of Directors and Auditors for the financial year ended 31st March, 2014	Votes cast in favour	9829956	99.9999	27745380	100.00	37575336	99.99997
	Votes cast against	10	0.0001	0	0	10	0.00003
	Invalid Votes	0	0	21589	---	21589	---
2. Approval of Final Dividend on Equity Shares.	Votes cast in favour	9829956	100.0000	27745380	100.00	37575336	100.00000
	Votes cast against	0	0	0	0	0	0
	Invalid votes	0	0	21589	---	21589	---
3. Re-appointment of Mr. Keki M. Mistry, as Non Executive Director of the Company who retires by rotation.	Votes cast in favour	9829956	99.9999	27745380	100.00	37575336	99.99997
	Votes cast against	10	0.0001	0	0	10	0.00003
	Invalid votes	0	0	21589	---	21589	---
4. Appointment of	Votes cast in	9829956	99.9999	27745380	100.00	37575336	99.99997



M/s Rajendra & Co., Chartered Accountants as Auditors and fixing their Remuneration.	favour						
	Votes cast against	10	0.0001	0	0	10	0.00003
	Invalid votes	0	0	21589	---	21589	---
SPECIAL BUSINESS							
5. ORDINARY RESOLUTION: Appointment of Dr. Badrinarayan R. Barwale as an Independent Director.	Votes cast in favour	9813194	99.8294	27745380	100.00	37558574	99.95536
	Votes cast against	16772	0.1706	0	0	16772	0.04464
	Invalid votes	0	0	21589	---	21589	---
6. ORDINARY RESOLUTION: Appointment of Dr. Surendra A. Dave as an Independent Director.	Votes cast in favour	9829956	99.9999	27745380	100.00	37575336	99.99997
	Votes cast against	10	0.0001	0	0	10	0.00003
	Invalid votes	0	0	21589	---	21589	---
7. ORDINARY RESOLUTION: Appointment of Mr. H.E. Festus G. Mogae as an Independent Director.	Votes cast in favour	9813194	99.8294	27745380	100.00	37558574	99.95536
	Votes cast against	16772	0.1706	0	0	16772	0.04464
	Invalid votes	0	0	21589	---	21589	---
8. ORDINARY RESOLUTION: Appointment of Mr. Minoo R. Shroff as an Independent Director.	Votes cast in favour	9829950	99.9999	27734130	100.00	37564080	99.99997
	Votes cast against	10	0.0001	0	0	10	0.00003
	Invalid votes	0	0	21589	---	21589	---
9. ORDINARY RESOLUTION: Appointment of Mr. S. S. Thakur as an Independent Director.	Votes cast in favour	9829956	99.9999	27745380	100.00	37575336	99.99997
	Votes cast against	10	0.0001	0	0	10	0.00003
	Invalid votes	0	0	21589	---	21589	---



**SHRENUJ**

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CIN: L99999MH1982PLC026903

Shrenuj & Company Ltd.

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10. ORDINARY RESOLUTION: Appointment of Mr. Suresh N. Talwar as an Independent Director.	Votes cast in favour	9813194	99.8294	27745380	100.00	37558574	99.95536
	Votes cast against	16772	0.1706	0	0	16772	0.04464
	Invalid votes	0	0	21589	---	21589	---
11. ORDINARY RESOLUTION: Re-appointment of Mr. Nihar Nitin Parikh as an Executive Director of the Company.	Votes cast in favour	9829956	99.9999	26530548	100.00	36360504	99.99997
	Votes cast against	10	0.0001	0	0	10	0.00003
	Invalid votes	0	0	21589	---	21589	---
12. Special Resolution: Payment of Remuneration to Non-Executive Directors.	Votes cast in favour	9829956	99.9999	27734130	100.00	37564086	99.99997
	Votes cast against	10	0.0001	0	0	10	0.00003
	Invalid votes	0	0	21589	---	21589	---
13. ORDINARY RESOLUTION: Payment of Remuneration to Executive Directors.	Votes cast in favour	29323	63.6143	1272515	100.00	1301838	98.72806
	Votes cast against	16772	36.3857	0	0	16772	1.27194
	Invalid votes	9783871	---	21589	---	9805460	---
14. ORDINARY RESOLUTION: Approval of remuneration of the Cost Auditors.	Votes cast in favour	9829956	99.9999	27745380	100.00	37575336	99.99997
	Votes cast against	10	0.0001	0	0	10	0.00003
	Invalid votes	0	0	21589	---	21589	---
15. Special Resolution: Consent to enter into contracts and/or agreements with Related Parties.	Votes cast in favour	46085	99.9783	1272515	100.00	1318600	99.99924
	Votes cast against	10	0.0217	0	0	10	0.00076
	Invalid votes	9783871	---	21589	---	9805460	---

16. Special Resolution: To offer, issue and allot Stock Options to the Employees and Directors of the Company under Employees Stock Option Scheme (ESOP).	Votes cast in favour	9829956	99.9999	27745380	100.00	37575336	99.99997
	Votes cast against	10	0.0001	0	0	10	0.00003
	Invalid votes	0	0	21589	---	21589	---
17. Special Resolution: To offer, issue and allot Stock Options to the Employees of the Subsidiary/ Associate Company under Employees Stock Option Scheme (ESOP):	Votes cast in favour	9829956	99.9999	27745380	100.00	37575336	99.99997
	Votes cast against	10	0.0001	0	0	10	0.00003
	Invalid votes	0	0	21589	---	21589	---

*Note: In terms of the output received from NSDL the number of 'Not voted' cases have been excluded from the above calculation.



Shreyas Doshi
 Chairman & Managing Director
 SHRENUJ & COMPANY Ltd.
 DIN: 00001464

Place: Mumbai
 Dated: 11th August 2014

HEMANSHU KAPADIA & ASSOCIATES

COMPANY SECRETARIES

Office No. 12, 14th Floor, Navjivan Society, Building No.3

Lamington Road, Mumbai-400 008

Tel 6631 0888/6631 4830

E-Mail: hemanshu@hkacs.com

Scrutinizer's Report - Combined

To

The Chairman of 32nd Annual General Meeting of the members of SHRENUJ AND COMPANY Limited (the Company) held on 11th August 2014 at Walchand Hirachand Hall, Lalji Naranji Memorial, Indian Merchants' Chamber Building, Indian Merchants' Chamber Marg, Churchgate, Mumbai-400 020.

Dear Sir,

1. I, Hemanshu Kapadia, a Company Secretary in practice, have been appointed as a Scrutinizer by the Board of Directors of SHRENUJ AND COMPANY LIMITED (the Company) for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules).
2. I have issued separate Scrutinizer's Report dated 11th August 2014 **on the e-voting.**
3. I have also been appointed as Scrutinizer by the Chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the 2013 Act read with Rule 21 of Rules, on the resolutions contained in the notice to the 32nd Annual General Meeting (AGM) of the members of the Company, held on the 11th August 2014 at Walchand Hirachand Hall, Lalji Naranji Memorial, Indian Merchants' Chamber Building, Indian Merchants' Chamber Marg, Churchgate, Mumbai-400 020.
4. I have issued separate Scrutinizers' Report dated 11th August 2014 **on the poll** on the resolutions contained in the notice to the AGM. As requested by management I submit herewith my combined report on the result of e-voting together with that of Poll as under:-



Item no. of Notice	Votes in favour of the resolution		Votes against the resolution		Invalid votes	Not voted
	No. of shares	% of total number of valid votes cast (Favour and Against)	No. of shares	% of total number of valid votes cast (Favour and Against)	No. of shares	No. of cases
1. Adoption of Audited Accounts (Ordinary Resolution)	37575336	99.99997	10	0.00003	21589	0
2. Approval of Final Dividend on Equity Shares (Ordinary Resolution)	37575336	100.00000	0	0	21589	1
3. Re-appointment of Mr. Keki M. Mistry Non-Executive Director who retires by rotation (Ordinary Resolution)	37575336	99.99997	10	0.00003	21589	0
4. Appointment of M/s. Rajendra & Co., Chartered Accountants as Auditors and fixing their Remuneration (Ordinary Resolution)	37575336	99.99997	10	0.00003	21589	0
5. Appointment of Dr. Badrinarayan R. Barwale as an Independent Director (Ordinary Resolution)	37558574	99.95536	16772	0.04464	21589	0
6. Appointment of Dr. Surendra A. Dave as an Independent Director (Ordinary Resolution)	37575336	99.99997	10	0.00003	21589	0
7. Appointment of Mr. H.E. Festus G. Mogae as an Independent Director (Ordinary Resolution)	37558574	99.95536	16772	0.04464	21589	0
8. Appointment of Mr. Minoo R. Shroff as an Independent Director (Ordinary Resolution)	37564080	99.99997	10	0.00003	21589	2
9. Appointment of Mr. S. S. Thakur as an Independent Director (Ordinary Resolution)	37575336	99.99997	10	0.00003	21589	0



10. Appointment of Mr. Suresh N. Talwar as an Independent Director (Ordinary Resolution)	37558574	99.95536	16772	0.04464	21589	0
11. Re-appointment of Mr. Nihar Nitin Parikh as an Executive Director of the Company. (Ordinary Resolution)	36360504	99.99997	10	0.00003	21589	1
12. Payment of Remuneration to Non-Executive Directors (Special Resolution)	37564086	99.99997	10	0.00003	21589	1
13. Payment of Remuneration to Executive Directors (Ordinary Resolution)	1301838	98.72806	16772	1.27194	9805460	7
14. Approval of remuneration to the Cost Auditors (Ordinary Resolution)	37575336	99.99997	10	0.00003	21589	0
15. Consent to enter into contracts and/or arrangements with Related Parties (Special Resolution)	1318600	99.99924	10	0.00076	9805460	7
16. To offer, issue and allot Stock Options to the Employees and Directors of the Company under Employees Stock Option Scheme (ESOP). (Special Resolution)	37575336	99.99997	10	0.00003	21589	0
17. To offer, issue and allot Stock Options to the Employees and Directors of the Subsidiary/ Associate Company under Employees Stock Option Scheme (ESOP). (Special Resolution)	37575336	99.99997	10	0.00003	21589	0

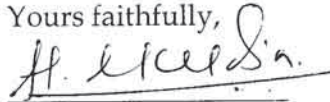
5. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 32nd Annual General Meeting (AGM) of the members of the Company. My responsibility as



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 NSDL, the authorized agency engaged by the Company to provide e-voting facilities for e-voting and Sharepro Services (India) Pvt. Ltd. (Registrar & Share Transfer Agents) also at the time of poll at AGM.

Thanking You,

Yours faithfully,



Hemanshu Kapadia
Scrutinizer for e-voting and Poll
Practicing Company Secretary
C.P. No. 2285



Place: Mumbai

Date: 11th August 2014



Shreyas Doshi
Chairman & Managing Director
SHRENUJ & COMPANY Ltd.
DIN: 00001464

Place: Mumbai

Dated: 11th August 2014