

16<sup>th</sup> October, 2014

**National Stock Exchange of India Ltd.**  
Exchange Plaze, Bandra – Kurla Complex  
Bandra (E)  
Mumbai 400 051.

**Re : Symbol – SONASTEER; Series – EQ.**

***Re : Proceedings of Annual General Meeting.***

Dear Sir,

Pursuant to Clause 31 of the Listing Agreement, we are submitting herewith the copy of the proceedings of the 30<sup>th</sup> Annual General Meeting of the Company held on 23<sup>rd</sup> September, 2014.

The above is for your information and record.

Thanking you,

Yours faithfully,  
For **SONA KOYO STEERING SYSTEMS LIMITED**



**SUDHIR CHOPRA**  
**PRESIDENT & COMPANY SECRETARY**

**SONA KOYO STEERING SYSTEMS LTD.**

**Regd. Office :** UGF-6, Indra Prakash 21 Barakhamba Road New Delhi-110 001 India  
**Tel :** +91 11 2331 1924 / 2332 7205, **Telefax :** +91 11 2332 7205  
**CIN :** L29113DL1984PLC018415, **Website :** www.sonakoyosteering.com

**Works:** 38/6 Delhi-Jaipur Road, NH-8, Gurgaon-122 001 Haryana India  
**Tel :** +91 124 468 5000, **Fax:** +91 124 410 4611 / 410 4621



Deming Application Prize- 2003

**MINUTES OF THE THIRTIETH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF SONA KOYO STEERING SYSTEMS LTD. HELD ON TUESDAY, 23<sup>RD</sup> SEPTEMBER, 2014 AT 3.00 P.M. AT AIR FORCE AUDITORIUM, SUBROTO PARK, NEW DELHI 110 010.**

|                |                             |                                                                             |
|----------------|-----------------------------|-----------------------------------------------------------------------------|
| <b>PRESENT</b> | Dr. Surinder Kapur          | : Chairman                                                                  |
|                | Mr. Sunjay Kapur            | : Vice Chairman & Managing Director                                         |
|                | Mr. Kiyozumi Kamiki         | : Dy. Managing Director                                                     |
|                | Mr. Hidekazu Omurua         | : Director                                                                  |
|                | Mr. Kazuhiko Ayabe          | : Director                                                                  |
|                | Mr. Jug Mohan Kapur         | : Director                                                                  |
|                | Mr. Ramesh Suri             | : Director                                                                  |
|                | Mr. Ravi Bhoothalingam      | : Director                                                                  |
|                | Lt.Gen.(Retd.) S.S. Mehta   | : Director                                                                  |
|                | Mrs. Ramni Nirula           | : Director                                                                  |
|                | Mr. PrasanAbhaykumarFirodia | : Director                                                                  |
|                | Mr. VidurPuri               | : Partner, S. P. Puri & Co.,<br>Chartered Accountants<br>Statutory Auditors |
|                | Mr. Sudhir Chopra           | : President & Company Secretary                                             |
|                | MEMBERS PRESENT IN PERSON   | : 8709                                                                      |
|                | MEMBERS PRESENT BY PROXY    | : 149                                                                       |

Dr. Surinder Kapur presided.

The quorum being present, the Chairman called the meeting to order.



With the permission of the members present the Notice of the meeting and the Directors' Report were taken as read.

Thereafter, the Chairman delivered his speech.

The Chairman also shared the new provisions, in particular reference to the conduct of the Shareholders' Meeting, of the Companies Act, 2013, which was made effective from 1<sup>st</sup> April, 2014, the voting by show of hands has been dispensed with. The Chairman informed that the regulators have now prescribed the voting to be carried out by the process of e-voting and by poll. In order to comply with the requirements of e-voting, the Company had provided the e-voting facility to all its shareholders and kept the e-voting process open from 15<sup>th</sup> September, 2014 to 17<sup>th</sup> September, 2014. After the closure of the e-voting process, the appointed scrutinizer has submitted his report in a sealed envelope, which was placed before the members. In the next step, the shareholders who did not cast their votes through e-voting and were present at the meeting, have now the option to cast their vote by poll. In compliance with the requirements of law, the Chairman appointed Mr. S.K. Luthra, Advocate and Mr. Yash Pal Chopra, a Shareholder of the Company, to be the scrutinizers to conduct the poll and give their report to Chairman.

The Chairman then called Mr. Vidur Puri, Partner, S. P. Puri & Co., Chartered Accountants, Statutory Auditors to read out the Auditors' Report.

Mr. Vidur Puri, read out the Auditors' Report on Financial Statements for the financial year ended 31<sup>st</sup> March, 2014.

The Chairman informed the members that Financial Accounts, Auditors' Report thereon and the Directors' Report are already in the hands of the members, which they would have gone through and accordingly invited comments from the members on the working of the Company. Few Shareholders spoke and appreciated the management of the Company for showing good performance and also the for the good corporate governance practices followed by the Company.

The Chairman thanked the members for their comments and thereafter invited both the Scrutinizer (Mr. S.K. Luthra, Advocate and Mr. Yash Pal Chopra, Member) to take over the poll proceedings.

Both the Scrutinizers showed the empty ballot boxes to the members and proxies of the Company present at the meeting and locked the ballot boxes.

The Chairman then requested to commence the poll on all the resolutions proposed at Item Nos. 1 to 16 vide Notice dated 1<sup>st</sup> August, 2014, under the supervision of the Scrutinizers.



The poll was then concluded in the due course. The Scrutinizers then took the Ballot Boxes in their custody.

The Chairman requested the Scrutinizers to submit their Poll Report to him and informed the members and proxies present in the meeting that the results of e-voting and physical voting shall be recorded and be part of the minutes of this Annual General Meeting.

The Chairman thanked the members & proxies for their participation and concluded the 30<sup>th</sup> Annual General Meeting.

On the basis of the Scrutinizers' Report for the Electronic Voting as well as for the Poll at the Annual General Meeting, the summary of which is given below, all the resolutions for the ordinary and special business as set out in Item Nos. 1 to 16 in the Notice of the 30<sup>th</sup> Annual General Meeting, were duly approved by the members with requisite majority :

**Resolution No. – 1 (Ordinary Resolution)**

**“RESOLVED THAT** the Audited Balance Sheet as at 31<sup>st</sup> March, 2013 and the Statement of Profit & Loss for the year ended 31<sup>st</sup> March, 2014 together with the Directors' Report and the Auditors' Report thereon be and are hereby received and adopted.”

| Mode of Voting<br>Category     | E-voting and Poll |              |                                         |                          |                        |                                      |                                    |
|--------------------------------|-------------------|--------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
|                                | Shares Held       | Votes Polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                | (1)               | (2)          | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group    | 104569854         | 103661772    | 99.13                                   | 103661772                | 0                      | 100                                  | 0                                  |
| Public – Institutional Holders | 2894020           | 1485500      | 51.33                                   | 1485500                  | 0                      | 100                                  | 0                                  |
| Public-Others                  | 91277958          | 112499       | 0.12                                    | 112499                   | 0                      | 100                                  | 0                                  |
| Total                          | 198741832         | 105259771    |                                         | 105259771                | 0                      |                                      |                                    |

**Resolution No. – 2 (Ordinary Resolution)**

**“RESOLVED THAT** pursuant to the recommendation of the Director dividend at the rate of 80% on the Equity Share Capital of Rs. 19,87,41,832/- of the Company for the year ended 31<sup>st</sup> March, 2014 be and is hereby declared out of the current year's profits of the Company.

**RESOLVED FURTHER THAT** the dividend be paid to the shareholders whose names appear on the Register of Members as on 17<sup>th</sup> September, 2014.”



| Mode of Voting                 | E-voting and Poll |              |                                         |                          |                        |                                      |                                    |
|--------------------------------|-------------------|--------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Category                       | Shares Held       | Votes Polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                | (1)               | (2)          | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group    | 104569854         | 103661772    | 99.13                                   | 103661772                | 0                      | 100                                  | 0                                  |
| Public – Institutional Holders | 2894020           | 1485500      | 51.33                                   | 1485500                  | 0                      | 100                                  | 0                                  |
| Public-Others                  | 91277958          | 112499       | 0.12                                    | 112499                   | 0                      | 100                                  | 0                                  |
| Total                          | 198741832         | 105259771    |                                         | 105259771                | 0                      |                                      |                                    |

### **Resolution No. – 3 (Ordinary Resolution)**

**"RESOLVED THAT** Mr. Kazuhiko Ayabe, who retires by rotation and being eligible for re-appointment be and is hereby appointed as a Director of the Company."

| Mode of Voting                 | E-voting and Poll |              |                                         |                          |                        |                                      |                                    |
|--------------------------------|-------------------|--------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Category                       | Shares Held       | Votes Polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                | (1)               | (2)          | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group    | 104569854         | 103661772    | 99.13                                   | 103661772                | 0                      | 100                                  | 0                                  |
| Public – Institutional Holders | 2894020           | 1485500      | 51.33                                   | 1485500                  | 0                      | 100                                  | 0                                  |
| Public-Others                  | 91277958          | 102499       | 0.11                                    | 95999                    | 6500                   | 93.66                                | 6.34                               |
| Total                          | 198741832         | 105249771    |                                         | 105243271                | 6500                   |                                      |                                    |

### **Resolution No. – 4 (Ordinary Resolution)**

**"RESOLVED THAT** M/s. S.P. Puri & Co., Chartered Accountants (ICAI Registration No. 001152N), the retiring Auditors of the Company be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 33rd Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors of the Company."

| Mode of Voting                 | E-voting and Poll |              |                                         |                          |                        |                                      |                                    |
|--------------------------------|-------------------|--------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Category                       | Shares Held       | Votes Polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                | (1)               | (2)          | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group    | 104569854         | 103661772    | 99.13                                   | 103661772                | 0                      | 100                                  | 0                                  |
| Public – Institutional Holders | 2894020           | 1485500      | 51.33                                   | 1485500                  | 0                      | 100                                  | 0                                  |
| Public-Others                  | 91277958          | 102499       | 0.11                                    | 95999                    | 6500                   | 93.66                                | 6.34                               |
| Total                          | 198741832         | 105249771    |                                         | 105243271                | 6500                   |                                      |                                    |



**Resolution No. – 5 (Ordinary Resolution)**

**“RESOLVED** that Mr. Hidekazu Omura (holding DIN 06865724), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30th May, 2014, in terms of Section 161(1) of the Companies Act, 2013 and Article 108 of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation.”

| Mode of Voting<br>Category     | E-voting and Poll |              |                                         |                          |                        |                                      |                                    |
|--------------------------------|-------------------|--------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
|                                | Shares Held       | Votes Polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                | (1)               | (2)          | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group    | 104569854         | 103661772    | 99.13                                   | 103661772                | 0                      | 100                                  | 0                                  |
| Public – Institutional Holders | 2894020           | 1485500      | 51.33                                   | 1485500                  | 0                      | 100                                  | 0                                  |
| Public-Others                  | 91277958          | 102499       | 0.11                                    | 95999                    | 6500                   | 93.66                                | 6.34                               |
| Total                          | 198741832         | 105249771    |                                         | 105243271                | 6500                   |                                      |                                    |

**Resolution No. – 6 (Ordinary Resolution)**

**“RESOLVED** that Mr. Prasan Abhaykumar Firodia (holding DIN 00029664), who was appointed as an Independent Director of the Company to fill the casual vacancy caused due to the resignation of Mr. B.L. Passi, by the Board of Directors with effect from 1st August, 2014, in terms of Section 161(4) of the Companies Act, 2013 and Article 107 of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 22nd September, 2019.”

| Mode of Voting<br>Category     | E-voting and Poll |              |                                         |                          |                        |                                      |                                    |
|--------------------------------|-------------------|--------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
|                                | Shares Held       | Votes Polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                | (1)               | (2)          | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group    | 104569854         | 103661772    | 99.13                                   | 103661772                | 0                      | 100                                  | 0                                  |
| Public – Institutional Holders | 2894020           | 1485500      | 51.33                                   | 1485500                  | 0                      | 100                                  | 0                                  |
| Public-Others                  | 91277958          | 112499       | 0.12                                    | 95999                    | 16500                  | 85.33                                | 14.67                              |
| Total                          | 198741832         | 105259771    |                                         | 105243271                | 16500                  |                                      |                                    |



**Resolution No. – 7 (Ordinary Resolution)**

**“RESOLVED** that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (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. Ravi Bhoothalingam (holding DIN 00194530), Director of the Company, who retires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 22nd September, 2019.”

| Mode of Voting                 | E-voting and Poll |              |                                         |                          |                        |                                      |                                    |
|--------------------------------|-------------------|--------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Category                       | Shares Held       | Votes Polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                | (1)               | (2)          | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group    | 104569854         | 103661772    | 99.13                                   | 103661772                | 0                      | 100                                  | 0                                  |
| Public – Institutional Holders | 2894020           | 1485500      | 51.33                                   | 1485500                  | 0                      | 100                                  | 0                                  |
| Public-Others                  | 91277958          | 112499       | 0.12                                    | 95999                    | 16500                  | 85.33                                | 14.67                              |
| Total                          | 198741832         | 105259771    |                                         | 105243271                | 16500                  |                                      |                                    |

**Resolution No. – 8 (Ordinary Resolution)**

**“RESOLVED** that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (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. Prem Kumar Chadha (holding DIN 00245680), Director of the Company, who retires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 22nd September, 2019.”

| Mode of Voting                 | E-voting and Poll |              |                                         |                          |                        |                                      |                                    |
|--------------------------------|-------------------|--------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Category                       | Shares Held       | Votes Polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                | (1)               | (2)          | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group    | 104569854         | 103661772    | 99.13                                   | 103661772                | 0                      | 100                                  | 0                                  |
| Public – Institutional Holders | 2894020           | 1485500      | 51.33                                   | 1485500                  | 0                      | 100                                  | 0                                  |
| Public-Others                  | 91277958          | 112499       | 0.12                                    | 95999                    | 16500                  | 85.33                                | 14.67                              |
| Total                          | 198741832         | 105259771    |                                         | 105243271                | 16500                  |                                      |                                    |



**Resolution No. – 9 (Ordinary Resolution)**

**“RESOLVED** that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (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. Ramesh Suri (holding DIN 00176488), Director of the Company, who retires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 22nd September, 2019.”

| Mode of Voting<br>Category     | E-voting and Poll |              |                                         |                          |                        |                                      |                                    |
|--------------------------------|-------------------|--------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
|                                | Shares Held       | Votes Polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                | (1)               | (2)          | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group    | 104569854         | 103661772    | 99.13                                   | 103661772                | 0                      | 100                                  | 0                                  |
| Public – Institutional Holders | 2894020           | 1485500      | 51.33                                   | 1485500                  | 0                      | 100                                  | 0                                  |
| Public-Others                  | 91277958          | 112499       | 0.12                                    | 95999                    | 16500                  | 85.33                                | 14.67                              |
| Total                          | 198741832         | 105259771    |                                         | 105243271                | 16500                  |                                      |                                    |

**Resolution No. – 10 (Ordinary Resolution)**

**“RESOLVED** that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Lt. Gen.(Retd.) Shamsher Singh Mehta (holding DIN 02201929), Director of the Company, who retires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 22nd September, 2019.”

| Mode of Voting<br>Category     | E-voting and Poll |              |                                         |                          |                        |                                      |                                    |
|--------------------------------|-------------------|--------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
|                                | Shares Held       | Votes Polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                | (1)               | (2)          | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group    | 104569854         | 103661772    | 99.13                                   | 103661772                | 0                      | 100                                  | 0                                  |
| Public – Institutional Holders | 2894020           | 1485500      | 51.33                                   | 1485500                  | 0                      | 100                                  | 0                                  |
| Public-Others                  | 91277958          | 112499       | 0.12                                    | 95999                    | 16500                  | 85.33                                | 14.67                              |
| Total                          | 198741832         | 105259771    |                                         | 105243271                | 16500                  |                                      |                                    |



**Resolution No. – 11 (Ordinary Resolution)**

**“RESOLVED that** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mrs. Ramni Nirula (holding DIN 00015330), Director of the Company, who retires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 22nd September, 2019.”

| Mode of Voting<br>Category     | E-voting and Poll |                 |                                                                       |                                       |                                     |                                                                 |                                                               |
|--------------------------------|-------------------|-----------------|-----------------------------------------------------------------------|---------------------------------------|-------------------------------------|-----------------------------------------------------------------|---------------------------------------------------------------|
|                                | Shares Held       | Votes<br>Polled | % of Votes<br>Polled on<br>outstanding<br>shares<br>(3)=[(2)/(1)]*100 | No. of<br>Votes - in<br>favour<br>(4) | No. of<br>Votes -<br>against<br>(5) | % of Votes in<br>favour on<br>votes polled<br>(6)=[(4)/(2)]*100 | % of Votes<br>against on<br>votes polled<br>(7)=[(5)/(2)]*100 |
| Promoter and Promoter Group    | 104569854         | 103661772       | 99.13                                                                 | 103661772                             | 0                                   | 100                                                             | 0                                                             |
| Public – Institutional Holders | 2894020           | 1485500         | 51.33                                                                 | 1485500                               | 0                                   | 100                                                             | 0                                                             |
| Public-Others                  | 91277958          | 112499          | 0.12                                                                  | 95999                                 | 16500                               | 85.33                                                           | 14.67                                                         |
| Total                          | 198741832         | 105259771       |                                                                       | 105243271                             | 16500                               |                                                                 |                                                               |

**Resolution No. – 12 (Special Resolution)**

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013 and subject to such sanctions as may be necessary, the consent of the Company be and is hereby accorded to the reappointment of Mr. Sunjay Kapur as Managing Director of the Company for a further period of three (3) years with effect from 22nd October, 2014 on the terms and conditions including as to remuneration set out in the draft agreement submitted to this meeting and initialed by the Chairman of the meeting for the purpose of identification, which agreement is specifically sanctioned with liberty to the Board of Directors to alter and vary the terms and conditions, including as to remuneration, for the said reappointment and / or agreement in such manner as may be agreed between the Board of Directors and Mr. Sunjay Kapur, Managing Director of the Company.

**RESOLVED FURTHER 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.”



| Mode of Voting                 | E-voting and Poll |              |                                         |                          |                        |                                      |                                    |
|--------------------------------|-------------------|--------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Category                       | Shares Held       | Votes Polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                | (1)               | (2)          | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group    | 104569854         | 103661772    | 99.13                                   | 103661772                | 0                      | 100                                  | 0                                  |
| Public – Institutional Holders | 2894020           | 1485500      | 51.33                                   | 1485500                  | 0                      | 100                                  | 0                                  |
| Public-Others                  | 91277958          | 112499       | 0.12                                    | 95999                    | 16500                  | 85.33                                | 14.67                              |
| Total                          | 198741832         | 105259771    |                                         | 105243271                | 16500                  |                                      |                                    |

#### **Resolution No. – 13 (Special Resolution)**

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013 and subject to such sanctions as may be necessary, the consent of the Company be and is hereby accorded to the payment of minimum remuneration to Mr. Sunjay Kapur as Managing Director of the Company during the financial year 2013-14 within the overall remuneration approved by the Board and Shareholders of the Company in their meetings held on 28th April, 2011 and 2nd August, 2011 respectively read with the Board Resolution dated 18th December, 2013.

**RESOLVED FURTHER THAT** all acts done in terms of the above resolution by and with the authority of the Board of Directors be and are hereby confirmed and ratified.”

| Mode of Voting                 | E-voting and Poll |              |                                         |                          |                        |                                      |                                    |
|--------------------------------|-------------------|--------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Category                       | Shares Held       | Votes Polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                | (1)               | (2)          | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group    | 104569854         | 103661772    | 99.13                                   | 103661772                | 0                      | 100                                  | 0                                  |
| Public – Institutional Holders | 2894020           | 1485500      | 51.33                                   | 1485500                  | 0                      | 100                                  | 0                                  |
| Public-Others                  | 91277958          | 112499       | 0.12                                    | 95999                    | 16500                  | 85.33                                | 14.67                              |
| Total                          | 198741832         | 105259771    |                                         | 105243271                | 16500                  |                                      |                                    |

#### **Resolution No. – 14 (Ordinary Resolution)**

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 3,00,000/- (Rupees three lacs only), plus service tax as applicable and reimbursement of actual travel and out of pocket expenses, to be paid to M/s. Gurdeep Singh & Associates, Cost Auditors of the Company, for the financial year 2014-15, be and is hereby ratified.”



| Mode of Voting                 | E-voting and Poll |              |                                         |                          |                        |                                      |                                    |
|--------------------------------|-------------------|--------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Category                       | Shares Held       | Votes Polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                | (1)               | (2)          | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group    | 104569854         | 103661772    | 99.13                                   | 103661772                | 0                      | 100                                  | 0                                  |
| Public – Institutional Holders | 2894020           | 1485500      | 51.33                                   | 1485500                  | 0                      | 100                                  | 0                                  |
| Public-Others                  | 91277958          | 112499       | 0.12                                    | 95999                    | 16500                  | 85.33                                | 14.67                              |
| Total                          | 198741832         | 105259771    |                                         | 105243271                | 16500                  |                                      |                                    |

#### **Resolution No. – 15 (Special Resolution)**

“**RESOLVED THAT** in supersession of the ordinary resolution passed by the members in the Twenty Seventh Annual General Meeting of the Company held on 2nd August, 2011 and pursuant to Section 180 (1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the Company be and is hereby accorded to the Board of Directors to borrow from time to time, monies for the purposes of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business) will exceed the aggregate 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 total amount of the monies borrowed at any time shall not exceed Rs. 500 Crores.”

| Mode of Voting                 | E-voting and Poll |              |                                         |                          |                        |                                      |                                    |
|--------------------------------|-------------------|--------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Category                       | Shares Held       | Votes Polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                | (1)               | (2)          | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group    | 104569854         | 103661772    | 99.13                                   | 103661772                | 0                      | 100                                  | 0                                  |
| Public – Institutional Holders | 2894020           | 1485500      | 51.33                                   | 1485500                  | 0                      | 100                                  | 0                                  |
| Public-Others                  | 91277958          | 112499       | 0.12                                    | 95999                    | 16500                  | 85.33                                | 14.67                              |
| Total                          | 198741832         | 105259771    |                                         | 105243271                | 16500                  |                                      |                                    |

#### **Resolution No. – 16 (Special Resolution)**

“**RESOLVED THAT** consent of the Company be and is hereby accorded under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 to mortgaging and / or charging by the Board of Directors of the Company of all or any part of immovable and movable properties of the Company, wheresoever situated, present and future, of every nature and kind whatsoever and / or the whole of the undertaking of the Company in favour of the State Bank of India to secure:



**ON FIRST PARI-PASSU CHARGE BASIS TO :**

- 1) Corporation Bank for its rupee term loan of Rs. 1550 million;
- 2) Corporation Bank for its rupee term loan of Rs. 400 million;
- 3) EXIM Bank for its rupee term loan of Rs. 300 million.
- 4) Indian Bank for its rupee term loan of Rs. 300 million.
- 5) Allahabad Bank for its rupee term loan of Rs. 300 million.
- 6) Standard Chartered Bank for its external commercial borrowing of USD 4 million.
- 7) Standard Chartered Bank for its external commercial borrowing of USD 5 million.
- 8) State Bank of India for its corporate loan of Rs. 300 million.
- 9) Indusind Bank for its term loan of Rs. 300 million.
- 10) Standard Chartered Bank for its external commercial borrowing of USD 6 million.
- 11) State Bank of Hyderabad for its short term corporate loan of Rs. 100 million.

**ON SECOND PARI-PASSU CHARGE BASIS TO :**

- 1) State Bank of India for its working capital facilities of Rs. 300 million
- 2) State Bank of Hyderabad for its working capital facilities of Rs. 183.50 million.
- 3) Standard Chartered Bank for its working capital facilities of Rs. 275 million.
- 4) Standard Chartered Bank for its export finance facility of USD 4 million.
- 5) Yes Bank for its pre-shipment credit facility of Rs.100 million.
- 6) Corporation Bank for its working capital facilities of Rs. 180 million.
- 7) Kotak Mahindra Bank Limited for its working capital Facilities of Rs. 100 million.

together with the interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption, cost, charges, expenses and other monies payable by the Company to the above lenders under the respective heads of agreement/loan agreement / subscription agreement/ credit facility agreement / letter of sanction/ memorandum of terms and conditions, entered into / to be entered into by the Company in respect of the said facilities.

**RESOLVED FURTHER THAT** mortgage / charges created/ to be created and / or all agreements / documents executed / to be executed and all acts done in terms of the above resolution by and with the authority of the Board of Directors are hereby confirmed and ratified."



| Mode of Voting                 | E-voting and Poll |              |                                         |                          |                        |                                      |                                    |
|--------------------------------|-------------------|--------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Category                       | Shares Held       | Votes Polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                | (1)               | (2)          | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| Promoter and Promoter Group    | 104569854         | 103661772    | 99.13                                   | 103661772                | 0                      | 100                                  | 0                                  |
| Public – Institutional Holders | 2894020           | 1485500      | 51.33                                   | 1485500                  | 0                      | 100                                  | 0                                  |
| Public-Others                  | 91277958          | 112499       | 0.12                                    | 95999                    | 16500                  | 85.33                                | 14.67                              |
| Total                          | 198741832         | 105259771    |                                         | 105243271                | 16500                  |                                      |                                    |

All the above resolutions for the ordinary and special businesses as set out in Item Nos. 1 to 16 in the Notice of the 30<sup>th</sup> Annual General Meeting of the Company have been duly passed by the requisite majority. The results for the e-voting, physical voting and the combined report thereof was declared through posting of the same on the website of the Company and also the same were furnished to the Stock Exchanges where the shares of the Company are listed.



**CHAIRMAN**