DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.

COMPANY SECRETARIES

OFFICE : ROOM NO.2, 1ST FLOOR, 13, DINKAR NIWAS, NAVI WADI, DADI SETH AGIARY LANE, OFF CHIRA BAZAR ROAD, MUMBAI-4000002

TEL NOS. 22074916

CONSOLIDATED REPORT OF THE SCRUTINIZER

The Chairman
Of the Annual General Meeting of the Shareholders of
REPRO INDIA LIMITED
11th Floor, Sun Paradise Business Plaza "B"Wing,
Senapati Bapat Marg, Lower Parel, Mumbai-400013

Sub: ***Resolutions proposed at the Twenty First Annual General Meeting –Consolidated Report on Voting through electronic means in terms of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as well as voting through ballot.***

Dear Sir,

I, Dinesh Kumar Deora, Company Secretary in practice (Membership no. FCS 5683, COP No. 4119) have been appointed as Scrutinizer as per company letter dated September 01, 2014 for the purpose of scrutinizing voting by electronic means as well as by way of ballot, on all the resolutions at the Twenty First Annual General Meeting of the Shareholders of the Company to be held on Saturday, 27th September 2014 at 11.30 a.m. at "The Club", Colonial Hall, 197, D.N. Nagar Road, D.N. Nagar Police Station, Andheri (West), Mumbai-400053 (**the AGM**) hereby submit my **consolidated report** on voting, for the said AGM, as under:

1) Pursuant to section 101 and 108 of the Companies Act, 2013 ("the Act") and Rule 20(3)(1) of the Companies (Management & Administration) Rules, 2014, the Notices convening the Annual General Meeting including the Statement under section 102 of the Act were dispatched to all the members of the company through permitted means on September 2, 2014 and subsequently the notice was also placed on the website of the company i.e. www.reproindialtd.com. The Members of the Company were given an option to vote electronically on e-voting platform provided by Central Depository Services Limited (CDSL) i.e. https://www.evotingindia.com and also by way of ballot. The ballot paper was a part of the annual report of the Company, which could be filled in and submitted by those shareholders who did not have access to e-voting on or before 23rd September, 2014. The ballot facility was also made available at the venue of the AGM.

2) The public advertisement with respect to conducting of voting through electronic means was published in an English newspaper i.e. Free Press Journal and a regional language newspaper i.e. Navshakti on September 6, 2014.

3) The notice clearly indicated the process and manner of voting by electronic means including step wise procedure for voting in a secure manner.

4) The e-voting period commenced on Sunday, 21st September, 2014 at 9.00 a.m. and ended on Tuesday, 23rd September, 2014 at 6.00 p.m.

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5) The members of the Company as on the "cut –off" date i.e. September 19, 2014 were entitled to vote on the resolutions at the ensuing Annual General Meeting through e-voting.

6) Accordingly, the electronic votes cast were taken into account and at the end of the voting period i.e. on 23rd September, 2014 at 6.00 p.m. the CDSL portal was blocked for voting.

7) The votes cast were unblocked in the presence of two witnesses on 23rd September, 2014.

8) A register has been maintained electronically to record the assent or dissent received mentioning the particulars of name, address, folio no. or client id of the shareholders, number of shares held by them, nominal value of such shares. As there were no shares with differential rights, the question of maintaining the list of shares with differential voting rights did not arise.

9) The corporate member who has participated in the e-voting has provided the scanned copy of the resolution passed at their Board of Directors' meeting for authorization to attend and vote at the annual general meeting, including voting by electronic means.

10) The option of voting by ballot was provided by the Company to those shareholders who did not have access to e-voting. The fact was clearly mentioned in the notice of the AGM. The ballot paper, attached to the annual report of the Company for the financial year 2013-14, was to be duly filled in, signed and delivered to the undersigned by shareholders who desired to vote but did not have access to e-voting, on or before 23rd September, 2014. Such shareholders were also provided the facility to vote through ballot at the AGM. The ballot container containing ballot papers was delivered to the undersigned. The undersigned scrutinized the ballot papers, classified them as valid and invalid and further classified valid ballot papers in to for and against each resolution. An electronic register is maintained giving the details of the name, address, folio / client ID no etc. for each shareholder who has exercised his vote through ballot.

The proposed resolutions for which this AGM of the shareholders is being held and the option of voting by electronic means as well as by ballot is provided and the summary of the total votes cast "FOR" and "AGAINST" each resolution by electronic means as well as by ballot is as follows:

Item No. 1:

TO RECEIVE, CONSIDER AND ADOPT THE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2014 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON

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Particulars		No. of shareholders/ Votes		No. of shares/ Votes		% of shares/ votes		Total votes	
		e-voting	ballot	e-voting	ballot	e-voting	Ballot	No.	%
(a)	Total Votes cast	36	4	8174297	107	100.00	100.00	8174404	100.00
(b)	Invalid votes	-							
(c)	Total Valid Votes	36	4	8174297	107	100.00	100.00	8174404	100.00
(d)	Votes "FOR" the resolution	36	4	8174297	107	100.00	100.00	8174404	100.00
(e)	Votes "AGAINST" the resolution	0	0	0	0	0	0	0	0

Item No. 2:
TO DECLARE DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED MARCH 31, 2014.

Particulars		No. of shareholders/ Votes		No. of shares/ Votes		% of shares/ votes		Total votes	
		e-voting	ballot	e-voting	ballot	e-voting	Ballot	No.	%
(a)	Total Votes cast	36	4	8174297	107	100.00	100.00	8174404	100.00
(b)	Invalid votes								
(c)	Total Valid Votes	36	4	8174297	107	100.00	100.00	8174404	100.00
(d)	Votes "FOR" the resolution	36	4	8174297	107	100.00	100.00	8174404	100.00
(e)	Votes "AGAINST" the resolution	0	0	0	0	0	0	0	0

Item No. 3:
TO APPOINT A DIRECTOR IN PLACE OF MR. MUKESH DHRUVE, (DIN: 00081424) DIRECTOR WHO RETIRES BY ROTATION AT THE CONCLUSION OF THIS ANNUAL GENERAL MEETING AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT

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Particulars		No. of shareholders/ Votes		No. of shares/ Votes		% of shares/ votes		Total votes	
		e-voting	ballot	e-voting	ballot	e-voting	Ballot	No.	%
(a)	Total Votes cast	36	4	8174297	107	100.00	100.00	8174404	100.00
(b)	Invalid votes								
(c)	Total Valid Votes	36	4	8174297	107	100.00	100.00	8174404	100.00
(d)	Votes "FOR" the resolution	36	4	8174297	107	100.00	100.00	8174404	100.00
(e)	Votes "AGAINST" the resolution	0	0	0	0	0	0	0	0

Item No. 4:

"RESOLVED THAT PURSUANT TO THE PROVISIONS OF SECTION 139 OF THE COMPANIES ACT, 2013 AND THE RULES FRAMED THEREUNDER, AS AMENDED FROM TIME TO TIME, M/S. B S R & CO. LLP, CHARTERED ACCOUNTANTS (REGISTRATION NO. 101248W/W-100022) 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 OF THE COMPANY ON SUCH REMUNERATION AS SHALL BE FIXED BY THE BOARD OF DIRECTORS OF THE COMPANY."

Particulars		No. of shareholders/ Votes		No. of shares/ Votes		% of shares/ votes		Total votes	
		e-voting	ballot	e-voting	ballot	e-voting	Ballot	No.	%
(a)	Total Votes cast	36	4	8174297	107	100.00	100.00	8174404	100.00
(b)	Invalid votes								
(c)	Total Valid Votes	36	4	8174297	107	100.00	100.00	8174404	100.00
(d)	Votes "FOR" the resolution	36	4	8174297	107	100.00	100.00	8174404	100.00
(e)	Votes "AGAINST" the	0	0	0	0	0	0	0	0

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	resolution								

Item No. 5:

"RESOLVED THAT PURSUANT TO SECTIONS 149, 152, SCHEDULE IV AND OTHER APPLICABLE PROVISIONS, IF ANY, OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (APPOINTMENT AND QUALIFICATION OF DIRECTORS) RULES, 2014 AND CLAUSE 49 OF THE LISTING AGREEMENT (INCLUDING ANY STATUTORY MODIFICATION(S) OR RE-ENACTMENT THEREOF FOR THE TIME BEING IN FORCE), MRS. MAHALAKSHMI RAMADORAI (DIN 06942430) WHO WAS APPOINTED AS AN ADDITIONAL DIRECTOR BY THE BOARD OF DIRECTORS OF THE COMPANY PURSUANT TO THE PROVISIONS OF SECTION 161(1) OF THE COMPANIES ACT, 2013 WITH EFFECT FROM AUGUST 12, 2014 AND IN RESPECT OF WHOM THE COMPANY HAS RECEIVED NOTICE IN WRITING FROM A MEMBER UNDER SECTION 160 OF THE COMPANIES ACT, 2013 PROPOSING HER CANDIDATURE FOR THE OFFICE OF DIRECTOR BE AND IS HEREBY APPOINTED AS AN INDEPENDENT DIRECTOR ON THE BOARD OF DIRECTORS OF THE COMPANY TO HOLD OFFICE FOR A PERIOD OF 5 (FIVE) CONSECUTIVE YEARS FROM THE DATE OF THE ANNUAL GENERAL MEETING OF THE COMPANY.

RESOLVED FURTHER THAT THE BOARD OF DIRECTORS, AND/OR THE COMPANY SECRETARY, BE AND ARE HEREBY AUTHORIZED TO SETTLE ANY QUESTION, DIFFICULTY OR DOUBT, THAT MAY ARISE IN GIVING EFFECT TO THIS RESOLUTION AND TO DO ALL SUCH ACTS, DEEDS AND THINGS AS MAY BE NECESSARY, EXPEDIENT AND DESIRABLE FOR THE PURPOSE OF GIVING EFFECT TO THIS RESOLUTION."

Particulars		No. of shareholders/ Votes		No. of shares/ Votes		% of shares/ votes		Total votes	
		e-voting	ballot	e-voting	ballot	e-voting	Ballot	No.	%
(a)	Total Votes cast	36	4	8174297	107	100.00	100.00	8174404	100.00
(b)	Invalid votes								
(c)	Total Valid Votes	36	4	8174297	107	100.00	100.00	8174404	100.00
(d)	Votes "FOR" the resolution	36	4	8174297	107	100.00	100.00	8174404	100.00
(e)	Votes "AGAINST" the resolution	0	0	0	0	0	0	0	0

Item No. 6:

"RESOLVED THAT PURSUANT TO SECTIONS 149, 152, SCHEDULE IV AND OTHER APPLICABLE PROVISIONS, IF ANY, OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (APPOINTMENT AND QUALIFICATION OF DIRECTORS) RULES, 2014 AND CLAUSE 49 OF THE LISTING AGREEMENT (INCLUDING ANY STATUTORY MODIFICATION(S) OR RE-ENACTMENT THEREOF FOR THE TIME BEING IN FORCE), MR. SANJAY ASHER (DIN: 00008221), DIRECTOR OF THE COMPANY IN RESPECT OF

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WHOM THE COMPANY HAS RECEIVED NOTICE IN WRITING FROM A MEMBER UNDER SECTION 160 OF THE COMPANIES ACT, 2013 PROPOSING HIS CANDIDATURE FOR THE OFFICE OF DIRECTOR BE AND IS HEREBY APPOINTED AS AN INDEPENDENT DIRECTOR ON THE BOARD OF DIRECTORS OF THE COMPANY TO HOLD OFFICE FOR A PERIOD OF 5 (FIVE) CONSECUTIVE YEARS FROM THE DATE OF THE ANNUAL GENERAL MEETING OF THE COMPANY.

RESOLVED FURTHER THAT THE BOARD OF DIRECTORS, AND/OR THE COMPANY SECRETARY, BE AND ARE HEREBY AUTHORIZED TO SETTLE ANY QUESTION, DIFFICULTY OR DOUBT, THAT MAY ARISE IN GIVING EFFECT TO THIS RESOLUTION AND TO DO ALL SUCH ACTS, DEEDS AND THINGS AS MAY BE NECESSARY, EXPEDIENT AND DESIRABLE FOR THE PURPOSE OF GIVING EFFECT TO THIS RESOLUTION."

Particulars		No. of shareholders/ Votes		No. of shares/ Votes		% of shares/ votes		Total votes	
		e-voting	ballot	e-voting	ballot	e-voting	Ballot	No.	%
(a)	Total Votes cast	36	4	8174297	107	100.00	100.00	8174404	100.00
(b)	Invalid votes								
(c)	Total Valid Votes	36	4	8174297	107	100.00	100.00	8174404	100.00
(d)	Votes "FOR" the resolution	36	4	8174297	107	100.00	100.00	8174404	100.00
(e)	Votes "AGAINST" the resolution	0	0	0	0	0	0	0	0

Item No. 7:

"RESOLVED THAT PURSUANT TO SECTIONS 149, 152, SCHEDULE IV AND OTHER APPLICABLE PROVISIONS, IF ANY, OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (APPOINTMENT AND QUALIFICATION OF DIRECTORS) RULES, 2014 AND CLAUSE 49 OF THE LISTING AGREEMENT (INCLUDING ANY STATUTORY MODIFICATION(S) OR RE-ENACTMENT THEREOF FOR THE TIME BEING IN FORCE), MR. ULLAL R. BHAT (DIN: 00008425) DIRECTOR OF THE COMPANY IN RESPECT OF WHOM THE COMPANY HAS RECEIVED NOTICE IN WRITING FROM A MEMBER UNDER SECTION 160 OF THE COMPANIES ACT, 2013 PROPOSING HIS CANDIDATURE FOR THE OFFICE OF DIRECTOR BE AND IS HEREBY APPOINTED AS AN INDEPENDENT DIRECTOR ON THE BOARD OF DIRECTORS OF THE COMPANY TO HOLD OFFICE FOR A PERIOD OF 5 (FIVE) CONSECUTIVE YEARS FROM THE DATE OF THE ANNUAL GENERAL MEETING OF THE COMPANY.

RESOLVED FURTHER THAT THE BOARD OF DIRECTORS, AND/OR THE COMPANY SECRETARY, BE AND ARE HEREBY AUTHORIZED TO SETTLE ANY QUESTION, DIFFICULTY OR DOUBT, THAT MAY ARISE IN GIVING EFFECT TO THIS RESOLUTION AND TO DO ALL SUCH ACTS, DEEDS AND THINGS AS MAY BE NECESSARY, EXPEDIENT AND DESIRABLE FOR THE PURPOSE OF GIVING EFFECT TO THIS RESOLUTION."

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Particulars		No. of shareholders/ Votes		No. of shares/ Votes		% of shares/ votes		Total votes	
		e-voting	ballot	e-voting	ballot	e-voting	Ballot	No.	%
(a)	Total Votes cast	36	4	8174297	107	100.00	100.00	8174404	100.00
(b)	Invalid votes								
(c)	Total Valid Votes	36	4	8174297	107	100.00	100.00	8174404	100.00
(d)	Votes "FOR" the resolution	35	4	8172697	107	99.98	100.00	8172804	99.98
(e)	Votes "AGAINST" the resolution	1	0	1600	0	0.02	0	1600	0.02

Item No. 8:

"RESOLVED THAT PURSUANT TO SECTIONS 149, 152, SCHEDULE IV AND OTHER APPLICABLE PROVISIONS, IF ANY, OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (APPOINTMENT AND QUALIFICATION OF DIRECTORS) RULES, 2014 AND CLAUSE 49 OF THE LISTING AGREEMENT (INCLUDING ANY STATUTORY MODIFICATION(S) OR RE-ENACTMENT THEREOF FOR THE TIME BEING IN FORCE), DR. JAMSHED J. IRANI (DIN: 00311104) DIRECTOR OF THE COMPANY IN RESPECT OF WHOM THE COMPANY HAS RECEIVED NOTICE IN WRITING FROM A MEMBER UNDER SECTION 160 OF THE COMPANIES ACT, 2013 PROPOSING HIS CANDIDATURE FOR THE OFFICE OF DIRECTOR BE AND IS HEREBY APPOINTED AS AN INDEPENDENT DIRECTOR ON THE BOARD OF DIRECTORS OF THE COMPANY TO HOLD OFFICE FOR A PERIOD OF 5 (FIVE) CONSECUTIVE YEARS FROM THE DATE OF THE ANNUAL GENERAL MEETING OF THE COMPANY.

RESOLVED FURTHER THAT THE BOARD OF DIRECTORS, AND/OR THE COMPANY SECRETARY, BE AND ARE HEREBY AUTHORIZED TO SETTLE ANY QUESTION, DIFFICULTY OR DOUBT, THAT MAY ARISE IN GIVING EFFECT TO THIS RESOLUTION AND TO DO ALL SUCH ACTS, DEEDS AND THINGS AS MAY BE NECESSARY, EXPEDIENT AND DESIRABLE FOR THE PURPOSE OF GIVING EFFECT TO THIS RESOLUTION."

Particulars		No. of shareholders/ Votes		No. of shares/ Votes		% of shares/ votes		Total votes	
		e-voting	ballot	e-voting	ballot	e-voting	Ballot	No.	%
(a)	Total Votes cast	36	4	8174297	107	100.00	100.00	8174404	100.00
(b)	Invalid								

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	votes								
(c)	Total Valid Votes	36	4	8174297	107	100.00	100.00	8174404	100.00
(d)	Votes "FOR" the resolution	36	4	8174297	107	100.00	100.00	8174404	100.00
(e)	Votes "AGAINST" the resolution	0	0	0	0	0	0	0	0

Item No.9:

"RESOLVED THAT PURSUANT TO SECTIONS 149, 152, SCHEDULE IV AND OTHER APPLICABLE PROVISIONS, IF ANY, OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (APPOINTMENT AND QUALIFICATION OF DIRECTORS) RULES, 2014 AND CLAUSE 49 OF THE LISTING AGREEMENT (INCLUDING ANY STATUTORY MODIFICATION(S) OR RE-ENACTMENT THEREOF FOR THE TIME BEING IN FORCE), MR. P. KRISHNAMURTHY, (DIN: 00013565) DIRECTOR OF THE COMPANY IN RESPECT OF WHOM THE COMPANY HAS RECEIVED NOTICE IN WRITING FROM A MEMBER UNDER SECTION 160 OF THE COMPANIES ACT, 2013 PROPOSING HIS CANDIDATURE FOR THE OFFICE OF DIRECTOR BE AND IS HEREBY APPOINTED AS AN INDEPENDENT DIRECTOR ON THE BOARD OF DIRECTORS OF THE COMPANY TO HOLD OFFICE FOR A PERIOD OF 5 (FIVE) CONSECUTIVE YEARS FROM THE DATE OF THE ANNUAL GENERAL MEETING OF THE COMPANY.

RESOLVED FURTHER THAT THE BOARD OF DIRECTORS, AND/OR THE COMPANY SECRETARY, BE AND ARE HEREBY AUTHORIZED TO SETTLE ANY QUESTION, DIFFICULTY OR DOUBT, THAT MAY ARISE IN GIVING EFFECT TO THIS RESOLUTION AND TO DO ALL SUCH ACTS, DEEDS AND THINGS AS MAY BE NECESSARY, EXPEDIENT AND DESIRABLE FOR THE PURPOSE OF GIVING EFFECT TO THIS RESOLUTION."

Particulars		No. of shareholders/ Votes		No. of shares/ Votes		% of shares/ votes		Total votes	
		e-voting	ballot	e-voting	ballot	e-voting	Ballot	No.	%
(a)	Total Votes cast	36	4	8174297	107	100.00	100.00	8174404	100.00
(b)	Invalid votes								
(c)	Total Valid Votes	36	4	8174297	107	100.00	100.00	8174404	100.00
(d)	Votes "FOR" the resolution	36	4	8174297	107	100.00	100.00	8174404	100.00
(e)	Votes "AGAINST" the	0	0	0	0	0	0	0	0

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	resolution							

Item No.10:

"RESOLVED THAT PURSUANT TO SECTIONS 149, 152, SCHEDULE IV AND OTHER APPLICABLE PROVISIONS, IF ANY, OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (APPOINTMENT AND QUALIFICATION OF DIRECTORS) RULES, 2014 AND CLAUSE 49 OF THE LISTING AGREEMENT (INCLUDING ANY STATUTORY MODIFICATION(S) OR RE-ENACTMENT THEREOF FOR THE TIME BEING IN FORCE), MR. ALYQUE PADAMSEE, (DIN: 00122219) DIRECTOR OF THE COMPANY IN RESPECT OF WHOM THE COMPANY HAS RECEIVED NOTICE IN WRITING FROM A MEMBER UNDER SECTION 160 OF THE COMPANIES ACT, 2013 PROPOSING HIS CANDIDATURE FOR THE OFFICE OF DIRECTOR BE AND IS HEREBY APPOINTED AS AN INDEPENDENT DIRECTOR ON THE BOARD OF DIRECTORS OF THE COMPANY TO HOLD OFFICE FOR A PERIOD OF 5 (FIVE) CONSECUTIVE YEARS FROM THE DATE OF THE ANNUAL GENERAL MEETING OF THE COMPANY.

RESOLVED FURTHER THAT THE BOARD OF DIRECTORS, AND/OR THE COMPANY SECRETARY, BE AND ARE HEREBY AUTHORIZED TO SETTLE ANY QUESTION, DIFFICULTY OR DOUBT, THAT MAY ARISE IN GIVING EFFECT TO THIS RESOLUTION AND TO DO ALL SUCH ACTS, DEEDS AND THINGS AS MAY BE NECESSARY, EXPEDIENT AND DESIRABLE FOR THE PURPOSE OF GIVING EFFECT TO THIS RESOLUTION."

Particulars		No. of shareholders/ Votes		No. of shares/ Votes		% of shares/ votes		Total votes	
		e-voting	ballot	e-voting	ballot	e-voting	Ballot	No.	%
(a)	Total Votes cast	36	4	8174297	107	100.00	100.00	8174404	100.00
(b)	Invalid votes								
(c)	Total Valid Votes	36	4	8174297	107	100.00	100.00	8174404	100.00
(d)	Votes "FOR" the resolution	35	4	8172697	107	99.98	100.00	8172804	99.98
(e)	Votes "AGAINST" the resolution	1	0	1600	0	0.02	0	1600	0.02

Item No.11:

"RESOLVED THAT IN SUPER SESSION OF THE ORDINARY RESOLUTION PASSED U/S 293(1)(D) OF THE COMPANIES ACT, 1956 BY POSTAL BALLOT ON 13TH JULY 2009 AND PURSUANT TO SECTION 180(1)(C) AND ALL OTHER ENABLING PROVISIONS OF THE COMPANIES ACT, 2013, OR ANY OTHER LAW FOR THE TIME BEING IN FORCE (INCLUDING ANY STATUTORY MODIFICATION OR AMENDMENT THERETO OR RE-ENACTMENT THEREOF FOR THE TIME BEING IN FORCE) AND IN TERMS OF ARTICLES

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OF ASSOCIATION OF THE COMPANY, THE CONSENT OF THE COMPANY BE AND IS HEREBY ACCORDED TO THE BOARD OF DIRECTORS OF THE COMPANY OR ANY COMMITTEE OF BOARD FOR BORROWING FROM TIME TO TIME ANY SUCH SUMS OF MONEY ON SUCH TERMS AND CONDITIONS AND WITH OR WITHOUT SECURITY AS THE BOARD OF DIRECTORS MAY DEEM FIT, WHICH TOGETHER WITH THE MONEYS ALREADY BORROWED BY THE COMPANY (APART FROM TEMPORARY LOANS OBTAINED OR TO BE OBTAINED FROM THE COMPANY'S BANKERS IN THE ORDINARY COURSE OF BUSINESS), MAY EXCEED THE AGGREGATE FOR THE TIME BEING OF THE PAID –UP CAPITAL OF THE COMPANY AND ITS FREE RESERVES, THAT IS TO SAY, RESERVES NOT SET APART FOR ANY SPECIFIC PURPOSE, PROVIDED THAT THE MAXIMUM AMOUNT OF MONEYS SO BORROWED BY THE BOARD SHALL NOT AT ANY TIME EXCEED THE LIMIT OF ` 200 CRORES (RUPEES TWO HUNDRED CRORES ONLY)

RESOLVED FURTHER THAT THE BOARD OR ANY OF ITS DULY CONSTITUTED COMMITTEE BE AND IS HEREBY AUTHORISED TO DO AND PERFORM ALL SUCH ACTS, DEEDS AND THINGS AND TO TAKE ALL STEPS AS MAY BE CONSIDERED NECESSARY, PROPER AND EXPEDIENT TO CARRY ON THE PURPOSE OF THIS RESOLUTION."

Particulars		No. of shareholders/ Votes		No. of shares/ Votes		% of shares/ votes		Total votes	
		e-voting	ballot	e-voting	ballot	e-voting	Ballot	No.	%
(a)	Total Votes cast	36	4	8174297	107	100.00	100.00	8174404	100.00
(b)	Invalid votes								
(c)	Total Valid Votes	36	4	8174297	107	100.00	100.00	8174404	100.00
(d)	Votes "FOR" the resolution	35	4	8174197	107	99.999	100.00	8174304	99.999
(e)	Votes "AGAINST" the resolution	1	0	100	0	0.001	0	100	0.001

Item No.12:

"RESOLVED THAT IN SUPER SESSION OF THE ORDINARY RESOLUTION PASSED U/S 293(1)(A) OF THE COMPANIES ACT, 1956 BY POSTAL BALLOT ON 13TH JULY 2009 AND PURSUANT TO THE PROVISIONS OF SECTION 180(1)(A) AND ALL OTHER APPLICABLE PROVISIONS IF ANY OF THE COMPANIES ACT, 2013 OR ANY OTHER LAW FOR THE TIME BEING IN FORCE (INCLUDING ANY STATUTORY MODIFICATION OR AMENDMENT THERETO OR RE-ENACTMENT THEREOF) AND IN TERMS OF ARTICLES OF ASSOCIATION OF THE COMPANY, THE CONSENT OF THE COMPANY BE AND IS HEREBY GRANTED TO THE BOARD OF DIRECTORS OF THE COMPANY TO MORTGAGE AND /OR CHARGE , IN ADDITION TO THE MORTGAGES AND /OR CHARGES CREATED /TO BE CREATED BY THE COMPANY, IN SUCH FORM AND MANNER AND WITH SUCH RANKING AS TO PRIORITY AND FOR SUCH TIME AND ON SUCH TERMS AS THE BOARD MAY DETERMINE, ON ALL OR ANY OF THE MOVABLE AND /OR IMMOVABLE, TANGIBLE, AND /OR INTANGIBLE ASSETS OF THE COMPANY, BOTH PRESENT AND

DINESH KUMAR DEORA Mem. FCS 5683 COP 4119 Company Secretaries

DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.

COMPANY SECRETARIES

OFFICE : ROOM NO.2, 1ST FLOOR, 13, DINKAR NIWAS, NAVI WADI, DADI SETH AGIARY LANE, OFF CHIRA BAZAR ROAD, MUMBAI-4000002

TEL NOS. 22074916

FUTURE AND/OR THE WHOLE OR ANY PART OF THE UNDERTAKING(S) OF THE COMPANY , IN FAVOR OF THE LENDER(S), AGENT(S) AND TRUSTEE(S) FOR SECURING THE BORROWINGS OF THE COMPANY OR OF ANY OF ITS HOLDING, SUBSIDIARY, AFFILIATE OR ASSOCIATE COMPANIES, AVAILED/ TO BE AVAILED BY WAY OF LOAN(S) (IN INDIAN RUPEES OR IN FOREIGN CURRENCY) AND SECURITIES (COMPRISING OF FULLY/PARTLY CONVERTIBLE DEBENTURES AND /OR NON CONVERTIBLE DEBENTURES WITH OR WITHOUT DETACHABLE OR NON-DETACHABLE WARRANTS AND/ OR SECURED PREMIUM NOTES AND/OR FLOATING RATES NOTES / BONDS OR OTHER DEBT INSTRUMENT) ISSUED/TO BE ISSUED BY THE COMPANY , FROM TIME TO TIME SUBJECT TO A LIMIT OF RS.200 CRORES (RUPEES TWO HUNDRED CRORES ONLY), TOGETHER WITH INTEREST AT THE RESPECTIVE AGREED RATES, ADDITIONAL INTEREST, COMPOUND INTEREST IN CASE OF DEFAULT, ACCUMULATED INTEREST, LIQUIDATED DAMAGES, COMMITMENT CHARGES, PREMIA ON PRE PAYMENT, REMUNERATION OF THE AGENT(S), TRUSTEE(S), PREMIUM (IF ANY) ON REDEMPTION, ALL OTHER COSTS, CHARGES AND EXPENSES, INCLUDING ANY INCREASE AS A RESULTS OF DEVALUATION /REVALUATION/FLUCTUATION IN THE RATES OF EXCHANGE AND ALL OTHER MONIES PAYABLE BY THE COMPANY IN TERMS OF LOAN AGREEMENT (S) /HEAD OF AGREEMENT(S), DEBENTURE TRUST DEED(S) OR ANY OTHER DOCUMENT(S) OR AGREEMENT(S) ENTERED INTO OR TO BE ENTERED INTO BETWEEN THE COMPANY OR ANY OF ITS HOLDING, SUBSIDIARY, AFFILIATE OR ASSOCIATE COMPANIES AND THE LENDER (S) /AGENT(S) AND TRUSTEE(S) IN RESPECT OF THE SAID LOANS /BORROWINGS/DEBENTURES AND CONTAINING SUCH SPECIFIC TERMS AND CONDITIONS AND COVENANTS IN RESPECT OF ENFORCEMENT OF SECURITY AS MAY BE STIPULATED IN THAT BEHALF AND AGREED TO BETWEEN THE BOARD OF DIRECTORS OR COMMITTEE THEREOF AND THE LENDER(S) /AGENT(S)/TRUSTEE(S).

RESOLVED FURTHER THAT FOR THE PURPOSE OF GIVING EFFECT TO THIS RESOLUTION, THE BOARD OR COMMITTEE THEREOF BE AND IS HEREBY AUTHORIZED TO FINALISE, SETTLE AND EXECUTE SUCH DOCUMENTS/UNDERTAKINGS/DEEDS/ WRITINGS/ PAPERS/AGREEMENTS AS MAY BE REQUIRED AND TO DO ALL SUCH ACTS, DEEDS, MATTERS AND OTHER THINGS, AS IT MAY IN ITS ABSOLUTE DISCRETION DEEM NECESSARY, PROPER OR DESIRABLE AND TO SETTLE ANY QUESTION, DIFFICULTY OR DOUBTS THAT MAY ARISE IN REGARD TO CREATING MORTGAGES /CHARGES AS AFORESAID OR ANY OTHER MATTER IN THIS REGARD AND ALSO TO DELEGATE ALL OR ANY OF THE ABOVE POWERS TO THE COMMITTEE OF DIRECTORS OR MANAGING DIRECTOR OR COMPANY SECRETARY OF THE COMPANY AND GENERALLY TO DO ALL ACTS, DEEDS AND OTHER THINGS THAT MAY BE NECESSARY, PROPER, EXPEDIENT OR INCIDENTAL FOR THE PURPOSE OF GIVING EFFECT TO THE SAID RESOLUTION."

Particulars		No. of shareholders/ Votes		No. of shares/ Votes		% of shares/ votes		Total votes	
		e-voting	ballot	e-voting	ballot	e-voting	Ballot	No.	%
(a)	Total Votes cast	36	4	8174297	107	100.00	100.00	8174404	100.00
(b)	Invalid votes								
(c)	Total Valid Votes	36	4	8174297	107	100.00	100.00	8174404	100.00
(d)	Votes "FOR" the	35	4	8174197	107	99.999	100.00	8174304	99.999

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	resolution								
(e)	Votes "AGAINST" the resolution	1	0	100	0	0.001	0	100	0.001

Item No.13:

"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 MODIFICATION(S) OR RE-ENACTMENT THEREOF FOR THE TIME BEING IN FORCE), AND SUBJECT TO SUCH APPROVALS , CONSENTS , PERMISSIONS AND SANCTIONS AS MAY BE NECESSARY FROM THE APPROPRIATE AUTHORITIES OR BODIES, ARTICLE 116 OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY BE AND IS HEREBY ALTERED AND THE NAME OF MR. RAJEEV VOHRA DELETED FROM THE NAMES OF PERMANENT DIRECTORS OF THE COMPANY AND HENCEFORTH HE WILL BE LIABLE TO RETIRE BY ROTATION IN CONFORMITY WITH THE SECTION 149 AND 152 OF THE COMPANIES ACT , 2013.

RESOLVED FURTHER THAT THE ALTERED ARTICLE 116 OF THE ARTICLE OF ASSOCIATION OF THE COMPANY WILL BE AS MENTIONED BELOW:

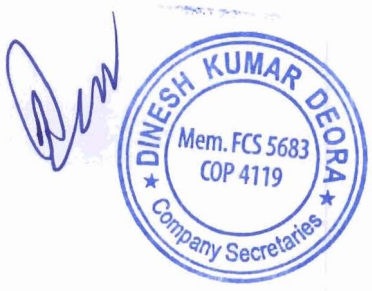
116. UNTIL OTHERWISE DETERMINED BY A GENERAL MEETING OF THE COMPANY AND SUBJECT TO THE PROVISIONS OF THE COMPANIES ACT, THE NUMBER OF DIRECTORS SHALL NOT BE LESS THAN FIVE AND MORE THAN TWELVE.

FOLLOWING ARE THE PERMANENT DIRECTORS OF THE COMPANY

1) MR. VINOD VOHRA

2) MR. SANJEEV VOHRA

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 OR ANY PERSON WHICH THE BOARD MAY CONSTITUTE/NOMINATE TO EXERCISE ITS POWERS, INCLUDING THE POWERS OF THIS RESOLUTION) AND/OR THE COMPANY SECRETARY BE AND IS HEREBY AUTHORIZED TO CARRY OUT THE ABOVEMENTIONED AMENDMENT IN THE ARTICLE 116 OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY AND TAKE ALL SUCH STEPS AS MAY BE NECESSARY TO GIVE EFFECT TO THIS RESOLUTION."



DINESH KUMAR DEORA B.Com, F.C.S., A.C.A.

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Particulars		No. of shareholders/ Votes		No. of shares/ Votes		% of shares/ votes		Total votes	
		e-voting	ballot	e-voting	ballot	e-voting	Ballot	No.	%
(a)	Total Votes cast	36	4	8174297	107	100.00	100.00	8174404	100.00
(b)	Invalid votes								
(c)	Total Valid Votes	36	4	8174297	107	100.00	100.00	8174404	100.00
(d)	Votes "FOR" the resolution	36	4	8174297	107	100.00	100.00	8174404	100.00
(e)	Votes "AGAINST" the resolution	0	0	0	0	0	0	0	0

The data sheet relating to e-voting, ballot papers and other related papers/ registers, records are in the safe custody of the undersigned and they will be handed over to the Chairman of the company once the Minutes are approved and signed.

Thank you,

Yours faithfully,

DINESH KUMAR DEORA
PRACTISING COMPANY SECRETARY

FCS 5683/ CP 4119

Place: Mumbai
Date: 27/09/2014