

Gujarat Sidhee Cement Limited

Corporate Office
N K Mehta International House, 2nd Floor,
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E sidhee-mum@mehtagroup.com
CIN : L26940GJ1973PLC002245

Date: September 29, 2014

THE BOMBAY STOCK EXCHANGE LTD

Corporate Relationship Dept.
Phiroze Jeejeebhoy Towers
Dalal Street
MUMBAI - 400 001.

Dear Sir/Madam

Re: Disclosure of Voting Results of the Annual General Meeting of the Company held on September 18, 2014 as per the requirement of Clause 35A of the Equity Listing Agreement.

As per the requirement of Clause 35A of the Equity Listing Agreement, given below are the details of the voting results at the Annual General Meeting of the Company as per the format prescribed under the said clause.

Details of Voting Results:

Date of the AGM	September 18, 2014
Total No. of Shareholders on record date	71064
Cut-off date for e-Voting : August 15, 2014	
No. of shareholders present in the Meeting either in person or through proxy:	
• Promoters and Promoter Group	10
• Public	41
No. of shareholders attended the Meeting through video conferencing	
• Promoters and Promoter Group	-
• Public	-

Agenda-wise

Item No.	Details of Agenda	Resolution required (Ordinary/Special)	Mode of Voting (Show of hands/Poll/Postal Ballot/E-voting)	Remarks
1	Adoption of Annual Accounts of the Company for the financial year ended 31 st March, 2014	Ordinary	E-voting & Poll	The Resolution was passed with requisite majority
2	Appointment of Mr. Hemnabh Khatau	Ordinary	E-voting & Poll	The Resolution

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Regd. Office & Works
Sidheegram, Veraval 362 276
Gujarat, India

	(DIN:02390064) as Director			n was passed with requisite majority
3	Appointment of Mr. M. N. Mehta (DIN:00632865) as Director	Ordinary	E-voting & Poll	The Resolution was passed with requisite majority
4	Appointment of Statutory Auditors of the Company for the Financial Year 2014-15	Ordinary	E-voting & Poll	The Resolution was passed with requisite majority
5	Appointment of Ms. Juhi Chawla (DIN:00161706) as an Additional Director	Ordinary	E-voting & Poll	The Resolution was passed with requisite majority
6	Appointment of Mr. M. N. Rao (DIN:00027131) as an Independent Director	Ordinary	E-voting & Poll	The Resolution was passed with requisite majority
7	Appointment of Mr. K. N. Bhandari (DIN:00026078) as an Independent Director	Ordinary	E-voting & Poll	The Resolution was passed with requisite majority
8	Appointment of Mrs. Bhagyam Ramani (DIN:00107097) as an Independent Director	Ordinary	E-voting & Poll	The Resolution was passed with requisite majority
9	Appointment of Mr. P. K. Behl (DIN:00653859) as an Independent Director	Ordinary	E-voting & Poll	The Resolution was

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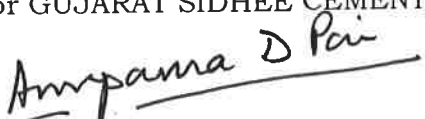
				passed with requisite majority
10	Appointment of Mr. S. V. S. Raghavan(DIN:00111019) as an Independent Director	Ordinary	E-voting & Poll	The Resolution was passed with requisite majority
11	Appointment of Mr. M. L. Tandon (DIN:00078923) as an Independent Director	Ordinary	E-voting & Poll	The Resolution was passed with requisite majority
12	Appointment of Mr. Bimal Thakkar (DIN:00087404) as an Independent Director	Ordinary	E-voting & Poll	The Resolution was passed with requisite majority
13	Waiver of excess remuneration paid to Mr. Jay Mehta, Executive Vice Chairman	Special	E-voting & Poll	The Resolution was passed with requisite majority
14	Waiver of excess remuneration paid to Mr. M. S. Gilotra Managing Director	Special	E-voting & Poll	The Resolution was passed with requisite majority
15	Power to the Board of Directors of the Company to mortgage and/or charge all or any of the movable and / or immovable properties of the Company in terms of Section 180 (1) (a) of the Companies Act, 2013 for an amount not exceeding Rs.500 crores.	Special	E-voting & Poll	The Resolution was passed with requisite majority

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16	Power to the Board of Directors of the Company to borrow monies for the purposes of the business of the company upto an amount not exceeding Rs.500 crores	Special	E-voting & Poll	The Resolution was passed with requisite majority
17	Ratification of Cost Auditors remuneration to be paid to M/s. M. Goyal & Co., Cost Accounts	Ordinary	E-voting & Poll	The Resolution was passed with requisite majority
18	Section 188 of the Companies Act, 2013 for Related Party Transactions	Special	E-voting & Poll	The Resolution was passed with requisite majority

The voting details are annexed herewith in the prescribed format along with the Report of the Scrutinizer, M/s. Sachin Ahuja & Associates, Chartered Accountant.

Yours faithfully,
For GUJARAT SIDHEE CEMENT LIMITED


ANUPAMA D. PAI
VICE-PRESIDENT (LEGAL) & CO. SECRETARY

Encl: Annexure

Details for reporting as per Clause 35A of Listing Agreement based on result of voting at the Annual General Meeting held on 19 th September, 2014								
Resolution No.1								
	Promoter / Public	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 on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
1	Public and Promoter Group	14863664	14863664	100	14863664	0	100	0
2	Public – Institutional Holders	0	0	0	0	0	0	0
3	Public – Others	60838	60838	100	60838	0	100	0
	Grand Total	14924502	14924502		14924502			
Resolution No.2								
	Promoter / Public	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 on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
1	Public and Promoter Group	14863664	14863664	100	14863664	0	100	0
2	Public – Institutional Holders	0	0	0	0	0	0	0
3	Public – Others	60838	60838	100	60838	0	100	0
	Grand Total	14924502	14924502		14924502			

Resolution No.3									
	Promoter / Public	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 on votes polled	% of votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
1	Public and Promoter Group	14863664	14863664	100	14863664	0	100	0	
2	Public – Institutional Holders	0	0	0	0	0	0	0	
3	Public – Others	60838	60838	100	60838	0	100	0	
	Grand Total	14924502	14924502		14924502				
Resolution No.4									
	Promoter / Public	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 on votes polled	% of votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
1	Public and Promoter Group	14863664	14863664	100	14863664	0	100	0	
2	Public – Institutional Holders	0	0	0	0	0	0	0	
3	Public – Others	60838	60838	100	60838	0	100	0	
	Grand Total	14924502	14924502		14924502				

Resolution No.5

	Promoter / Public	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 on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
1	Public and Promoter Group	14863664	14863664	100	14863664	0	100	0
2	Public – Institutional Holders	0	0	0	0	0	0	0
3	Public – Others	60838	60838	100	60838	0	100	0
	Grand Total	14924502	14924502		14924502			

Resolution No.6

	Promoter / Public	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 on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
1	Public and Promoter Group	14863664	14863664	100	14863664	0	100	0
2	Public – Institutional Holders	0	0	0	0	0	0	0
3	Public – Others	60838	60838	100	60663	175	99.71	0.29
	Grand Total	14924502	14924502		14924327	175		

Resolution No.7

	Promoter / Public	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 on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
1	Public and Promoter Group	14863664	14863664	100	14863664	0	100	0
2	Public – Institutional Holders	0	0	0	0	0	0	0
3	Public – Others	60838	60838	100	60663	175	99.71	0.29
	Grand Total	14924502	14924502		14924327	175		

Resolution No.8

	Promoter / Public	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 on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
1	Public and Promoter Group	14863664	14863664	100	14863664	0	100	0
2	Public – Institutional Holders	0	0	0	0	0	0	0
3	Public – Others	60838	60838	100	60663	175	99.71	0.29
	Grand Total	14924502	14924502		14924327	175		

Resolution No.9								
	Promoter / Public	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 on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
1	Public and Promoter Group	14863664	14863664	100	14863664	0	100	0
2	Public – Institutional Holders	0	0	0	0	0	0	0
3	Public – Others	60838	60813	99.96	60638	175	99.71	0.29
	Grand Total	14924502	14924477		14924302	175		
Resolution No.10								
	Promoter / Public	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 on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
1	Public and Promoter Group	14863664	14863664	100	14863664	0	100	0
2	Public – Institutional Holders	0	0	0	0	0	0	0
3	Public – Others	60838	60838	100	60838	0	100	0
	Grand Total	14924502	14924502		14924502			

Resolution No.11

	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	Public and Promoter Group	14863664	14863664	100	14863664	0	100	0
2	Public – Institutional Holders	0	0	0	0	0	0	0
3	Public – Others	60838	60838	100	60663	175	99.71	0.29
	Grand Total	14924502	14924502		14924327	175		

Resolution No.12

	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	Public and Promoter Group	14863664	14863664	100	14863664	0	100	0
2	Public – Institutional Holders	0	0	0	0	0	0	0
3	Public – Others	60838	60838	100	60838	0	100	0
	Grand Total	14924502	14924502		14924502			

Resolution No.13

	Promoter / Public	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 on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
1	Public and Promoter Group	14863664	14863664	100	14863664	0	100	0
2	Public – Institutional Holders	0	0	0	0	0	0	0
3	Public – Others	60838	60838	100	60651	187	99.69	0.31
	Grand Total	14924502	14924502		14924315	187		

Resolution No.14

	Promoter / Public	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 on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
1	Public and Promoter Group	14863664	14863664	100	14863664	0	100	0
2	Public – Institutional Holders	0	0	0	0	0	0	0
3	Public – Others	60838	59463	97.74	59276	187	99.69	0.31
	Grand Total	14924502	14923127		14922940	187		

Resolution No.15

	Promoter / Public	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 on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
1	Public and Promoter Group	14863664	14863664	100	14863664	0	100	0
2	Public – Institutional Holders	0	0	0	0	0	0	0
3	Public – Others	60838	60826	99.98	60651	175	99.71	0.29
	Grand Total	14924502	14924490		14924315	175		

Resolution No.16

	Promoter / Public	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 on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
1	Public and Promoter Group	14863664	14863664	100	14863664	0	100	0
2	Public – Institutional Holders	0	0	0	0	0	0	0
3	Public – Others	60838	60838	100	60663	175	99.71	0.29
	Grand Total	14924502	14924502		14924327	175		

Resolution No.17

	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	Public and Promoter Group	14863664	14863664	100	14863664	0	100	0
2	Public – Institutional Holders	0	0	0	0	0	0	0
3	Public – Others	60838	60838	100	60663	175	99.71	0.29
	Grand Total	14924502	14924502		14924327	175		

Resolution No.18

	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	Public and Promoter Group	14863664	14863664	100	14863664	0	100	0
2	Public – Institutional olders	0	0	0	0	0	0	0
3	Public – Others	60838	60451	99.36	60276	175	99.71	0.29
	Grand Total	14924502	14924115		14923940	175		



SACHIN AHUJA & ASSOCIATES
CHARTERED ACCOUNTANTS

Sachin Ahuja
CA., CPA (US)
Cell : 9820197135

Report of Scrutinizer
FORM No. MGT-13

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

The Board of Directors

Gujarat Sidhee Cement Limited

N.K.Mehta International House,
2nd Floor, 178, Backbay Reclamation,
Mumbai 400 020

Dear Sir/Madam,

I, Sachin Ahuja, was appointed as Scrutinizer for the purpose of the voting by e-voting, ballot and physical voting through polling on the under mentioned Resolution(s), at the Annual General Meeting of the Equity shareholders of Gujarat Sidhee Cement Limited, held on Thursday, 18th September, 2014 at 4.30 p.m. at the Registered Office of the Company, situated at Off Veraval – Kodinar Highway, Sidheegram 362 276, District – Gir Somnath (Gujarat), submit my report as under:

To enable wider participation of shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 (the Act) and the Rules framed thereunder and as required under the Listing Agreement, the Company had provided e-voting and physical ballot facility to its Shareholders. The e-voting period commenced on Wednesday, the 10th September, 2014 (9.00 am) and ends on Friday the 12th September, 2014 (6.00 pm). The results of E-Voting have already been published vide our report dated 15th September 2014.

At the annual general meeting, one empty ballot box was locked by me in the presence of all the members present in person / by proxy. At the time of voting, all members casted their votes and submitted their poll papers in the ballot box.

The locked ballot box was subsequently opened by me in the presence of two witnesses and poll papers were taken in my custody. Subsequently, the votes cast were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the Company.

The following is the Combined **of the E-Voting and the Poll**. The result of the same is as here under:



Item No. 1

Ordinary Resolution to consider and adopt the Audited Balance Sheet, Audited Statement of Profit and Loss Account for the Financial Year ended 31st March 2014 and Director's Report and Auditor's Report thereon.

i. Voted **in favour** of 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
51	14,924,502	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
Nil	Nil	Nil

iii. **Invalid** votes:

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

Item No. 2

Ordinary resolution to appoint a Director in place of Mr. Hemnabh Khatau, (DIN 02390064) who retires by rotation and being eligible has offered himself for re-appointment

i. Voted **in favour** of 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
51	14,924,502	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
Nil	Nil	Nil

iii. **Invalid** votes:

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



Item No. 3

Ordinary resolution to appoint a Director in place of Mr. M.N. Mehta (DIN 00632865) who retires by rotation and being eligible has offered himself for re-appointment

i. Voted **in favour** of 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
51	14,924,502	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
Nil	Nil	Nil

iii. **Invalid** votes:

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

Item No.4

Ordinary resolution to appoint M/s Manubhai & Shah, Chartered Accountants (Firm Registration No. 106041W) as Statutory Auditors for Financial Year 2014-15 and fixing their remuneration.

i. Voted **in favour** of 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
51	14,924,502	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
Nil	Nil	Nil

iii. **Invalid** votes:

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



Item No. 5

Ordinary Resolution for appointment of Ms. Juhi Chawla (DIN: 00161706), who is an Additional Director, to be appointed as a Director, whose period of office shall be decided by retirement by rotation.

i. Voted **in favour** of 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
51	14,924,502	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
Nil	Nil	Nil

iii. **Invalid** votes:

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

Item No. 6

Ordinary Resolution for appointment of Mr. M. N. Rao (DIN:00027131) as an Additional Director and categorized as an Independent Director for a consecutive period of 5 years upto 31st May 2014.

i. Voted **in favour** of 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
50	14,924,327	99.9988%

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
1	175	0.0012%

iii. **Invalid** votes:

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



Item No.7

Ordinary Resolution for appointment of Mr. K. N. Bhandari (DIN:00026078) as an Additional Director and categorized as an Independent Director for a consecutive period of 5 years upto 31st May 2014.

i. Voted **in favour** of 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
50	14,924,327	99.9988%

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
1	175	0.0012%

iii. **Invalid** votes:

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

Item No. 8

Ordinary Resolution for appointment of Mrs. Bhagyam Ramani (DIN: 00107097) as an Additional Director and categorized as an Independent Director for a consecutive period of 5 years computed from 5th August 2014.

i. Voted **in favour** of 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
50	14,924,327	99.9988%

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
1	175	0.0012%

iii. **Invalid** votes:

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



Item No. 9

Ordinary Resolution for appointment of Mr. P. K. Behl (DIN:00653859) as an Independent Director for a consecutive period of 5 years upto 31st March 2019.

i. Voted **in favour** of 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
49	14,924,302	99.9988%

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
1	175	0.0012%

iii. **Invalid** votes:

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

Item No. 10

Ordinary Resolution for appointment of Mr. S.V.S. Raghavan (DIN:00111019) as an Independent Director for a consecutive period of 5 years.

i. Voted **in favour** of 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
51	14,924,502	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
Nil	Nil	Nil

iii. **Invalid** votes:

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



Item No. 11

Ordinary Resolution for appointment of Mr. M. L. Tandon (DIN: 00078923) as an Independent Director for a consecutive period of 5 years upto 31st March 2019.

i. Voted **in favour** of 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
50	14,924,327	99.9988%

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
1	175	0.0012%

iii. **Invalid** votes:

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

Item No. 12

Ordinary Resolution for appointment of Mr. Bimal. R. Thakkar (DIN:00087404) as an Independent Director for a consecutive period of 5 years upto 31st March 2019.

Voted **in favour** of 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
51	14,924,502	100%

i. 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
Nil	Nil	Nil

ii. **Invalid** votes:

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



Item No.13

Special Resolution for Waiver of excess remuneration paid to Mr. Jay Mehta, Executive Vice Chairman for the Financial Year ended 31st March 2014.

Voted **in favour** of 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
49	14,924,315	99.9987%

i. 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
2	187	0.0013%

ii. **Invalid** votes:

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

Item No.14

Special Resolution for Waiver of excess remuneration paid to Mr. M. S. Gilotra, Managing Director for the Financial Year ended 31st March 2014.

Voted **in favour** of 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
48	14,922,940	99.9987%

i. 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
2	187	0.0013%

ii. **Invalid** votes:

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



Item No.15

Special Resolution to be passed by the Members authorizing the Board to create charge over movable / immovable assets of the Company upto an amount not exceeding Rs. 500 crores as detailed in the explanatory statement annexed to the Notice under Section 180(1)(a) of the Companies Act, 2013.

Voted **in favour** of 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
49	14,924,315	99.9987%

i. 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
1	175	0.0012%

ii. **Invalid** votes:

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

Item No. 16

Special Resolution to be passed by the Members authorizing the Board to borrow monies in excess of the paid-up capital and free reserves of the Company not exceeding Rs.500 crores as detailed in the explanatory statement annexed to the Notice for the purpose of Company's business under Section 180(1)(c) of the Companies Act, 2013.

Voted **in favour** of 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
50	14,924,327	99.9988%

i. 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
1	175	0.0012%

ii. **Invalid** votes:

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



Item No. 17

Ordinary Resolution for ratification of Cost Auditors remuneration to be paid to M/s. M. Goyal & Co., Cost Accountants.

Voted **in favour** of 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
50	14,924,327	99.9988%

i. 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
1	175	0.0012%

ii. **Invalid** votes:

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

Item No. 18

Special Resolution for Related Party Transactions under Section 188 of the Companies Act, 2013.

i. Voted **in favour** of 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
48	14,923,940	99.9988%

i. 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
1	175	0.0012%

ii. **Invalid** votes:

Number of members present and voting (in person or by Proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

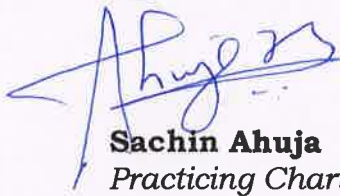


The poll paper and the relevant records were sealed and handed over to the Company Secretary and Head Compliance / Director authorised by the Board for safekeeping.

Thanking You.

Yours faithfully

For Sachin Ahuja & Associates



Sachin Ahuja

Practicing Chartered Accountant

Membership No. 109019

Firm Regn. No. 133448W



Place : **MUMBAI**

Date : **29/09/2014**