Triveni
ENGINEERING & INDUSTRIES LTD.

CORPORATE OFFICE
8th Floor, Express Trade Towers, 15-16, Sector 16A, Noida - 201301, U.P., India
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W: www.trivenigroup.com

By Fax/~~Courier~~ Speed post

REF:TEIL:SE:

Date: 8th August, 2014

The Deputy General Manager Department of Corporate Services, Bombay Stock Exchange Ltd. 1st Floor, New Trading Ring, Rotunda Building, P.J. Tower, Dalal Street, Fort, MUMBAI - 400 001 Fax- 022-2272 3121/1278/1557/3354/3577	The Asst. Vice President Listing Department National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), MUMBAI - 400 051 Fax – 022-26598237/8238/8347/8348
STOCK CODE: 532356	**STOCK CODE: TRIVENI**
Sub: Details of Voting Results at the 78th Annual General Meeting of the Company pursuant to Clause 35A of the Listing Agreement.	

Dear Sirs,

Pursuant to Clause 35A of the Listing Agreement, we submit hereunder the details regarding the voting results for all the resolutions passed at the 78th Annual General Meeting (AGM) of the Company held on Wednesday, the 6th August, 2014:

Date of the Annual General Meeting	August 6, 2014
Total number of shareholders on record date	38,658
No. of shareholders present in the meeting either in person or through proxy -Promoters and Promoter Group -Public	 13 203
No. of shareholders attended the meeting through Video Conferencing -Promoters and Promoter Group -Public	 Not Arranged

The mode of voting for all the resolutions was e-voting and poll conducted at the AGM. The agenda-wise details of voting results through e-voting and poll along with Scrutinizer's Reports on e-voting and poll are enclosed.

You are requested to please take the above on record and disseminate to all concerned.

Thanking you,

Yours faithfully,
For Triveni Engineering & Industries Ltd.,

GEETA BHALLA
GGM & Company Secretary

Encl: As above

Triveni Engineering & Industries Limited

Agenda wise details of 78th AGM

The mode of voting for all the resolution was e-voting and poll

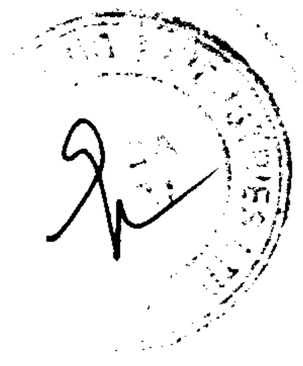
Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Resolution No.1: Ordinary Resolution							
To Adopt the Audited Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2014							
Promoter and Promoter Group	175957229	175957229	100.000	175957229	0	83.627	0.000
Public – Institutional Holders	37356353	32508000	87.021	32508000	0	15.450	0.000
Public-Others	44631528	1941604	4.350	1912991	28613	0.909	0.014
Total	257945110	210406833	81.570	210378220	28613	99.986	0.014
Resolution No.2: Ordinary Resolution							
To appoint a Director in place of Mr Nikhil Sawhney (Director Identification No. 00029028), who retires by rotation and, being eligible, offers himself for re-appointment							
Promoter and Promoter Group	175957229	175957229	100.000	175957229	0	83.147	0.000
Public – Institutional Holders	37356353	32508000	87.021	32508000	0	15.361	0.000
Public-Others	44631528	3157649	7.075	3156404	1245	1.492	0.001
Total	257945110	211622878	82.042	211621633	1245	99.999	0.001
Resolution No.3: Ordinary Resolution							
To appoint M/s. J.C. Bhalla & Co., Chartered Accountants, (Firm Registration No. 001111N), as Statutory Auditors of the Company							
Promoter and Promoter Group	175957229	175957229	100.000	175957229	0	83.950	0.000
Public – Institutional Holders	37356353	32508000	87.021	32508000	0	15.510	0.000
Public-Others	44631528	1131881	2.536	947668	184213	0.452	0.088
Total	257945110	209597110	81.256	209412897	184213	99.912	0.088

TRIVENI ENGINEERING & INDUSTRIES LTD. NOIDA (U.P.)

Category	Shares Held (1)	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: Ordinary Resolution							
To appoint M/s. Virmani & Associates, Chartered Accountants (Firm Registration No. 000356N), as Branch Auditors of the Company							
Promoter and Promoter Group	175957229	175957229	100.000	175957229	0	83.961	0.000
Public – Institutional Holders	37356353	32508000	87.021	32508000	0	15.512	0.000
Public-Others	44631528	1105881	2.478	921548	184333	0.440	0.088
Total	257945110	209571110	81.246	209386777	184333	99.912	0.088
Resolution No.5: Ordinary Resoluton							
To appoint Ms Homai A Daruwalla (Director Identification No. 00365880), as an Independent Director of the Company							
Promoter and Promoter Group	175957229	175957229	100.000	175957229	0	83.638	0.000
Public – Institutional Holders	37356353	32508000	87.021	32508000	0	15.452	0.000
Public-Others	44631528	1913058	4.286	196474	1716584	0.093	0.816
Total	257945110	210378287	81.559	208661703	1716584	99.184	0.816
Resolution No.6: Ordinary Resolution							
To appoint Mr. Santosh Pande (Director Identification No. 01070414), as an Independent Director of the Company							
Promoter and Promoter Group	175957229	175957229	100.000	175957229	0	83.638	0.000
Public – Institutional Holders	37356353	32508000	87.021	32508000	0	15.452	0.000
Public-Others	44631528	1913058	4.286	197574	1715484	0.094	0.815
Total	257945110	210378287	81.559	208662803	1715484	99.185	0.815
Resolution No.7: Ordinary Resolution							
To appoint Mr. M. K. Daga (Director Identification No. 00062503), as an Independent Director of the Company							
Promoter and Promoter Group	175957229	175957229	100.000	175957229	0	83.136	0.000
Public – Institutional Holders	37356353	32508000	87.021	32508000	0	15.359	0.000
Public-Others	44631528	3185137	7.137	198074	2987063	0.094	1.411
Total	257945110	211650366	82.052	208663303	2987063	98.589	1.411

Category	Shares Held (1)	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.8: Ordinary Resolution							
To appoint Dr. F.C.Kohli (Director Identification No. 00102878), as an Independent Director of the Company							
Promoter and Promoter Group	175957229	175957229	100.000	175957229	0	83.136	0.000
Public – Institutional Holders	37356353	32508000	87.021	32508000	0	15.359	0.000
Public-Others	44631528	3184512	7.135	197349	2987163	0.093	1.411
Total	257945110	211649741	82.052	208662578	2987163	98.589	1.411
Resolution No.9: Ordinary Resolution							
To appoint Lt. Gen. K.K. Hazari (Director Identification No. 00090909), as an Independent Director of the Company							
Promoter and Promoter Group	175957229	175957229	100.000	175957229	0	83.136	0.000
Public – Institutional Holders	37356353	32508000	87.021	32508000	0	15.359	0.000
Public-Others	44631528	3185137	7.137	197574	2987563	0.093	1.412
Total	257945110	211650366	82.052	208662803	2987563	98.588	1.412
Resolution No.10: Ordinary Resolution							
To appoint Mr. Shekhar Datta (Director Identification No. 00045591), as an Independent Director of the Company							
Promoter and Promoter Group	175957229	175957229	100.000	175957229	0	83.136	0.000
Public – Institutional Holders	37356353	32508000	87.021	32508000	0	15.359	0.000
Public-Others	44631528	3185137	7.137	196949	2988188	0.093	1.412
Total	257945110	211650366	82.052	208662178	2988188	98.588	1.412

Category	Shares Held (1)	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.11: Special Resolution							
To approve variation in the terms of appointment including continuity of Mr Dhruv M Sawhney (Director Identification No. 00102999) as Chairman and Managing Director of the Company for the remaining period of his tenure , whose period of office shall be liable to determination of retirement of Directors by rotation.							
Promoter and Promoter Group	175957229	175957229	100.000	175957229	0	83.379	0.000
Public – Institutional Holders	37356353	32508000	87.021	32508000	0	15.404	0.000
Public-Others	44631528	2568798	5.756	1954651	614147	0.926	0.291
Total	257945110	211034027	81.814	210419880	614147	99.709	0.291
Resolution No.12: Special Resolution							
To Contribute and/ or donate to any bona fide charitable and other funds							
Promoter and Promoter Group	175957229	175957229	100.000	175957229	0	83.883	0.000
Public – Institutional Holders	37356353	32508000	87.021	25823000	6685000	12.310	3.187
Public-Others	44631528	1300461	2.914	1299361	1100	0.619	0.001
Total	257945110	209765690	81.322	203079590	6686100	96.813	3.187
Resolution No.13: Special Resolution							
To alter the existing Articles of Association of the Company by insertion / substitution of certain articles							
Promoter and Promoter Group	175957229	175957229	100.000	175957229	0	83.639	0.000
Public – Institutional Holders	37356353	32508000	87.021	25823000	6685000	12.275	3.178
Public-Others	44631528	1912363	4.285	1912263	100	0.909	0.000
Total	257945110	210377592	81.559	203692492	6685100	96.822	3.178



SURESH GUPTA & ASSOCIATES

Company Secretaries

F-244-A (First Floor), Street No. 22,
Near Paliwal Dharamshala, Laxmi Nagar, Delhi-110092
Mobile : 91-93122 57002, Ph. +91-11-22056246
E-mail: sureshguptacs@gmail.com Website: www.sureshgupta.in

SCRUTINIZER'S REPORT

[E-VOTING]

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies (Management and Administration Rules),2014]

To,
The Chairman
78th Annual General Meeting of the equity shareholders
of M/s Triveni Engineering and Industries Limited to be held on Wednesday, the 6th day of August,2014 at 11.30 a.m. at the Company's Guest House at Deoband Sugar Unit Complex, Deoband, District Saharanpur, Uttar Pradesh-247 554.

Dear Sir,

I, Suresh Kumar Gupta , Company Secretary in practice, having office at F-244A, First Floor, Street No.22, Near Paliwal Dharamshala, Laxmi Nagar, Delhi-110092 was appointed as scrutinizer of M/s Triveni Engineering and Industries Limited ["the company] for the purpose of the scrutinizing the e-voting process in a fair and transparent manner and also for ascertaining the requisite majority on E-voting carried out as per the provisions of Section 108 of the companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the notice of the 78th Annual General Meeting of the shareholders of the Company to be held on 6th day of August, 2014 at 11.30 a.m. at the Company's Guest House at Deoband Sugar Unit Complex, Deoband, District Saharanpur, Uttar Pradesh-247 554.

I submit my report as under:

1. The E-Voting period remained open from 9.30 a.m. on Wednesday, the 30th of July, 2014 to 5.30 p.m. on Friday, the 1st of August, 2014.

2. The Shareholders holding shares as on the "cut-off date" i.e. the 30thof June , 2014 were entitled to vote on the proposed 13 (Thirteen) Resolutions as mentioned in the Notice of the 78th Annual General Meeting of Triveni Engineering and Industries Limited (Item No. 1 to 13 of the Notice of the 78th AGM of Triveni Engineering and Industries Limited).

3. The votes were unblocked on August 3, 2014 at 1.41. A.M. in the presence of 2 witnesses, namely Mr. Sachin Verma S/o Sh Dinesh Kumar Verma R/o 1/7067A, Vishnu Marg, Shivaji Park, Shahdara, Delhi-110032 and Mr. Deepak S/o Sh. Shyam Kumar R/o S-241, Mohan Garden, Uttam Nagar, New Delhi-110059 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Sachin Verma

Name: Sachin Verma

Deepak

Name: Deepak

Contd.....2

Suresh Gupta & Associates
C.P. No. 5204
Company Secretaries

4. Thereafter the details containing inter-alia, list of equity shareholders, who voted "for" and "against", were downloaded from the e-voting website @ http://evoting.karvy.com .

5. The result of the E-voting is as under:

RESOLUTION 1: To Adopt the Audited Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2014.

(i) Total Ballot Forms received:

Number of members voted through electronic voting system	No. of Shares	% of total paid equity capital
58	211626560	82.043000

(ii) Voted in favour of the Resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
52	210354981	99.9869

(iii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
1	27488	0.0131

(iv) Abstain votes:

Total number of members whose votes were declared abstain	Total number of votes cast by them
5	1244091

Resolution 2: To appoint a Director in place of Mr Nikhil Sawhney (Director Identification No. 00029028), who retires by rotation and, being eligible, offers himself for re-appointment.

Contd.....3

Suresh Gupta & Associates
C.P. No. 5204
Company Secretaries

(i) Total Ballot Forms received:

Number of members voted through electronic voting system	No. of Shares	% of total paid equity capital
58	211626560	82.0430

(ii) Voted in favour of the Resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
56	211599052	100.0000

(iii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
1	20	00.0000

(iv) Abstain votes:

Total number of members whose votes were declared abstain	Total number of votes cast by them
1	27488

Resolution 3: To appoint M/s. J.C. Bhalla & Co., Chartered Accountants, (Firm Registration No. 001111N), as Statutory Auditors of the Company.

(i) Total Ballot Forms received:

Number of members voted through voting electronic system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
58	211626560	82.043000

(ii) Voted in favour of the Resolution:

Number of members voted through voting electronic system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
50	209390316	99.9127

Contd.....4

Suresh Gupta & Associates
C.P. No. 5204
Company Secretaries

(iii) Voted against the resolution:

Number of members voted through voting electronic system	Number of votes cast against the resolution	% of total number of valid votes cast
2	182988	0.0873

(iv) Abstain votes:

Total number of members whose votes were declared abstain	Total number of votes cast by them
6	2053256

Resolution 4 : To appoint M/s. Virmani & Associates, Chartered Accountants (Firm Registration No. 000356N), as Branch Auditors of the Company.

(i) Total Ballot Forms received:

Number of members voted through voting electronic system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
58	211626560	82.043000

(ii) Voted in favour of the Resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
47	209364196	99.9126

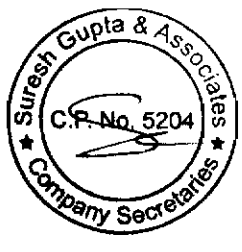
(iii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
4	183108	0.0874

(iv) Abstain votes:

Total number of members whose votes were declared abstain	Total number of votes cast by them
7	2079256

Contd.....5



Resolution 5: To appoint Ms Homai A Daruwalla (Director Identification No. 00365880), as an Independent Director of the Company.

(i) Total Ballot Forms received:

Number of members voted through voting electronic system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
58	211626560	82.043000

(ii) Voted in favour of the Resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
42	208638497	99.1840

(iii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
10	1716484	0.8160

(iv) Abstain votes:

Total number of members whose votes were declared abstain	Total number of votes cast by them
6	1271579

Resolution 6: To appoint Mr Santosh Pande (Director Identification No. 01070414), as an Independent Director of the Company.

(i) Total Ballot Forms received:

Number of members voted through voting electronic system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
58	211626560	82.043000

(ii) Voted in favour of the Resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
44	208639597	99.1845

Contd.....6



(iii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
8	1715384	0.8155

(iv) Abstain votes:

:

Total number of members whose votes were declared abstain	Total number of votes cast by them
6	1271579

Resolution No. 7: To appoint Mr. M.K.Daga (Director Identification No. 00062503) as an Independent Director of the Company.

(i) Total Ballot Forms received:

Number of members voted through voting electronic system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
58	211626560	82.043000

(ii) Voted in favour of the Resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
44	208639597	98.5886

(iii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
14	2986963	1.4114

(iv) Invalid / Abstain votes:

Total number of members whose votes were declared invalid/abstain	Total number of votes cast by them
NIL	NIL

Contd.....7



Resolution 8: To Appoint Dr. F.C.Kohli (Director Identification No. 00102878) as an Independent Director of the Company

(i) Total Ballot Forms received:

Number of members voted through voting electronic system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
58	211626560	82.043000

(ii) Voted in favour of the Resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
43	208639497	98.5885

(iii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
15	2987063	1.4115

(iv) Invalid / Abstain votes:

Total number of members whose votes were declared invalid/abstain	Total number of votes cast by them
NIL	NIL

Resolution No. 9: To appoint Lt. Gen. K.K. Hazari (Retd.) (Director Identification No. 00090909), as an Independent Director of the Company.

(i) Total Ballot Forms received:

Number of members voted through voting electronic system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
58	211626560	82.043000

Contd.....8

Suresh Gupta & Associates ★ C.P. No. 5204 ★ Company Secretaries

(ii) Voted in favour of the Resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
44	208639597	98.5886

(iii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
14	2986963	1.4114

(iv) Invalid / Abstain votes:

Total number of members whose votes were declared invalid/abstain	Total number of votes cast by them
NIL	NIL

Resolution 10: To appoint Mr. Shekhar Datta (Director Identification No. 00045591), as an Independent Director of the Company.

(i) Total Ballot Forms received:

Number of members voted through voting electronic system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
58	211626560	82.043000

(ii) Voted in favour of the Resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
44	208639597	98.5886

(iii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
14	2986963	1.4114

Contd.....9

Suresh Gupta & Associates ★ C.P. No. 5204 ★ Company Secretaries

(iv) Invalid / Abstain votes:

Total number of members whose votes were declared invalid/abstain	Total number of votes cast by them
NIL	NIL

Resolution No. 11: To approve variation in the terms of appointment including continuity of Mr Dhruv M Sawhney (Director Identification No 00102999) as Chairman and Managing Director of the Company for the remaining period of his tenure , whose period of office shall be liable to determination of retirement of Directors by rotation.

(i) Total Ballot Forms received:

Number of members voted through voting electronic system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
58	211626560	82.043000

(ii) Voted in favour of the Resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
51	210397299	99.7095

(iii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
3	612922	0.2905

(iv) Abstain votes:

Total number of members whose votes were declared abstain	Total number of votes cast by them
4	616339

Resolution No. 12: To Contribute and/ or donate to any bona fide charitable and other funds.

Contd.....10



(i) Total Ballot Forms received:

Number of members voted through voting electronic system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
58	211626560	82.043000

(ii) Voted in favour of the Resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
49	203057079	96.8123

(iii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
2	6686000	3.1877

(iv) Abstain votes:

Total number of members whose votes were declared abstain	Total number of votes cast by them
7	1883481

Resolution No. 13: To alter the existing Articles of Association of the Company by insertion and substitution of certain articles.

(i) Total Ballot Forms received:

Number of members voted through voting electronic system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
58	211626560	82.043000

(ii) Voted in favour of the Resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
51	203669981	96.8220

Contd.....11

Suresh Gupta & Associates C.P. No. 5204 Company Secretaries

(iii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
1	6685000	3.1780

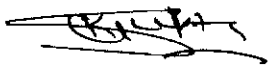
(iv) Abstain votes:

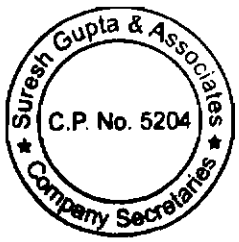
Total number of members whose votes were declared abstain	Total number of votes cast by them
6	1271579

6. The Register, all other papers and relevant records relating to electronic voting shall remain in my custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours Sincerely,





Suresh Kumar Gupta
Company Secretary in Practice
C.P. No : 5204
FCS :5660

Date: 04/08/2014
Place: Delhi

SURESH GUPTA & ASSOCIATES

Company Secretaries

F-244-A (First Floor), Street No. 22,
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FORM No. MGT-13
Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014*]*

To,
The Chairman
78th Annual General Meeting of the equity shareholders
of M/s Triveni Engineering and Industries Limited held on Wednesday, the 6th day of August,2014 at 11.30 a.m.at the Company's Guest House at Deoband Sugar Unit Complex, Deoband, District Saharanpur, Uttar Pradesh-247 554.

Dear Sir,

I, Suresh Kumar Gupta, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 78th Annual General Meeting of the Equity Shareholders of M/s Triveni Engineering and Industries Limited, held on Wednesday, the 6th day of August,2014 at 11.30 a.m. at the Company's Guest House at Deoband Sugar Unit Complex, Deoband, District Saharanpur, Uttar Pradesh-247 554 and submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, one (1) ballot box kept for polling was locked in my presence with due identification marks placed by me.

2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

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Suresh Gupta & Associates
C.P. No. 5204
Company Secretaries

4. The result of the poll is as under:

(A) As an Ordinary Resolution- Item No. 1

To Adopt the Audited Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2014

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	69	23239	95.3825
(ii) Voted against the resolution	2	1125	4.6175
	Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them	
(iii) Invalid votes	4	6685067	

(B) As an Ordinary Resolution- Item No. 2

To appoint a Director in place of Mr Nikhil Sawhney (Director Identification No. 00029028), who retires by rotation and, being eligible, offers himself for re-appointment

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	67	22581	94.8542
(ii) Voted against the resolution	3	1225	5.1458
	Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them	
(iii) Invalid votes	5	6685625	

(C) As an Ordinary Resolution- Item No. 3

To appoint M/s. J.C. Bhalla & Co., Chartered Accountants, (Firm Registration No. 001111N), as Statutory Auditors of the Company

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	67	22581	94.8542
(ii) Voted against the resolution	3	1225	5.1458
	Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them	
(iii) Invalid votes	5	6685625	

Suresh Gupta & Associates ★ C.P. No. 5204 ★ Company Secretaries

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(D) As an Ordinary Resolution- Item No. 4

To appoint M/s. Virmani & Associates, Chartered Accountants (Firm Registration No. 000356N), as Branch Auditors of the Company

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	67	22581	94.8542
(ii) Voted against the resolution	3	1225	5.1458
	Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them	
(iii) Invalid votes	5	6685625	

(E) As an Ordinary Resolution- Item No. 5

To appoint Ms Homai A Daruwalla (Director Identification No. 00365880), as an Independent Director of the Company

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	68	23206	99.5709
(ii) Voted against the resolution	1	100	0.4291
	Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them	
(iii) Invalid votes	6	6686125	

(F) As an Ordinary Resolution- Item No. 6

To appoint Mr. Santosh Pande (Director Identification No. 01070414), as an Independent Director of the Company

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	68	23206	99.5709
(ii) Voted against the resolution	1	100	0.4291
	Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them	
(iii) Invalid votes	6	6686125	

Suresh Gupta & Associates C.P. No. 5204 Company Secretaries

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(G) As an Ordinary Resolution- Item No. 7

To appoint Mr. M. K. Daga (Director Identification No. 00062503), as an Independent Director of the Company

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	69	23706	99.5799
(ii) Voted against the resolution	1	100	0.4201
	Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them	
(iii) Invalid votes	5	6685625	

(H) As an Ordinary Resolution- Item No. 8

To appoint Dr. F.C.Kohli (Director Identification No. 00102878), as an Independent Director of the Company

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	68	23081	99.5686
(ii) Voted against the resolution	1	100	0.4314
	Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them	
(iii) Invalid votes	6	6686250	

(I) As an Ordinary Resolution- Item No. 9

To appoint Lt. Gen. K.K. Hazari (Director Identification No. 00090909), as an Independent Director of the Company

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	68	23206	97.4796
(ii) Voted against the resolution	2	600	2.5204
	Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them	
(iii) Invalid votes	5	6685625	

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(J) As an Ordinary Resolution- Item No. 10

To appoint Mr. Shekhar Datta (Director Identification No. 00045591), as an Independent Director of the Company

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(I) Voted in favour of the resolution	67	22581	94.8542
(ii) Voted against the resolution	3	1225	5.1458
	Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them	
(iii) Invalid votes	5	6685625	

(K) As Special Resolution- Item No. 11

To approve variation in the terms of appointment including continuity of Mr Dhruv M Sawhney (Director Identification No. 00102999) as Chairman and Managing Director of the Company for the remaining period of his tenure , whose period of office shall be liable to determination of retirement of Directors by rotation.

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	67	22581	94.8542
(ii) Voted against the resolution	3	1225	5.1458
	Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them	
(iii) Invalid votes	5	6685625	

(L) As a Special Resolution- Item No. 12

To Contribute and/ or donate to any bona fide charitable and other funds

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	66	22511	99.5577
(ii) Voted against the resolution	1	100	0.4423
	Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them	
(iii) Invalid votes	8	6686820	

Suresh Gupta & Associates ★ C.P. No. 5204 ★ Company Secretaries

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(M) As a Special Resolution- Item No. 13

To alter the existing Articles of Association of the Company by insertion and substitution of certain articles

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	66	22511	99.5577
(ii) Voted against the resolution	1	100	0.4423
	Total number of members (In person or by proxy) whose votes were declared invalid	**Total Number of Votes cast by them**	
(iii) Invalid votes	8	6686820	

Note: Total ballot received were 78 out of which 2 ballots were not considered because they were not members of the Company as on the cut-off date and the remaining 1 ballot was found duplicate.

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

Suresh Gupta & Associates ★ C.P. No. 5204 ★ Company Secretaries

Place: Delhi
Dated: 08/08/2014

SURESH KUMAR GUPTA
Name and Signature of the Scrutinizer