

Subhash Silk Mills Ltd.

Regd. Office :G-15, Ground Floor, Prem Kutir, 177 Marine Drive, Mumbai 400020
Admin Office : 89, Gautam Complex, Sector 11, CBD Belapur, Navi Mumbai 400614
CIN : L17106MH1970PLC014868
(T) 022-40619000 (F) 022-22825309 (E) admin@subhashsilk Mills.com (W)
www.subhashsilk Mills.com

Date : 27.09.2014

To,
The Company Secretary,
The Stock Exchange, Mumbai,
Phiroze Jeejeebhoy Towers,
2nd Floor, Dalal Street,
Fort, Mumbai 400 023.

Dear Sir,

Re. : Outcome of Annual General Meeting

Pursuant to Clause 31 of the Listing Agreement, please find below the proceedings of the 44th Annual General Meeting held on Thursday, 25th September, 2014 at 11:30am, at Pravinchandra Gandhi Board Room, 4th Floor, Indian Merchants Chamber, Churchgate, Mumbai 400020.

Pursuant to Cause 35B of the listing agreement and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended e-voting facility to the Members of the Company in respect of businesses to be transacted at the 44th Annual General Meeting.

The E-Voting commenced from 10.00a.m. on 20th September, 2014 and ended at 6.00pm on 22nd September, 2014. Ms. Ragini Chokshi, Practicing Company Secretary, was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process.

The Scrutinizer's report is attached. All resolutions were passed with the requisite majority.

Resolutions passed with the requisite majority through are as follows:



Ordinary Resolutions:

SUBHASH SILK MILLS LIMITED (CIN : L17106MH1970PLC014868)							
Clause 35A (E-Voting+Poll)							
Resolution 1 : To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	3042500	2034100	67%	2034100	0	100%	0%
Public – Institutional holders	198500	0	0%	0	0	0%	0%
Public-Others	999500	22301	2%	22301	0	100%	0%
Total	4240500	2056401	69%	2056401	0	100%	0%

SUBHASH SILK MILLS LIMITED (CIN : L17106MH1970PLC014868)							
Clause 35A (E-Voting+Poll)							
Resolution 2 : To appoint M/s. S. M. Kapoor & Co Chartered Accountants as Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, at a remuneration to be fixed by the Board as may be agreed between the Auditor and Board (Ordinary Resolution)							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	3042500	2034100	67%	2034100	0	100%	0%
Public – Institutional holders	198500	0	0%	0	0	0%	0%
Public-Others	999500	22301	2%	22301	0	100%	0%
Total	4240500	2056401	69%	2056401	0	100%	0%



SUBHASH SILK MILLS LIMITED (CIN : L17106MH1970PLC014868)							
Clause 35A (E-Voting+Poll)							
Resolution 3 : To appoint Mrs. Nameeta Mehra (DIN : 06806385) as Director of the Company. (Ordinary Resolution)							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	3042500	2034100	67%	2034100	0	100%	0%
Public – Institutional holders	198500	0	0%	0	0	0%	0%
Public-Others	999500	22301	2%	22301	0	100%	0%
Total	4240500	2056401	69%	2056401	0	100%	0%

SUBHASH SILK MILLS LIMITED (CIN : L17106MH1970PLC014868)							
Clause 35A (E-Voting+Poll)							
Resolution 4 : To Appint Mr. Anant Singhania (DIN : 00019992) as Independent Director of the Company. (Ordinary Resolution)							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	3042500	2034100	67%	2034100	0	100%	0%
Public – Institutional holders	198500	0	0%	0	0	0%	0%
Public-Others	999500	22301	2%	22301	0	100%	0%
Total	4240500	2056401	69%	2056401	0	100%	0%

SUBHASH SILK MILLS LIMITED (CIN : L17106MH1970PLC014868)							
Clause 35A (E-Voting+Poll)							
Resolution 5 : To Appoint Mr. Radhemohan Malhotra (DIN : 01874316) as Independent Director of the Company. (Ordinary Resolution)							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	3042500	2034100	67%	2034100	0	100%	0%
Public – Institutional holders	198500	0	0%	0	0	0%	0%
Public-Others	999500	22301	2%	22301	0	100%	0%
Total	4240500	2056401	69%	2056401	0	100%	0%



SUBHASH SILK MILLS LIMITED (CIN : L17106MH1970PLC014868)							
Clause 35A (E-Voting+Poll)							
Resolution 6 : To Appoint Mr. Lav Kumar Vadehra (DIN : 01936360) as Indendepent Director of the Company. (Ordinary Resolution)							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	3042500	2034100	67%	2034100	0	100%	0%
Public – Institutional holders	198500	0	0%	0	0	0%	0%
Public-Others	999500	22301	2%	22301	0	100%	0%
Total	4240500	2056401	69%	2056401	0	100%	0%

Special Resolutions:

SUBHASH SILK MILLS LIMITED (CIN : L17106MH1970PLC014868)							
Clause 35A (E-Voting+Poll)							
Resolution 7 : To Amend the Articles of Association of the Company as per the Companies Act, 2013. (Special Resolution)							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	3042500	2034100	67%	2034100	0	100%	0%
Public – Institutional holders	198500	0	0%	0	0	0%	0%
Public-Others	999500	22301	2%	22301	0	100%	0%
Total	4240500	2056401	69%	2056401	0	100%	0%

Yours faithfully,
For Subhash Silk Mills Ltd.



Dhiraj Mehra
Managing Director



Encl. : a/a.

Partners
Mrs. Ragini Chokshi
Mr. Makarand Patwardhan
Mr. Umashankar Hegde
Mr. Girish Desai

RS Ragini Chokshi & Co.

Company Secretaries

Tel. 022-22831120
022-22831134

34, Kamer Building, 5th Floor, 38, Cawasji Patel Street, Fort, Mumbai - 400 001.
Web.: csraginichokshi.com. Email : mail@csraginichokshi.com

Date : 25/09/2014

FORM No. MGT-13

Report of Scrutinizer

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

To
The Chairman,

44th Annual General Meeting (AGM) of the Equity Shareholders of SUBHASH SILK MILLS LIMITED held on 25th day of September, 2014 at 11:30 am at Indian Merchants Chamber, Pravin Chandra Gandhi Board Room, Churchgate, Mumbai - 400 020.

Dear Sir,

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Co. a Company Secretaries Firm having its registered office at 34, Kamer Bldg 5th Floor, 38, Cawasji Patel Street, Fort, Mumbai-400001, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at 44th Annual General Meeting of the Equity Shareholders of Subhash Silk Mills Limited held on 25th day of September, 2014 at 11:30 a.m, at Indian Merchants Chamber, Pravin Chandra Gandhi Board Room, Churchgate, Mumbai - 400 020 submit our report as under:

1. After the time fixed for closing of the poll by the Chairperson, 1 (ONE) ballot box kept for polling was locked in our 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 M/s. Purva Sharegistry (India) Pvt. Ltd Registrar and Transfer Agents of the Company and the authorization/proxies lodged with Company.
3. The poll papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.



4. The result of the Poll is as under:

Resolution No.1: Ordinary Resolution : To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
12	2056401	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

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

Resolution No.2: Ordinary Resolution: To appoint M/s. S. M. Kapoor & Co. Chartered Accountants as Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting ,at a remuneration fixed by the Board and as may be agreed between the Auditor and Board.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
12	2056401	100



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

Number of members present and voting (in person or by proxy)	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

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

Resolution No.3: Ordinary Resolution: To appoint Mrs Namita Mehra (DIN: 06806385) as Director of the Company.

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

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
12	2056401	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

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

Resolution No.4: Ordinary Resolution: To appoint Mr Anant Singhania (DIN: 00019992), as an Independent Director of the Company.



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

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
12	2056401	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

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

Resolution No.5: Ordinary Resolution: To appoint Shri. Radhemohan R Varma (DIN: 01874316), as an Independent Director of the Company to hold office for a term of five consecutive years.

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

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
12	2056401	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL



(iii) **Invalid votes:**

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

Resolution No.6: Ordinary Resolution:: To appoint Shri. L.K. Vadhera (DIN: 01936360), as an Independent Director of the Company to hold office for a term of five consecutive years.

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

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
12	2056401	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid votes:**

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

Resolution No.7: Special Resolution: To consider and if thought fit, to pass with or without modification(s), the following Resolution for the Amendment of Articles of Association.

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

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of Resolution	% of total number of valid votes cast
12	2056401	100



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

Number of members present and voting (in person or by proxy)	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid votes:**

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

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 paper and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping

Thanking You,

Place: Mumbai

Date: 2nd/09/2014



Yours faithfully,
FOR RAGINI CHOKSHI & CO.

R. K. Chokshi

MRS. RAGINI CHOKSHI
(Partner)
C.P. Number: 1436
Membership number: 2390


CHAIRMAN

SUBHASH SILK MILLS LIMITED

Partners

Mrs. Ragini Chokshi
Mr. Makarand Patwardhan
Mr. Umashankar Hegde
Mr. Girish Desai

CS Ragini Chokshi & Co.

Company Secretaries

Tel. 022-22831120
022-22831134

34, Kamer Building, 5th Floor, 38, Cawasji Patel Street, Fort, Mumbai - 400 001.
Web.: csraginichokshi.com. Email : mail@csraginichokshi.com

Date : 22/09/2014

Scrutinizer Report

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 (xi) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman,

44th Annual General Meeting (AGM) of the Equity Shareholders of SUBHASH SILK MILLS LIMITED held on 25th day of September, 2014 at 11:30 am at Indian Merchants Chamber, Pravin Chandra Gandhi Board Room, Churchgate, Mumbai - 400 020.

Dear Sir,

I, Ragini Chokshi, Partner of M/s. Ragini Chokshi & Co. a Company Secretaries Firm having its Registered Office at 34, Kamer Bldg 5th Floor, 38, Cawasji Patel Street, Fort, Mumbai-400001, have been appointed as a Scrutinizer of Subhash Silk Mills Limited ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned Resolutions, for the 44th Annual General Meeting of the Equity Shareholders of SUBHASH SILK MILLS Limited held on Thursday, 25th day of September, 2014 at 11:30 a.m. at Indian Merchants Chamber, Pravin Chandra Gandhi Board Room, Churchgate, Mumbai - 400 020, We submit our report as under:

1. The e-voting period remained open from Saturday, 20th September, 2014 at 9 a.m. and will end on Monday, 22nd September, 2014 at 6:00 p.m.
2. The Shareholders holding shares as on "Cut off" date i.e. on Friday 15th August, 2014 were entitled to vote on the proposed resolutions (Item no. 1 to 7 as set out in the Notice of the 44th AGM of SUBHASH SILK MILLS LIMITED)



3. The votes were unblocked on 22nd September, 2014 around 6:30 p.m in the presence of two witnesses, Mr. Rohan V. Purecha (Residing at Gita Grah, 4th Floor Room No-111, Kalbadevi Mumbai-400002.) and Mr. Mayank M. Patwa (Residing at 4/F/301 Prem Nagar , Borivali (West) ,Mumbai-400092) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Rohan V. Purecha



Name: Mayank M. Patwa

4. No voting information/details present from the e-voting website of Central Depository Services (India) Limited, details containing, inter-alia, list of equity shareholders, who voted "For" and "Against".
5. Details of e-voting as under:

Resolution No.1: Ordinary Resolution : To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

- (i) Voted in favour of the Resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
NIL	NIL	NIL

- (ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

- (iii) Invalid votes:

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

- **Note:** There were NO Shareholders who have voted via e-voting.



Resolution No.2: Ordinary Resolution: To appoint M/s. S. M. Kapoor & Co. Chartered Accountants as Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, at a remuneration fixed by the Board and as may be agreed between the Auditor and Board.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

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

- **Note:** There were NO Shareholders who have voted via e-voting.

Resolution No.3: Ordinary Resolution: To appoint Mrs Namita Mehra (DIN: 06806385) as Director of the Company.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
NIL	NIL	NIL



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

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

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

- **Note:** There were NO Shareholders who have voted via e-voting.

Resolution No.4: Ordinary Resolution: To appoint Mr. Anant Singhania (DIN: 00019992), as an Independent Director of the Company.

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

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
NIL	NIL	NIL

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

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

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

- **Note:** There were NO Shareholders who have voted via e-voting.



Resolution No.5: Ordinary Resolution: To appoint Shri. Radhemohan R Varma (DIN: 01874316), as an Independent Director of the Company.

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

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
NIL	NIL	NIL

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

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

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

- **Note:** There were NO Shareholders who have voted via e-voting.

Resolution No.6: Ordinary Resolution: To appoint Shri. Lav Kumar Vadhera (DIN: 01936360), as an Independent Director of the Company.

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

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
NIL	NIL	NIL

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

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL



(iii) **Invalid votes:**

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

- **Note:** There were NO Shareholders who have voted via e-voting.

Resolution No.7: Special Resolution: Amendment to Articles of Association of the Company.

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

Number of members voted through electronic voting system	Number of votes cast in favour of Resolution	% of total number of valid votes cast
NIL	NIL	NIL

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

Number of members voted through electronic voting system	Number of votes cast against Resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid votes:**

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

- **Note:** There were NO Shareholders who have voted via e-voting.

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, is enclosed.



7. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting, after which the same will be handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,
For Ragini Chokshi & Co.

R. K. Chokshi

Mrs. Ragini Chokshi
Partner
Membership No. 2390
C.P. No. 1436




CHAIRMAN

SUBHASH SILK MILLS LIMITED