ISO 27001:2005
Formerly known as BS 7799-2:2002)

Excel Infoways Ltd.
CIN-L72900MH2003PLC138568

October 01, 2014

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

Scrip Code : 533090

Fax No : 2272 3121 / 2272 2037

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (East)
Mumbai 400 051

Trading Symbol : EXCELINFO

Fax No : 2659 8348 / 2659 8237 / 38

Sub. : Scrutiziner's Report

Dear Sir/ Madam,

Pursuant to Section 108, 109 of the Companies Act, 2013 and Rule 20 (3) (xi), 21 (2) of the Companies (Management and Administration) Rules, 2014 and Clause 35B of Listing Agreement, please find enclosed herewith the Scrutinizer's Report on E-voting and voting by Poll conducted at the 12th Annual General Meeting of the Members of Excel Infoways Limited held on Monday, September 29, 2014 at 9.00 a.m. at Registered Office of the company at 31-A, Laxmi Industrial Estate, New Link Road, Andheri (West), Mumbai – 400053.

Thanking you,

Yours faithfully,
For **Excel Infoways Limited**

Kumud Waradkar
Company Secretary

EXCEL INFOWAYS LTD. Excel MUMBAI

Report of Scrutinizer (s)

[Pursuant to Section 108 of the Companies Act, 2013 *and Rule 20 (3) (xi)* of the Companies (Management and Administration) Rules, 2014*]*

To,
The Chairman,
Excel Infoways Limited
Meeting: Twelfth Annual General Meeting of the Equity Shareholders
Date and Time: September 29, 2014
Venue: 31-A, Laxmi Industrial Estate, New Link Road, Andheri West, Mumbai 400053

Dear Sir,

1. I, Ms. Shashikala Rao, Practising Company Secretary, have been appointed by the Board of Directors of Excel Infoways Limited (**"the Company"**) as a scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014**("the Rules"**) on the resolutions contained in the Notice to the 12th Annual General Meeting **("the AGM")** of the members of the Company, to be held on September 29, 2014 at 31-A, Laxmi Industrial Estate, New Link Road, Andheri West, Mumbai 400053.

2. The Notice dated May 19, 2014 convening Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Seciton 102 of the Companies Act, 2013 were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said Annual General Meeting of the Company to be held on September 29, 2014 at 9.00 am.

3. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the AGM of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited **("the CDSL")**, the authorized agency to provide e-voting facilities, engaged by the Company.

4. Further to the above, I submit my report as under:-

   i. The e-voting period remained open from Tuesday, September 23, 2014 (9.00 a.m.) to Friday, September 26, 2014 (9.00a.m.).

   ii. The members of the Company as on the "cut-off" date i.e. September 12, 2014 were entitled to vote on the resolutions (Resolutions nos. 1 to 11 as set out in the notice of the 12thAGM of the Company)

   iii. The votes were unblocked on September 26, 2014 at 11:30 a.m. in the presence of 2 witnesses, Ms. Aarti Sharma and Mr. Shyamrao Dhargalkar who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

A. Sharma

Name: Aarti Sharma

Name: Shyamrao Dhargalkar

Shashikala Rao

4112, "C" Wing, Oberoi Garden Estate, Chandivali Farm Road, Off. : Saki Vihar Road, Andheri (East), Mumbai -400072 (INDIA)

iv. Thereafter, 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. www.evotingindia.com and based on such reports generated, the result of thee-voting is as under:

Item No. 1:-Ordinary Resolution

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon and the audited consolidated financial statement of the Company for the financial year ended March 31, 2014

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
27	20417113	100

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** Votes:

Total number of members whose votes declared invalid	Total number of votes cast by them
-	-

Item No. 2:-Ordinary Resolution

To appoint a Director in place of Mrs. Ranjana Khurana (DIN: 00623034), who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
21	6557581	99.9956

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
2	290	0.0044

(iii) **Invalid** Votes:

Total number of members whose votes declared invalid	Total number of votes cast by them
-	-

Shashikala Rao

4112, "C" Wing, Oberoi Garden Estate, Chandivali Farm Road, Off. : Saki Vihar Road, Andheri (East), Mumbai -400072 (INDIA)

Item No. 3:-Ordinary Resolution

To appoint M/s. S. G. Kabra& Co., Chartered Accountants (Registration No. 104507W), as auditors and fixing their remuneration

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
27	20417113	100

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) **Invalid** Votes:

Total number of members whose votes declared invalid	Total number of votes cast by them
-	-

Item No.4:-Ordinary Resolution

To appoint Mr. Ramesh Joshi (DIN: 00002683) as an Independent Director

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
26	20416943	99.9992

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
1	170	0.0008

(iii) **Invalid** Votes:

Total number of members whose votes declared invalid	Total number of votes cast by them
-	-

Shashikala Rao

4112, "C" Wing, Oberoi Garden Estate, Chandivali Farm Road, Off. : Saki Vihar Road, Andheri (East), Mumbai -400072 (INDIA)

Resolution No.5:-Ordinary Resolution

To appoint Mr. Ravi Prakash Sinha (DIN: 02034763) as an Independent Director

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
25	20416823	99.9986

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
2	290	0.0014

(iii) **Invalid** Votes:

Total number of members whose votes declared invalid	Total number of votes cast by them
-	-

Item No.6:-Ordinary Resolution

To appoint Mr. Binoy Gupta (DIN: 02016058) as an Independent Director

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
25	20416823	99.9986

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
2	290	0.0014

(iii) **Invalid** Votes:

Total number of members whose votes declared invalid	Total number of votes cast by them
-	-

Shashikala Rao

4112, "C" Wing, Oberoi Garden Estate, Chandivali Farm Road, Off. : Saki Vihar Road, Andheri (East), Mumbai -400072 (INDIA)

ItemNo.7:-Ordinary Resolution

To approve remuneration to Mr. Lakhmendra Khurana (DIN: 00623015), Managing Director

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
21	6557581	99.9956

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
2	290	0.0044

(iii) **Invalid** Votes:

Total number of members whose votes declared invalid	Total number of votes cast by them
-	-

Item No.8:-Ordinary Resolution

To approve remuneration to Mrs. Ranjana Khurana (DIN: 00623034), Executive Director

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
21	6557581	99.9956

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
2	290	0.0044

(iii) **Invalid** Votes:

Total number of members whose votes declared invalid	Total number of votes cast by them
-	-

Shashikala Rao

4112, "C" Wing, Oberoi Garden Estate, Chandivali Farm Road, Off. : Saki Vihar Road, Andheri (East), Mumbai -400072 (INDIA)

Item No.9:-Ordinary Resolution

To approve remuneration to Mr. Arpit Khurana (DIN: 03169762), Executive Director

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
21	6557581	99.9956

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
2	290	0.0044

(iii) **Invalid** Votes:

Total number of members whose votes declared invalid	Total number of votes cast by them
-	-

Item No. 10:-Ordinary Resolution

To re-appoint Mr. Arpit Khurana (DIN: 03169762) as an Executive Director of the Company for a period of 3 (three) years with effect from August 11, 2014

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
21	6557581	99.9956

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

Number of members Voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
2	290	0.0044

(iii) **Invalid** Votes:

Total number of members whose votes declared invalid	Total number of votes cast by them
-	-

Shashikala Rao

4112, "C" Wing, Oberoi Garden Estate, Chandivali Farm Road, Off. : Saki Vihar Road, Andheri (East), Mumbai -400072 (INDIA)

Item No.11:-Special Resolution

To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
26	20417063	99.9998

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

Number of members voting through electronic system	Number of votes cast by them	% of total number of valid votes cast
1	50	0.0002

(iii) **Invalid** Votes:

Total number of members whose votes declared invalid	Total number of votes cast by them
-	-

5. All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the AGM and the same shall be handed over thereafter to the Chairman for safekeeping.

Thanking You,

Yours faithfully,

Shashikala Rao
Practising Company Secretary
FCS 3866 CP No 9482
Scrutinizer

Place: Mumbai
Date: September 27, 2014

Shashikala Rao

4112, "C" Wing, Oberoi Garden Estate, Chandivali Farm Road, Off. : Saki Vihar Road, Andheri (East), Mumbai -400072 (INDIA)

Form No. MGT-13
Report of Scrutinizer (s)

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

To,
The Chairman,
Excel Infoways Limited

Meeting: Twelfth Annual General Meeting of the Equity Shareholders
Date: September 29, 2014
Venue: 31-A, Laxmi Industrial Estate, New Link Road, Andheri West, Mumbai 400053

Dear Sir,

I, Ms. Shashikala Rao, Practising Company Secretary, have been appointed by the Board of Directors of Excel Infoways Limited **("the Company")** as a Scrutinizer for the purpose of thepoll taken on the resolutions contained in the Notice to the 12th Annual General Meeting **("the AGM")** of the members of the Company, to be held on September 29, 2014 at 31-A, Laxmi Industrial Estate, New Link Road, Andheri West, Mumbai 400053, hereby submit my report as under:

1. After the time fixed for the poll by the Chairman, 2 ballot boxes kept for polling were locked in my presence with due identification marks placed by me.

2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company. The votes were also scrutinized for the purpose of eliminating duplicate voting on poll. As per the information given by the Company the names of the shareholders who had voted on e-voting through Central Depository Services (India) Limited **("the CDSL")** facility had been blocked and ballot papers duly numbered serially by print were issued only to those members who were present at the Annual General Meeting and who had not voted on e-voting.

3. 8 Members present in person did not vote on any of the resolutions.

4112, "C" Wing, Oberoi Garden Estate, Chandivali Farm Road, Off. : Saki Vihar Road, Andheri (East), Mumbai -400072 (INDIA)

4. The result of the Poll is as under:

Item No. 1:- Ordinary resolution

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon and the audited consolidated financial statement of the Company for the financial year ended March 31, 2014

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

Number of members present and voting (in person)	Number of votes cast by them	% of total number of valid votes cast
18	81361	99.9988

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

Number of members present and voting (in person)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.0012

(iii) **Invalid** Votes:

Number of members present and voting (in person) whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 2:- Ordinary Resolution

To appoint a Director in place of Mrs. Ranjana Khurana (DIN: 00623034), who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment

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

Number of members present and voting (in person)	Number of votes cast by them	% of total number of valid votes cast
18	81361	99.9988

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

Number of members present and voting (in person)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.0012

(iii) **Invalid** Votes:

Number of members present and voting (in person) whose votes were declared invalid	Total number of votes cast by them
0	0

Shashikala Rao

4112, "C" Wing, Oberoi Garden Estate, Chandivali Farm Road, Off. : Saki Vihar Road, Andheri (East), Mumbai -400072 (INDIA)

Item No. 3:- Ordinary Resolution

To appoint M/s. S. G. Kabra & Co., Chartered Accountants (Registration No. 104507W), as auditors and fixing their remuneration

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

Number of members present and voting (in person)	Number of votes cast by them	% of total number of valid votes cast
18	81361	99.9988

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

Number of members present and voting (in person)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.0012

(iii) **Invalid** Votes:

Number of members present and voting (in person) whose votes were declared invalid	Total number of votes cast by them
0	0

Item No.4:- Ordinary Resolution

To appoint Mr. Ramesh Joshi (DIN: 00002683) as an Independent Director

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

Number of members present and voting (in person)	Number of votes cast by them	% of total number of valid votes cast
18	81361	99.9988

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

Number of members present and voting (in person)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.0012

(iii) **Invalid** Votes:

Number of members present and voting (in person) whose votes were declared invalid	Total number of votes cast by them
0	0

Shashikala Rao

4112, "C" Wing, Oberoi Garden Estate, Chandivali Farm Road, Off. : Saki Vihar Road, Andheri (East), Mumbai -400072 (INDIA)

Item No.5:- Ordinary Resolution

To appoint Mr. Ravi Prakash Sinha (DIN: 02034763) as an Independent Director

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

Number of members present and voting (in person)	Number of votes cast by them	% of total number of valid votes cast
18	81361	99.9988

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

Number of members present and voting (in person)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.0012

(iii) **Invalid** Votes:

Number of members present and voting (in person) whose votes were declared invalid	Total number of votes cast by them
0	0

Item No.6:- Ordinary Resolution

To appoint Mr. Binoy Gupta (DIN: 02016058) as an Independent Director

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

Number of members present and voting (in person)	Number of votes cast by them	% of total number of valid votes cast
18	81361	99.9988

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

Number of members present and voting (in person)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.0012

(iii) **Invalid** Votes:

Number of members present and voting (in person) whose votes were declared invalid	Total number of votes cast by them
0	0

Shashikala Rao

4112, "C" Wing, Oberoi Garden Estate, Chandivali Farm Road, Off. : Saki Vihar Road, Andheri (East), Mumbai -400072 (INDIA)

ItemNo.7:- Ordinary Resolution

To approve remuneration to Mr. Lakhmendra Khurana (DIN: 00623015), Managing Director

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

Number of members present and voting (in person)	Number of votes cast by them	% of total number of valid votes cast
18	81361	99.9988

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

Number of members present and voting (in person)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.0012

(iii) **Invalid** Votes:

Number of members present and voting (in person) whose votes were declared invalid	Total number of votes cast by them
0	0

Item No.8:- Ordinary Resolution

To approve remuneration to Mrs. Ranjana Khurana (DIN: 00623034), Executive Director

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

Number of members present and voting (in person)	Number of votes cast by them	% of total number of valid votes cast
18	81361	99.9988

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

Number of members present and voting (in person)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.0012

(iii) **Invalid** Votes:

Number of members present and voting (in person) whose votes were declared invalid	Total number of votes cast by them
0	0

Shashikala Rao

4112, "C" Wing, Oberoi Garden Estate, Chandivali Farm Road, Off. : Saki Vihar Road, Andheri (East), Mumbai -400072 (INDIA)

Item No.9:- Ordinary Resolution

To approve remuneration to Mr. Arpit Khurana (DIN: 03169762), Executive Director

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

Number of members present and voting (in person)	Number of votes cast by them	% of total number of valid votes cast
18	81361	99.9988

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

Number of members present and voting (in person)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.0012

(iii) **Invalid** Votes:

Number of members present and voting (in person) whose votes were declared invalid	Total number of votes cast by them
0	0

Item No. 10:- Ordinary Resolution

To re-appoint Mr. Arpit Khurana (DIN: 03169762) as an Executive Director of the Company for a period of 3 (three) years with effect from August 11, 2014

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

Number of members present and voting (in person)	Number of votes cast by them	% of total number of valid votes cast
18	81361	99.9988

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

Number of members present and voting (in person)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.0012

(iii) **Invalid** Votes:

Number of members present and voting (in person) whose votes were declared invalid	Total number of votes cast by them
0	0

Shashikala Rao

4112, "C" Wing, Oberoi Garden Estate, Chandivali Farm Road, Off. : Saki Vihar Road, Andheri (East), Mumbai -400072 (INDIA)

Item No.11:- Special Resolution

To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

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

Number of members present and voting (in person)	Number of votes cast by them	% of total number of valid votes cast
18	81361	99.9988

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

Number of members present and voting (in person)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.0012

(iii) **Invalid** Votes:

Number of members present and voting (in person) whose votes were declared invalid	Total number of votes cast by them
0	0

5. A list of equity shareholders who voted "FOR", "AGAINST" and those who 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,
Yours faithfully,

Shashikala Rao
Practising Company Secretary
FCS 3866 CP No 9482
Scrutinizer

Counter Signed by-

Mr. Lakhmendra Khurana
Chairman and Managing Director
Excel Infoways Limited

Place: Mumbai
Date: September 29, 2014

Shashikala Rao

4112, "C" Wing, Oberoi Garden Estate, Chandivali Farm Road, Off. : Saki Vihar Road, Andheri (East), Mumbai -400072 (INDIA)

Scrutinizer's Report- Combined
(on E-voting and Poll)

The Chairman,
Excel Infoways Limited

Meeting: Twelfth Annual General Meeting of the Equity Shareholders
Date: September 29, 2014
Venue: 31-A, Laxmi Industrial Estate, New Link Road, Andheri West, Mumbai 400053

Dear Sir,

1. I, Ms. Shashikala Rao, Practising Company Secretary, have been appointed as a Scrutinizer by

(i) the Board of Directors of Excel Infoways Limited ("the Company") for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and

(ii) the Chairman of the Annual General Meeting, on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the Notice to the 12th Annual General Meeting (AGM) of the members of the Company, held on the September 29, 2014 at 31-A, Laxmi Industrial Estate, New Link Road, Andheri West, Mumbai 400053.

2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 12th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for poll at the AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL"), the authorized agency engaged by the Company to provide e-voting facilities for e-voting and also at the time of poll at AGM.

3. The report on attendance of members at the AGM was furnished by M/S Link Intime India Private Limited, Registrar and Share Transfer Agents of the Company

4. Based on the data downloaded from the official website of CDSL for the e-voting process, I have issued separate Scrutinizer's Report dated September 27, 2014 for e-voting. I now submit combined report on the results of e-voting and poll as under:-

Shashikala Rao

4112, "C" Wing, Oberoi Garden Estate, Chandivali Farm Road, Off. : Saki Vihar Road, Andheri (East), Mumbai -400072 (INDIA)

Item No. 1:- Ordinary Resolution

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon and the audited consolidated financial statement of the Company for the financial year ended March 31, 2014

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

Number of members voted in E-voting	Number of votes cast (Shares)- E-voting	Number of members Voted-Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total Number of valid votes cast
27	20417113	18	81361	20498474	99.9999

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

Number of members voted in E-voting	Number of votes cast (Shares)- E-voting	Number of members Voted-Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total Number of valid votes cast
0	0	1	1	1	0.0001

(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares)- E-voting	Number of members Voted-Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll
-	-	-	-	-

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item No.1 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Shashikala Rao

4112, "C" Wing, Oberoi Garden Estate, Chandivali Farm Road, Off. : Saki Vihar Road, Andheri (East), Mumbai -400072 (INDIA)

Item No. 2:- Ordinary Resolution

To appoint a Director in place of Mrs. Ranjana Khurana (DIN: 00623034), who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment

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

Number of members voted in E-voting	Number of votes cast (Shares)- E-voting	Number of members Voted-Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total Number of valid votes cast
21	6557581	18	81361	6638942	99.9956

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

Number of members voted in E-voting	Number of votes cast (Shares)-E-voting	Number of members Voted-Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total Number of valid votes cast
2	290	1	1	291	0.0044

(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares)- E-voting	Number of members Voted-Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll
-	-	-	-	-

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item No.2 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Shashikala Rao

4112, "C" Wing, Oberoi Garden Estate, Chandivali Farm Road, Off. : Saki Vihar Road, Andheri (East), Mumbai -400072 (INDIA)

Item No. 3:- Ordinary Resolution

To appoint M/s. S. G. Kabra & Co., Chartered Accountants (Registration No. 104507W), as auditors and fixing their remuneration

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

Number of members voted in E-voting	Number of votes cast (Shares)- E-voting	Number of members Voted-Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total Number of valid votes cast
27	20417113	18	81361	20498474	99.9999

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

Number of members voted in E-voting	Number of votes cast (Shares)-E-voting	Number of members Voted-Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total Number of valid votes cast
0	0	1	1	1	0.0001

(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares)- E-voting	Number of members Voted-Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll
-	-	-	-	-

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item No.3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Shashikala Rao

4112, "C" Wing, Oberoi Garden Estate, Chandivali Farm Road, Off. : Saki Vihar Road, Andheri (East), Mumbai -400072 (INDIA)

Item No. 4:- Ordinary Resolution

To appoint Mr. Ramesh Joshi (DIN: 00002683) as an Independent Director

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

Number of members voted in E-voting	Number of votes cast (Shares)- E-voting	Number of members Voted-Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total Number of valid votes cast
26	20416943	18	81361	20498304	99.9992

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

Number of members voted in E-voting	Number of votes cast (Shares)- E-voting	Number of members Voted-Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total Number of valid votes cast
1	170	1	1	171	0.0008

(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares)- E-voting	Number of members Voted-Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll
-	-	-	-	-

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item No.4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Shashikala Rao

4112, "C" Wing, Oberoi Garden Estate, Chandivali Farm Road, Off. : Saki Vihar Road, Andheri (East), Mumbai -400072 (INDIA)

Item No. 5:- Ordinary Resolution

To appoint Mr. Ravi Prakash Sinha (DIN: 02034763) as an Independent Director

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

Number of members voted in E-voting	Number of votes cast (Shares)- E-voting	Number of members Voted-Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total Number of valid votes cast
25	20416823	18	81361	20498184	99.9986

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

Number of members voted in E-voting	Number of votes cast (Shares)- E-voting	Number of members Voted-Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total Number of valid votes cast
2	290	1	1	291	0.0014

(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares)- E-voting	Number of members Voted-Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll
-	-	-	-	-

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item No.5 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Shashikala Rao

4112, 'C' Wing, Oberoi Garden Estate, Chandivali Farm Road, Off. : Saki Vihar Road, Andheri (East), Mumbai -400072 (INDIA)

Item No. 6:- Ordinary Resolution

To appoint Mr. Binoy Gupta (DIN: 02016058) as an Independent Director

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

Number of members voted in E-voting	Number of votes cast (Shares)- E-voting	Number of members Voted-Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total Number of valid votes cast
25	20416823	18	81361	20498184	99.9986

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

Number of members voted in E-voting	Number of votes cast (Shares)- E-voting	Number of members Voted-Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total Number of valid votes cast
2	290	1	1	291	0.0014

(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares)- E-voting	Number of members Voted-Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll
-	-	-	-	-

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item No.6 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Shashikala Rao

4112, "C" Wing, Oberoi Garden Estate, Chandivali Farm Road, Off. : Saki Vihar Road, Andheri (East), Mumbai -400072 (INDIA)

Item No. 7:- Ordinary Resolution

To approve remuneration to Mr. Lakhmendra Khurana (DIN: 00623015), Managing Director

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

Number of members voted in E-voting	Number of votes cast (Shares)- E-voting	Number of members Voted-Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total Number of valid votes cast
21	6557581	18	81361	6638942	99.9956

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

Number of members voted in E-voting	Number of votes cast (Shares)-E-voting	Number of members Voted-Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total Number of valid votes cast
2	290	1	1	291	0.0044

(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares)- E-voting	Number of members Voted-Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll
-	-	-	-	-

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item No.7 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Shashikala Rao

4112, "C" Wing, Oberoi Garden Estate, Chandivali Farm Road, Off. : Saki Vihar Road, Andheri (East), Mumbai -400072 (INDIA)

Item No. 8:- Ordinary Resolution

To approve remuneration to Mrs. Ranjana Khurana (DIN: 00623034), Executive Director

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

Number of members voted in E-voting	Number of votes cast (Shares)- E-voting	Number of members Voted-Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total Number of valid votes cast
21	6557581	18	81361	6638942	99.9956

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

Number of members voted in E-voting	Number of votes cast (Shares)-E-voting	Number of members Voted-Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total Number of valid votes cast
2	290	1	1	291	0.0044

(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares)- E-voting	Number of members Voted-Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll
-	-	-	-	-

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item No.8 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Shashikala Rao

4112, "C" Wing, Oberoi Garden Estate, Chandivali Farm Road, Off. : Saki Vihar Road, Andheri (East), Mumbai -400072 (INDIA)

Item No. 9:- Ordinary Resolution

To approve remuneration to Mr. Arpit Khurana (DIN: 03169762), Executive Director

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

Number of members voted in E-voting	Number of votes cast (Shares)-E-voting	Number of members Voted-Poll	Number of votes cast (Shares)-Poll	Total number of votes cast through E-voting and Poll	% of total Number of valid votes cast
21	6557581	18	81361	6638942	99.9956

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

Number of members voted in E-voting	Number of votes cast (Shares)- E-voting	Number of members Voted-Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total Number of valid votes cast
2	290	1	1	291	0.0044

(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares)-E-voting	Number of members Voted-Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll
-	-	-	-	-

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item No.9 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Shashikala Rao

4112, "C" Wing, Oberoi Garden Estate, Chandivali Farm Road, Off. : Saki Vihar Road, Andheri (East), Mumbai -400072 (INDIA)

Item No. 10:- Ordinary Resolution

To re-appoint Mr. Arpit Khurana (DIN: 03169762) as an Executive Director of the Company for a period of 3 (three) years with effect from August 11, 2014

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

Number of members voted in E-voting	Number of votes cast (Shares)-E-voting	Number of members Voted-Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total Number of valid votes cast
21	6557581	18	81361	6638942	99.9956

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

Number of members voted in E-voting	Number of votes cast (Shares)- E-voting	Number of members Voted-Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total Number of valid votes cast
2	290	1	1	291	0.0044

(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares)- E-voting	Number of members Voted-Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll
-	-	-	-	-

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item No.10 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Shashikala Rao

4112, "C" Wing, Oberoi Garden Estate, Chandivali Farm Road, Off. : Saki Vihar Road, Andheri (East), Mumbai -400072 (INDIA)

Item No. 11:- Special Resolution

To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

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

Number of members voted in E-voting	Number of votes cast (Shares)- E-voting	Number of members Voted-Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total Number of valid votes cast
26	20417063	18	81361	20498424	99.9998

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

Number of members voted in E-voting	Number of votes cast (Shares)- E-voting	Number of members Voted-Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll	% of total Number of valid votes cast
1	50	1	1	51	0.0002

(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares)- E-voting	Number of members Voted-Poll	Number of votes cast (Shares)- Poll	Total number of votes cast through E-voting and Poll
-	-	-	-	-

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, I report that the Special Resolution with regard to Item No.11 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Thanking You,
Yours faithfully,

Shashikala Rao
Practising Company Secretary
FCS 3866 CP No 9482
Scrutinizer

Place: Mumbai
Date: September 29, 2014

4112, "C" Wing, Oberoi Garden Estate, Chandivali Farm Road, Off. : Saki Vihar Road, Andheri (East), Mumbai -400072 (INDIA)