Geared for life

BHARAT GEARS LIMITED

Regd. Office & Works :
20 K.M. Mathura Road, P.O. Box 328
P.O. Amar Nagar, Faridabad - 121003 (Haryana) INDIA
Tel. : +91 (129) 4288888, Fax : +91 (129) 4288822-23
E-mail : info@bglindia.com
Corporate Identity Number : L29130HR1971PLC034365

BGL/SEC/NSE/3/AUGUST 2015-2016

August 27, 2015

The Manager (Listing)
The National Stock Exchange of India Limited
"Exchange Plaza",5th Floor,
Plot No.C/1, G Block,
Bandra Kurla Complex
Bandra (E),
Mumbai-400051

Sub: Minutes of Annual General Meeting of the Company held on July 31, 2015
Symbol: BHARATGEAR

Dear Sir,

Pursuant to Clause 31 of the Listing Agreement, Please find enclosed herewith Certified True Copy of the minutes of the Annual General Meeting of the Company held on July 31, 2015.

The proceeding of the said Annual General Meeting have already been sent to you vide letter no. BGL/SEC/NSE/3/JULY 2015-2016 dated July 31, 2015.

Thanking you,

Yours Faithfully
For **BHARAT GEARS LIMITED**

BHARAT GEARS LIMITED * FARIDABAD *

Prashant Khattry
Head (Legal) & Company Secretary

Encl: As above

ISO/TS-16949 ISO-9001 BS OHSAS-18001 ISO-14001 BUREAU VERITAS

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MINUTES OF 43RD ANNUAL GENERAL MEETING OF MEMBERS OF BHARAT GEARS LIMITED HELD ON FRIDAY, THE 31ST JULY, 2015 COMMENCED AT 11.30 A.M. & CONCLUDED AT 11.50 A.M AT HUDA CONVENTION CENTRE, SECTOR-12, FARIDABAD-121007 (HARYANA)

PRESENT:

MEMBERS:

IN PERSON	: 1997 (including 2 members from Promoter & Promoters Group)
(As per Attendance Slips received)	
THROUGH PROXIES (As per Proxy Register)	: 67 (holding 480 shares)

DIRECTORS:

Mr. Surinder P. Kanwar	Chairman & Managing Director
Mr. Sameer Kanwar	Joint Managing Director
Mr. V.K. Pargal	Director
Mr. W.R. Schilha	Director
Mr. Rakesh Chopra	Director
Mr. S.G.Awasthi	Director
Ms. Hiroo Suresh Advani	Director

IN ATTENDANCE:

Mr. Milind Pujari	Chief Financial Officer
Mr. Prashant Khattry	Head (Legal) & Company Secretary

Mr. S.G. Awasthi, Chairman of the Nomination & Remuneration Committee, Mr. Rakesh Chopra, Authorised Representative of the Stakeholder's Relationship Committee were present in the meeting to answer the shareholders queries.

Mr. V.K. Pargal acted as the Chairman of the Audit Committee in the absence of the Dr. Ram S. Tarneja, Chairman at the meeting and answered the shareholders queries.

Following registers & documents were placed before the meeting:

1. Register of Members
2. Proxy Register
3. Register of Directors' Shareholding
4. Auditor's Report for the year ended March 31, 2015
5. Secretarial Audit Report for the year ended March 31, 2015
6. Audited Financial Statements for the year ended March 31, 2015

The Chairman welcomed the members to the 43rd Annual General Meeting of the Company. He introduced the Directors, Chief Financial Officer and Company Secretary seated on the dais to the Shareholders. He declared that the necessary quorum was present and called the meeting to order.

The Chairman, after welcoming the shareholders present, gave his keynote address:

QUOTE:

Welcome you all to the 43rd Annual General Meeting of your Company.

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BHARAT GEARS LIMITED * FARIDABAD *

In the last three years, the external environment has been particularly harsh for your Company.

With a significant slowdown in the Indian economy, right across the automobile sector, demand was impacted adversely. Our principal customers into manufacturing of tractors, commercial vehicles and construction equipment has shown a decline in the demand in FY 2013 and FY 2014. We hope that the downside will remain for a short period of time and the revival will be faster.

We as Company had embarked on a long term strategy in the last few years to focus on growing exports, continuously staying abreast in terms of technology, developing scale of operations and promoting manufacturing excellence.

Essentially, we are in an investment phase at a time when external conditions have been difficult. Even under natural course of business, one would expect some pressure on profits during this phase. Naturally, in this period, our financial performance has been affected.

While, certainly the business slowdown has affected the pace of our growth plans, we have consciously continued to maintain focus on our long term strategy. There have been positive developments in most of the targeted building blocks of our strategic path.

To begin with, our exports performance continued to gain momentum. In fact, exports grew by 17% to Rs. 134.08 crore in FY2015, which accounts for 32% of total sales of the year. Only, five years back in FY2011, exports constituted only 16% of our total sales.

As you are aware, in FY2014 we inaugurated our third plant in Lonand, near Pune, Maharashtra. Commercial production commenced in FY2015. This plant, with a focus on transmission gears, is being developed with all the principles of LEAN management. I expect this to be our benchmark plant in terms of processes in the near future.

We have been focusing on promoting manufacturing excellence related to safety, 5S, Kaizen, autonomous maintenance, visual management, standard work and lost time our existing plants at Faridabad and Mumbra.

Today, we have the technology in bevel with dry cut machines and in transmission with high speed Mitsubishi machines with T-60 gear tester machine commissioned this year at Faridabad, to compete against the best of global players.

There are some positive trends in the automobile industry with an increase in volumes of passenger vehicles by 4.7% and commercial vehicles by 3.9%. However, tractor sales remained affected – decreasing by 18.1%. Government of India has already given positive indication of providing a thrust to infrastructure so one expects a pick-up in demand for construction equipment.

I believe, we are in a critical phase of our growth path and the worst is behind us. We are cautiously optimistic of being able to grow our topline in line with the debt servicing costs in FY 2016 and generate profits.

I thank all of you – employees, shareholders, financers, partners and customers – for lending your support to the Company. Hope to continue receiving your good wishes as we make our moves through difficult times. We

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FARIDABAD

are confident of sailing through to our long term goal and living up to the trust you have reposed on the Company.

Surinder P. Kanwar
Chairman & Managing Director
Thank you and best wishes

UNQUOTE:

Thereafter, on the request of the Chairman, Mr. Prashant Khattry, Head (Legal) & Company Secretary read out the Auditors' Report before the Members present. With the permission of members present, the Notice of the 43rd Annual General Meeting was taken as read.

The Chairman announced that voting by show of hands will not be available to the members, members can cast their votes by polling paper in terms of the new Companies Act, 2013. The Company has provided remote e-voting facility to members to vote. Those members attending the AGM and eligible to vote were also given opportunity to vote through voting by Poll.

The Chairman informed the members that the Board of Directors of the Company in its meeting held on 29th May, 2015 appointed Mr. Ajay Garg, FCS, LLB as Scrutinizer & Mr. Mahesh Sharma, B.Com, LLB as Alternate Scrutinizer for the e-voting and poll process at the AGM.

The Chairman further stated that the results of the resolutions passed at the AGM shall be declared within prescribed time limit upon conclusion of the meeting upon receiving the consolidated report of E-voting, Postal Ballot and Poll process by the Scrutinizer and authorized Mr. Prashant Khattry, Head (Legal) and Company Secretary to announce the results.

Subsequently, the Chairman took up resolutions for the ordinary and special business(es) as set out in Item Nos. 1 to 6 in the notice of 43rd Annual General Meeting as follows, for consideration of the members:

ORDINARY BUSINESS:

1. **ADOPTION OF ANNUAL FINANCIAL STATEMENTS: ORDINARY RESOLUTION**

   Proposed by: Ms. Anupama Goel (DP ID IN300142 Client ID 10459608)
   Seconded by: Mr. Krishan Lal Chadha (DP ID/ Client ID 1201410000010073)

"**RESOLVED THAT** the Audited Financial Statements as at 31 March, 2015, inclusive of Balance Sheet as at 31 March 2015 and the Statement of Profit & Loss and the Cash Flow Statement along with the notes forming part of the financial statements for the year ended on that date and the report of the Director's & Auditor's thereon be and are hereby adopted."

2. **RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY: ORDINARY RESOLUTION**

   Proposed by: Ms. Aastha Saluja (Folio No: 0031925)
   Seconded by: Mr. Bharat Bhushan Goyal (DP ID/ Client ID 1203000000051694)

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"**RESOLVED THAT** in terms of the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Company hereby ratifies the appointment of M/s Deloitte Haskins & Sells (DHS), Chartered Accountants registered with the Institute of Chartered Accountants of India vide Regn No. 117365W as Statutory Auditors of the Company for financial year 2015-16 at such remuneration as may be mutually agreed between the Board of Directors of the Company and Auditors, plus service tax and out of pocket expenses."

SPECIAL BUSINESS:

3. APPOINTMENT OF MR. RAKESH CHOPRA AS AN INDEPENDENT DIRECTOR OF THE COMPANY: ORDINARY RESOLUTION

Proposed by: Mr. Krishan Lal Chadha (DP ID/ Client ID 1201410000010073)
Seconded by: Mr. Ajay Ajmani (DP ID/ Client ID 1201410000019169)

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Rakesh Chopra (holding DIN 00032818), 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 under Section 160 of the Companies Act, 2013 signifying their intention to propose Mr. Rakesh Chopra as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto the 48th Annual General Meeting of the Company in the calendar year 2020."

4. APPOINTMENT OF MR. V.K. PARGAL AS AN INDEPENDENT DIRECTOR OF THE COMPANY: ORDINARY RESOLUTION

Proposed by: Mr. Abhishek Jain (DP ID IN300966 Client ID 10549492)
Seconded by: Mr. Bharat Bhushan Goyal (DP ID/ Client ID 1203000000051694)

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. V.K. Pargal (holding DIN 00076639), 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 under Section 160 of the Companies Act, 2013 signifying their intention to propose Mr. V.K. Pargal as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto the 48th Annual General Meeting of the Company in the calendar year 2020."

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5. **ALTERATION OF ARTCLES OF ASSOCIATION (AOA) OF THE COMPANY: SPECIAL RESOLUTION**

Proposed by: Mr. Ajay Ajmani (DP ID/ Client ID 1201410000019169)
Seconded by: Mr. Krishan Lal Chadha (DP ID/ Client ID 1201410000010073)

"RESOLVED THAT pursuant to Section 14 and other applicable provisions of the Companies Act, 2013 and subject to such other approvals as may be required, the consent of the members be and is hereby accorded to the Board of Directors for the alteration of Articles of Association (AOA) of the Company thereby replacing the current Clause no(s) 1 to 199 with the new Clause(s) 1 to 213 as elaborated in the explanatory statement forming part of this resolution.

RESOLVED FURTHER THAT Mr. Surinder P. Kanwar, Chairman and Managing Director, Mr. Sameer Kanwar, Joint Managing Director and Mr. Prashant Khattry, Head (Legal) and Company Secretary of the Company be and are hereby severally authorised to prepare, file, execute, sign any application, form, explanations, documents, papers etc. in electronic mode and to do such acts, deeds and things as may be considered necessary to implement this resolution.

RESOLVED FURTHER THAT Mr. Surinder P. Kanwar, Chairman and Managing Director, Mr. Sameer Kanwar, Joint Managing Director and Mr. Prashant Khattry, Head (Legal) and Company Secretary of the Company be and are hereby severally authorised to delegate all or any of the powers entrusted above, in favour of any employees/officers/any other persons by executing a power of attorney or letter of authority or to withdraw the powers delegated to any employees/officers/any other persons and are authorized to do all other acts, deeds, things, matters which in their opinion is in the best interest of the Company and is incidental, necessary or consequential for giving effect to the above resolution."

6. **RE-APPOINTMENT OF MR. SURINDER P. KANWAR AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY: SPECIAL RESOLUTION**

Proposed by: Mr. Abhishek Jain (DP ID IN300966 Client ID 10549492)
Seconded by: Mr. Bharat Bhushan Goyal (DP ID/ Client ID 1203000000051694)

"RESOLVED THAT pursuant to the provisions under Sections 117(3),170,196, 197,198, 200, 201, 203, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") including any statutory amendment, modifications, or re-enactment thereof and subject to the approval of the Central Government, if required and further subject to such other requisite approvals, as may be required, in this regard, the consent of the shareholders be and is hereby accorded for the re-appointment of Mr. Surinder P. Kanwar, Chairman and Managing Director of the Company for a further period of (5) Five years with effect from 1st October, 2015 on the terms and conditions including remuneration payable to him for a period of 3(Three) years w.e.f 1st October, 2015 as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and as set

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out in the explanatory statement which forms part of this resolution notwithstanding that the remuneration may exceed the limits prescribed in provisions of Sections 197,198 and Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the remuneration as set out in the explanatory statement which forms part of this resolution, payable to Mr. Surinder P. Kanwar, Chairman and Managing Director for a period of 3(Three) years w.e.f. 1st October, 2015, is subject to the condition that:

a. the total remuneration payable in any financial year by way of salary, perquisites, commission and other allowances shall not exceed the overall limit of five percent (5%) of the net profits of the Company as applicable to each of the Managing/Wholetime Directors of the Company and/or ten percent (10%) of the net profits of the Company for all Managing/Whole-time Directors in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V including any statutory amendments, modifications or re-enactments thereof, as may be made thereto and for the time being in force or

b. if the Remuneration exceeds the limits as prescribed in the provisions of Section 197,198 and Schedule V of the Companies Act, 2013, the remuneration payable shall be specifically approved by the Central Government.

RESOLVED FURTHER THAT notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequacy of profits in any financial year, the salary, perquisites and statutory benefits (except commission), as set out in the explanatory statement which forms a part of this resolution, be paid as minimum remuneration to Mr. Surinder P. Kanwar, Chairman and Managing Director subject to the approval of Central Government, if required.

RESOLVED FURTHER THAT in absence of the approval of the Central Government for the payment of the remuneration to Mr. Surinder P. Kanwar, Chairman and Managing Director exceeding the limits specified in Section 197, 198 and Schedule V of the Companies Act, 2013, as amended from time to time, he shall be entitled to draw remuneration within the limits prescribed in Section 197,198 and Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

Conduct of Poll

Mr. Mahesh Sharma, Scrutinizer appointed for the purpose assisted the members for casting their votes through Poll. Before start of voting on Poll, the Polling papers were distributed to the Members and proxies. Empty Ballot box was shown to the Members and thereafter the Ballot Box was locked and

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sealed in the presence of Members and proxies. After ensuring that all members and proxies participating in the Poll had casted their votes, the Scrutinizer closed the Poll. The Scrutinizer then took custody of ballot box.

Results of the Electronic Voting and Poll on the Ordinary and Special Businesses at the Annual General Meeting of the Company held on Friday, 31st July, 2015

The Consolidated report on e-voting along with the results of the Poll received from the Scrutinizer:

SCRUTINIZER'S REPORT (Consolidated)

Dear Sir,

I, **Mahesh Sharma, B.Com, LLB (Corporate Counsel and Lawyer)** having office at 1st Floor 970, Sector- 21D, Faridabad- 121001, have been appointed as Scrutinizer for the purpose of scrutinizing e-voting, postal Ballot & as well as poll on the day of 43rd Annual General Meeting.

1. E-voting, postal ballot and Poll have been carried out in fair and transparent manner.
2. Brief summary of the poll is as under:

DETAILS	INFORMATION		
Dates of E-voting	28th July, 2015 to 30th July, 2015		
Date and timing of A.G.M	11.30 a.m on 31st July, 2015		
Total Number of Shares on Record Date	7817833		
Last date of E-voting	30th July, 2015		
Number of Votes casted through E-voting	4141703 For Resolution No. 1 & 2 4141653 For Resolution No. 3,4,5 & 6		
Last Date of Postal Ballot voting	30th July,2015		
Number of votes cast through Postal Ballot	150		
Number of Valid Votes casted through Postal Ballot	149		
Number of Votes casted in Poll at AGM	25 (Only Valid Votes as No. of Invalid Votes are not Ascertainable)		
Total Number of Valid Votes Polled	25		
Total Votes Consolidated (excluding)	4141877 For Resolution No. 1 & 2 4141827 For Resolution No. 3,4,5 & 6		
Resolution 1 (as per Notice)	For	Against	Invalid
	4141877	0	Not Ascertainable

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Resolution 2 (as per Notice)	For	Against	Invalid
	4141876	1	Not Ascertainable
Resolution 3 (as per Notice)	For	Against	Invalid
	4141827	0	Not Ascertainable
Resolution 4 (as per Notice)	For	Against	Invalid
	4141827	0	Not Ascertainable
Resolution 5 (as per Notice)	For	Against	Invalid
	4141826	1	Not Ascertainable
Resolution 6 (as per Notice)	For	Against	Invalid
	4141817	10	Not Ascertainable

3. This Consolidated report has been prepared in consonance with the Report for e-voting, Postal Ballot and for poll.

4. The facts have been corroborated and verified by two examiners **Ms. Shilpa**, B. Com, residing at FCA- 2904, A- Block, SGM Nagar, Faridabad-121001 & **Ms. Nisha**, B.Com, residing at H.No.-1J/13, NIT Faridabad, Haryana-121001 who are not in the employment of the company they have signed below in confirmation of votes being unblocked in their presence.

Sd/- Sd/-

Ms. Shilpa Ms. Nisha Khattar

5. The Chairman may proceed to declare the results as all resolution are passed with majority, as per his convenience and subject to compliance of the timelines prescribed in the Companies Act, 2013.

6. The same along with Scrutinizers report to be uploaded on the website of the Company, if any and also on the website of NSDL (agency) within two days of passing of resolution.

The Scrutinizer hereby registers his appreciation towards management in carrying out the whole process in fair and transparent manner.

Thanking You,
Yours faithfully,

Sd/-
(Mahesh Sharma)
Alternate Scrutinizer to the E-voting, Postal Ballot & Poll

Place: Faridabad
Date : 31.07.2015

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Results of E-voting (Including Postal Ballot in lieu of E-Voting)/Poll

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
Resolution No. 1: To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2015 together with Reports of the Directors and Auditors thereon. Resolution required: (Ordinary)							
Promoter and Promoter Group	4141738	4141133	99.99	4141133	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	3676095	744	0.02	744	0	100.00	0.00
Total	7817833	4141877	52.98	4141877	0	100.00	0.00

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
Resolution No. 2: To ratify the appointment of M/s Deloitte Haskins & Sells Ahmadabad (ICAI Registration No. 117365W) Chartered Accountants, as Statutory Auditors for the Financial Year 2015-16 and fix their remuneration. Resolution required: (Ordinary)							
Promoter and Promoter Group	4141738	4141133	99.99	4141133	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	3676095	744	0.02	743	1	99.87	0.13
Total	7817833	4141877	52.98	4141876	1	100.00	0.00

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
Resolution No. 3: To consider appointment of Mr. Rakesh Chopra, Director of the company, as an Independent Director of the Company to hold office for the five consecutive years for a term upto the conclusion of the 48th Annual General Meeting of the Company in the calendar year 2020. Resolution required: (Ordinary)							
Promoter and Promoter Group	4141738	4141133	99.99	4141133	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	3676095	694	0.02	694	0	100.00	0.00
Total	7817833	4141827	52.98	4141827	0	100.00	0.00

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
Resolution No. 4 To consider appointment of Mr. V.K. Pargal, Director of the company, as an Independent Director of the Company to hold office for the five consecutive years for a term upto the conclusion of the 48th Annual General Meeting of the Company in the calendar year 2020. Resolution required: (Ordinary)							

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Promoter and Promoter Group	4141738	4141133	99.99	4141133	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	3676095	694	0.02	694	0	100.00	0.00
Total	7817833	4141827	52.98	4141827	0	100.00	0.00

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
Resolution No. 5: To consider and approve the alteration of Articles of Association (AOA) of the Company. **Resolution required:** (Special)							
Promoter and Promoter Group	4141738	4141133	99.99	4141133	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	3676095	694	0.02	693	1	99.86	0.14
Total	7817833	4141877	52.98	4141826	1	100.00	0.00

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
Resolution No. 6: To consider and approve the re-appointment of Mr. Surinder P. Kanwar as Chairman and Managing Director of the Company. **Resolution required:** (Special)							
Promoter and Promoter Group	4141738	4141133	99.99	4141133	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	694	744	0.02	684	10	98.56	1.44
Total	7817833	4141877	52.98	4141817	10	100.00	0.00

Place: Mumbra
Date: 17/08/2015

CHAIRMAN

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