

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 31st Adjoined Annual General Meeting held on 21st October 2014 at 3.00 p.m transacted the Following Business

- 1.Date of the Adjoined Annual General Meeting: 21st 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 | 2 | --- | 3 | 5 |
| Public | 33 | --- | --- | 33 |
| Total | 35 | --- | 3 | 38 |

- 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 **WITH REQUISITE MAJORITY**

Ordinary Business

- 1.To receive , consider and adopt the Directors report, Auditors Report and the Audited Balance Sheet and Profit and Loss Account for the financial year ended 31st March 2014.

2.To Appoint a Director in place of shri A.Y. Fazalbhoyno who retires by rotation and being eligible, offers himself for re appointment.

3.To appoint a Director in place of Shri Sadashiv V Shet , who retires by rotation and being eligible , offers himself for re-appointment.

4.To appoint Auditors and fix their remuneration.

Special Business:

5.Appointment of Mr P Padmanabhan as Managing Director for the term of two years from 1st april 2014 to 31st March 2016,

Request you to kindly take note of the same

For Phil Corporation Limited

P. Desai



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 | | -4 | -5 | | |
| Promoter and Promoter Group | 5861073 | 3855773 | 65.79 | 3855773 | 0 | 100 | 0 |
| Public – Institutional holders | 49300 | 0 | 0.00 | 0 | 0 | 0 | 0 |
| Public-Others | 5739627 | 50732 | 0.88 | 48832 | 1900 | 96.25 | 3.75 |
| Total | 11650000 | 3906505 | | 3904605 | 1900 | | |

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 | 3845773 | 65.62 | 3845773 | 0 | 100 | 0 |
| Public – Institutional holders | 49300 | 0 | 0.00 | 0 | 0 | 0 | 0 |
| Public-Others | 5739627 | 60532 | 1.05 | 57832 | 2700 | 95.54 | 4.46 |
| Total | 11650000 | 3906305 | | 3903605 | 2700 | | |

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 | 3845773 | 65.62 | 3845773 | 0 | 100 | 0 |
| Public – Institutional holders | 49300 | 0 | - | 0 | 0 | 0.00 | 0.00 |
| Public-Others | 5739627 | 60482 | 1.05 | 57482 | 3000 | 95.04 | 4.96 |
| Total | 11650000 | 3906255 | | 3903255 | 3000 | | |

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 | 3845773 | 65.62 | 3845773 | 0 | 100 | 0 |
| Public – Institutional holders | 49300 | 0 | - | 0 | 0 | 0.00 | 0.00 |
| Public-Others | 5739627 | 60482 | 1.05 | 57911 | 2571 | 95.75 | 4.25 |
| Total | 11650000 | 3906255 | | 3903684 | 2571 | 99.93 | 0.07 |

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 | | |

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|--------------------------------|-----------------|----------------|-------|----------------|-------------|--------------|-------------|
| Promoter and Promoter Group | 5861073 | 3845773 | 65.62 | 3845773 | 0 | 100 | 0 |
| Public - Institutional holders | 49300 | 0 | - | 0 | 0 | 0.06 | 0.00 |
| Public-Others | 5739627 | 60432 | 1.05 | 57661 | 2771 | 95.41 | 4.59 |
| Total | 11650000 | 3906205 | | 3903434 | 2771 | 99.93 | 0.07 |

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October 21, 2014

SCRUTINIZER'S REPORT

To

The Chairman of Adjourned Annual General Meeting of the members of
Phil Corporation Limited (the Company)
to be held on the 21st day of October, 2014 at 3.00 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 12th 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 17th 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

- c. The e-voting remained open for the period commencing from Tuesday, 16th October, 2014, 09:00 A.M to Friday, 17th 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 20th 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

Item No. 1

Adoption of statement of Profit and Loss, Balance Sheet, Report of Board of Directors and Auditors for the year ended March 31, 2014.

(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 | |
| 16 | 79 | 29,26,976 | 29,377 | |
| TOTAL VOTES | | 29,56,353 | | 99.94 |

(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 | 5 | 0 | 1,900 | |
| TOTAL VOTES | | 1,900 | | 0.06 |

(iii) Invalid votes :

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 14 | 5850 |



Shivaram Bhat
Company Secretary

Item No. 2

Re-appointment of Mr.A. Y. Fazalbhoj as a 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 | |
| 16 | 74 | 29,26,976 | 28,377 | |
| TOTAL VOTES | | 29,55,353 | | 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 | 2,700 | |
| TOTAL VOTES | | 2,700 | | 0.09 |

(iii) Invalid votes :

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 14 | 5,850 |



Shivaram Bhat
Company Secretary

Item No. 3

Reappointment of Mr. Sadashiv Shet as a 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 | |
| 16 | 74 | 29,26,976 | 28,027 | |
| TOTAL VOTES | | 29,55,003 | | 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 | 10 | 0 | 3000 | |
| TOTAL VOTES | | 3000 | | 0.10 |

(iii) Invalid votes :

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 14 | 5850 |



Shivaram Bhat
Company Secretary

Item No. 4

Appoint auditor and fix their remuneration.

(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 | |
| 16 | 76 | 29,26,976 | 28,456 | |
| TOTAL VOTES | | 29,55,432 | | 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 | 8 | 0 | 2,571 | |
| TOTAL VOTES | | 2,571 | | 0.09 |

(iii) Invalid votes :

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 14 | 5,850 |



Shivaram Bhat
Company Secretary

Item No. 5

Appoint Mr. P. Padmanabhan as Managing 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 | |
| 16 | 74 | 29,26,976 | 28,206 | |
| TOTAL VOTES | | 29,55,182 | | 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 | 9 | 0 | 2,771 | |
| TOTAL VOTES | | 2,771 | | 0.09 |

(iii) Invalid votes :

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 14 | 5,850 |



Shivaram Bhat
Company Secretary

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", written over a horizontal line.

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 adjourned Annual General Meeting of the members of
Phil Corporation Limited (the Company)
held on the 21st day of October, 2014 at 3.00 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 adjourned Annual General Meeting of Phil Corporation Limited, held on Tuesday, 21st day of October, 2014 at 3.00 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

4. The result of the Poll is as under:

Item No. 1 of the Notice:

Adoption of statement of profit and loss, balance sheet, report of Board of Directors and Auditors for the year ended March 31, 2014.

(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 | 9,48,252 | 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:

Reappointment of Mr. A.Y. Fazalbhoy as a 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 | 9,48,252 | 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:

Reappointment of Mr. Sadashiv Shet as a 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 | 9,48,252 | 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:

Appoint Auditor and fix their remuneration.

(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 | 9,48,252 | 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. 5 of the Notice:

Appoint Mr. Padmanabhan as Managing 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 | 9,48,252 | 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 |

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" 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 be "Shivaram Bhat".

Shivaram Bhat
Practising Company Secretary
CP No. 7853