Responsible Care®
OUR COMMITMENT TO SUSTAINABILITY

DEEPAK NITRITE LIMITED

DNL/140/258/2014
August 9, 2014

Listing Department
National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (East)
MUMBAI – 400 051

Dear Sir,

Re: Stock Symbol: DEEPAKNTR

Sub: Result of Voting

We wish to inform you that Shri Dinesh Joshi, partner, M/s. KANJ & Associates, Company Secretaries, appointed by the Board of Directors as Scrutinizer, for carrying out the ballot /poll process in a fair and transparent manner, in respect of resolutions mentioned in the notice dated 2nd May 2014 for 43rd Annual General Meeting of the company, has submitted his report on the ballot/poll.

We enclose herewith the Result of the said Ballot/Poll declared on 8th August, 2014 along with a copy of Scrutinizer's Report dated 8th August, 2014 for your perusal.

Please take the same on your record.

Thanking you,

Yours faithfully,

For **DEEPAK NITRITE LIMITED**

ARVIND BAJPAI
Company Secretary

Encl.: as above

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DEEPAK NITRITE LIMITED

RESULT OF VOTING

Pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of Companies (Management and Administration) Rules, 2014 ("Rules"), the resolutions mentioned in the Notice convening the 43rd Annual General Meeting of the Company held on 8th August, 2014 was proposed to be passed through E-Voting and Poll. The Notice containing the Ordinary and Special Resolutions together with the Statement to be annexed to the Notice was sent to all the shareholders.

Shri Dinesh Joshi, partner, M/s. KANJ & Associates, Company Secretaries, was appointed as Scrutinizer for conducting the E-Voting / Poll process in a fair and transparent manner. The Scrutinizer has submitted his report and the following results announced on 8th August, 2014.

Resolution No. 1 - Ordinary Resolution
Adoption of Audited Balance Sheet as at, and the Statement of Profit and Loss for the financial year ended March 31, 2014, together with the Directors' Report and the Auditor's Report thereon: passed unanimously.

Resolution No. 2 – Ordinary Resolution
Declaration of Dividend on Equity Shares: passed unanimously.

Resolution No. 3 - Ordinary Resolution
Re-appointment of Shri Chimanlal K. Mehta (DIN 0028289) who retires by rotation and being eligible, has offered himself for re-appointment: passed unanimously.

Resolution No. 4 - Ordinary Resolution
Appointment of M/s. B. K. Khare & Co., Chartered Accountants (Firm Registration No. 105102W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of forty-sixth Annual General Meeting of the Company and to fix their remuneration; passed unanimously.

Resolution No. 5 - Ordinary Resolution
Appointment of Shri Nimesh Kampani (DIN 00009071) as an Independent Director of the Company to hold office for a term of 5 years upto August 7, 2019: passed unanimously.

Resolution No. 6 - Ordinary Resolution
Appointment of Shri Sudhin Choksey (DIN 00036085) as an Independent Director of the Company to hold office for a term of 5 years upto August 7, 2019: passed unanimously.

Corporate Office : Aaditya - I, National Highway No. 8, Chhani Road, Vadodara - 390 024.
Tel.: +91 - 265 - 2765200, 3960200 **Fax:** +91 - 265 - 2340506 **Website** : www.deepaknitrite.com
Regd. Office : 9/10, Kunj Society, Alkapuri, Vadodara - 390 007. **Tel.** : +91 - 265 - 233 4481/82 **Fax** : +91 - 265 - 233 0994
Investor Relation Contact : investor@deepaknitrite.com **Corporate Identity Number** : L24110GJ1970PLC001735

Resolution No. 7 - Ordinary Resolution
Appointment of Shri Sudhir Mankad (DIN 00086077) as an Independent Director of the Company to hold office for a term of 5 years upto August 7, 2019: passed unanimously.

Resolution No. 8 - Ordinary Resolution
Appointment of Dr. Richard Helmut Rupp (DIN 02205790) as an Independent Director of the Company to hold office for a term of 5 years upto August 7, 2019: passed unanimously.

Resolution No. 9 - Ordinary Resolution
Appointment of Shri Sandesh Kumar Anand (DIN 00001792) as an Independent Director of the Company to hold office for a term of 5 years upto August 7, 2019: passed unanimously.

Resolution No. 10 - Ordinary Resolution
Appointment of Dr. Swaminathan Sivaram (DIN 00009900) as an Independent Director of the Company to hold office for a term of 5 years upto August 7, 2019: passed unanimously.

Resolution No. 11 - Ordinary Resolution
Re-appointment and payment of remuneration to Shri Deepak C. Mehta (DIN 00028377) as the Vice Chairman & Managing Director of the Company for a further period of 5 years with effect from 14th December, 2013: passed unanimously.

Resolution No. 12 - Special Resolution
Approval for holding an Office or Place of Profit in the Company by Shri Maulik D. Mehta, son of Shri D. C. Mehta, Vice Chairman & Managing Director of the Company: passed unanimously.

Resolution No. 13 - Special Resolution
Approval for the appointment of Shri Meghav D. Mehta, son of Shri D. C. Mehta, Vice Chairman & Managing Director of the Company, to an Office or Place of Profit in the Company: passed unanimously.

Resolution No. 14 – Special Resolution
Approval for payment of remuneration to Non-Executive Directors of the Company: passed unanimously.

Resolution No. 15 – Special Resolution
Approval for adoption of new set of Article of Association of the Company: passed unanimously.

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Investor Relation Contact : investor@deepaknitrite.com **Corporate Identity Number** : L24110GJ1970PLC001735

Resolution No. 16 – Ordinary Resolution

Ratification of remuneration of M/s. B. M. Sharma & Co., Cost Accountants (Firm Registration No. 00219) as the Cost Auditors of the Company for the Financial Year 2014-15: passed unanimously.

For **DEEPAK NITRITE LIMITED**

Place: Vadodara
Date: 9th August, 2014

C. K. MEHTA
Chairman

Corporate Office : Aaditya - I, National Highway No. 8, Chhani Road, Vadodara - 390 024.
Tel.: +91 - 265 - 2765200, 3960200 **Fax:** +91 - 265 - 2340506 **Website** : www.deepaknitrite.com
Regd. Office : 9/10, Kunj Society, Alkapuri, Vadodara - 390 007. **Tel.** : +91 - 265 - 233 4481/82 **Fax** : +91 - 265 - 233 0994
Investor Relation Contact : investor@deepaknitrite.com **Corporate Identity Number** : L24110GJ1970PLC001735

SCRUTINIZER'S FINAL REPORT ON E-VOTING AND POLL

FOR THE ANNUAL GENERAL MEETING HELD ON 8th AUGUST 2014

OF

DEEPAK NITRITE LIMITED, VADODARA

AT

HOTEL SURYA PALACE, OPPOSITE PARSI AGYARI,
SAYAJIGUNJ, VADODARA - 390005

3-4, 'Aishwarya Sankul', S. No. 17, G. A. Kulkarni Path, Opp. Joshi Railway Museum, Kothrud, Pune - 411 038, India
Tel. : +91-20-2546 6265, 6520 4591, 6529 6055 Tel/Fax : 2546 1561

KANJ & ASSOCIATES
COMPANY SECRETARIES

CONSOLIDATED SCRUTINIZERS REPORT

To
The Chairman,
FourtyThird Annual General Meeting of the Equity Shareholders of Deepak Nitrite Limited (the "Company") held on 8th, August 2014, at 10.30 am at Hotel Surya Palace, Opposite Parsi Agyari, Sayajigunj, Vadodara 390005

Dear Sir,

I, CS Dinesh Joshi appointed as a Scrutinizer for the following purposes:

1. The e-Voting process (including the ballot/poll process for those shareholders who do not have access to the e-voting process) conducted for the below mentioned resolutions, as per Section 108 of the Companies Act, 2013 between 2nd August , 2014 to 4th August, 2014.

2. The poll taken for the below mentioned resolutions, as per Section 109 of the Companies Act, 2013 at the Annual General Meeting of the Company.

Submit a consolidated report as under:

1. After the time fixed for closing of the e-Voting process, i.e. at 6.00 p.m. on 4th August, 2014, a final electronic report of the e-Voting process was generated by me by accessing the data available on the website of National Securities Depository Limited (NSDL), i.e. "https://www.evoting.nsdl.com". The final report was tabulated by me and the data regarding the final e-Votes as well as the votes casted through the ballot/poll process was diligently scrutinized and reconciled with the data available on the above mentioned website.

2. Similarly with respect to the poll taken at the Annual General Meeting, after the time fixed for closing of the poll by the Chairman, 2 (two) ballot boxes kept for polling were locked in my presence with due identification marks placed by me. Subsequently, after the closing of the poll, the locked ballot boxes were opened in my presence and poll papers were diligently scrutinized and reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

FCS - 3752
CP - 2246
Company Secretary

3. The cumulative result of the e-Voting process (including the ballot/poll process) and the poll taken at the Meeting is as under:

a) As an ordinary resolution- Item No. 1:

To receive, consider and adopt the audited Balance Sheet as at, and the statement of Profit and Loss for the financial year ended March, 31st 2014 together with the Directors' Report and Auditors' Report thereon

- **E-Voting process:**

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
11	24102	100%

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(III) **Abstained** from Voting:

Number of members who abstained from Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

- **Ballot/Poll Process**

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	345440	100%

DINESH P. JOSHI FCS - 3752 CP - 2246 Company Secretary

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(III) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

- **Poll taken at the Meeting:**

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

Number of members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present – 59 Voted – 59	66518633	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present – 59 Voting – 0	0	0

(III) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Total:

	Voted in favour	Voted against	Invalid Votes
Total Votes	66888175	0	0
% of Total number	100%	0	0

DINESH P. JOSHI FCS - 3752 CP - 2246 Company Secretary

b) **As an ordinary resolution- Item No. 2 :**

To declare Dividend on Equity Shares

- **E-Voting process:**

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
11	24102	100%

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(III) **Abstained** from Voting:

Number of members who abstained from Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

- **Ballot/Poll Process**

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	345440	100%

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

DINESH P. JOSHI * FCS - 3752 CP - 2246 * Company Secretary

(III) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

- **Poll taken at the Meeting:**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present - 59 Voting -59	66518633	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present -59 Voting -0	0	0

(III) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Total:

	Voted in favour	Voted against	Invalid Votes
Total Votes	66888175	0	0
% of Total number	100%	0	0

c) As an ordinary resolution- Item No. 3:

To appoint a Director in place of Shri Chimanlal K. Metha, who will retire by rotation at this AGM and being eligible has offered himself for re-appointment.

DINESH P. JOSHI FCS - 3752 CP - 2246 Company Secretary

- **E-Voting process:**

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
11	24102	100%

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(III) **Abstained** from Voting:

Number of members who abstained from Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

- **Ballot/Poll Process**

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	345440	100%

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(III) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

DINESH P. JOSHI FCS - 3752 COP - 2246 Company Secretary

- **Poll taken at the Meeting:**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present – 59 Voting – 59	66518633	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present - 59 Voting - 0	0	0

(III) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Total:

	Voted in favour	Voted against	Invalid Votes
Total Votes	66888175	0	0
% of Total number	100%	0	0

d) As an ordinary resolution- Item No. 4:

To appoint Auditors, and in this regard to consider and if thought fit, to pass the following Resolution, with or without modifications, as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s. B. K. Khare & Co., Chartered Accountants (Firm Registration No. 105102W), be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual

General till the conclusion of forty-sixth Annual General meeting of the Company, subject to ratification by the shareholders annually, at a remuneration to be decided by the Board of Directors and agreed by the

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Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

- **E-Voting process:**

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
11	24102	100%

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(III) **Abstained** from Voting:

Number of members who abstained from Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

- **Ballot/Poll Process**

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	345440	100%

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

DINESH P. JOSHI FCS - 3752 CP - 2246 Company Secretary

(III) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

- **Poll taken at the Meeting:**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present - 59 Voting -59	66518633	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present -59 Voting - 0	0	0

(III) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Total:

	Voted in favour	Voted against	Invalid Votes
Total Votes	66888175	0	0
% of Total number	100%	0	0

e) **As an ordinary resolution- Item No. 5:**
Appointment of Shri Nimesh Kampani as an Independent Director of the Company.

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

DINESH P. JOSHI FCS - 3752 CP - 2246 Company Secretary

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Nimesh Kampani (DIN 00009071) a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act 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 a term of 5(five) consecutive years up to August 7, 2019."

E-Voting process:

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
11	24102	100%

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(III) **Abstained** from Voting:

Number of members who abstained from Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

- **Ballot/Poll Process**

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	345440	100%

DINESH P. JOSHI FCS - 3752 CP - 2246 Company Secretary

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(III) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

- **Poll taken at the Meeting:**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present – 59 Voting – 59	66518633	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present -59 Voting - 0	0	0

(III) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Total:

	Voted in favour	Voted against	Invalid/Abstained Votes
Total Votes	66888175	0	0
% of Total number	100%	0	0

DINESH P. JOSHI FCS - 3752 CP - 2246 Company Secretary

f) **an ordinary resolution- Item No. 6:**

Appointment of Shri Sudhin Choksey as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Sudhin Choksey (DIN 00036085) a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act 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 a term of 5(five) consecutive years up to August 7, 2019"

- **E-Voting process:**

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
11	24102	100%

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(III) **Abstained** from Voting:

Number of members who abstained from Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

DINESH P. JOSHI FCS - 3752 CP - 2246 Company Secretary

- **Ballot/Poll Process**

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	345440	100%

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(III) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

- **Poll taken at the Meeting:**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present – 59 Voting – 59	66518633	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present – 59 Voting – 0	0	0

(III) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

DINESH P. JOSHI * FCS - 3752 CP - 2246 * Company Secretary

Total:

	Voted in favour	Voted against	Invalid Votes
Total Votes	66888175	0	0
% of Total number	100%	0	0

g) **As an ordinary resolution- Item No. 7:**
Appointment of Shri Sudhir Mankad as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Suhir Mankad (DIN 00086077), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act 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 a term of 5(five) consecutive years up to August 7, 2019"

- **E-Voting process:**

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	23842	100%

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

DINESH P. JOSHI FCS - 3752 CP - 2246 Company Secretary

(III) **Abstained** from Voting:

Number of members who abstained from Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	0	0.00%

- **Ballot/Poll Process**

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	345440	100%

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(III) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

- **Poll taken at the Meeting:**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present – 59 Voting – 59	66518633	100%

DINESH P. JOSHI * FCS - 3752 CP - 2246 * Company Secretary

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present – 59 Voting – 0	0	0

(III) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Total:

	Voted in favour	Voted against	Invalid Votes
Total Votes	66887915	0	0
% of Total number	100%	0	0

h) As an ordinary resolution- Item No. 8:

Appointment of Dr. Richard Helmut Rupp as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Richard Helmut Rupp (DIN 02205790), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act 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 a term of 5(five) consecutive years up to August 7, 2019"

DINESH P. JOSHI FCS - 3752 CP - 2246 Company Secretary

- **E-Voting process:**

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
11	24102	100%

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(III) **Abstained** from Voting:

Number of members who abstained from Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

- **Ballot/Poll Process**

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	345440	100%

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(III) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

DINESH P. JOSHI * FCS - 3752 * CP - 2246 * Company Secretary

- **Poll taken at the Meeting:**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present -59 Voting - 59	66518633	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present – 59 Voting - 0	0	0

(III) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Total:

	Voted in favour	Voted against	Invalid Votes
Total Votes	66888175	0	0
% of Total number	100%	0	0

i) **As an ordinary resolution- Item No. 9:**

Appointment of Shri Sandesh Kumar Anand as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement Shri Sandesh Kumar Anand

DINESH P. JOSHI FCS - 3752 CP - 2246 Company Secretary

(DIN00001792), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act 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 a term of 5(five) consecutive years up to August 7, 2019"

- **E-Voting process:**

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
11	24102	100%

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(III) **Abstained** from Voting:

Number of members who abstained from Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

- **Ballot/Poll Process**

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	345440	100%

DINESH P. JOSHI FCS - 3752 CP - 2246 Company Secretary

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(III) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

- **Poll taken at the Meeting:**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present - 59 Voting - 59	66518633	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present – 59 Voting - 0	0	0

(III) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Total:

	Voted in favour	Voted against	Invalid Votes
Total Votes	66888175	0	0
% of Total number	100%	0	0

DINESH P. JOSHI FCS - 3752 CP - 2246 Company Secretary

j) **As an ordinary resolution- Item No. 10:**

Appointment of Dr. Swaminathan Sivaram as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Swaminathan Sivaram (DIN 00009900), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act 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 a term of 5(five) consecutive years up to August 7, 2019"

- **E-Voting process:**

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
11	24102	100%

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(III) **Abstained** from Voting:

Number of members who abstained from Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

DINESH P. JOSHI FCS - 3752 CP - 2246 Company Secretary

- **Ballot/Poll Process**

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	345440	100%

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(III) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

- **Poll taken at the Meeting:**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present – 59 Voting -59	66518633	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present – 59 Voting - 0	0	0

DINESH P. JOSHI FCS - 3752 CP - 2246 Company Secretary

(III) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Total:

	Voted in favour	Voted against	Invalid Votes
Total Votes	66888175	0	0
% of Total number	100%	0	0

k) **As Ordinary resolution- Item No. 11:**

Re-appointment of Shri Deepak C. Mehta as Vice Chairman & Managing Director for
a further period of 5 years.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2013 (including any statutory modification (s) or re-enactment thereof, for the time being accorded to the re-appointment of Shri Deepak C. Mehta (DIN:00028377) as Vice Chairman and Managing Director of the Company, for a period of 5(five) years with effect from December 14, 2013 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting and Agreement entered into between the Company and Shri Deepak C. Mehta, a copy of which is placed before this meeting.

"**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) be and is hereby authorized to alter and/or vary the terms and conditions of the said re-appointment including remuneration payable to Shri Deepak C. Mehta in such manner as may be agreed between the Board and Shri Deepak C. Mehta and within the limits prescribed under Section 197 read with Schedule V to the Companies Act, 2013 or any statutory modifications or re-enactment thereof.

DINESH P. JOSHI FCS - 3752 CP - 2245 Company Secretary

"**RESOLVED FURTHER THAT** in the event of any loss, absence or inadequacy of profits of the Company in any financial year, during the term of Shri Deepak C. Mehta, the Company shall pay to Shri Deepak C. Mehta the remuneration as set out in the Explanatory Statement, by way of salary, perquisites and other allowances as a minimum remuneration subject to the limits as set out in Section 11 of Part 11 of Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) or such other limits as may be prescribed by the Central Government from time to time as a "minimum remuneration"

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

- **E-Voting process:**

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
11	24102	100%

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(III) **Abstained** from Voting:

Number of members who abstained from Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

DINESH P. JOSHI FCS - 3752 CP - 2246 Company Secretary

- **Ballot/Poll Process**

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	345440	100%

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(III) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

- **Poll taken at the Meeting:**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present – 59 Voting – 59	66518633	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present – 59 Voting - 0	0	0

DINESH P. JOSHI FCS - 3752 CP - 2246 Company Secretary

(III) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Total:

	Voted in favour	Voted against	Invalid/Abstained Votes
Total Votes	99888175	0	0
% of Total number	100%	0	0

l) **As special resolution- Item No. 12:**
To approve the holding of office or place of profit by a Relative of the Vice Chairman & Managing Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), the approval of the Company be and is hereby accorded for Shri Maulik D. Mehta, son of Shri Deepak C. Mehta, Vice- Chairman & Managing Director of the Company, to continue to hold an office or place of profit under the Company a Associate Vice President or such other Designation in the Senior Management Cadre at a remuneration of Rs. 40,60,000/- (Rupees Forty Lacs Sixty Thousand Only) per annum with the terms and conditions of his appointment will be governed by rules and regulations of the Company, which are applicable to the employees of his level.

"**RESOLVED FURTHER THAT** the Board or any Committee thereof be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

DINESH P. JOSHI FCS - 3752 CP - 2246 Company Secretary

- **E-Voting process:**

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
11	24102	100%

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(III) **Abstained** from Voting:

Number of members who abstained from Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

- **Ballot/Poll Process**

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	345440	100%

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(III) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

DINESH P. JOSHI * FCS - 3752 CP - 2246 * Company Secretary

- **Poll taken at the Meeting:**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present – 59 Voting - 58	66387333	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present – 59 Voting - 0	0	0

(III) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Total:

	Voted in favour	Voted against	Invalid Votes
Total Votes	66756875	0	0
% of Total number	100%	0	0

m) As special resolution- Item No. 13:

To approve the appointment of a Relative of the Vice Chairman & Managing Director of the Company to hold an Office or Place of Profit in the Company.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Power) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof, for the time being in force), the approval of the Company be and is hereby accorded for the appointment of Shri Meghav D, Mehta, son of Shri Deepak C. Mehta Vice Chairman & Managing Director of the Company, to hold an office or place of profit under

DINESH P. JOSHI FCS - 3752 CP - 2246 Company Secretary

the Company as a Deputy General Manager or such other designation in the Senior Management Cadre effective from August 9, 2014 at a remuneration of Rs 27,00,000/- (Rupees Twenty Seven Lacs only) per annum with annual increments as per policy of the Company and that the terms and conditions of his appointment eill nbr governed by rules and regulations of the Company, which are applicable to the employees of his level.

"**RESOLVED FURTHER THAT** the Board or any Committee thereof be and is hereby authorized to so all such acts, deeds, and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

- **E-Voting process:**

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
11	24102	100%

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(III) **Abstained** from Voting:

Number of members who abstained from Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

- **Ballot/Poll Process**

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	345440	100%

DINESH P. JOSHI FCS - 3752 CP - 2246 Company Secretary

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(III) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

- **Poll taken at the Meeting:**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present – 59 Voting – 58	66471343	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present – 59 Voting - 0	0	0

(III) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Total:

	Voted in favour	Voted against	Invalid Votes
Total Votes	66840885	0	0
% of Total number	100%	0	0

DINESH P. JOSHI FCS - 3752 CP - 2246 Company Secretary

n) **As special resolution- Item No. 14:**

To approve the payment of remuneration to Non-Executive Directors

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

'RESOLVED THAT pursuant to the provisions of Sections 197,198 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment ad Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and those contained in the Listing Agreement with the Stock Exchanges, the Non-Executive Directors of the Company (i.e directors other than Managing Director (s) and/or the Whole -time Director), be paid remuneration by way of commission, in addition to the sitting fees for attending the meetings of the Board of Directors may from time to time determine, not exceeding in aggregate 1% (one percent) of the net profits of the Company for each financial year, computes in the manner laid down in Section 198 of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof), to be divided amongst them in suh manner as the Board may, from time to time, determine."

- **E-Voting process:**

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	22342	100%

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(III) **Abstained** from Voting:

Number of members who abstained from Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	0	0.00%

DINESH P. JOSHI FCS - 3752 CP - 2246 Company Secretary

- **Ballot/Poll Process**

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	345440	100%

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(III) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

- **Poll taken at the Meeting:**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present – 59 Voting – 59	66518633	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present – 59 Voting - 0	0	0

DINESH P. JOSHI * FCS - 3752 CP - 2246 * Company Secretary

(III) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Total:

	Voted in favour	Voted against	Invalid Votes
Total Votes	66886415	0	0
% of Total number	100%	0	0

o) As special resolution- Item No. 15:

Adoption of new set of Articles of Association of the Company

"**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution , and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

"**RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

- **E-Voting process:**

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
11	24102	100%

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

DINESH P. JOSHI FCS - 3752 CP - 2246 Company Secretary

(III) **Abstained** from Voting:

Number of members who abstained from Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

- **Ballot/Poll Process**

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	345440	100%

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(III) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

- **Poll taken at the Meeting:**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present – 59 Voting – 59	66518633	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present – 59 Voting - 0	0	0

DINESH P. JOSHI FCS - 3752 CP - 2246 Company Secretary

(III) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Total:

	Voted in favour	Voted against	Invalid Votes
Total Votes	66888175	0	0
% of Total number	100%	0	0

p) As special resolution- Item No. 16:

To ratify the remuneration of the Cost Auditors for Financial Year 2014-15

"**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), the remuneration of Rs. 5,50,000 (Rupees Five Lacs Fifty Thousand only) to M/a B. M. Sharma & Co., Cost Accountants (Firm Registration No 00219), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2015, be and is hereby approved.

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

E-Voting process:

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
11	24102	100%

DINESH P. JOSHI * FCS - 3752 CP - 2246 * Company Secretary

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(III) **Abstained** from Voting:

Number of members who abstained from Voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

- **Ballot/Poll Process**

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	345440	100%

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

Number of members who voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00%

(III) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

- **Poll taken at the Meeting:**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present – 59 Voting – 58	66518583	100%

DINESH P. JOSHI FCS - 3752 CP - 2246 Company Secretary

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present – 59 Voting - 0	0	0

(III) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Total:

	Voted in favour	Voted against	Invalid Votes
Total Votes	66888125	0	0
% of Total number	100%	0	0

5. A Compact Disc (CD) containing exhaustive details of the voting patterns of each of the aforementioned resolutions for both the e-Voting process and the poll taken at the Meeting is enclosed.

6. The electronic data alongwith the poll papers and all other relevant records relating to the e-Voting process and the poll taken at the Meeting were sealed and handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,

Place: Vadodara
Date: 08.08.2014

Dinesh Joshi
Partner
KANJ & ASSOCIATES
Scrutinizer