

Ref. : PILC/2012
Dated : August 17, 2012

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

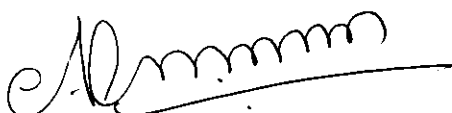
Dear Sir,

Sub: Details of Voting Results as per Clause 35A of the Listing Agreement- Patspin
India Ltd
Ref: Your e mail dated 16/08/2012

With reference to your e mail dated 16/08/2012 , please find enclosed details of voting results as per clause 35 A of the Listing Agreement in the 21st Annual General Meeting of the Company held on 13th August,2012 at 9.30 a.m at Kochi, for your kind perusal.

Thanking you,

Yours faithfully,
For PATSPIN INDIA LIMITED



Abhilash N A
Company Secretary

Encl:a\ a

PATSPIN INDIA LIMITED

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Phones : 91-484-3928300, Fax: 91-484-2370812/3928380
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CORPORATE OFFICE :

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PATSPIN INDIA LIMITED

DETAILS OF VOTING RESULTS AS PER CLAUSE 35A OF THE LISTING
AGREEMENT IN THE 21ST ANNUAL GENERAL MEETING OF THE
COMPANY HELD ON 13TH AUGUST, 2012 AT 9.30 A.M AT KOCHI

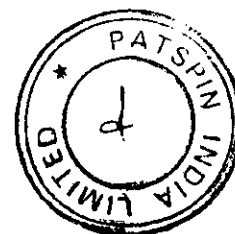
1.	Date of the AGM	13 th August, 2012
2.	Total number of shareholders on record date:	18,987
3.	No. of Shareholders present in the meeting either in person or through proxy:	
	Promoters and Promoter Group:	10
	Public:	93
4.	No. of Shareholders attended the meeting through Video Conferencing	N.A
	Promoters and Promoter Group	-
	Public:	-
5.	Detail of the Agenda:	
	<u>Resolution No.1</u> <u>Adoption of Accounts for the year 2011-12:</u> Proposed by Shri. P.A. Krishnakumar and seconded by Shri Mahaboob M, Shareholders, the following Ordinary Resolution was carried, unanimously. “RESOLVED that the Audited Balance Sheet as at 31 st March, 2012 and the annexed Statement of Profit & Loss along with Notes to Financial Statements for the year ended on that date together with Directors’ Report and Auditor’s Report thereon, be and the same are hereby received and adopted”.	
	Resolution required: (Ordinary/Special)	Ordinary
	Mode of voting: (Show of hands/Poll/Postal ballot/E-voting)	Show of hands
	<u>Resolution No.2</u> <u>Re-appointment of Shri. B.L. Singhal as Director:</u> Proposed by Shri.P.S. Mohanan and seconded by Shri. V.J.Joseph, Shareholders, the following Ordinary Resolution was carried, unanimously. “RESOLVED that Shri.B.L. Singhal, who retires by	



	rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company”.	
	Resolution required: (Ordinary/Special)	Ordinary
	Mode of voting: (Show of hands/Poll/Postal ballot/E-voting)	Show of hands
	<u>Resolution No.3</u> <u>Re-appointment of Shri. Rajen K Mariwala as Director:</u> Proposed by Shri.A.K. Warkerkar and seconded by Shri. K.T. Antony, Shareholders, the following Ordinary Resolution was carried, unanimously. “RESOLVED that Shri. Rajen K Mariwala, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company”.	
	Resolution required: (Ordinary/Special)	Ordinary
	Mode of voting: (Show of hands/Poll/Postal ballot/E-voting)	Show of hands
	<u>Resolution No.4</u> <u>Appointment of Auditors and to fix their remuneration:</u> Proposed by Shri. Dilip K Shah and seconded by Shri. N Kumaresan, Shareholders, the following Ordinary Resolution was carried, unanimously. “RESOLVED that pursuant to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s.M S Jagannathan & Visvanathan (Firm Registration No.001209S), the retiring Auditors, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General meeting and the Board of Directors / Committee of the Board be and are hereby authorised to fix their remuneration plus applicable Service Tax and reimbursement of traveling and out of pocket expenses incurred by them for the purpose of Audit ”	



	Resolution required: (Ordinary/Special)	Ordinary
	Mode of voting: (Show of hands/Poll/Postal ballot/E-voting)	Show of hands
	<u>Resolution No.5</u> <u>Appointment of Shri. Prem Malik as a Director pursuant to Section 257 of the Companies Act, 1956.</u> Proposed by Mr. P A Krishnakumar and Seconded by Mrs. Lalitha Ananthan, Shareholders, the following Ordinary Resolution was carried, unanimously. “RESOLVED THAT Shri Prem Malik, who was appointed as an Additional Director of the Company with effect from 15th May,2012 on the Board of the Company in terms of Section 260 of the Companies Act, 1956 read with Article 95 of the Article of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing and also a deposit of Rs 500/- from him signifying his intention to propose the candidature for the office of Director under Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the company with effect from the date of this Annual General Meeting”	
	Resolution required: (Ordinary/Special)	Ordinary
	Mode of voting: (Show of hands/Poll/Postal ballot/E-voting)	Show of hands
	<u>Resolution No.6</u> <u>Refixing of remuneration to Shri. Umang Patodia, Managing Director for his balance tenure from 1.4.2012 to 3.8.2014.</u> Proposed by Mr. Umesh Sanan and Seconded by Mr.V J Joseph, Shareholders, the following Special Resolution was carried, unanimously. “RESOLVED THAT pursuant to the provisions of section 198, 269, 302, 309, 310 read with schedule XIII of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory	



modification or re-enactment thereof for the time being in force) and subject to the approval of such other authorities including Central Government, as may be required, the consent of the company be and is hereby accorded to the remuneration and perquisites payable to Shri Umang Patodia, Managing Director with effect from April 1, 2012, as recommended by the Remuneration Committee of the Board of Directors and as approved by Board of Directors and as set out in the Explanatory Statement annexed to the Notice convening this meeting and as further set out in the draft agreement placed before this meeting, which agreement is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to the "Board" which term shall be deemed to include the Remuneration Committee constituted by the Board) to alter and vary the same subject to the same not exceeding the limits specified in Schedule XIII to the Companies Act, 1956 including any statutory re-enactment thereof for the time being in force or as may hereinafter be made by the Central Government in that behalf from time to time or any amendments thereto in such manner as may be agreed to between the Board and Shri Umang Patodia, Managing Director."

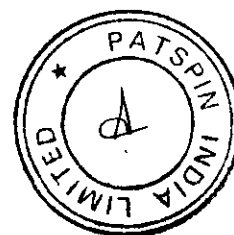
"FURTHER RESOLVED THAT that pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions, if any, of the Act, the remuneration payable to Shri. Umang Patodia by way of salary, perquisites, commission and other allowance shall not in any event exceed 5% of the net profits of the Company in that financial year".

"FURTHER RESOLVED THAT in the event of any loss or inadequacy of profits in any financial year of the Company during the tenure of Shri. Umang Patodia, the remuneration, perquisites and other allowances shall be governed by the limits prescribed in Section II of Part II of Schedule XIII to the Act".

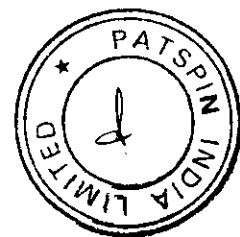
"FURTHER RESOLVED THAT Shri Umang Patodia shall not be liable to retire by rotation."

AND

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



	Resolution required: (Ordinary/Special)	Special
	Mode of voting: (Show of hands/Poll/Postal ballot/E-voting)	Show of hands
	<u>Resolution No.7</u> <u>Approval in respect of issue of Redeemable Preference Shares to company's lenders under the proposed CDR scheme.</u> Proposed by Mr. N. V Rajagopal and Seconded by Mr. Dilip K Shah, Shareholders, the following Special Resolution was carried ,unanimously. “RESOLVED THAT pursuant to the provisions of Section 80(1) and Section 81(1A) and other applicable provisions, if any, of the Companies Act,1956 and subject to such approvals, consents as may be necessary, consent of the company be and is hereby accorded to the Board or its Committee to issue Redeemable Preference Shares of Rs 100/- each (Rupees hundred only) at par in one or more trenches on a preferential basis to the Company's Bankers and Financial Institution (hereinafter referred to as “Lenders”) under the proposed Corporate Debt Restructuring (CDR) Scheme , credited as fully paid up, amount not exceeding Rs 1500 lacs (Rupees One Thousand Five Hundred Lacs only) under the Scheme ,on such terms and conditions as may be mutually agreed between the Company and the lenders”. “FURTHER RESOLVED that the Redeemable Preference shares outstanding at any point of time shall not exceed Rs 2500 lacs (Rupees Two Thousand Five Hundred Lacs only)”. “FURTHER RESOLVED THAT for the purpose of giving effect to this resolution the Board or its Committee be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer, issue or allotment and redemption from time to time as it may in its absolute discretion deem fit”.	
	Resolution required: (Ordinary/Special)	Special
	Mode of voting: (Show of hands/Poll/Postal ballot/E-voting)	Show of hands



Resolution No.8

Approval to extend mortgage in favour of Company's lenders for their additional financial assistance.

Proposed by Mr. A Ajith Kumar and Seconded by Mr.N Kumaresan, Shareholders, the following Ordinary Resolution was carried, unanimously.

"RESOLVED that the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) for creating such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties of the Company wheresoever situate, both present and future and of conferring power to enter upon and to take possession of the assets of the Company in certain events, to or in favour of Export Import Bank of India (Exim Bank) and State Bank of Travancore (SBT) to secure on pari passu first charge basis for ;

- i) the term loan of Rs 20 crores lent and advanced by Export Import Bank of India (Exim Bank) to the Company;
- ii) the term loan of Rs 15 crores lent and advanced by State Bank of Travancore (SBT) to the Company;

and to secure on pari passu second charge basis for;

- a) Additional working capital limits of Rs 3150 lacs lent and advanced by Central Bank of India (CBI) to the Company;
- b) Additional Working Capital limits of Rs.1155 lacs lent and advanced by State Bank of Travancore (SBT) to the Company;
- c) Additional Working Capital limits of Rs.425 lacs lent and advanced by IDBI Bank Ltd (IDBI Bank) to the Company;
- d) Additional Working Capital limits of Rs.250 lacs lent and advanced by Karur Vysya Bank Limited (KVB) to the Company;

"RESOLVED further that the Board/Committee of Directors of the Company be and is hereby authorized to do all such acts and things as may be necessary to give effect to the above resolution".

Resolution required: (Ordinary/Special)

Ordinary

Mode of voting: (Show of hands/Poll/Postal ballot/E-voting)

Show of hands

