TRIVENI TURBINE LIMITED
(Formerly Triveni Retail Ventures Limited)
CORPORATE OFFICE
8th Floor, Express Trade Towers, 15-16, Sector-16A, Noida - 201301, U.P., India
Tel.: +91 120 4308000 | Fax : +91 120 4311010-11
www.triveniturbines.com

By Fax/Courier

REF:TTL:SE:

Date: 9th 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: 533655	**STOCK CODE: TRITURBINE**
Sub: Details of Voting Results at the 19th 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 19th Annual General Meeting (AGM) of the Company held on Friday, the 8th August, 2014:

Date of the Annual General Meeting	August 8, 2014
Total number of shareholders on record date	29,666
No. of shareholders present in the meeting either in person or through proxy -Promoters and Promoter Group -Public	 22 2862
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 Turbine Ltd.,

Rajiv Sawhney

Company Secretary

Encl: As above

Triveni Turbine Limited

Agenda wise details of 19th AGM

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

Promoter/Public	No. of shares held	No. of 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)=	(4)	(5)	(6)=	(7)=
			[(2)/(1)]*100			[(4)/(2)]*100	[(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	231004533	231004533	100.000	231004533	0	81.11	0.00
Public – Institutional holders	73935258	53569183	72.454	53569183	0	18.82	0.00
Public-Others	25032359	199977	0.799	199977	0	0.07	0.00
Total (A)	329972150	284773693	86.302	284773693	0	100.00	0.00
Resolution No.2: Ordinary Resolution							
To confirm the interim dividend paid to the equity shareholders and to declare final dividend for the year ended March 31, 2014.							
Promoter and Promoter Group	231004533	231004533	100.000	231004533	0	81.11	0.00
Public – Institutional holders	73935258	53583546	72.474	53583546	0	18.82	0.00
Public-Others	25032359	199652	0.798	199652	0	0.07	0.00
Total (A)	329972150	284787731	86.307	284787731	0	100.00	0.00
Resolution No.3: Ordinary Resolution							
To appoint a Director in place of Mr Tarun Sawhney (Director Identification No. 00382878), who retires by rotation and, being eligible, offers himself for re-appointment							
Promoter and Promoter Group	231004533	231004533	100.000	231004533	0	81.11	0.00
Public – Institutional holders	73935258	53583546	72.474	49705674	3877872	17.45	1.36
Public-Others	25032359	207327	0.828	207327	0	0.07	0.00
Total (A)	329972150	284795406	86.309	280917534	3877872	98.64	1.36

TRIVENI TURBINE LIMITED

Promoter/Public	No. of shares held	No. of 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
Resolution No.4: 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	231004533	231004533	100.000	231004533	0	81.11	0.00
Public – Institutional holders	73935258	53583546	72.474	51044454	2539092	17.92	0.89
Public-Others	25032359	198402	0.793	198401	1	0.07	0.00
Total (A)	329972150	284786481	86.306	282247388	2539093	99.11	0.89
Resolution No.5: Ordinary Resolution							
To appoint M/s. Virmani & Associates, Chartered Accountants (Firm Registration No. 000356N), as Branch Auditors of the Company							
Promoter and Promoter Group	231004533	231004533	100.000	231004533	0	81.11	0.00
Public – Institutional holders	73935258	53583546	72.474	53372707	210839	18.74	0.07
Public-Others	25032359	198402	0.793	198401	1	0.07	0.00
Total (A)	329972150	284786481	86.306	284575641	210840	99.93	0.07
Resolution No.6: Ordinary Resolution							
To appoint Dr.(Mrs.) Vasantha S Bharucha (Director Identification No. 02163753), as an Independent Director of the Company							
Promoter and Promoter Group	231004533	231004533	100.000	231004533	0	81.11	0.00
Public – Institutional holders	73935258	53583546	72.474	51269656	2313890	18.00	0.81
Public-Others	25032359	198402	0.793	198402	0	0.07	0.00
Total (A)	329972150	284786481	86.306	282472591	2313890	99.19	0.81
Resolution No.7: Ordinary Resolution							
To appoint Lt. Gen. K.K. Hazari (Director Identification No. 00090909), as an Independent Director of the Company							
Promoter and Promoter Group	231004533	231004533	100.000	231004533	0	81.11	0.00
Public – Institutional holders	73935258	53583546	72.474	51044454	2539092	17.92	0.89
Public-Others	25032359	198402	0.793	198401	1	0.07	0.00
Total (A)	329972150	284786481	86.306	282247388	2539093	99.11	0.89

TRIVENI TURBINE LIMITED

Promoter/Public	No. of shares held	No. of 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
Resolution No.8: Ordinary Resolution							
To appoint Mr. Amal Ganguli (Director Identification No. 00013808), as an Independent Director of the Company							
Promoter and Promoter Group	231004533	231004533	100.000	231004533	0	81.11	0.00
Public – Institutional holders	73935258	53583546	72.474	52388344	1195202	18.40	0.42
Public-Others	25032359	198402	0.793	198401	1	0.07	0.00
Total (A)	329972150	284786481	86.306	283591278	1195203	99.58	0.42
Resolution No.9: Ordinary Resolution							
To appoint Mr. Shekhar Datta (Director Identification No. 00045591), as an Independent Director of the Company							
Promoter and Promoter Group	231004533	231004533	100.000	231004533	0	81.11	0.00
Public – Institutional holders	73935258	53583546	72.474	53583546	0	18.82	0.00
Public-Others	25032359	198402	0.793	198402	0	0.07	0.00
Total (A)	329972150	284786481	86.306	284786481	0	100.00	0.00
Resolution No.10: Special Resolution							
To appoint Mr. Arun Mote (Director Identification No. 01961162) as a Whole-time Director of the Company.							
Promoter and Promoter Group	231004533	231004533	100.000	231004533	0	81.11	0.00
Public – Institutional holders	73935258	53583546	72.474	53583546	0	18.82	0.00
Public-Others	25032359	198402	0.793	198402	0	0.07	0.00
Total (A)	329972150	284786481	86.306	284786481	0	100.00	0.00
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.							
Promoter and Promoter Group	231004533	231004533	100.000	231004533	0	81.11	0.00
Public – Institutional holders	73935258	53583546	72.474	53583546	0	18.82	0.00
Public-Others	25032359	198400	0.793	198400	0	0.07	0.00
Total (A)	329972150	284786479	86.306	284786479	0	100.00	0.00



Promoter/Public	No. of shares held	No. of 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
Resolution No.12: Special Resolution							
To alter the existing Articles of Association of the Company by substitution of certain articles.							
Promoter and Promoter Group	231004533	231004533	100.000	231004533	0	81.11	0.00
Public – Institutional holders	73935258	53583546	72.474	53583546	0	18.82	0.00
Public-Others	25032359	198400	0.793	198400	0	0.07	0.00
Total (A)	329972150	284786479	86.306	284786479	0	100.00	0.00

TRIVENI TURBINE LIMITED

Leena Jain
Practising Company Secretary

C4G/116B, JANAKPURI,
NEW DELHI - 110058
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e-mail: cs.leenajain@gmail.com

SCRUTINIZER'S REPORT
(on Poll at AGM)
[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014

To,
The Chairman
19th Annual General Meeting of the Equity Shareholders
Of Triveni Turbine Limited, held **on Friday, the 8th of August, 2014** at 10:30 a.m
at the Expo Centre, A-11, Sector 62, NH–24, Noida, Uttar Pradesh - 201301

Dear Sir,

I, Leena Jain, Practising Company Secretary, having my office at C4G-116B, JanakPuri, New Delhi -110058 was appointed as a Scrutinizer of **Triveni Turbine Limited**(''the Company") for the purpose of the poll taken on the resolutions referred to in this report, at the 19th Annual General Meeting of the Equity Shareholders of Triveni Turbine Limited, held **on Friday, the 8th of August, 2014** at 10.30 A.M. at the Expo Centre, A-11, Sector 62, NH–24, Noida, Uttar Pradesh.

I submit my report as under:

1. After the time fixed for the closing of poll by the Chairman one 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 otherwise found to be defective have been treated as invalid and kept separately. Out of the 14 invalid poll papers, 10 polling papers are not considered eligible due to the discrepancy in their folio number and/or client and DP id. None of their details were found in the register of members maintained by the Company/ Registrar and Transfer Agents of the Company,, therefore, not considered in the report.

4. There are few members who have not voted on all the resolutions

5. The result of the Poll is as under:

LEENA JAIN * C.P. No. 4916 * COMPANY SECRETARY

Leena Jain
Practising Company Secretary

C4G/116B, JANAKPURI,
NEW DELHI - 110058
✆ - 25520765, 9873683523
e-mail: cs.leenajain@gmail.com

a) **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 on March 31, 2014.**

(i) Voted **in favour** of the Resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast in favour of the resolution	% of total number of valid votes cast
101	3312371	100%

(ii) Voted **against** the Resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
None	N.A	N.A

(iii) Invalid votes:

Total number of members present and voted (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	7

b) **RESOLUTION 2: To confirm the interim dividend already paid to the equity shareholders and to declare final dividend for the year ended on March 31, 2014.**

(i) Voted **in favour** of the Resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast in favour of the resolution	% of total number of valid votes cast
101	3312046	100%

(ii) Voted **against** the Resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
None	N.A	N.A

(iii) Invalid votes:

Total number of members present and voted (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	7

LEENA JAIN * C.P. No. 4946 * COMPANY SECRETARY

Leena Jain
Practising Company Secretary

C4G/116B, JANAKPURI,
NEW DELHI - 110058
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c) **Resolution 3: To appoint a Director in place of Mr. Tarun Sawhney (Director identification No. 00382878) who retires by rotation and being eligible, offers himself for re-appointment.**

(i) Voted **in favour** of the Resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast in favour of the resolution	% of total number of valid votes cast
102	3293735	99.217%

(ii) Voted **against** the Resolution:

Number of members present and voted in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
1	25986	0.783%

(iii) Invalid votes:

Total number of members present and voted (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	7

d) **Resolution 4: To appoint M/S. J.C. Bhallla & Co., Chartered Accountants, (Firm Registration No. 001111N), as Statutory Auditors of the Company.**

(i) Voted **in favour** of the Resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast in favour of the resolution	% of total number of valid votes cast
99	996906	30.111%

(ii) Voted **against** the Resolution:

Number of members present and voted in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
1	`2313890	69.889%

LEENA JAIN * C.P. No. 8916 * COMPANY SECRETARY

Leena Jain
Practising Company Secretary

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(iii) Invalid votes:

Total number of members present and voting (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	7

e) Resolution 5 : To appoint M/S. Virmani & Associates, Chartered Accountants (Firm Registration No.000356N), as Branch Auditors of the Company.

(i) Voted **in favour** of the Resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast in favour of the resolution	% of total number of valid votes cast
100	3310796	100%

(ii) Voted **against** the Resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
None	N.A	N.A

(iii) Invalid votes:

Total number of members present and voted (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	7

f) Resolution 6: To appoint Dr. (Mrs.) Vasantha S Bharucha (Director Identification No. 02163753), as an Independent Director of the Company.

(i) Voted **in favour** of the Resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast in favour of the resolution	% of total number of valid votes cast
99	996906	30.111%

LEENA JAIN * C.P.No. 4946 * COMPANY SECRETARY

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(ii) Voted **against** the Resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
1	2313890	69.889%

(iii) Invalid votes:

Total number of members present and voted in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	7

g) Resolution 7: To appoint Lt. Gen. K.K. Hazari (Retd.) (Director Identification No. 00090909), as an Independent Director of the Company.

(i) Voted **in favour** of the Resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast in favour of the resolution	% of total number of valid votes cast
99	996906	30.111%

(ii) Voted **against** the Resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
1	2313890	69. 889%

(iii) Invalid votes:

Total number of members present and voted (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	7

h) Resolution No. 8: To appoint Mr. Amal Ganguli (Director Identification No. 00013808) as an Independent Director of the Company.

LEENA JAIN * COMPANY SECRETARY * No. 4146

Leena Jain
Practising Company Secretary

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(i) Voted **in favour** of the Resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast in favour of the resolution	% of total number of valid votes cast
98	2340796	70.702%

(ii) Voted **against** the Resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
2	970000	29.298%

(iii) Invalid votes:

Total number of members present and voting (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	7

i) Resolution 9: To appoint Mr. Shekhar Datta (Director Identification No. 00045591), as an Independent Director of the Company.

(i) Voted **in favour** of the Resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast in favour of the resolution	% of total number of valid votes cast
100	3310796	100%

(ii) Voted **against** the Resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
None	N.A	N.A

(iii) Invalid votes:

Total number of members present and voting (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	7

LEENA JAIN * C.P. No. 4516 * COMPANY SECRETARY

Leena Jain
Practising Company Secretary

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(j) Resolution 10: To re-appoint Mr. Arun Prabhakar Mote (Director Identification No. 01961162), as Whole Time Director (designated as Executive Director) of the Company..

(i) Voted **in favour** of the Resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast in favour of the resolution	% of total number of valid votes cast
100	3310796	100%

(ii) 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
None	N.A	N.A

(iii) Invalid votes:

Total number of members present and voted (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	7

(k) Resolution No. 11. To approve variation in the terms of appointment including continuity of Mr. Dhruv M. Sawhney (Director Identification No. 000102999) as Chairman and Managing Director of the Company for the remaining periof of his tenure.

(i) Voted **in favour** of the Resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast in favour of the resolution	% of total number of valid votes cast
98	3310794	100%

(ii) Voted **against** the Resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
None	N.A	N.A

(iii) Invalid votes:

Total number of members present and voted (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	7

LEENA JAIN * C.P. No. 9146 * COMPANY SECRETARY

Leena Jain
Practising Company Secretary

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(l) Resolution No. 12: To alter the Articles of Association of the Company.

(i) Voted **in favour** of the Resolution:

Number of members present and voted in person or by proxy)	Number of votes cast in favour of the resolution	% of total number of valid votes cast
98	3310794	100%

(ii) Voted **against** the Resolution:

Number of members present and voted (in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
None	N.A	N.A

(iii) Invalid votes:

Total number of members present and voting (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	7

6 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.

7. The Poll Paper and all other relevant records were sealed and handed over to the Company Secretary/ Director authorised by the Board for safe keeping.

Thanking you,
Yours Sincerely,

Leena Jain
Company Secretary in Practice
C.P.No : 4946 (ACS: 10296)
Date: Aug 09 2014
Place: New Delhi

LEENA JAIN * C.P. No. 4946 * COMPANY SECRETARY

Leena Jain
Practising Company Secretary

C4G/116B, JANAKPURI,
NEW DELHI - 110058
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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
19th Annual General Meeting of the Equity Shareholders
Of Triveni Turbine Limited, to be held **on Friday, the 8th of August, 2014** at 10.30 a.m
at the Expo Centre, A-11, Sector 62, NH–24, Noida, Uttar Pradesh - 201301

Dear Sir,

1. I, Leena Jain, Practising Company Secretary, having my office at C4G-116B, Janak Puri, New Delhi -110058 was appointed as a Scrutinizer of Triveni Turbine Limited ("the Company") for the purpose of scrutinizing the E-voting process in a fair and transparent manner and for ascertaining the requisite majority on E-voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration Rules),2014 on the resolutions referred to in this report, at the 19th Annual General Meeting of the Equity Shareholders of Triveni Turbine Limited, to be held on Friday, the 8th of August, 2014 at 10.30 A.M. at the Expo Centre, A-11, Sector 62, NH–24, Noida, Uttar Pradesh.

I submit my report as under:

2. The E-Voting period remained open from 9.00 A.M. on Wednesday, the 30th of July, 2014 to 6.00 P.M. on Friday, the 1st of August, 2014.

3. The Shareholders holding shares as on the "cut-off date" i.e. the 30thof June , 2014 were entitled to vote on the proposed 12 (Twelve) Resolutions as mentioned in the Notice of the 19th Annual General Meeting of Triveni Turbine Limited (Item No. 1 to 12 of the Notice of the 19th AGM of Triveni Turbine Limited).

4. The votes were unblocked on August 02, 2014 around 10:30 a.m. in the presence of two witnesses, namely Mr. J.K. Arora residing at C-4A/67C, Janak Puri, New Delhi-110058 and Mr. S.C. Jain residing at C-4G/121A, Janak Puri, New Delhi- 110058 who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence:

(J.K. Arora) **(S.C. Jain)**

LEENA JAIN ★ No. 4046 ★ COMPANY SECRETARY

Leena Jain
Practising Company Secretary

C4G/116B, JANAKPURI,
NEW DELHI - 110058
✆ - 25520765, 9873683523
e-mail: cs.leenajain@gmail.com

5. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the E-voting website of the Central Depository Services (India) Limited @ (https:/www.evotingindia.com).

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

a) **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) 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
65	281461322	100%

(ii) 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
None	N.A	N.A

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

LEENA JAIN ★ C.P. No. 4046 ★ COMPANY SECRETARY

Leena Jain
Practising Company Secretary

C4G/116B, JANAKPURI,
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✆ - 25520765, 9873683523
e-mail: cs.leenajain@gmail.com

b) **RESOLUTION 2: To confirm the interim dividend paid to the equity shareholders and to declare final dividend for the year ended March 31, 2014.**

(i) 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
65	281475685	100%

(ii) 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
None	N.A	N.A

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

c) **Resolution 3: To appoint a Director in place of Mr. Tarun Sawhney (Director Identification No. 00382878), who retires by rotation and, being eligible, offers himself for re-appointment.**

(i) 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
59	277623799	98.64%



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Practising Company Secretary

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(ii) 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
6	3851886	1.36%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

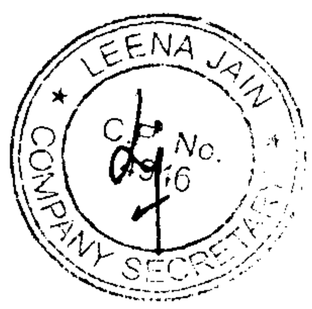
d) Resolution 4: To appoint M/s. J.C. Bhalla & Co., Chartered Accountants, (Firm Registration No. 001111N), as Statutory Auditors of the Company.

(i) 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
59	281250482	99.92%

(ii) 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
6	225203	.08%



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(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

e) Resolution 5 : To appoint M/s. Virmani & Associates, Chartered Accountants (Firm Registration No. 000356N), as Branch Auditors of the Company.

(i) 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
60	281264845	99.925%

(ii) 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
5	210840	.075%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

LEENA JAIN COMPANY SECRETARY CP No. 9516

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f) **Resolution 6: To appoint Dr. (Mrs.) Vasantha S Bharucha (Director Identification No. 02163753), as an Independent Director of the Company.**

(i) 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
65	281475685	100%

(ii) 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
None	N.A	N.A

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

g) **Resolution 7: To appoint Lt. Gen. K.K. Hazari (Retd.) (Director Identification No. 00090909), as an Independent Director of the Company.**

(i) 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
59	281250482	99.92%

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(ii) 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
6	225203	.08%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

h) Resolution No. 8: To appoint Mr. Amal Ganguli (Director Identification No. 00013808) as an Independent Director of the Company.

(i) 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
59	281250482	99.92%

(ii) 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
6	225203	.08%

LEENA JAIN * COMPANY SECRETARY * C.P. No. 4516

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Practising Company Secretary

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(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

i) **Resolution 9: To appoint Mr. Shekhar Datta (Director Identification No. 00045591), as an Independent Director of the Company.**

(i) 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
65	281475685	100%

(ii) 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
None	N.A	N.A

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

LEENA JAIN ★ COMPANY SECRETARY ★ C.P. No. 9516

Leena Jain
Practising Company Secretary

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j) Resolution 10: To re-appoint Mr. Arun Prabhakar Mote (Director Identification No. 01961162), as Whole Time Director (designated as Executive Director) of the Company.

(i) 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
65	281475685	100%

(ii) 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
None	N.A	N.A

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

k) **Resolution No. 11. To approve variation in the terms of appointment including continuity of Mr. Dhruv M. Sawhney (Director Identification No. 000102999) as Chairman and Managing Director of the Company for the remaining period of his tenure.**

LEENA JAIN COMPANY SECRETARY M. No. 19162

Leena Jain
Practising Company Secretary

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(i) 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
65	281475685	100%

(ii) 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
None	N.A	N.A

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

l) Resolution No. 12: To alter the existing Articles of Association of the Company.

(i) 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
65	281475685	100%

LEENA JAIN * COMPANY SECRETARY * C.P. No. 7016

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(ii) Voted **against t**he resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
None	N.A	N.A

iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A	N.A

7. 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,

Leena Jain
Company Secretary in Practice
C.P. No : 4946 (ACS: 10296)
Date: 2nd August, 2014
Place: New Delhi.