

CENTURY ENKA LIMITED

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HEAD OFFICE :
"BAKHTAWAR"
NARIMAN POINT,
MUMBAI-400 021.

September 30, 2014

The Manager
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No.C/1, G Block
Bandra-Kurla Complex
Bandra (E), Mumbai 400 051.

Dear Sirs,

Enclosed herewith please find a copy of Minutes of the Forty Eighth Annual General Meeting of the Shareholders of the Company held on September 13, 2014 for your information and record.

Thanking you,

Yours faithfully,
For **CENTURY ENKA LIMITED**


(C.B. Gagrani)
Company Secretary

Encl : as above

Regd. Off. : Century Arcade, 2nd Floor, Narangi Baug Road, Pune - 411 001.
Factory : Bhosari, Pune-411 026.
Tel. : +91-20-6612 7300, 2712 0423 • Fax : +91-20-2712 0113
CIN : L24304PN1965PLC139075

ISO 9001

BUREAU VERITAS

Certification

Excluding Design



C. B. Gagrani

Minutes of the Forty Eighth Annual General Meeting of the Shareholders of **Century Enka Limited** held at Pudumjee Hall, Mahratta Chamber of Commerce, Industries and Agriculture, Tilak Road, Pune-411 002 on Saturday, the 13th September, 2014 at 12.30 P.M. **Secretary**

The following Directors and the Members of the Company were present:

A) Directors :

Mr. R. A. Shah
Mr. B. S. Mehta
Mr. S. K. Jain
Mr. G. M. Singhvi (Whole-time)

B) <u>Members</u>	<u>Number</u>	<u>Signature</u>
1) In Person	85	As per signatures obtained on Attendance Slips
2) By Proxy	03	As per signatures obtained on Attendance Slips

Mr.R.A. Shah presided over the meeting.

It was announced by the Chairman that 03 valid Proxies representing 40,873 Equity Shares had been received in the prescribed form.

The Chairman declared that the required quorum of 30 Members in person being present, the Meeting could proceed with the stipulated business.

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 and Register of Contracts in which Directors are interested and maintained under Section 189 of the Companies Act, 2013 were placed before the meeting and kept open and accessible during the continuance of the meeting.

With the consent of the Members present, the Notice dated 24nd July, 2014 convening the Annual General Meeting was taken as read.

Thereupon, the chairman directed Mr. C B Gagrani, Secretary of the Company to read out the Auditor's Report dated 5th May, 2014 which shareholders requested to be considered as read.

The Chairman announced that e-voting had already been conducted as per the Notice of 48th Annual General Meeting dated 24th July, 2014 during the period 7th September, 2014 (9.00 A.M.) to 9th September, 2014 (6.00 P.M.) and a report on e-voting on each resolution had been received from the Scrutinizer Mr. Chetan Maru.

The chairman further announced that arrangements had been made for poll at the venue of the Annual General Meeting under the supervisions of Mr.Chetan Maru, Scrutinizer so that those shareholders who could not cast their vote through e-voting can cast their vote through ballot paper.

Thereafter, the Chairman requested Mr.G.M. Singhvi, Whole-time Director of the Company to brief the meeting on the developments in the industry and operation of the Company.

The chairman then placed before the Meeting, the audited financial statements of the Company for the year ended 31st March, 2014 together with the Reports of the Auditors and the Directors as circulated amongst the Members for consideration and adoption.

The chairman thereafter invited the members for their comments. Several members participated in the discussions and raised points which were duly explained and answered by the chairman and Mr.G.M. Singhvi, Whole-time Director.

On moving the resolutions as listed out in the notice, the shareholders requested that there is no need, as e-voting has already been conducted on the resolutions and poll is also provided to the shareholders.

The resolutions as set out in item No.1 to 12 in the notice of Annual General Meeting were as follows:

ORDINARY BUSINESS :

Item No.1

AS AN ORDINARY RESOLUTION

"RESOLVED THAT the audited financial statements of the Company for the year ended 31st March, 2014 together with the Reports of the Auditors and the Directors as circulated amongst the Members and placed before the Meeting be and are hereby adopted."



Item No.2

AS AN ORDINARY RESOLUTION

"RESOLVED THAT as recommended by the Board of Directors, Dividend at the rate of Rs.6/- per Equity Share on 2,18,50,589 Equity Shares of Rs.10/- each in the Company for the year ended 31st March, 2014 be and is hereby declared and the same will be paid subject to the provisions of Section 126 of the Companies Act, 2013 to those Members or their Mandatees whose names stand registered :

- i) as Beneficial Owners as per the lists furnished by National Securities Depository Limited and Central Depository Services (India) Limited for the purpose of payment of dividend in respect of the Shares held in Electronic Form; and
- ii) as Members in the Register of Members of the Company on 9th September, 2014."

Item No.3

AS AN ORDINARY RESOLUTION

"RESOLVED THAT Mr. B. K. Birla (holding DIN 00055856), a Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

Item No.4

AS AN ORDINARY RESOLUTION

"RESOLVED THAT M/s. Price Waterhouse, Chartered Accountants of Y-14, Block-EP, Sector-V, Salt Lake Electronics Complex, Bidhan Nagar, Kolkata- 700 091 (having its Firm Registration Number – 301112E) be and are hereby re-appointed as Auditors of the Company to hold Office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on a remuneration to be fixed by the Board of Directors based on the recommendation of the 'Audit Committee' in addition to reimbursement of out-of-pocket expenses in connection with the audit of the Accounts of the Company for the year ending March 31, 2015 and the said remuneration be paid to them in such instalments as may be decided by the Board of Directors."



SPECIAL BUSINESS :

Item No.5

AS AN ORDINARY RESOLUTION

"RESOLVED THAT Mrs. Saraladevi Birla (holding DIN 01625592) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 5th May, 2014 in terms of Section 161 of the Companies Act, 2013 and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received notices in writing from members proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Item No.6

AS AN ORDINARY RESOLUTION

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, the rules made thereunder and Schedule IV to the Companies Act, 2013 (including any statutory modification, amendment, substitution or re-enactment thereof for the time being in force), Mr. R. A. Shah (holding DIN 00009851), Director of the Company, whose period of office is liable to determination by retirement by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 31st March, 2019."

Item No.7

AS AN ORDINARY RESOLUTION

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, the rules made thereunder and Schedule IV to the Companies Act, 2013 (including any statutory modification, amendment, substitution or re-enactment thereof for the time being in force), Mr. B. S. Mehta (holding DIN 00035019) Director of the Company, whose period of office is liable to determination by retirement by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five



consecutive years for a term upto 31st March, 2019.”.

Item No.8

AS AN ORDINARY RESOLUTION

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, the rules made thereunder and Schedule IV to the Companies Act 2013 (including any statutory modification, amendment, substitution or re-enactment thereof for the time being in force), Mr. S. K. Jain (holding DIN 02843676), Director of the Company, who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 31st March, 2019.”

Item No.9

AS SPECIAL RESOLUTION

“RESOLVED that in supersession of the resolution passed by the members of the Company at the 32nd Annual General Meeting held on 10th August, 1998, the consent of the Company, pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification, amendment, substitution or re-enactment thereof for the time being in force) be and is hereby accorded to the Board of Directors of the Company to borrow such sum or sums of money or monies from time to time, notwithstanding that the money or monies to be borrowed together with money or monies already borrowed by the Company and outstanding, (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves, provided that the total amount to be borrowed together with the total amount already borrowed and outstanding at any point of time shall not exceed Rs.300 crores (Rupees three hundred crores) over and above the paid up share capital and free reserves of the Company.”

Item No.10

AS SPECIAL RESOLUTION

“RESOLVED THAT in supersession of the resolution passed by the members of



the Company at the 32nd Annual General Meeting held on 10th August, 1998, the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification, amendment, substitution or re-enactment thereof for the time being in force) to mortgaging and/or charging by the Board of Directors of the Company of any of the immovable and movable properties and assets of the Company and/or whole or substantially the whole of the Undertaking(s) of the Company, present and future, in favour of Financial Institutions/Banks/other persons for borrowing any Rupee Term Loans and/or Foreign Currency Term Loans and/or other loans sanctioned or to be sanctioned, from time to time and/or in favour of Agents and Trustees for the holders of debentures/bonds/other instruments issued or to be issued from time to time, to secure the repayment of Rupee Term Loans and/or Foreign Currency Term Loans and/or other loans and/or debentures/bonds/other instruments, provided that the amount of borrowing by way of Rupee Term Loans and/or Foreign Currency Term Loans and/or other loans and/ or amount by issue of debentures/bonds/other instruments, together with the amounts already borrowed by way of loans and/or raised by way of issue of debentures/bonds/other instruments together with interest thereon, additional interest, liquidated damages, commitment charges, premium on prepayment or on redemption, costs, charges, expenses, fees payable to Agents & Trustees for the holders of debentures/ bonds/other instruments and such other monies as may be payable by the Company and as may be approved by the Board of Directors, shall at no time, exceed Rs. 300 crores (Rupees three hundred crores) over and above the aggregate of the paid up share capital of the Company and its free reserves."

"RESOLVED FURTHER THAT the aforesaid mortgages and/ or charges may rank prior/pari passu/subservient with/to the mortgages and/or charges already created and/or to be created for the amounts raised/to be raised by way of Rupee Term Loans and/or Foreign Currency Term Loans and/or other loans and/or by issue of debentures/bonds/other instruments."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised, in addition to securing the amount by mortgaging and/or charging any of the immovable and movable properties and assets of the Company and/or whole or substantially the whole of the undertaking(s) of the Company, to agree to reserve a right in favour of the Financial Institutions/Banks/other persons/ Agents and Trustees for holders of debentures/bonds/other instruments to take



over the management of the Company's plants, undertaking(s) and/or new undertaking(s) that may come into existence."

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to finalise with the Financial Institutions/Banks/other persons/the Agents and Trustees for holders of debentures/bonds/other instruments, such documents for creating the mortgages and/or charges and for preserving the aforesaid rights and to do all such acts and things as may be necessary, for giving effect to the above resolution and to resolve any question or doubt which may arise in relation thereto or otherwise considered by the Board of Directors to be in the best interest of the Company."

Item No.11

AS SPECIAL RESOLUTION

"RESOLVED that pursuant to the provisions of Section 42 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification, amendment, substitution or re-enactment thereof for the time being in force), the approval of the Company be and is hereby accorded for making offer(s) or invitation(s) to subscribe to Non-Convertible Debentures ("NCD")/ bonds/other instruments on a private placement basis, in one or more tranches during a period of one year from the date of passing of this resolution, provided the outstanding amount at any time during the period shall not exceed Rs.150 crores (Rupees one hundred fifty crores), within the overall borrowing limits of the Company, as approved by the members from time to time."

"RESOLVED FURTHER that the Board of Directors of the Company (including any Committee thereof), be and is hereby authorised to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to the above resolution, including determining the terms and conditions of NCDs/bonds/other instruments."

Item No.12

AS SPECIAL RESOLUTION

"RESOLVED THAT in supersession of resolution passed by the members of the Company at the 47th Annual General Meeting of the Company held on 13th July 2013 and pursuant to the provisions of Section 197 and any other applicable



provisions of the Companies Act, 2013, the rules made thereunder (including any statutory modification, amendment, substitution or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to pay remuneration by way of commission to its Directors, other than the Directors in the whole-time employment of the Company, at a rate not exceeding one percent of the net profits of the Company in each year, computed in accordance with the provisions of Sections 197 and 198 of the Companies Act, 2013 and other relevant provisions of the said Act and other applicable laws, subject however to such ceiling if any, as the Board of Directors may, from time to time fix within the limit of one percent for each year and the same be divided amongst them in such manner as the Board of Directors may, from time to time fix in that behalf for each year."

"RESOLVED FURTHER THAT this resolution shall become effective for a period of five years from 1st April, 2014 to 31st March, 2019."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to take all such actions, and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in this regard."

The chairman informed the members that poll will continue till 2.15 P.M. and based on Scrutinizer's Reports on e-voting and poll, results will be announced and submitted to Stock Exchanges and also placed on the Website of the Company.

There being no other business to be transacted, the meeting concluded with a vote of thanks to the chair.

Results of e-voting and Poll

All the resolutions as set out in item No.1 to 12 in the notice of Annual General Meeting of the Company and as described herein above had been passed with the requisite majority. The results of e-voting and Poll as intimated to stock exchanges on 15th September, 2014 and also uploaded on the website of the Company are annexed herewith.

Sd/-
29.09.2014
CHAIRMAN

Encl : Results of e-voting and poll



Results of e-voting conducted between 7th September, 2014 (9.00 A.M.) to 9th September, 2014 (6.00 P.M.) and Poll on 13th September, 2014 at the venue of Annual General Meeting (Pudumjee Hall) of the Equity Shareholders of the Company.

(This annexure forms part of Minutes of 48th Annual General Meeting of the Company held on Saturday, the 13th September, 2014 at 12.30 P.M. at Pudumjee Hall, Mahratta Chamber of Commerce, Industries and Agriculture, Tilak Road, Pune-411 002).

Item No.1

Ordinary Resolution :-

To consider the Reports of the Auditors and Directors and to receive, consider and adopt the audited financial statements for the year ended 31st March, 2014.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	6858728	6793958	99.06	6793958	0	100.00	0.00
Public Institutional Holders	2025390	1624061	80.19	1621659	2402	99.85	0.15
Public-Others	12966471	100130	0.77	98645	1485	98.52	1.48
Total (A)	21850589	8518149	38.98	8514262	3887	99.95	0.05
Mode of Voting: (Poll)							
Promoter and Promoter Group	6858728	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2025390	16500	0.81	16500	0	100.00	0.00
Public-Others	12966471	645135	4.98	645135	0	100.00	0.00
Total (B)	21850589	661635	3.03	661635	0	100.00	0.00
Result (A+B)	21850589	9179784	42.01	9175897	3887	99.96	0.04



Item No.2**Ordinary Resolution :-**

To declare dividend on Equity Shares for the year ended 31st March, 2014.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	6858728	6793958	99.06	6793958	0	100.00	0.00
Public Institutional Holders	2025390	1624061	80.19	1624061	0	100.00	0.00
Public-Others	12966471	100130	0.77	98645	1485	98.52	1.48
Total (A)	21850589	8518149	38.98	8516664	1485	99.98	0.02
Mode of Voting: (Poll)							
Promoter and Promoter Group	6858728	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2025390	16500	0.81	16500	0	100.00	0.00
Public-Others	12966471	646648	4.99	646598	50	99.99	0.01
Total (B)	21850589	663148	3.03	663098	50	99.99	0.01
Result (A+B)	21850589	9181297	42.02	9179762	1535	99.98	0.02

Item No.3**Ordinary Resolution :-**

To appoint a Director in place of Mr. B. K. Birla (holding DIN 00055856) who retires by rotation and being eligible offers himself for reappointment.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	6858728	6793958	99.06	6793958	0	100.00	0.00
Public Institutional Holders	2025390	1624061	80.19	1538825	85236	94.75	5.25
Public-Others	12966471	100130	0.77	98567	1563	98.44	1.56
Total (A)	21850589	8518149	38.98	8431350	86799	98.98	1.02
Mode of Voting: (Poll)							
Promoter and Promoter Group	6858728	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2025390	16500	0.81	65	16435	0.39	99.61
Public-Others	12966471	646618	4.99	646618	0	100.00	0.00
Total (B)	21850589	663118	3.03	646683	16435	97.52	2.48
Result (A+B)	21850589	9181267	42.02	9078033	103234	98.88	1.12



Item No.4**Ordinary Resolution :-**

To appoint M/s.Price Waterhouse, Chartered Accountants (Firm Registration No.301112E) as Auditors of the Company and to authorise the Board of Directors to fix their remuneration.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	6858728	6793958	99.06	6793958	0	100.00	0.00
Public Institutional Holders	2025390	1624061	80.19	1624061	0	100.00	0.00
Public-Others	12966471	100130	0.77	98517	1613	98.39	1.61
Total (A)	21850589	8518149	38.98	8516536	1613	99.98	0.02
Mode of Voting: (Poll)							
Promoter and Promoter Group	6858728	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2025390	16500	0.81	16500	0	100.00	0.00
Public-Others	12966471	646518	4.99	646513	5	100.00	0.00
Total (B)	21850589	663018	3.03	663013	5	100.00	0.00
Result (A+B)	21850589	9181167	42.02	9179549	1618	99.98	0.02

Item No.5**Ordinary Resolution :-**

To appoint Mrs. Saraladevi Birla, (holding DIN 01625592) (who was appointed as an additional Director by the Board of Directors) as a Director of the Company liable to retire by rotation.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	6858728	6793958	99.06	6793958	0	100.00	0.00
Public Institutional Holders	2025390	1624061	80.19	1624061	0	100.00	0.00
Public-Others	12966471	100130	0.77	98567	1563	98.44	1.56
Total (A)	21850589	8518149	38.98	8516586	1563	99.98	0.02
Mode of Voting: (Poll)							
Promoter and Promoter Group	6858728	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2025390	16500	0.81	16500	0	100.00	0.00
Public-Others	12966471	646648	4.99	646648	0	100.00	0.00
Total (B)	21850589	663148	3.03	663148	0	100.00	0.00
Result (A+B)	21850589	9181297	42.02	9179734	1563	99.98	0.02



Item No.6**Ordinary Resolution :-**

To appoint Mr.R. A. Shah (holding DIN 00009851), Director of the Company, as an Independent Director of the Company to hold office for five consecutive years for a term upto 31st March, 2019.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	6858728	6793958	99.06	6793958	0	100.00	0.00
Public Institutional Holders	2025390	1624061	80.19	1593597	30464	98.12	1.88
Public-Others	12966471	100130	0.77	98517	1613	98.39	1.61
Total (A)	21850589	8518149	38.98	8486072	32077	99.62	0.38
Mode of Voting: (Poll)							
Promoter and Promoter Group	6858728	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2025390	16500	0.81	16500	0	100.00	0.00
Public-Others	12966471	646648	4.99	646643	5	100.00	0.00
Total (B)	21850589	663148	3.03	663143	5	100.00	0.00
Result (A+B)	21850589	9181297	42.02	9149215	32082	99.65	0.35

Item No.7**Ordinary Resolution :-**

To appoint Mr.B.S.Mehta (holding DIN 00035019), Director of the Company, as an Independent Director of the Company to hold office for five consecutive years for a term upto 31st March, 2019.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	6858728	6793958	99.06	6793958	0	100.00	0.00
Public Institutional Holders	2025390	1624061	80.19	1593597	30464	98.12	1.88
Public-Others	12966471	100130	0.77	98517	1613	98.39	1.61
Total (A)	21850589	8518149	38.98	8486072	32077	99.62	0.38
Mode of Voting: (Poll)							
Promoter and Promoter Group	6858728	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2025390	16500	0.81	16500	0	100.00	0.00
Public-Others	12966471	638233	4.92	638228	5	100.00	0.00
Total (B)	21850589	654733	3.00	654728	5	100.00	0.00
Result (A+B)	21850589	9172882	41.98	9140800	32082	99.65	0.35



Item No.8**Ordinary Resolution :-**

To appoint Mr.S.K. Jain (holding DIN 02843676), Director of the Company, as an Independent Director of the Company to hold office for five consecutive years for a term upto 31st March, 2019.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	6858728	6793958	99.06	6793958	0	100.00	0.00
Public Institutional Holders	2025390	1624061	80.19	1624061	0	100.00	0.00
Public-Others	12966471	100130	0.77	98517	1613	98.39	1.61
Total (A)	21850589	8518149	38.98	8516536	1613	99.98	0.02
Mode of Voting: (Poll)							
Promoter and Promoter Group	6858728	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2025390	16500	0.81	16500	0	100.00	0.00
Public-Others	12966471	646648	4.99	646648	0	100.00	0.00
Total (B)	21850589	663148	3.03	663148	0	100.00	0.00
Result (A+B)	21850589	9181297	42.02	9179684	1613	99.98	0.02

Item No.9**Special Resolution :-**

To accord consent of the Company to the Board of Directors pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 to borrow monies upto Rs. 300 crores over and above the aggregate of the paid-up share capital and free reserves of the Company.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	6858728	6793958	99.06	6793958	0	100.00	0.00
Public Institutional Holders	2025390	1624061	80.19	1624061	0	100.00	0.00
Public-Others	12966471	100130	0.77	94467	5663	94.34	5.66
Total (A)	21850589	8518149	38.98	8512486	5663	99.93	0.07
Mode of Voting: (Poll)							
Promoter and Promoter Group	6858728	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2025390	16500	0.81	16500	0	100.00	0.00
Public-Others	12966471	646523	4.99	646523	0	100.00	0.00
Total (B)	21850589	663023	3.03	663023	0	100.00	0.00
Result (A+B)	21850589	9181172	42.02	9175509	5663	99.94	0.06



Item No.10**Special Resolution :-**

To accord consent of the Company to the Board of Directors to mortgaging and/or charging of any of the immovable and movable properties and assets of the Company and/or whole or substantially the whole of the undertaking(s) of the Company, present and future, to secure the borrowings not exceeding Rs.300 crores over and above the aggregate of paid up share capital of the Company and its free reserves.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	6858728	6793958	99.06	6793958	0	100.00	0.00
Public Institutional Holders	2025390	1624061	80.19	1624061	0	100.00	0.00
Public-Others	12966471	100130	0.77	94467	5663	94.34	5.66
Total (A)	21850589	8518149	38.98	8512486	5663	99.93	0.07
Mode of Voting: (Poll)							
Promoter and Promoter Group	6858728	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2025390	16500	0.81	16500	0	100.00	0.00
Public-Others	12966471	646648	4.99	646648	0	100.00	0.00
Total (B)	21850589	663148	3.03	663148	0	100.00	0.00
Result (A+B)	21850589	9181297	42.02	9175634	5663	99.94	0.06

Item No.11**Special Resolution :-**

To accord approval of the Company for making offer or invitation to subscribe to Non- Convertible Debentures on private placement during a period of one year from the date of this Annual General Meeting provided the outstanding amount at any time shall not exceed Rs. 150 crores.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	6858728	6793958	99.06	6793958	0	100.00	0.00
Public Institutional Holders	2025390	1624061	80.19	1624061	0	100.00	0.00
Public-Others	12966471	100130	0.77	98567	1563	98.44	1.56
Total (A)	21850589	8518149	38.98	8516586	1563	99.98	0.02
Mode of Voting: (Poll)							
Promoter and Promoter Group	6858728	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2025390	16500	0.81	16500	0	100.00	0.00
Public-Others	12966471	646648	4.99	646648	0	100.00	0.00
Total (B)	21850589	663148	3.03	663148	0	100.00	0.00
Result (A+B)	21850589	9181297	42.02	9179734	1563	99.98	0.02



Item No.12**Special Resolution :-**

To accord approval of the Company for payment of commission to Directors, other than Whole-time Directors at a rate not exceeding 1% of the net profits of the Company.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-voting)							
Promoter and Promoter Group	6858728	6793958	99.06	6793958	0	100.00	0.00
Public Institutional Holders	2025390	1624061	80.19	1624061	0	100.00	0.00
Public-Others	12966471	100130	0.77	94417	5713	94.29	5.71
Total (A)	21850589	8518149	38.98	8512436	5713	99.93	0.07
Mode of Voting: (Poll)							
Promoter and Promoter Group	6858728	0	0.00	0	0	0.00	0.00
Public Institutional Holders	2025390	16500	0.81	16500	0	100.00	0.00
Public-Others	12966471	638233	4.92	638233	0	100.00	0.00
Total (B)	21850589	654733	3.00	654733	0	100.00	0.00
Result (A+B)	21850589	9172882	41.98	9167169	5713	99.94	0.06

Sd/-
29.09.2014

(CHAIRMAN)

