

# PHIL CORPORATION LIMITED



Registered Office Vision House, Tivim Industrial Estate, Mapusa Goa 403 526

Tel No 0832 2257347 / 2257899 / 2257726. Fax No (0832) 2257729

CIN L33208GA1983PLC000520

Dated:23/10/2014

Dear Sir/Madam

Ref No:Clause 35A of Listing Agreement with BSE :Voting Results

Pursuant to clause No 35A of the Listing Agreement, this is to inform that the Members of the Company at 2<sup>nd</sup> Extraordinary General Meeting held on 21 st October 2014 at 4.30 p.m transacted the Following Business

- 1.Date of the Extraordinary General Meeting: 21<sup>st</sup> October 2014
- 2.Total No of Shareholders on record date 15265
- 3.No of shareholders present in person or through proxyor through authorised representative

Shareholders	In person	proxy	Authorised representative	total
Promoter & Promoters group	1	----	3	4
Public	35	----	----	35
Total	36	---	3	39

4.No of shareholders attended the meeting through video conferencing—**NOT APPLICABLE**

Shareholders	In person	proxy	Authorised representative	total
Promoter & Promoters group				
Public				
Total				

Following are the resolutions passed through Evoting/Postal Ballot/Poll except the 5 resolution which was passed through only Postal Ballot/ E voting **WITH REQUISITE MAJORITY**

**Special Business:**

- 1.Appointment of Ms Sharon Maria Defatima Carvalho as Director of the Company
- 2.Appointment of Dr J.C. Almeida as Independent Director of the Company.
- 3.Appointment of Mr Sadashiv Shet as Independent Director of the Company.
- 4.Change of Name of the Company
- 5.Alteration and substitution of clauses of Memorandum of Association of the Company

Request you to kindly take note of the same

For Phil Corporation Limited

Prasanna

Company Secretary



**Resolution No. 1**

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)-[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)-[(4)/(2)] *100	% of Votes against on votes polled (7)-[(5)/(2)] *100
	-1	-2	3	-4	-5		
Promoter and Promoter Group	5861073	3840773	65.53	3840773	0	100	0
Public – Institutional holders	49300	0	0.00	0	0	0	0
Public-Others	5739627	55082	0.96	52572	2510	95.44	4.56
<b>Total</b>	<b>11650000</b>	<b>3895855</b>		<b>3893345</b>	<b>2510</b>		

**Resolution No. 2**

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)-[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)-[(4)/(2)] *100	% of Votes against on votes polled (7)-[(5)/(2)] *100
	-1	-2		-4	-5		
Promoter and Promoter Group	5861073	3840773	65.53	3840773	0	100	0
Public – Institutional holders	49300	0	0.00	0	0	0	0
Public-Others	5739627	54882	0.96	51301	3081	94.39	5.61
<b>Total</b>	<b>11650000</b>	<b>3895655</b>		<b>3892574</b>	<b>3081</b>		

**Resolution No. 3**

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)-[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)-[(4)/(2)] *100	% of Votes against on votes polled (7)-[(5)/(2)] *100
	-1	-2		-4	-5		
Promoter and Promoter Group	5861073	3840773	65.53	3840773	0	100	0
Public – Institutional holders	49300	0	-	0	0	0.00	0.00
Public-Others	5739627	55182	0.96	51801	3381	93.87	6.13
<b>Total</b>	<b>11650000</b>	<b>3895955</b>		<b>3892574</b>	<b>3381</b>		

**Resolution No. 4**

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)-[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)-[(4)/(2)] *100	% of Votes against on votes polled (7)-[(5)/(2)] *100
	-1	-2		-4	-5		
Promoter and Promoter Group	5861073	3840773	65.53	3840773	0	100	0
Public – Institutional holders	49300	0	-	0	0	0.00	0.00
Public-Others	5739627	54932	0.96	51901	3031	94.48	5.52
<b>Total</b>	<b>11650000</b>	<b>3895705</b>		<b>3892674</b>	<b>3031</b>		

**Resolution No. 5**

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)-[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)-[(4)/(2)] *100	% of Votes against on votes polled (7)-[(5)/(2)] *100
	-1	-2		-4	-5		
Promoter and Promoter Group	5861073	2911965	49.68	2911965	0	100	0
Public – Institutional holders	49300	0	-	0	0	0.00	0.00
Public-Others	5739627	35297	0.61	32587	2710	92.32	7.68
<b>Total</b>	<b>11650000</b>	<b>2947263</b>		<b>2944553</b>	<b>2710</b>		

October 21, 2014

**SCRUTINIZER'S REPORT**

To

The Chairman of Extraordinary General Meeting of the members of  
Phil Corporation Limited (the Company)  
to be held on the 21<sup>st</sup> day of October, 2014 at 4.30 P.M.  
at the Registered office of the company at Vision House, Tivim Industrial  
Estate, Mapusa, Goa-403 526.

Dear Sir,

1. The Board of Directors of the Company at its meeting held on 12<sup>th</sup> August, 2014 has appointed me as Scrutinizer for conducting the postal ballot voting process (which includes e-voting also) on the resolutions contained in the Notice dated 17<sup>th</sup> September, 2014.
2. I submit my report as under:
  - a. The Company has dispatched postal ballot forms along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 5th September, 2014.
  - b. The Company has extended the facility of e-voting to the shareholders by tying up with the Central Depository Services (India) Limited ('CDSL') e-voting facility.



**Shivaram Bhat**  
**Company Secretary**

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- c. The e-voting remained open for the period commencing from Tuesday, 16<sup>th</sup> October, 2014, 09:00 A.M to Friday, 17<sup>th</sup> October, 2014, 06:00 P.M.
- d. The votes cast by the shareholders through the e-voting facility were scrutinized by verifying it using the scrutinizer's login on the CDSL e-voting website.
- e. The postal ballot forms received in sealed envelope were kept in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms.
- f. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched /confirmed with the Register of Members of the Company/list of beneficiaries as on 5th September, 2014.
- g. All postal ballot forms received up to the 20<sup>th</sup> October, 2014, 06.00 P.M., the last date and time fixed by the Company for receipt of the ballot forms were considered for my scrutiny.
- h. I did not find any defaced or mutilated ballot paper.
- i. The details containing inter alia, list of Equity Share Holders, who voted 'for', 'against' each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services (India) Limited ('CDSL') i.e., <https://www.evotingindia.com> and based on such reports generated AND upon the counting of the postal ballots received, the result of the voting is as under:



**Shivaram Bhat**  
**Company Secretary**

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Item No. 1

Appointment of Ms. Sharon Maria Defatima Carvalho on Board as Director of the Company.

(i) Voted In favour the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
E-voting	Ballot	E-voting	Postal Ballot	
15	87	29,11,976	32,927	
TOTAL VOTES		29,44,903		99.91

(ii) Voted against the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
E-voting	Ballot	E-voting	Postal Ballot	
0	10	0	2,510	
TOTAL VOTES		2,510		0.09

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
9	4,450



**Shivaram Bhat**  
**Company Secretary**

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**Item No. 2**

**Appointment of Dr. J.C.Almeida as Independent Director.**

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

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
E-voting	Ballot	E-voting	Postal Ballot	
15	85	29,11,976	32,256	
TOTAL VOTES		29,44,232		99.90

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

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
E-voting	Ballot	E-voting	Postal Ballot	
0	12	0	3,081	
TOTAL VOTES		3,081		0.10

**(iii) Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes cast by them.
9	4,450



**Shivaram Bhat**  
**Company Secretary**

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**Item No. 3**

**Appointment of PCS Sadashiv Shet as Independent Director.**

(i) Voted in favour the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
E-voting	Ballot	E-voting	Postal Ballot	
15	86	29,11,976	32,156	
<b>TOTAL VOTES</b>		29,44,132		99.89

(ii) Voted against the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
E-voting	Ballot	E-voting	Postal Ballot	
0	12	0	3,381	
<b>TOTAL VOTES</b>		3,381		0.11

(iii) Invalid votes :

Total number of members whose votes were declared Invalid	Total number of votes cast by them
8	4,250





**Shivaram Bhat**  
**Company Secretary**

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**Item No. 4**

**Approval for Change of Name of the Company.**

(i) Voted in favour the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
E-voting	Ballot	E-voting	Postal Ballot	
15	85	29,11,976	32,256	
TOTAL VOTES		29,44,232		99.90

(ii) Voted against the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
E-voting	Ballot	E-voting	Postal Ballot	
0	12	0	3,031	
TOTAL VOTES		3,031		0.10

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
9	4,450



**Shivaram Bhat**  
**Company Secretary**

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**Item No. 5**

Approval for alteration and substitution of clauses of Memorandum of Association.

(i) Voted in favour the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
E-voting	Ballot	E-voting	Postal Ballot	
15	86	29,11,976	32,577	
TOTAL VOTES		29,44,553		99.91

(ii) Voted against the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
E-voting	Ballot	E-voting	Postal Ballot	
0	11	0	2,710	
TOTAL VOTES		2,710		0.09

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
9	4,450



**Shivaram Bhat**  
**Company Secretary**

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3. I have handed over the postal ballot forms and other related papers and records for safe custody to the Company Secretary authorised by the Board to supervise the postal ballot process.
4. You may accordingly declare the result of the voting by postal ballot and e-voting.

Thanking you,



Yours faithfully,

A handwritten signature in black ink, appearing to read "Shivaram Bhat".

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**Shivaram Bhat**  
**Practising Company Secretary**  
**CP No. 7853**

**FORM No. MGT-13**  
**Report of Scrutinizer(s)**

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

To,

The Chairman of Extraordinary General Meeting of the members of  
Phil Corporation Limited (the Company)  
held on the 21<sup>st</sup> day of October, 2014 at 4.30 P.M.  
at the Registered office of the company at Vision House, Tivim Industrial  
Estate, Mapusa, Goa-403 526.

Dear Sir,

I, Shivaram Bhat, Practising Company Secretary, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the Extraordinary General Meeting of Phil Corporation Limited, held on Tuesday, 21<sup>st</sup> day of October, 2014 at 4.30 P.M. at the Registered office of the company at Vision House, Tivim Industrial Estate, Mapusa, Goa-403 526.

1. 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.
2. 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 and the authorizations lodged with the Company.
3. There were no incomplete poll papers and/or which were otherwise found defective.

**Shivaram Bhat**  
**Company Secretary**

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4. The result of the Poll is as under:

Item No. 1 of the Notice:

Appointment of Ms. Sharon Maria Defatima Carvalho on Board as Director of the Company.

(i) Voted in favour 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
33	9,48,442	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
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid.	Total number of votes cast by them
0	0

Item No. 2 of the Notice:

Appointment of Dr. J.C.Almeida as Independent Director.

(i) Voted In favour 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
32	9,48,342	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
0	0	0

(iii) Invalid votes :

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



**Shivaram Bhat**  
**Company Secretary**

**Item No. 3 of the Notice:**

Appointment of PCS Sadashiv Shet as Independent Director.

**(i) Voted in favour 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
33	9,48,442	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
0	0	0

**(iii) Invalid votes :**

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

**Item No. 4 of the Notice:**

Approval for Change of Name of the Company.

**(i) Voted in favour 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
33	9,48,442	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
0	0	0

**(iii) Invalid votes :**

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



**Shivaram Bhat**  
**Company Secretary**

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

Thanking you,

Place: Tivim, Goa.  
Dated: October 21, 2014.



Yours faithfully,

A handwritten signature in black ink, appearing to read 'Shivaram Bhat', written over a horizontal line.

**Shivaram Bhat**  
**Practising Company Secretary**  
CP No. 7803