



SWISS
GLASCOAT
EQUIPMENTS LIMITED

H-106, GIDC Estate,
Vitthal Udyognagar, Dist.: Anand,
Gujarat 388 121. INDIA

Phone : (02692) 236842 to 45
Fax : (02692) 236841 & 236850
E-mail : share@glascoat.com
Website : www.glascoat.com
L26006J191PLC016173

PROCEEDINGS OF THE EXTRAORDINARY GENERAL MEETING NO. EGM/2016-17 OF SWISS GLASCOAT EQUIPMENTS LIMITED HELD ON MONDAY, NOVEMBER, 2016 AT 10.00 A. M. AT THE REGISTERED OFFICE OF THE COMPANY AT H-106, G. I. D. C. ESTATE, VITTHAL UDYOGNAGAR – 388121, DIST. ANAND, GUJARAT

ATTENDANCE AT EGM/2016-17:

• **Directors:**

1. Mr. Janardan Shukla
2. Mr. Sudarshan Amin
3. Mr. Paresh Shah
4. Ms. Phagun Amin
5. Mr. Jagrut Bhatt
6. Mr. Bharat Patel
7. Mr. Dharmesh Patel

Chairperson
Managing Director
Non-Executive Director
Non-Executive Director
Independent Director
Independent Director
Independent Director

• **Key Managerial Personnel**

Ms. Dhvani Shah

Company Secretary

• **Invitees:**

Mr. D. G. Bhimani

Secretarial Auditor and Scrutinizer

• **Members**

No. of Shareholders Present in the Meeting either in Person or Proxy

Persons

39

Proxies

48

Mode of Voting in EGM/2016-17

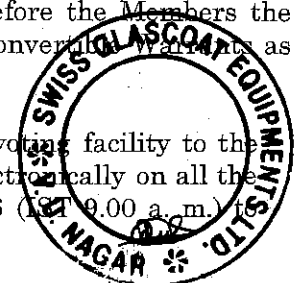
Poll

PROCEEDINGS AT THE EGM/2016-17:

The Chairperson confirmed the validity of the Meeting convened on the basis of information received from the Compliance Officer about fulfillment of requirement of quorum as per the Articles of Association of the Company and the Companies Act, 2013. Thereafter, he intimated the Members the reason for unavailability of the absent Directors to attend the current EGM.

The Chairperson then took up the formal proceedings of the Meeting. With the concurrence of the Members, the Notice of the EGM was taken as read. Further, he placed before the Members the Auditors' Certificate related to pricing of the proposed preferential issue of Convertible Warrants as required under Regulation 73(2) of the SEBI (ICDR) Regulations.

Thereafter, the Chairperson stated that the Company has offered remote e-voting facility to the shareholders, holding shares as on November 15, 2016, to cast their votes electronically on all the Resolutions as stated in the EGM Notice for period from November 18, 2016 (9.00 a.m.) to



November 20, 2016 (IST 5.00 p.m.) in the manner prescribed in Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014. Consequently, the Chairperson ordered a Poll (through Ballot) on all the Resolutions of the EGM/2016-17 to provide similar voting rights to shareholders attending EGM either in person or proxy and who had not casted their votes electronically, to vote in proportion of their shareholding as on November 15, 2016. He announced that the Company has appointed Mr. D. G. Bhimani, Practicing Company Secretary and Proprietor of D. G. Bhimani & Associates, Anand, (FCS no. 8064), as the Scrutinizer to scrutinise the Poll process, votes casted and report thereon in the prescribed manner. He invited the Members and Proxy holders to participate in the Poll process and cast their votes in the Ballot paper already provided to them. He further informed them to put the Ballot paper after casting their votes in the Ballot box placed at the entrance of the Meeting Hall, which shall be locked and sealed by the Scrutinizer.

The Chairperson invited the Members present in person to ask their queries related to the businesses proposed in the EGM. The Members present in the EGM did not have queries or asked for any clarifications. Hence, the Chairperson formally announced to conduct the Poll for voting.

Finally, the Chairperson invited Mr. D. G. Bhimani to take over the Poll process after the closure of the Meeting and submit his report there upon not later than 5.00 p. m. on November 23, 2016. He further informed the Members that the results of Poll and E-voting regarding Resolutions as contained in the EGM Notice shall be declared immediately on receipt of Scrutiniser's report.

Lastly, Mr. Jagrut Bhatt proposed a vote of thanks to the Chairperson and the latter ordered the Poll to be taken and announced the formal closure of EGM/2016-17 of the Company.

CONDUCT OF POLL AT THE THE EXTRA ORDINARY GENERAL MEETING:

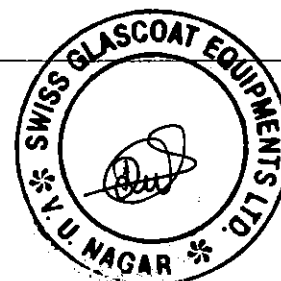
Mr. D. G. Bhimani, the Scrutinizer appointed for conducting the Poll, assured about the fairness and transparency in activities viz distribution of blank Ballot papers, placing empty Ballot box for collecting ballot papers after votes were cast, locking and sealing of the Ballot box after all the Members and proxy holders had cast their votes and dropped the same therein. After ensuring the completeness and fairness of the Ballot papers, the Scrutinizer closed the Poll at around 10.30 a.m. and thereafter took over the custody of the Ballot box.

RESULTS OF REMOTE E-VOTING AND POLL ON THE SPECIAL BUSINESS AT THE EGM/2016-17 HELD ON NOVEMBER 21, 2016:

On the basis of the Scrutinizer's Report dated November 21, 2016 for the Electronic Voting and for the Poll, the summary of which is stated here under, the Chairperson announced the Results of Voting on November 21, 2016 that all the Resolutions for the Special Business as set out in Item Nos. 1 & 2 in the EGM Notice of the Company have been duly passed with requisite majority.

DISCLOSURE OF VOTING RESULTS IN ACCORDANCE WITH REGULATION 44 OF THE SEBI (LODR) REGULATIONS, 2015:

Date of EGM	:	21.11.2016
Total No. of Shareholders on Cut-off Date_15.11.2016	:	5216
<u>No. of Shareholders Present in the Meeting either in Person or Proxy</u>	:	
Promoter & Promoter Group		12
Public		75



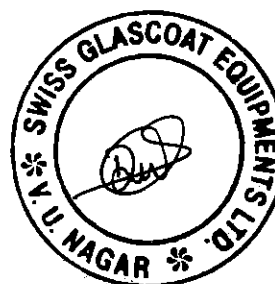
No. of persons who Attended the Meeting through Video Conferencing Promoter & Promoter Group Public	:	Not Arranged
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Agenda- wise disclosure (disclosed separately for each agenda item)

1. Increase in Authorized Share Capital and consequent amendment to the Memorandum of Association

Resolution required:	Special
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes- in favour	No. of votes- against	% of votes in favour of votes polled	% of votes against on votes polled
		1	2	(3) = [2 / 1] *100	4	5	6 = [4/2] *100	7 = [5/2]*100
Promoter and Promoter Group	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll	1785953	1785953	100.00	1785953	0	100.00	0.00
	Postal Ballot	<i>Not Applicable</i>						
	Total	1785953	1785953	100.00	1785953	0	100.00	0.00
Public-Institution	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot	<i>Not Applicable</i>						
	Total	0	0	0.00	0	0	0.00	0.00
Public-Non Institution	E-Voting	6300	6300	100.00	0	6300	0.00	100.00
	Poll	183654	183654	100.00	183654	0	100.00	0.00
	Postal Ballot	<i>Not Applicable</i>						
	Total	189954	189954	100.00	183654	6300	96.68	3.32
TOTAL		1975907	1975907	100.00	1969607	6300	99.68	0.32

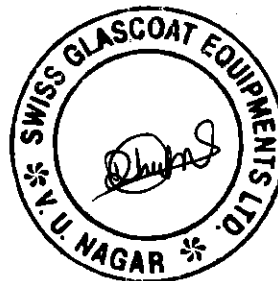


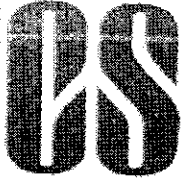
2. To issue Warrants Convertible into Equity Shares to Non Promoters on Preferential Basis

Resolution required:	Special
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes-against	% of votes in favour of votes polled	% of votes against on votes polled
		1	2	(3) = [2 / 1] *100	4	5	6 = [4/2] *100	7 = [5/2]*100
Promoter and Promoter Group	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll	1785953	1785953	100.00	1785953	0	100.00	0.00
	Postal Ballot	<i>Not Applicable</i>						
	Total	1785953	1785953	100.00	1785953	0	100.00	0.00
Public-Institution	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot	<i>Not Applicable</i>						
	Total	0	0	0.00	0	0	0.00	0.00
Public-Non Institution	E-Voting	6300	6300	100.00	0	6300	0.00	100.00
	Poll	183654	183654	100.00	183654	0	100.00	0.00
	Postal Ballot	<i>Not Applicable</i>						
	Total	189954	189954	100.00	183654	6300	96.68	3.32
TOTAL		1975907	1975907	100.00	1969607	6300	99.68	0.32

Date: 21-11-16
Place: Vitthal Udyog Nagar





D. G. Bhimani & Associates

Company Secretaries

Ph. : 02692 - 250343 M. 98242 79393
207, "NATHWANI CHAMBERS"
Nr. Patel Market, Sardar Gunj, Anand - 388 001
Email : dgbhimani@yahoo.co.in

Scrutinizer's Report

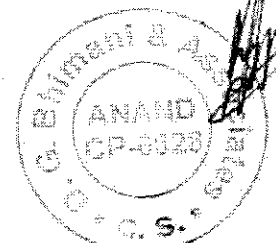
[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Extra Ordinary General Meeting of the Equity Shareholders
Of SWISS GLASCOAT EQUIPMENTS LTD. held on Monday, 21st Day of
November, 2016 at 10.00 AM at H-106, G. I. D. C. Estate, Vithal Udyognagar -
388121.

Dear Sir,

I Dinesh G. Bhimani, Proprietor of D. G. Bhimani & Associates, Company Secretaries having my office at 207, Nathwani Chambers, Sardargunj, Anand - 388001 have been appointed as Scrutinizer for remote e-voting (EVSU 161021002) and the poll taken on the below mentioned resolution(s), at the Extra Ordinary General Meeting of the Equity Shareholders of Swiss Glascoat Equipments Limited held on 21st Day of November, 2016 at 10.00 AM at H-106, G. I. D. C. Estate, Vithal Udyognagar - 388121, submit my report as under:

1. The e-voting period commenced on 18th November, 2016 from 9.00 AM and concluded on 20th November, 2016 at 5.00 PM. The e-voting services were provided by Central Depository Services (India) Limited (CDSL).
2. The shareholders holding shares as on the cut-off date i.e. 15th November, 2016 were entitled to vote on the proposed resolutions (item No. 1 AND 2 as set out in the Notice of Extra Ordinary General Meeting of the Company.)
3. The votes were unblocked at Vithal Udyognagar on 21st Day of November, 2016 at 11.05 a.m. in the presence of two witness. Mr. Rohit Mulchandani and Mr. Atish Patel who are not in the employment of the Company.
4. Members have either voted electronically or through ballot. There is no instance of duplication of voting.
5. The results of e-voting along with the list of shareholders who voted "For" and "Against" the below resolutions were downloaded from the E-voting website of CDSL. The combined results of the voting is as under :



RESOLUTION NO. 1 – SPECIAL RESOLUTION

To increase in authorized share capital from Rs. 5 crores to Rs. 10 Crores.

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

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
0	0	84	1969607
Total No. of members voted			84
Total number of votes casted by them			1969607
Percentage of total voting			99.68

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

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
1	6300	0	0
Total No. of members voted			1
Total number of votes cast by them			6300
Percentage of total voting			0.32

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

RESOLUTION NO. 2 – SPECIAL RESOLUTION

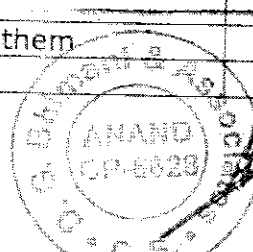
To authorize the Board to offer, issue and allot up to an aggregate of 15,00,000 (Fifteen Lakhs) Convertible Equity Warrants on preferential basis to non-promoter investors.

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

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
0	0	84	1969607
Total No. of members voted			84
Total number of votes casted by them			1969607
Percentage of total voting			99.68

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

Number of members Voted electronically	Number of votes cast by them	Number of members Voted through ballots	Number of votes cast by them
1	6300	0	0
Total No. of members voted			1
Total number of votes cast by them			6300
Percentage of total voting			0.32

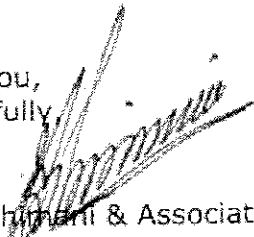


(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution through electronic means and ballot papers is enclosed.
7. The relevant records relating to electronic voting and ballot papers shall remain in my safe custody until the Chairman considers, approve and sign the minutes of the Extra Ordinary General Meeting and the same shall thereafter be handed over to the Chairman/Director authorized by the Board for safe keeping.

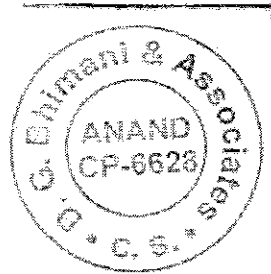
Thanking you,
Yours faithfully,


For D. G. Bhimani & Associates
(Dinesh G. Bhimani)
Proprietor
(C.P. No. 6628)

Counter Sign

For, SWISS GLASCOAT EQUIPMENTS LTD.


DIRECTOR



Place : Anand
Date : 21.11.2016