



Date: 6th September, 2014

The Corporate Relation Department
BSE Limited,
25th Floor, P.J. Towers,
Dalal Street, Fort,
Mumbai – 400 001

The Listing Department
National Stock Exchange of India Limited,
5th Floor, Exchange Plaza,
Bandra – Kurla Complex,
Bandra (E),
Mumbai – 400 051

The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata – 700 001

Dear Sir(s),

We wish to inform you that all the Resolutions in terms of Notice dated 21st July, 2014, placed at the 16th Annual General Meeting of the Company held on Thursday, 4th September, 2014 at 10:30 A.M. at K. K. Birla Kala Kendra, Texmaco Estate, Belgharia, Kolkata 700 056 have been approved by the Members through e-voting with requisite majority / unanimously.

We are enclosing herewith the details regarding the voting results in the format as prescribed under Clause 35A of the Listing Agreement (Annexure A) along with a copy of the Scrutinizers' Report dated 1st September, 2014.

Thanking You,

Yours Faithfully,

For Texmaco Rail & Engineering Limited

A. K. Vijay
Secretary

Encl: As above

Annexure A

Details regarding the voting results in the format as prescribed under Clause 35A of the Listing Agreement

Date of the AGM: 4th September, 2014

Total number of shareholders on record date: 26393

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group: 2

Public: 391

No. of Shareholders attended the meeting through Video Conferencing :

Promoters and Promoter Group: N.A.

Public: N.A.

(Agenda-wise)

Agenda No.1

Detail of the Agenda: Adoption of Audited Accounts, the Directors' and Auditors' Report thereon for the financial year ended 31st March, 2014.

Resolution required: Ordinary

Mode of voting: E-voting

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)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	115127010	114200120	99.19	114200120	0	100	0
Public – Institutional holders	44952544	33904947	75.42	33904947	0	100	0
Public-Others	21947036	1616813	7.37	1616813	0	100	0
Total	182026590	149721880	82.25	149721880	0	100	0

Agenda No.2

Detail of the Agenda: Declaration of dividend on Equity Shares for the year ended 31st March, 2014.

Resolution required: Ordinary

Mode of voting: E-voting

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)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	115127010	114200120	99.19	114200120	0	100.00	0.00
Public – Institutional holders	44952544	33904947	75.42	33904947	0	100.00	0.00
Public-Others	21947036	1616813	7.37	1616613	200	99.99	0.01
Total	182026590	149721880	82.25	149721680	200	99.99	0.00

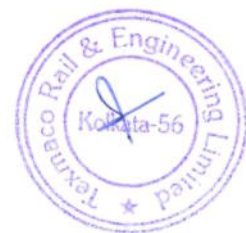


Agenda No.3**Detail of the Agenda:** Re-appointment of Shri Akshay Poddar, Director, who retires by rotation.**Resolution required:** Ordinary**Mode of voting:** E-voting

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)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	115127010	114200120	99.19	114200120	0	100.00	0.00
Public – Institutional holders	44952544	33904947	75.42	32404165	1500782	95.57	4.43
Public-Others	21947036	1616813	7.37	1616729	0	99.99	0.00
Total	182026590	149721880	82.25	148221014	1500782	99.00	1.00

Agenda No.4**Detail of the Agenda:** Appointment of M/s. K. N. Gutgutia & Co, Chartered Accountants, as Statutory Auditors and fixing their remuneration.**Resolution required:** Ordinary**Mode of voting:** E-voting

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)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	115127010	114200120	99.19	114200120	0	100.00	0.00
Public – Institutional holders	44952544	31334335	69.71	28135519	628203	89.79	2.00
Public-Others	21947036	4187425	19.08	4187341	0	99.99	0.00
Total	182026590	149721880	82.25	146522980	628203	97.86	0.42

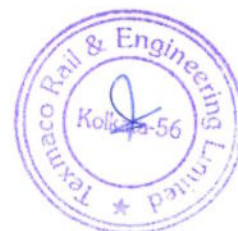


Agenda No.5**Detail of the Agenda:** Appointment of Shri Sandeep Fuller as an Executive Director**Resolution required:** Ordinary**Mode of voting:** E-voting

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)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	115127010	114200120	99.19	114200120	0	100.00	0.00
Public – Institutional holders	44952544	33904947	75.42	33904947	0	100.00	0.00
Public-Others	21947036	1616813	7.37	1616529	200	99.98	0.01
Total	182026590	149721880	82.25	149721596	200	99.99	0.00

Agenda No.6**Detail of the Agenda:** Fixation of remuneration to M/s. DGM & Associates, Cost Auditors for the year ending 31st March, 2015.**Resolution required:** Ordinary**Mode of voting:** E-voting

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)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	115127010	114200120	99.19	114200120	0	100.00	0.00
Public – Institutional holders	44952544	32958713	73.32	32012479	0	97.13	0.00
Public-Others	21947036	2563047	11.68	2562963	0	99.99	0.00
Total	182026590	149721880	82.25	148775562	0	99.37	0.00



Agenda No.7**Detail of the Agenda:** Approval for Employee Stock Option Scheme 2014.**Resolution required:** Special**Mode of voting:** E-voting

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)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	115127010	114200120	99.19	114200120	0	100.00	0.00
Public – Institutional holders	44952544	32958714	73.32	30511697	1500783	92.58	4.55
Public-Others	21947036	2563046	11.68	2563046	0	100.00	0.00
Total	182026590	149721880	82.25	147274863	1500783	98.37	1.00

Agenda No.8**Detail of the Agenda:** Approval for issue of Securities not exceeding Rs. 300 Crore.**Resolution required:** Special**Mode of voting:** E-voting

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)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	115127010	114200120	99.19	114200120	0	100.00	0.00
Public – Institutional holders	44952544	33544947	74.62	32598713	946234	97.18	2.82
Public-Others	21947036	1976813	9.01	1976763	50	100.00	0.00
Total	182026590	149721880	82.25	148775596	946284	99.37	0.63



Agenda No.9**Detail of the Agenda:** Approval for increase in Authorised Share Capital from Rs. 20 Crore to Rs. 30 Crore.**Resolution required:** Ordinary**Mode of voting:** E-voting

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)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	115127010	114200120	99.19	114200120	0	100.00	0.00
Public – Institutional holders	44952544	33904947	75.42	31457931	2447016	92.78	7.22
Public-Others	21947036	1616813	7.37	1616613	200	99.99	0.01
Total	182026590	149721880	82.25	147274664	2447216	98.37	1.63

Agenda No.10**Detail of the Agenda:** Appointment of Shri A. C. Chakrabortti as an Independent Director.**Resolution required:** Ordinary**Mode of voting:** E-voting

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)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	115127010	114200120	99.19	114200120	0	100.00	0.00
Public – Institutional holders	44952544	33904947	75.42	33904947	0	100.00	0.00
Public-Others	21947036	1616813	7.37	1516729	0	99.99	0.00
Total	182026590	149721880	82.25	149721796	0	99.99	0.00



Agenda No.11**Detail of the Agenda:** Appointment of Shri D. R. Kaarthikeyan as an Independent Director.**Resolution required:** Ordinary **Mode of voting:** E-voting

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)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	115127010	114200120	99.19	114200120	0	100.00	0.00
Public – Institutional holders	44952544	33904948	75.42	32330511	1574437	95.36	4.64
Public-Others	21947036	1616812	7.37	1616728	0	100.00	0.00
Total	182026590	149721880	82.25	148147359	1574437	98.95	1.05

Agenda No.12**Detail of the Agenda:** Appointment of Shri Hemant Kanoria as an Independent Director.**Resolution required:** Ordinary **Mode of voting:** E-voting

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)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	115127010	114200120	99.19	114200120	0	100.00	0.00
Public – Institutional holders	44952544	33904948	75.42	31457931	2447017	92.78	7.22
Public-Others	21947036	1616812	7.37	1616812	0	100.00	0.00
Total	182026590	149721880	82.25	147274863	2447017	98.37	1.63

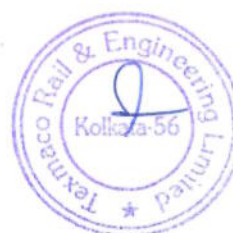


Agenda No.13**Detail of the Agenda:** Appointment of Shri Sunil Mitra as an Independent Director.**Resolution required:** Ordinary **Mode of voting:** E-voting

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)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	115127010	114200120	99.19	114200120	0	100.00	0.00
Public – Institutional holders	44952544	33904947	75.42	33904947	0	100.00	0.00
Public-Others	21947036	1616813	7.37	1616729	0	99.99	0.00
Total	182026590	149721880	82.25	149721796	0	99.99	0.00

Agenda No.14**Detail of the Agenda:** Approval for payment of remuneration to Executive Directors for the year ended 31st March, 2014 in excess of the limits specified under the Companies Act, 1956 and the Companies Act, 2013.**Resolution required:** Special **Mode of voting:** E-voting

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)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	115127010	114200120	99.19	114200120	0	100.00	0.00
Public – Institutional holders	44952544	33904947	75.42	32404165	1500782	95.57	4.43
Public-Others	21947036	1616813	7.37	1616729	0	99.99	0.00
Total	182026590	149721880	82.25	148221014	1500782	99.00	0.00



Agenda No.15**Detail of the Agenda:** Alteration of Articles of Association for substitution of Clause 100.**Resolution required:** Special **Mode of voting:** E-voting

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)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	115127010	114200120	99.19	114200120	0	100.00	0.00
Public – Institutional holders	44952544	33904947	75.42	33904947	0	100.00	0.00
Public-Others	21947036	1616813	7.37	1616729	0	99.99	0.00
Total	182026590	149721880	82.25	149721796	0	99.99	0.00

Agenda No.16**Detail of the Agenda:** Approval for the terms of appointment of Shri Ramesh Maheshwari as an Executive Director and Executive Vice Chairman.**Resolution required:** Ordinary **Mode of voting:** E-voting

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)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	115127010	114200120	99.19	114200120	0	100.00	0.00
Public – Institutional holders	44952544	33904947	75.42	33904947	0	100.00	0.00
Public-Others	21947036	1616813	7.37	1616729	0	99.99	0.00
Total	182026590	149721880	82.25	149721796	0	99.99	0.00



Agenda No.17**Detail of the Agenda:** Approval for the terms of appointment of Shri D. H. Kela as an Executive Director.**Resolution required:** Ordinary **Mode of voting:** E-voting

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)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	115127010	114200120	99.19	114200120	0	100.00	0.00
Public – Institutional holders	44952544	33904947	75.42	33904947	0	100.00	0.00
Public-Others	21947036	1616813	7.37	1616729	0	99.99	0.00
Total	182026590	149721880	82.25	149721796	0	99.99	0.00

Agenda No.18**Detail of the Agenda:** Alteration of Articles of Association for insertion of Clause 9A.**Resolution required:** Special **Mode of voting:** E-voting

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)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	115127010	114200120	99.19	114200120	0	100.00	0.00
Public – Institutional holders	44952544	33904947	75.42	33904947	0	100.00	0.00
Public-Others	21947036	1616813	7.37	1616729	0	99.99	0.00
Total	182026590	149721880	82.25	149721796	0	99.99	0.00





K. Ghosh & Associates

Chartered Accountants

51, Canning Street, 2nd Floor
Room No. - C1, C5
Kolkata - 700 001

Mobile : 98303 69339, 96816 55904
Phone : (033) 2235-0626, 2235-4425
Fax : (033) 2895 1021
E-mail : kgcg2007@yahoo.co.in

Scrutinisers Report

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

To,
Chairman
Texmaco Rail & Engineering Limited
Belgharia, Kolkata-700056

e-Voting at the 16th Annual General Meeting of the Equity Shareholders of Texmaco Rail & Engineering Limited Held on Thursday, 4th September, 2014 at 10:30 A.M. at K. K. Birla Kala Kendra, Texmaco Estate, Belgharia, Kolkata – 700 056

Dear Sir,

I, C.A. Kausik Ghosh, appointed as Scrutinizer(s) for the purpose of scrutinising the electronic voting process in respect of the Resolution proposed at the 16th Annual General Meeting of the Equity Shareholders of Texmaco Rail & Engineering Limited, held on Thursday, 4th September, 2014 at 10:30 A.M. at K. K. Birla Kendra, Texmaco Estate, Belgharia, Kolkata – 700 056, submit my report as under:

1. The e-Voting service was provided by M/s Karvy Computershare Pvt. Limited.
2. Voting rights were reckoned on the Shares registered in the name of the Members as on 25th July, 2014.
3. The period for e-Voting had started at 9A.M. on 27th August, 2014 and had ended at 9 P.M. on 29th August, 2014.
4. The e-Voting thereafter was unblocked on 30th August, 2014 in the presence of two witnesses namely P. Naskar and M. Bhowal, who are not in the employment of the Company.
5. Based on the reports generated at Karvy portal i.e. evoting.karvy.com, the reports of e-Voting are as under (rounded off to two decimal)

4. (a) **Resolution No. 1.**

Adoption of Audited Accounts, the Directors' and Auditors' Report thereon for the financial year ended 31st March, 2014.

	No. of Members who voted	No. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	105	149721880	100%
Voted against the Resolution	Nil	Nil	Nil
Invalid votes	Nil	Nil	Nil





K. Ghosh & Associates

Chartered Accountants

51, Canning Street, 2nd Floor
Room No. - C1, C5
Kolkata - 700 001

Mobile : 98303 69339, 96816 55904
Phone : (033) 2235-0626, 2235-4425
Fax : (033) 2895 1021
E-mail : kgcg2007@yahoo.co.in

(b) Resolution No. 2.

Declaration of dividend on Equity Shares for the year ended 31st March, 2014.

	No. of Members who voted	No. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	104	149721680	99.99%
Voted against the Resolution	1	200	0.01%
Invalid votes	Nil	Nil	Nil

(c) Resolution No. 3.

Re-appointment of Shri Akshay Poddar, Director, who retires by rotation.

	No. of Members who voted	No. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	100	148221014	99%
Voted against the Resolution	4	1500782	1%
Invalid votes	1	84	0.00%

(d) Resolution No. 4.

Appointment of M/s. K. N. Gutgutia & Co, Chartered Accountants, as Statutory Auditors and fixing their remuneration.

	No. of Members who voted	No. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	84	146522980	97.86%
Voted against the Resolution	4	628203	0.42%
Invalid votes	17	2570697	1.72%





K. Ghosh & Associates

Chartered Accountants

51, Canning Street, 2nd Floor
Room No. - C1, C5
Kolkata - 700 001

Mobile : 98303 69339, 96816 55904
Phone : (033) 2235-0626, 2235-4425
Fax : (033) 2895 1021
E-mail : kgcg2007@yahoo.co.in

(e) **Resolution No. 5.**

Appointment of Shri Sandeep Fuller as an Executive Director.

	No. of Members who voted	No. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	103	149721596	99.99%
Voted against the Resolution	1	200	0.01%
Invalid votes	1	84	0.00%

(f) **Resolution No. 6.**

Fixation of remuneration to M/s. DGM & Associates, Cost Auditors for the year ending 31st March, 2015.

	No. of Members who voted	No. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	101	148775562	99.37%
Voted against the Resolution	Nil	Nil	Nil
Invalid votes	4	946318	0.63%

(g) **Resolution No. 7.**

Approval for Employee Stock Option Scheme 2014.

	No. of Members who voted	No. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	97	147274863	98.37%
Voted against the Resolution	5	1500783	1%
Invalid votes	3	946234	0.63%





K. Ghosh & Associates

Chartered Accountants

51, Canning Street, 2nd Floor
Room No. - C1, C5
Kolkata - 700 001

Mobile : 98303 69339, 96816 55904
Phone : (033) 2235-0626, 2235-4425
Fax : (033) 2895 1021
E-mail : kgcg2007@yahoo.co.in

(h) **Resolution No. 8.**

Approval for issue of Securities not exceeding Rs. 300 Crore.

	No. of Members who voted	No. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	101	148775596	99.37%
Voted against the Resolution	4	946284	0.63%
Invalid votes	Nil	Nil	Nil

(i) **Resolution No. 9.**

Approval for increase in Authorised Share Capital from Rs. 20 Crore to Rs. 30 Crore.

	No. of Members who voted	No. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	97	147274664	98.37%
Voted against the Resolution	8	2447216	1.63%
Invalid votes	Nil	Nil	Nil

(j) **Resolution No. 10.**

Appointment of Shri A. C. Chakraborti as an Independent Director.

	No. of Members who voted	No. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	104	149721796	100%
Voted against the Resolution	Nil	Nil	Nil
Invalid votes	1	84	0.00%





K. Ghosh & Associates

Chartered Accountants

51, Canning Street, 2nd Floor
Room No. - C1, C5
Kolkata - 700 001

Mobile : 98303 69339, 96816 55904
Phone : (033) 2235-0626, 2235-4425
Fax : (033) 2895 1021
E-mail : kgcg2007@yahoo.co.in

(k) **Resolution No. 11.**

Appointment of Shri D. R. Kaarthikeyan as an Independent Director.

	No. of Members who voted	No. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	97	148147359	98.95%
Voted against the Resolution	7	1574437	1.05%
Invalid votes	1	84	0.00%

(l) **Resolution No. 12.**

Appointment of Shri Hemant Kanoria as an Independent Director.

	No. of Members who voted	No. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	97	147274863	98.37%
Voted against the Resolution	8	2447017	1.63%
Invalid votes	Nil	Nil	Nil

(m) **Resolution No. 13.**

Appointment of Shri Sunil Mitra as an Independent Director.

	No. of Members who voted	No. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	104	149721796	100%
Voted against the Resolution	Nil	Nil	Nil
Invalid votes	1	84	0.00%





K. Ghosh & Associates

Chartered Accountants

51, Canning Street, 2nd Floor
Room No. - C1, C5
Kolkata - 700 001

Mobile : 98303 69339, 96816 55904
Phone : (033) 2235-0626, 2235-4425
Fax : (033) 2895 1021
E-mail : kgcg2007@yahoo.co.in

(n) **Resolution No. 14.**

Approval for payment of remuneration to Executive Directors for the year ended 31st March, 2014 in excess of the limits specified under the Companies Act, 1956 and the Companies Act, 2013.

	No. of Members who voted	No. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	100	148221014	98.99%
Voted against the Resolution	4	1500782	1.01%
Invalid votes	1	84	0.00%

(o) **Resolution No. 15.**

Alteration of Articles of Association for substitution of Clause 100.

	No. of Members who voted	No. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	104	149721796	100%
Voted against the Resolution	Nil	Nil	Nil
Invalid votes	1	84	0.00%

(p) **Resolution No. 16.**

Approval for the terms of appointment of Shri Ramesh Maheshwari as an Executive Director and Executive Vice Chairman.

	No. of Members who voted	No. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	104	149721796	100%
Voted against the Resolution	Nil	Nil	Nil
Invalid votes	1	84	0.00%





K. Ghosh & Associates

Chartered Accountants

51, Canning Street, 2nd Floor
Room No. - C1, C5
Kolkata - 700 001

Mobile : 98303 69339, 96816 55904
Phone : (033) 2235-0626, 2235-4425
Fax : (033) 2895 1021
E-mail : kgcg2007@yahoo.co.in

(q) **Resolution No. 17.**

Approval for the terms of appointment of Shri D. H. Kela as an Executive Director.

	No. of Members who voted	No. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	104	149721796	100%
Voted against the Resolution	Nil	Nil	Nil
Invalid votes	1	84	0.00%

(r) **Resolution No. 18.**

Alteration of Articles of Association for insertion of Clause 9A.

	No. of Members who voted	No. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	104	149721796	100%
Voted against the Resolution	Nil	Nil	Nil
Invalid votes	1	84	0.00%

Thanking you,

Place: Kolkata

Dated: 01/09/2014

For K. GHOSH & ASSOCIATES
Chartered Accountants
Firm's Regn.No. 52884E

Yours faithfully,

Kausik Ghosh

Name/s and Signature/s of the Scrutinizer/s

We the undersigned have witnessed that the votes were unblocked from Karvy's e-voting website <http://evoting.karvy.com> in our presence on Saturday, 30th August, 2014.

Name: PARTHA NASKAR

Address: 610, Raja Ram Mohan Ray Road,
Sardulapally, Behala,
Kolkata - 700008.

Name: MANABENDRA BISWAS.

Address: Abad, P.O. Sarakeriya,
24 Parganas (N).
743271.

