HELD AT Registered Office ON 21/06/2012 TIME 4.00 p.m.

Minutes of the proceedings held on June 21, 2012 at 501, Silver Metropolis, Western Express Highway, Goregaon East, Mumbai 400063 at 4.00 p.m. of Zicom Electronic Security Systems Limited, relating to declaration of the results on the voting by Postal Ballot conducted pursuant to Section 192A of the Companies Act, 1956 on the Special Resolutions as set out in the Notice for Postal Ballot dated May 17, 2012

PRESENT:

Mr. Manohar Bidaye, Chairman and Member
Mr. Pramoud Rao, Managing Director and Member
Ms. Kunjan Trivedi, Company Secretary
Mr. Ganesh Narayan, Scrutinizer for the Postal Ballot

and five other Members were present at the Registered Office at the time of declaration of results of the Postal Ballot.

The Chairman stated that the Company had, on May 21, 2012, dispatched to all the Members, a Notice dated May 17, 2012, under Section 192A (2) of the Companies Act, 1956 for obtaining consent of the Shareholders for the Special Resolutions as set out under Item Nos. 1 to 9 in the said Notice for Postal Ballot.

The Chairman further stated that as mentioned in the said Notice, the Postal Ballot Forms sent therewith were to be returned by the Members duly completed, so as to reach the Scrutinizer on or before June 20, 2012; and that the Scrutinizer would submit his report to the Chairman after completion of the scrutiny.

The Chairman thereafter stated that the Scrutinizer, Mr. Ganesh Narayan had carried out scrutiny of all the Postal Ballot Forms received upto close of working hours on June 20, 2012, and that Mr. Ganesh Narayan has submitted his report dated June 21, 2012, and that the Chairman has accepted the said report.

The Chairman then announced the following result of the Postal Ballot based on the Scrutinizer's Report:

Item No. 1: Special Resolution for making investments in Unisafe Fire Protection Specialists LLC, Dubai in excess of the limits specified u/s 372A of the Companies Act, 1956, subject to maximum ceiling of Rs. 500 crores:

Promoter / Public	No. of shares held (1)	No. of 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
Promoter and Promoter Group	2637023	2637023	100.00	2637023	0	100.00	0.00
Public– Institutional holders	814276	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	9248530	320536	3.47	314374	6162	98.08	1.92
Total	12699829	2957559	23.29	2951397	6162	99.79	0.21

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HELD AT Registered Office ON 21/06/2012 TIME 4.00 p.m.

Item No. 2: Special Resolution for making investments in Zicom SaaS Private Limited in excess of the limits specified u/s 372A of the Companies Act, 1956, subject to maximum ceiling of Rs. 100 crores:

Promoter / Public	No. of shares held (1)	No. of 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
Promoter and Promoter Group	2637023	2637023	100.00	2637023	0	100.00	0.00
Public– Institutional holders	814276	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	9248530	320536	3.47	314534	6002	98.13	1.87
Total	12699829	2957559	23.29	2951557	6002	99.80	0.20

Item No. 3: Special Resolution for making investments in Unisafe Fire Protection Specialists India Private Limited in excess of the limits specified u/s 372A of the Companies Act, 1956, subject to maximum ceiling of Rs. 50 crores:

Promoter / Public	No. of shares held (1)	No. of 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
Promoter and Promoter Group	2637023	2637023	100	2637023	0	100.00	0.00
Public– Institutional holders	814276	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	9248530	320536	3.47	314574	5962	98.14	1.86
Total	12699829	2957559	23.29	2951597	5962	99.80	0.20

Item No. 4: Special Resolution for making investments in Institute of Advanced Security Training and Management Private Limited in excess of the limits specified u/s 372A of the Companies Act, 1956, subject to maximum ceiling of Rs. 50 crores:

Promoter / Public	No. of shares held (1)	No. of 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
Promoter and Promoter Group	2637023	2637023	100.00	2637023	0	100.00	0.00
Public– Institutional holders	814276	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	9248530	320536	3.47	314784	5752	98.21	1.79
Total	12699829	2957559	23.29	2951807	5752	99.81	0.19

Item No. 5: Special Resolution for making investments in Unisafe Fire Protection Specialists Singapore Pte. Ltd. and its subsidiaries in excess of the limits specified u/s 372A of the Companies Act, 1956, subject to maximum ceiling of Rs. 200 crores:

Promoter / Public	No. of shares held (1)	No. of 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
Promoter and Promoter Group	2637023	2637023	100.00	2637023	0	100.00	0.00
Public– Institutional holders	814276	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	9248530	320536	3.47	315434	5102	98.41	1.59
Total	12699829	2957559	23.29	2952457	5102	99.83	0.17

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Item No. 6: Special Resolution for making investments in Zicom Security Projects Pte. Ltd. in excess of the limits specified u/s 372A of the Companies Act, 1956, subject to maximum ceiling of Rs. 50 crores:

Promoter / Public	No. of shares held (1)	No. of 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
Promoter and Promoter Group	2637023	2637023	100.00	2637023	0	100.00	0.00
Public– Institutional holders	814276	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	9248530	320536	3.47	315884	4652	98.55	1.45
Total	12699829	2957559	23.29	2952907	4652	99.84	0.16

Item No. 7: Special Resolution for re-appointment of Mr. Pramoud Rao as Managing Director for 5 years from March 1, 2012 to February 28, 2017 and fixing his remuneration for 3 years ending February 28, 2015:

Promoter / Public	No. of shares held (1)	No. of 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
Promoter and Promoter Group	2637023	2637023	100.00	2637023	0	100.00	0.00
Public– Institutional holders	814276	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	9248530	320536	3.47	314984	5552	98.27	1.73
Total	12699829	2957559	23.29	2952007	5552	99.81	0.19

Item No. 8: Special Resolution pursuant to Section 81(1A) of the Companies Act, 1956 for issue and allotment upto 33,00,000 Equity Shares of Rs. 10/- each at a price of Rs. 46/- per share to non-promoter entities:

Promoter / Public	No. of shares held (1)	No. of 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
Promoter and Promoter Group	2637023	2637023	100.00	2637023	0	100.00	0.00
Public– Institutional holders	814276	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	9248530	320536	3.47	314684	5852	98.17	1.83
Total	12699829	2957559	23.29	2951707	5852	99.80	0.20

Item No. 9: Special Resolution pursuant to Section 81(1A) of the Companies Act, 1956 for issue and allotment upto 16,00,000 Warrants carrying rights to subscribe to equal number of Equity Shares of Rs. 10/- each at a price of Rs. 46/- per share to Promoter Group Companies:

Promoter / Public	No. of shares held (1)	No. of 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
Promoter and Promoter Group	2637023	2637023	100.00	2637023	0	100.00	0.00
Public – Institutional holders	814276	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	9248530	320536	3.47	314824	5712	98.22	1.78
Total	12699829	2957559	23.29	2951847	5712	99.81	0.19

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In view of the above Report, the Chairman declared that all the Special Resolutions mentioned hereunder were approved by the Shareholders with the requisite majority:

Item No. 1) Special Resolution:

"**RESOLVED THAT** in supercession of the Special Resolution passed by the Members on November 24, 2008 through Postal Ballot and pursuant to Section 372A and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as "the Act"), and all other applicable statutory provisions, rules, regulations and guidelines, and also subject to necessary approvals, consents and permissions from appropriate authorities as may be required and subject to such conditions, stipulations and requirements as may be imposed by the appropriate authorities while granting their approvals, consents and permissions; consent of the Members of the Company be and is hereby accorded to further invest by subscription/purchase or otherwise in securities of, and/or place inter-corporate deposits with, and/or make loan(s) or any other form of debt to, and/or give guarantee(s) or provide any security(ies) in connection with any loan(s) given by any other person for the benefit of Unisafe Fire Protection Specialists LLC, Dubai ("Unisafe Dubai"), upto an aggregate sum of Rs. 500 crores (Rupees Five Hundred Crores only), notwithstanding that the aggregate of all the loans and investments so far made in, or to be made in and the guarantees/securities so far given or to be given, by the Company to all bodies corporate, exceeds the limits laid down by the Act. PROVIDED HOWEVER THAT, if the limits prescribed under the Act for making investment by the Company in Unisafe Dubai or for aggregate inter-corporate investments is higher than the limits fixed by this Resolution, then the higher limit available under the Act will be applicable without further reference to the Members.

RESOLVED FURTHER THAT the Board of Directors of the Company/the Committee of Directors be and are hereby authorised to take from time to time, all decisions and steps necessary or expedient or proper in respect of the above investment/debt/guarantee/ security, including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them through recall, renewal, transfer, sale, disinvestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the limits specified above."

Item No. 2) Special Resolution:

"**RESOLVED THAT** in supercession of the Special Resolution passed by the Members on March 11, 2011 through their Extraordinary General Meeting and pursuant to Section 372A and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as "the Act"), and all other applicable statutory provisions, rules, regulations and guidelines, and also subject to necessary approvals, consents and permissions from appropriate authorities as may be required and subject to such conditions, stipulations and requirements as may be imposed by the appropriate authorities while granting their approvals, consents and permissions; consent of the Members of the Company be and is hereby accorded to further invest by subscription/purchase or otherwise in securities of, and/or place inter-corporate deposits with, and/or make loan(s) or any other form of debt to, and/or give guarantee(s) or provide any security(ies) in connection with any loan(s) given by any other person for the benefit of Zicom SaaS Private Limited ("Zicom SaaS"), upto an aggregate sum of Rs. 100 crores (Rupees One Hundred Crores only), notwithstanding that the aggregate of all the loans and investments so far made in, or to be made in and the guarantees/securities

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so far given or to be given, by the Company to all bodies corporate, exceeds the limits laid down by the Act. PROVIDED HOWEVER THAT, if the limits prescribed under the Act for making investment by the Company in Zicom SaaS or for aggregate inter-corporate investments is higher than the limits fixed by this Resolution, then the higher limit available under the Act will be applicable without further reference to the Members.

RESOLVED FURTHER THAT the Board of Directors of the Company/the Committee of Directors be and are hereby authorised to take from time to time all decisions and steps necessary or expedient or proper in respect of the above investment/debt/guarantee/ security, including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them through recall, renewal, transfer, sale, disinvestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the limits specified above."

Item No. 3) Special Resolution:

"**RESOLVED THAT** pursuant to Section 372A and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as "the Act"), and all other applicable statutory provisions, rules, regulations and guidelines, and also subject to necessary approvals, consents and permissions from appropriate authorities as may be required and subject to such conditions, stipulations and requirements as may be imposed by the appropriate authorities while granting their approvals, consents and permissions; consent of the Members of the Company be and is hereby accorded to further invest by subscription/purchase or otherwise in securities of, and/or place inter-corporate deposits with, and/or make loan(s) or any other form of debt to, and/or give guarantee(s) or provide any security(ies) in connection with any loan(s) given by any other person for the benefit of Unisafe Fire Protection Specialists India Private Limited ("Unisafe India"), upto an aggregate sum of Rs. 50 crores (Rupees Fifty Crores only), notwithstanding that the aggregate of all the loans and investments so far made in, or to be made in and the guarantees/securities so far given or to be given, by the Company to all bodies corporate, exceeds the limits laid down by the Act. PROVIDED HOWEVER THAT, if the limits prescribed under the Act for making investment by the Company in Unisafe India or for aggregate inter-corporate investments is higher than the limits fixed by this Resolution, then the higher limit available under the Act will be applicable without further reference to the Members.

RESOLVED FURTHER THAT the Board of Directors of the Company/the Committee of Directors be and are hereby authorised to take from time to time all decisions and steps necessary or expedient or proper in respect of the above investment/debt/guarantee/ security, including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them through recall, renewal, transfer, sale, disinvestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the limits specified above."

Item No. 4) Special Resolution:

"**RESOLVED THAT** in supercession of the Special Resolution passed by the Members on March 11, 2011 through their Extraordinary General Meeting and pursuant to Section 372A and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as "the Act"), and all other applicable statutory provisions, rules,

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regulations and guidelines, and also subject to necessary approvals, consents and permissions from appropriate authorities as may be required and subject to such conditions, stipulations and requirements as may be imposed by the appropriate authorities while granting their approvals, consents and permissions; consent of the Members of the Company be and is hereby accorded to further invest by subscription/purchase or otherwise in securities of, and/or place inter-corporate deposits with, and/or make loan(s) or any other form of debt to, and/or give guarantee(s) or provide any security(ies) in connection with any loan(s) given by any other person for the benefit of Institute of Advanced Security Training and Management Private Limited ("ASTM"), upto an aggregate sum of Rs. 50 crores (Rupees Fifty Crores only), notwithstanding that the aggregate of all the loans and investments so far made in, or to be made in and the guarantees/securities so far given or to be given, by the Company to all bodies corporate, exceeds the limits laid down by the Act. PROVIDED HOWEVER THAT, if the limits prescribed under the Act for making investment by the Company in ASTM or for aggregate inter-corporate investments is higher than the limits fixed by this Resolution, then the higher limit available under the Act will be applicable without further reference to the Members.

RESOLVED FURTHER THAT the Board of Directors of the Company/the Committee of Directors be and are hereby authorised to take from time to time all decisions and steps necessary or expedient or proper in respect of the above investment/debt/guarantee/ security, including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them through recall, renewal, transfer, sale, disinvestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the limits specified above."

Item No. 5) Special Resolution:

"**RESOLVED THAT** pursuant to Section 372A and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as "the Act"), and all other applicable statutory provisions, rules, regulations and guidelines, and also subject to necessary approvals, consents and permissions from appropriate authorities as may be required and subject to such conditions, stipulations and requirements as may be imposed by the appropriate authorities while granting their approvals, consents and permissions; consent of the Members of the Company be and is hereby accorded to further invest by subscription/purchase or otherwise in securities of, and/or place inter-corporate deposits with, and/or make loan(s) or any other form of debt to, and/or give guarantee(s) or provide any security(ies) in connection with any loan(s) given by any other person for the benefit of Unisafe Fire Protection Specialists Singapore Pte. Ltd., Singapore ("Unisafe Singapore") and its subsidiaries/ventures in Qatar, U.A.E. and Saudi Arabia, upto an aggregate sum of Rs. 200 crores (Rupees Two Hundred Crores only), notwithstanding that the aggregate of all the loans and investments so far made in, or to be made in and the guarantees/securities so far given or to be given, by the Company to all bodies corporate, exceeds the limits laid down by the Act. PROVIDED HOWEVER THAT, if the limits prescribed under the Act for making investment by the Company in Unisafe Singapore or for aggregate inter-corporate investments is higher than the limits fixed by this Resolution, then the higher limit available under the Act will be applicable without further reference to the Members.

RESOLVED FURTHER THAT the Board of Directors of the Company/the Committee of Directors be and are hereby authorised to take from time to time all decisions and steps necessary or expedient or proper in respect of the above investment/debt/guarantee/ security, including the timing, the amount and other terms and conditions of such

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transactions and also to take all other decisions including varying any of them through recall, renewal, transfer, sale, disinvestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the limits specified above."

Item No. 6) Special Resolution:

"**RESOLVED THAT** pursuant to Section 372A and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as "the Act"), and all other applicable statutory provisions, rules, regulations and guidelines, and also subject to necessary approvals, consents and permissions from appropriate authorities as may be required and subject to such conditions, stipulations and requirements as may be imposed by the appropriate authorities while granting their approvals, consents and permissions; consent of the Members of the Company be and is hereby accorded to further invest by subscription/purchase or otherwise in securities of, and/or place inter-corporate deposits with, and/or make loan(s) or any other form of debt to, and/or give guarantee(s) or provide any security(ies) in connection with any loan(s) given by any other person for the benefit of Zicom Security Projects Pte. Ltd., Singapore ("ZSPPL"), upto an aggregate sum of Rs. 50 crores (Rupees Fifty Crores only), notwithstanding that the aggregate of all the loans and investments so far made in, or to be made in and the guarantees/securities so far given or to be given, by the Company to all bodies corporate, exceeds the limits laid down by the Act. PROVIDED HOWEVER THAT, if the limits prescribed under the Act for making investment by the Company in ZSPPL or for aggregate inter-corporate investments is higher than the limits fixed by this Resolution, then the higher limit available under the Act will be applicable without further reference to the Members.

RESOLVED FURTHER THAT the Board of Directors of the Company/the Committee of Directors be and are hereby authorised to take from time to time all decisions and steps necessary or expedient or proper in respect of the above investment/debt/guarantee/ security, including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them through recall, renewal, transfer, sale, disinvestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the limits specified above."

Item No. 7) Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309, 310, 311, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to approval of the Central Government, if required, the Company hereby approves re-appointment of Mr. Pramoud Rao as the Managing Director of the Company for a period of five years with effect from March 1, 2012 till February 28, 2017, on the terms and conditions including his remuneration, as are set out in the Explanatory Statement to Item No. 7 of this Notice and also in the draft agreement proposed to be entered into by the Company with him, which agreement is hereby specifically approved with liberty to the Board of Directors/Remuneration Committee of Directors to alter and vary the terms and conditions of the said appointment and/or agreement, as may be agreed to between the Board of Directors/Remuneration Committee of Directors and Mr. Pramoud Rao, or as may be varied by the Members, subject to the limits, if any, specified in the applicable provisions of the Companies Act, 1956 and Schedule XIII to the said Act, or any amendments thereto.

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RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company during the tenure of Mr. Pramoud Rao's office as the Managing Director; the remuneration, perquisites and benefits as set out in the Explanatory Statement to Item No. 7 of this Notice (except commission) be paid or granted to Mr. Pramoud Rao as the minimum remuneration for a period not exceeding three years from the date of his re-appointment as above, subject to the ceiling limit specified under Schedule XIII to the Companies Act, 1956; and if the said remuneration is in excess of the ceiling, necessary approval of the Central Government be obtained to make up the shortfalls, without any further reference to the Members.

RESOLVED FURTHER THAT the Board of Directors/Remuneration Committee of Directors of the Company be and is hereby authorised to vary the said remuneration, perquisites/benefits payable to Mr. Pramoud Rao as the Managing Director as may be mutually agreed between the Company and Mr. Pramoud Rao, subject to the applicable statutory provisions and approval of the Central Government, if required."

Item No. 8) Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 ("the Act", including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the applicable provisions of the rules, regulations, guidelines, notifications and clarifications issued by the Securities and Exchange Board of India ("SEBI") including SEBI's Preferential Issue Guidelines, i.e. Chapter VII of the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI ICDR Regulations"), the Reserve Bank of India ("RBI"), applicable statutory provisions of Foreign Exchange Management Act, 1999 (the "FEMA"), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 (the "FEMA Regulations") and rules, regulations, guidelines, notifications and clarifications made or issued thereunder; and other applicable statutory provisions, enabling provisions of the Memorandum and Articles of Association of the Company, Listing Agreement entered into with Stock Exchange(s) on which the securities of the Company are listed (collectively the "Stock Exchanges") and subject to such consents, approvals, permissions or sanctions as may be required from appropriate authorities under any legislations, rules, regulations and guidelines for the time being in force, and subject to such conditions and modifications as may be prescribed or imposed by any one or more of them while granting any such approvals, consents, permissions or sanctions and as agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of Directors which the Board may have constituted or may hereinafter constitute to exercise its powers including powers conferred on the Board by this Resolution), consent and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, on preferential basis, upto 33,00,000 (Thirty Three Lakhs) Equity Shares ("Equity Shares") of Rs.10/- (Rupees Ten only) each of the Company for cash, at a price calculated in accordance with SEBI ICDR Regulations for preferential allotment and relevant guidelines under FEMA and of RBI for pricing of such issues, subject to a minimum price of Rs. 46/- (Rupees Forty Six only), i.e. at a premium of Rs. 36/- (Rupees Thirty Six only) per Equity Share, to such persons/ entities (collectively the "Proposed Allottees") in the proportion as is set out below, and on such other terms and conditions and in such manner as given herein below and as the Board may think fit:

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HELD AT Registered Office ON 21/06/2012 TIME 6.00 p.m.

Sr. No.	Name of Proposed Allottees	Maximum No. of Equity Shares to be allotted
1.	Aark Singapore Pte. Ltd.	29,00,000
2.	Mr. V. Raman Kumar	4,00,000
	Total	**33,00,000**

RESOLVED FURTHER THAT the Equity Shares to be issued by the Company shall be on the following terms and conditions:

(1) the Equity Shares shall be governed by the applicable provisions of the Act, the Memorandum and Articles of Association of the Company and also the applicable guidelines issued by SEBI, RBI, or any other appropriate authority as the case may be, or any modifications thereof;

(2) the Equity Shares on issue and allotment, shall rank pari passu in all respects with the existing equity shares of the Company, including for dividend entitlement;

(3) the relevant date for the purpose of determining the price of the Equity Shares in accordance with the SEBI ICDR Regulations be fixed as May 22, 2012, being thirty (30) days prior to the date on which the results of the Postal Ballot would be declared i.e. June 21, 2012;

(4) the Equity Shares and also the entire pre-preferential Equity Shares held, if any, by the Proposed Allottees, shall be subject to lock–in as prescribed under the SEBI ICDR Regulations;

(5) the Board be and is hereby authorized to take all necessary steps and do all the acts, deeds, matters and things and to authorize execution of necessary documents, as it may deem expedient and in the interest of the Company, without being required to seek any further consent or approval of the Members of the Company, decide and approve the other terms and conditions of the issue of the said Equity Shares, or to modify any of them, or reducing the size of the issue or cancelling the issue, or utilization of the proceeds of the issue; subject however to compliance with the provisions of all applicable laws, guidelines, notification, rules and regulations;

(6) the offer, issue and allotment of the Equity Shares shall be made at such time or times, as the Board or any Committee of Directors (as duly authorized by the Board) may in its absolute discretion decide, but not later than fifteen (15) days from the date of passing of this Resolution, or within such extended time as any appropriate Authority may allow (subject to the provision of the SEBI ICDR Regulations);

(7) the Board be and is hereby authorized to accept any amendments, modifications, variations and alterations to the proposed issue and allotment of Equity Shares and its terms and conditions, as the Government of India, SEBI, RBI, Stock Exchanges or any other regulatory authority may stipulate in that behalf;

(8) the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this Resolution, to any Director(s) or any Committee of Directors or any other employee(s) or officer(s) or agent(s) of the Company (as it may consider appropriate) to give effect to the aforesaid Resolution;

(9) the number of Equity Shares and the price per Equity Share shall be appropriately adjusted, subject to the provisions of the Companies Act, 1956, FEMA, SEBI and RBI Guidelines, and other applicable legislations, rules, regulations and guidelines; for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of a division or any such capital or corporate restructuring; and

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HELD AT Registered Office ON 21/06/2012 TIME 4.00 p.m.

(10) for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or incidental to this Resolution and to settle any question, difficulty or doubt that may arise from time to time in regard to the offer, issue and allotment of the Equity Shares to the Proposed Allottees and further to do all such acts, deeds, matters and things and to finalise and execute all documents, papers, agreements, deeds and writings as may be necessary, desirable or expedient as it may deem fit."

Item No. 9) Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 ("the Act", including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the applicable provisions of the rules, regulations, guidelines notifications and clarifications issued by the Securities and Exchange Board of India ("SEBI") including SEBI's Preferential Issue Guidelines, i.e. Chapter VII of the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI ICDR Regulations") and enabling provisions of the Memorandum and Articles of Association of the Company, Listing Agreement entered into with Stock Exchange(s) on which the securities of the Company are listed (collectively the "Stock Exchanges") and subject to such consents, approvals, permissions or sanctions as may be required from appropriate authorities under any legislations, rules, regulations and guidelines for the time being in force, and subject to such conditions and modifications as may be prescribed or imposed by any one or more of them while granting any such approvals, consents, permissions or sanctions and as agreed to by the Board of Directors of the Company (the "Board", which term shall be deemed to include any Committee of Directors which the Board may have constituted or may hereinafter constitute to exercise its powers including powers conferred on the Board by this Resolution), consent and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranches, on preferential basis, upto 16,00,000 (Sixteen Lakhs) warrants (the "Warrants"), each Warrant carrying an entitlement to subscribe to one (1) Equity Share of the Company ("Resulting Equity Shares") of Rs. 10/- (Rupees Ten only) each at a price calculated in accordance with SEBI ICDR Regulations for preferential allotment, subject to a minimum price of Rs. 46/- (Rupees Forty Six only) per Equity Share ("Share Price"), i.e. at a premium of Rs. 36/- (Rupees Thirty Six only) per Equity Share, to the following companies belonging to the Promoters' Group (the "Promoters") in the proportion as is set out below, and on such other terms and conditions and in such manner as given herein below and as the Board may think fit:

Sr. No.	Name of the Promoters	Maximum No. of Warrants to be allotted
1.	Baronet Properties & Investments Private Limited	8,00,000
2.	Coronet Properties & Investments Private Limited	8,00,000
	Total	**16,00,000**

That is in aggregate upto 16,00,000 (Sixteen Lakhs) Equity Shares may be issued and allotted as above to the Promoters.

RESOLVED FURTHER THAT the said Warrants to be issued by the Company shall be on the following terms and conditions:

(1) the holder of each Warrant shall be entitled to subscribe to one (1) equity share of Rs. 10/- each of the Company (at its sole option) and in one or more tranches, at any time within a period of eighteen (18) months from the date of allotment of the said Warrants;

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(2) an amount equivalent to twenty five percent (25%) of the Share Price shall be payable at the time of allotment of the Warrants towards face value of the Warrant i.e. Rs. 11.50 (Rupees Eleven and Paise Fifty only), which will be adjusted and appropriated against the balance share application money payable by the Promoters at the time of exercising the option to acquire one (1) Equity Share against each Warrant;

(3) the Promoters shall, at the time of exercise of option to acquire one (1) Equity Share of the Company against each Warrant held by it, pay the balance seventy five percent (75%) of the Share Price i.e. Rs. 34.50 (Rupees Thirty Four and Paise Fifty only);

(4) the Warrants shall have a tenure of eighteen (18) months from the date of their allotment. If the option to acquire Equity Share underlying the Warrant is not exercised by the Promoters within eighteen (18) months from the date of allotment of the Warrants or the Promoters have surrendered the Warrants to the Company before expiry of said eighteen (18) months period, then such Warrants shall stand cancelled and the amount per Warrant, as referred in (2) above, paid by the Promoters shall be forfeited;

(5) the Warrants and the Resulting Equity Shares and also the entire pre-preferential Equity Shares held, if any, by the Promoters shall be subject to lock–in as prescribed under the SEBI ICDR Regulations;

(6) each of the Warrants shall be independent of the other and shall form part of the same series, and shall be pari passu with each other in all respects.

RESOLVED FURTHER THAT:

(1) the issue of the Warrants, their surrender or cancellation as well as the issue of the Resulting Equity Shares shall be governed by the applicable provisions of the Act, the Memorandum and Articles of Association of the Company and also the applicable guidelines issued by SEBI or any other authority as the case may be, or any modifications thereof;

(2) the Resulting Equity Shares on their issue and allotment shall rank pari passu in all respects with the existing Equity Shares of the Company, including for dividend entitlement;

(3) the relevant date for the purpose of determining the price of the Warrants and the Resulting Equity Shares in accordance with the SEBI ICDR Regulations be fixed as May 22, 2012, being thirty (30) days prior to the date on which the results of the Postal Ballot would be declared i.e. June 21, 2012;

(4) the Board be and is hereby authorized to take all necessary steps and do all the acts, deeds, matters and things and to authorize execution of necessary documents, as it may deem expedient and in the interest of the Company, without being required to seek any further consent or approval of the Members of the Company, decide and approve the other terms and conditions of the issue of the Warrants to the Promoters, or relating to acquisition of the shares or reducing the size of the issue or cancelling the issue, or surrender of the Warrants, or utilization of the proceeds of the issue, subject however to compliance with the provisions of all applicable laws, guidelines, notification, rules and regulations;

(5) the offer, issue and allotment of the Warrants, shall be made at such time or times as the Board or any Committee of Directors (as duly authorized by the Board) may in its absolute discretion decide, but not later than fifteen (15) days from the date of this Resolution, or within such extended time as any of the appropriate Authority may allow (subject to the provision of the SEBI ICDR Regulations);

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HELD AT Registered Office ON 21/06/2012 TIME 4.00 p.m.

(6) the Board be and is hereby authorized to accept any amendments, modifications, variations and alterations to the proposed issue and allotment of Warrants and Resulting Equity Shares, and their terms and conditions, as the Government of India, SEBI, Stock Exchanges or any other regulatory authority may stipulate in that behalf;

(7) the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this Resolution, to any Director(s) or any Committee of Directors or any other employee(s) or officer(s) or agent(s) of the Company (as it may consider appropriate) to give effect to this Resolution;

(8) the number of Warrants and the price per Warrant and the Resulting Equity Shares shall be appropriately adjusted, subject to the provisions of the Companies Act, 1956 and SEBI Guidelines, and other applicable legislations, rules, regulations and guidelines, for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of a division or any such capital or corporate restructuring; and

(9) for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or incidental to this Resolution and to settle any question, difficulty or doubt that may arise from time to time in regard to the offer, issue and allotment of the Warrants and the Resulting Equity Shares to the Promoters and further to do all such acts, deeds, matters and things and to finalize and execute all documents, papers, agreements, deeds and writings as may be necessary, desirable or expedient as it may deem fit."

VOTE OF THANKS:

Proceedings thereafter concluded with vote of thanks to the Chairman.

Signed on: July 3, 2012

CHAIRMAN

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