MUNJAL SHOWA LTD.

Regd. Office & Works : 9-11, Maruti Industrial Area, Gurgaon - 122 015 (Haryana) INDIA
E-mail : msladmin@munjalshowa.net Website : www.munjalshowa.net
Corporate Identity Number : L34101HR1985PLC020934
Ph. : 0124-4783000, 4783100, 2341001 Fax : 0124-2341359

COURIER

MSL/SECT/14/ 26254 August 29, 2014

MUNJALSHOW

The Asst. Vice President
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G
Bandra-Kurla Complex
Bandra (E), Mumbai – 400 051

Sub: Voting Results as per Clause 35A of the Listing Agreement of 29th AGM held on August 28, 2014.

Dear Sir,

We are enclosing the details regarding the voting results in respect of all the resolutions as set out in the Notice dated May 23, 2014 convening the 29th Annual General Meeting of the members of the Company held on August 28, 2014 at 11.00 A.M. at registered office of the Company in the format prescribed under Clause 35A of the Listing Agreement.

In this connection, we are also enclosing the report of Mr. Satyender Kumar, Practicing Company Secretary, Scrutinizer, for the e-voting process.

You are requested to take note of the same and bring it to the notice of all concerned.This is for your information and record.

Please acknowledge the receipt.

Thanking You.

Yours Faithfully,
For MUNJAL SHOWA LIMITED

(PANKAJ GUPTA)
CFO & Company Secretary

Encl: As above.

MUNJAL SHOWA LTD.

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Disclosure as per Clause 35A of the Listing Agreement to be submitted to Stock Exchanges

Date of AGM	**28.08.2014**
No. of shareholders on record date	9908
No. of Shareholders present in the meeting either in person or through proxy: - Promoters and Promoter Group: - Public:	 **2** **111**
No. of Shareholders attended the meeting through Video Conferencing - Promoters and Promoter Group: - Public:	**Not Applicable, as no video conferencing facility was made available**

AGENDA WISE

The mode of voting for all the resolutions was:

1. **E-voting conducted between August 21, 2014 to August 23, 2014 and**
2. **Poll conducted at the Meeting**

Given below the resolution wise combined results of E-voting and Poll

Resolution No. 1: Ordinary Resolution

Adoption of Audited Financial Statement of the Company for the financial year ended March 31, 2014 together with the reports of the Directors' and Auditors's thereon.

Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled(E-Voting & Poll)	% of votes against on votes polled(E-Voting & Poll)
	(1)	(2)	(3)= {(2)/(1)} *100	(4)	(5)	(6) {(4)/(2)}* 100	(7)={(5)/(2)}*100
Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public – Institutional holders	538405	0	0	0	0	-	-
Public others	13452595	3454	0.03	3454	0	100	0
Total	39995000	26003454	65.02	26003454	0	100	0

Based on the above, the Ordinary Resolution has been passed unanimously.

MUNJAL SHOWA LIMITED GURGAON

Resolution No. 2: Ordinary Resolution

Declare Dividend of Rs. 3.50/- per equity share on 3,99,95,000 equity shares of Rs. 2 each fully paid up for the financial year 2013-14.

Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled(E-Voting & Poll)	% of votes against on votes polled(E-Voting & Poll)
	(1)	(2)	(3)= {(2)/(1)} *100	(4)	(5)	(6) {(4)/(2)}* 100	(7)={(5)/(2)}*100
Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public – Institutional holders	538405	0	0	0	0	-	-
Public others	13452595	3454	0.03	3454	0	100	0
Total	39995000	26003454	65.02	26003454	0	100	0

Based on the above, the Ordinary Resolution has been passed unanimously.

Resolution No. 3: Ordinary Resolution

Appoint a director in place of Mr. Brijmohan Lall Munjal (DIN 00004134), who retires by rotation and being eligible, offers himself for re-appointment.

Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled(E-Voting & Poll)	% of votes against on votes polled(E-Voting & Poll)
	(1)	(2)	(3)= {(2)/(1)} *100	(4)	(5)	(6) {(4)/(2)}* 100	(7)={(5)/(2)}*100
Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public – Institutional holders	538405	0	0	0	0	-	-
Public others	13452595	3454	0.03	3454	0	100	0
Total	39995000	26003454	65.02	26003454	0	100	0

Based on the above, the Ordinary Resolution has been passed unanimously.

MUNJAL SHOWA LIMITED GURGAON

Resolution No. 4: Ordinary Resolution

To appoint M/s S R Batliboi & Company LLP, Chartered Accountants, **(ICAI Firm Registration No. 301003E)**, Gurgaon the retiring Auditors as Statutory Auditors of the Company for 3 (three) consecutive years from the date of the 29th Annual General Meeting for a term upto the conclusion of 32nd Annual General Meeting of the Company in the Calendar Year 2017 and to fix their remuneration.

Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled(E-Voting & Poll)	% of votes against on votes polled(E-Voting & Poll)
	(1)	(2)	(3)= {(2)/(1)} *100	(4)	(5)	(6) {(4)/(2)}* 100	(7)={(5)/(2)}*100
Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public – Institutional holders	538405	0	0	0	0	-	-
Public others	13452595	3454	0.03	3454	0	100	0
Total	39995000	26003454	65.02	26003454	0	100	0

Based on the above, the Ordinary Resolution has been passed unanimously.

Resolution No. 5: Ordinary Resolution

Remuneration of the Cost Auditor for the Financial Year ended March 31,2015

Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled(E-Voting & Poll)	% of votes against on votes polled(E-Voting & Poll)
	(1)	(2)	(3)= {(2)/(1)} *100	(4)	(5)	(6) {(4)/(2)}* 100	(7)={(5)/(2)}*100
Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public – Institutional holders	538405	0	0	0	0	-	-
Public others	13452595	3454	0.03	3454	0	100	0
Total	39995000	26003454	65.02	26003454	0	100	0

Based on the above, the Ordinary Resolution has been passed unanimously.

MUNJAL SHOWA LIMITED GURGAON

Resolution No. 6 : Ordinary Resolution

Appointment of Mrs. Charu Munjal (DIN03094545) as Director of the Company

Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled(E-Voting & Poll)	% of votes against on votes polled(E-Voting & Poll)
	(1)	(2)	(3)= {(2)/(1)} *100	(4)	(5)	(6) {(4)/(2)}* 100	(7)={(5)/(2)}*100
Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public – Institutional holders	538405	0	0	0	0	-	-
Public others	13452595	3454	0.03	3454	0	100	0
Total	39995000	26003454	65.02	26003454	0	100	0

Based on the above, the Ordinary Resolution has been passed unanimously.

Resolution No. 7: Ordinary Resolution

Appointment of Mr. Devi Singh (DIN 00015681) as an Independent Director

Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled(E-Voting & Poll)	% of votes against on votes polled(E-Voting & Poll)
	(1)	(2)	(3)= {(2)/(1)} *100	(4)	(5)	(6) {(4)/(2)}* 100	(7)={(5)/(2)}*100
Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public – Institutional holders	538405	0	0	0	0	-	-
Public others	13452595	3454	0.03	3454	0	100	0
Total	39995000	26003454	65.02	26003454	0	100	0

Based on the above, the Ordinary Resolution has been passed unanimously.

MUNJAL SHOWA LIMITED GURGAON

Resolution No. 8: Ordinary Resolution

Appointment of Mr. Nand Dhameja (DIN 02351762) as an Independent Director.

Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled(E-Voting & Poll)	% of votes against on votes polled(E-Voting & Poll)
	(1)	(2)	(3)= {(2)/(1)} *100	(4)	(5)	(6) {(4)/(2)}* 100	(7)={(5)/(2)}*100
Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public – Institutional holders	538405	0	0	0	0	-	-
Public others	13452595	3454	0.03	3454	0	100	0
Total	39995000	26003454	65.02	26003454	0	100	0

Based on the above, the Ordinary Resolution has been passed unanimously.

Resolution No. 9: Ordinary Resolution

Appointment of Mr. Krishan Chand Sethi (DIN 00004471) as an Independent Director.

Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled(E-Voting & Poll)	% of votes against on votes polled(E-Voting & Poll)
	(1)	(2)	(3)= {(2)/(1)} *100	(4)	(5)	(6) {(4)/(2)}* 100	(7)={(5)/(2)}*100
Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public – Institutional holders	538405	0	0	0	0	-	-
Public others	13452595	3454	0.03	3454	0	100	0
Total	39995000	26003454	65.02	26003454	0	100	0

Based on the above, the Ordinary Resolution has been passed unanimously.

MUNJAL SHOWA LIMITED GURGAON

Resolution No. 10: Ordinary Resolution

Appointment of Mr. Vinod Kumar Agrawal (DIN 00004463) as an Independent Director.

Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled(E-Voting & Poll)	% of votes against on votes polled(E-Voting & Poll)
	(1)	(2)	(3)= {(2)/(1)} *100	(4)	(5)	(6) {(4)/(2)}* 100	(7)={(5)/(2)}*100
Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public – Institutional holders	538405	0	0	0	0	-	-
Public others	13452595	3454	0.03	3454	0	100	0
Total	39995000	26003454	65.02	26003454	0	100	0

Based on the above, the Ordinary Resolution has been passed unanimously.

Resolution No. 11: Ordinary Resolution

Appointment of Mr. Surinder Kumar Mehta (DIN 00002888) as an Independent Director.

Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled(E-Voting & Poll)	% of votes against on votes polled(E-Voting & Poll)
	(1)	(2)	(3)= {(2)/(1)} *100	(4)	(5)	(6) {(4)/(2)}* 100	(7)={(5)/(2)}*100
Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public – Institutional holders	538405	0	0	0	0	-	-
Public others	13452595	3454	0.03	3454	0	100	0
Total	39995000	26003454	65.02	26003454	0	100	0

Based on the above, the Ordinary Resolution has been passed unanimously.

MUNJAL SHOWA LIMITED GURGAON

Resolution No. 12: Ordinary Resolution

Variation in the Terms of Appointment of Mr. Isao Ito (DIN 05134031)-Joint Managing Director

Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled(E-Voting & Poll)	% of votes against on votes polled(E-Voting & Poll)
	(1)	(2)	(3)={(2)/(1)}*100	(4)	(5)	(6){(4)/(2)}*100	(7)={(5)/(2)}*100
Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public – Institutional holders	538405	0	0	0	0	-	-
Public others	13452595	3454	0.03	3454	0	100	0
Total	39995000	26003454	65.02	26003454	0	100	0

Based on the above, the Ordinary Resolution has been passed unanimously.

Resolution No. 13: Special Resolution

Variation in Terms of Appointment of Mr. Yogesh Chander Munjal (DIN 00003491)- Managing Director.

Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled(E-Voting & Poll)	% of votes against on votes polled(E-Voting & Poll)
	(1)	(2)	(3)={(2)/(1)}*100	(4)	(5)	(6){(4)/(2)}*100	(7)={(5)/(2)}*100
Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public – Institutional holders	538405	0	0	0	0	-	-
Public others	13452595	3454	0.03	3454	0	100	0
Total	39995000	26003454	65.02	26003454	0	100	0

Based on the above, the Special Resolution has been passed unanimously.

FOR MUNJAL SHOWA LIMITED

(PANKAJ GUPTA)
CFO & COMPANY SECRETARY
MEMBERSHIP NO F5187

MUNJAL SHOWA LIMITED GURGAON

SATYENDER KUMAR
Company Secretary in Practice

Office: Ganpati Sadan, 99, Sector 40
Gurgaon-122001
Phone-2383399, 9811278266
e-mail: satyenderfcs@rediffmail.com

SCRUTINIZER'S REPORT-COMBINED

The Chairman of
29th Annual General Meeting of the Equity Shareholders of
Munjal Showa Limited (the Company) held on 28th August, 2014 at
9-11, Maruti Industrial Area, Sector 18,
Gurgaon-122015

Dear Sir,

1. I, Satyender Kumar, Company Secretary in Whole Time Practice, was appointed as Scrutinizer by

a) the Board of Directors of M/s Munjal Showa Limited for the purpose of scrutinizing the e-voting process in fair and transparent manner 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

b) the Chairman of the Annual General Meeting (AGM) on the 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 of 29th Annual General Meeting of the members of the Company, held on 28th August, 2014 at 9-11, Maruti Industrial Area, Sector 18, Gurgaon-122015

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 29th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the evoting process and for poll is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the notice to the 29th Annual General Meeting (AGM), based on the reports generated from e-voting system provided by Central Depository Services (India) Limited(CDSL), the authorized agency to provide e-voting facilities, engaged by the Company and also at the time of Poll based on the records provided by the Registrar and Transfer Agents M/s MCS Limited, New Delhi at the AGM.

3. I have issued separate Scrutinizer's Report dated August 25, 2014 on e-voting and on Poll dated August 28, 2014 on the resolutions contained in the notice to the AGM. As requested by the management submit herewith my combined report on the results of e-voting together with that of Poll as under:

Satyender Kumar,

Item No. 1

Ordinary Resolution to consider and adopt of the Financial Statements of the Company for the year ended 31st March, 2014 including Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss Account for the year ended on that date together with the reports of the Directors' and Auditors thereon.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	40	45	166	26003288	26003454	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	40	45	166	26003288	26003454	100.00%

Accordingly, out of 26003454, E- Votes and Poll Polled; 26003454 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 1 of Notice of the Annual General Meeting passed unanimously.

Item No. 2

Ordinary Resolution to declare a dividend of Rs. 3.50/- per equity share on 3,99,95,000 equity shares of Rs. 2 each fully paid up for the financial year 2013-14.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	40	45	166	26003288	26003454	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	40	45	166	26003288	26003454	100.00%

Accordingly, out of 26003454, E- Votes and Poll Polled; 26003454 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 2 of Notice of the Annual General Meeting passed unanimously.

Item No. 3

Ordinary Resolution to appoint a Director in place of Mr. Brijmohan Lall Munjal (DIN 00004134), who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	40	45	166	26003288	26003454	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	40	45	166	26003288	26003454	100.00%

Satyender Kumar

Accordingly, out of 26003454, E- Votes and Poll Polled; 26003454 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 3 of Notice of the Annual General Meeting passed unanimously.

Item No. 4

Ordinary Resolution to appoint M/s. S R Batliboi & Company LLP, Chartered Accountants, (ICAI Firm registration No. 301003E), Gurgaon the retiring Auditors as Statutory Auditors of the Company for 3 (three) consecutive years from the date of the 29th Annual General Meeting for a term upto the conclusion of 32nd Annual General Meeting of the Company in the Calendar year 2017 and to fix their remuneration.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	40	45	166	26003288	26003454	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	40	45	166	26003288	26003454	100.00%

Accordingly, out of 26003454, E- Votes and Poll Polled; 26003454 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 4 of Notice of the Annual General Meeting passed unanimously.

Item No. 5

Ordinary Resolution for Remuneration of the Cost Auditors for the financial year ended March 31, 2015.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	40	45	166	26003288	26003454	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	40	45	166	26003288	26003454	100.00%

Accordingly, out of 26003454, E- Votes and Poll Polled; 26003454 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 5 of Notice of the Annual General Meeting passed unanimously.

Satyender Kumar

Item No. 6

Ordinary Resolution for the appointment of Mrs. Charu Munjal as Director of the Company.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	40	45	166	26003288	26003454	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	40	45	166	26003288	26003454	100.00%

Accordingly, out of 26003454, E- Votes and Poll Polled; 26003454 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 6 of Notice of the Annual General Meeting passed unanimously.

Item No. 7

Ordinary Resolution for the appointment of Mr. Devi Singh as an Independent Director.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	40	45	166	26003288	26003454	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	40	45	166	26003288	26003454	100.00%

Accordingly, out of 26003454, E- Votes and Poll Polled; 26003454 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 7 of Notice of the Annual General Meeting passed unanimously.

Item No. 8

Ordinary Resolution for the appointment of Mr. Nand Dhameja as an Independent Director.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	40	45	166	26003288	26003454	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	40	45	166	26003288	26003454	100.00%

Accordingly, out of 26003454, E- Votes and Poll Polled; 26003454 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled on the **Ordinary Resolution**.

Satyender Kumar

Thus, the **Ordinary Resolution** as contained in Item No. 8 of Notice of the Annual General Meeting passed unanimously.

Item No. 9

Ordinary Resolution for the appointment of Mr. Krishan Chand Sethi as an Independent Director.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	40	45	166	26003288	26003454	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	40	45	166	26003288	26003454	100.00%

Accordingly, out of 26003454, E- Votes and Poll Polled; 26003454 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 9 of Notice of the Annual General Meeting passed unanimously.

Item No. 10

Ordinary Resolution for the appointment of Mr. Vinod Kumar Agrawal as an Independent Director.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	40	45	166	26003288	26003454	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	40	45	166	26003288	26003454	100.00%

Accordingly, out of 26003454, E- Votes and Poll Polled; 26003454 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 10 of Notice of the Annual General Meeting passed unanimously.

Item No. 11

Ordinary Resolution for the appointment of Mr. Surinder Kumar Mehta as an Independent Director

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	40	45	166	26003288	26003454	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	40	45	166	26003288	26003454	100.00%

Accordingly, out of 26003454, E- Votes and Poll Polled; 26003454 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled on the **Ordinary Resolution**.

Satyender Kumar

Thus, the **Ordinary Resolution** as contained in Item No. 11 of Notice of the Annual General Meeting passed unanimously.

Item No. 12

Ordinary Resolution for the variation in the terms of appointment of Mr. Isao Ito-Joint Managing Director.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	40	45	166	26003288	26003454	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	40	45	166	26003288	26003454	100.00%

Accordingly, out of 26003454, E- Votes and Poll Polled; 26003454 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 12 of Notice of the Annual General Meeting passed unanimously.

Item No. 13

Special Resolution for the variation in the terms of appointment of Mr. Yogesh Chander Munjal - Managing Director

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	40	45	166	26003288	26003454	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	40	45	166	26003288	26003454	100.00%

Accordingly, out of 26003454, E- Votes and Poll Polled; 26003454 Votes were cast **ASSENTING** to the Special Resolution constituting 100.00% of the votes polled on the **Special Resolution**.

Thus, the **Special Resolution** as contained in Item No. 13 of Notice of the Annual General Meeting passed unanimously.

Thanking you,
Yours Sincerely

Satyender Kumar,

SATYENDER KUMAR
Company Secretary in Practice

FCS 4087
C.P.NO. 5189

PLACE: GURGAON
DATE: AUGUST 28, 2014