**Minda Industries Ltd.**

**Corporate Office**

UNO MINDA

NK MINDA GROUP

THINK. INSPIRE. FLOURISH

Ref. No. : Z-IV/R-38/D-2/66
Date : 29 August, 2014

| | | |
|---|---|---|
| **Delhi Stock Exchange Ltd.**<br>D.S.E. House,<br>3/1, Asaf Ali Road,<br>NEW DELHI-110 002. | **BSE Ltd.**<br>25th Floor, Phiroze Jeejeebhoy Towers, Dalal Street,<br>MUMBAI-400 001. | **National Stock Exchange of India Ltd.**<br>Listing Deptt., Exchange Plaza,<br>Bandra Kurla Complex, Bandra (E),<br>Mumbai - 400 051. |

***Sub: Voting Results - 22nd AGM of the Company held on 28 August, 2014***

***Listing Agreement – Clause 35A***

***Ref : NSE Script Code ID : MINDAIND***
***BSE Scrip Code: 532539***
***DSE Scrip Code: 013315***

*Dear Sir(s)*

*Reference to our intimation / letter dated 04/08/2014.*

*The Annual General Meeting (AGM) of Minda Industries Limited was held on 28 August, 2014.*

*We are pleased to enclose the resolution-wise* ***voting results (E-voting / Poll)*** *of all the resolutions, passed by the shareholders of the company.*

***It is informed that all the 10 resolutions, placed before the shareholders, have been passed with requisite majority.***

*We are also enclosing herewith the Scrutinizer's Report dated 29 August, 2014.*

*This is for your information and records please.*

*Thanking you,*

*Yours faithfully*
*For MINDA INDUSTRIES LTD.*

MINDA INDUSTRIES LIMITED Delhi

***H.C. DHAMIJA***
*V.P. Group Legal, Secretarial, Indirect Taxes & Co. Secretary*

*Encl: As above.*

| Minda Industries Limited | |
|---|---|
| CIN:L74899DL1992PLC050333 | |
| Date of AGM : Thursday, 28th AUGUST ,2014 | |
| Total Number of Shareholders as on Cut off date i.e. 25th July,2014 | 3903 |
| No. of Shareholders present in the meeting either personaly or through Proxy* | |
| (*Based on shareholders registering Attendance ) | |
| Promoter and Promoter Group: | 5 |
| Public Shareholders | 1032 |
| No. of Shareholders who attended through Video Conferencing | N/A |
| Promoter and Promoter Group | N/A |
| Public Shareholders | N/A |
| Details of Agenda | |

**Resolution 1 : To receive, consider and adopt Financial Statements of the Company for the year ended March 31, 2014, including the audited Balance Sheet of the Company as at March 31, 2014, and Profit & Loss Account for the year ended March 31, 2014 along with the Reports of Auditors and Directors thereon.**

**Ordinary Resolution**

| Category | No. of shares Held | Mode of Voting | No of Valid Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes in Against | % of votes in favour over Votes Polled | % of votes in against over Votes Polled |
|---|---|---|---|---|---|---|---|---|
| | (1) | | (2) | (3)=(2)/(1)*100 | (4) | (5) | (6)=(4)/(2)*100 | (7)=(5)/(2)*100 |
| Promoters and Promoter Group | 11,248,699 | e-voting | 5,111,135 | 45.44 | 5,111,135 | 0 | 100.00 | 0.00 |
| | | Poll | 6,131,880 | 54.51 | 6,131,880 | 0 | 100.00 | 0.00 |
| | | **Sub-total** | **11,243,015** | **99.95** | **11,243,015** | **0** | **100.00** | **0.00** |
| Public-Institutional | 458,750 | e-voting | 0.00 | 0.0000 | 0 | 0 | 0.00 | 0.00 |
| | | Poll | 0.00 | 0.0000 | 0 | 0 | 0.00 | 0.00 |
| | | **Sub-total** | **0.00** | **0.0000** | **0** | **0** | **0.00** | **0.00** |
| Public-Others | 4,157,907 | e-voting | 534,643 | 12.86 | 534,643 | 0 | 100.00 | 0.00 |
| | | Poll | 1,408,874 | 33.8842 | 1,408,874 | 0 | 100.00 | 0.00 |
| | | **Sub-total** | **1,943,517** | **46.7427** | **1,943,517** | **0** | **100.00** | **0.00** |
| Total | 15,865,356 | | 13,186,532 | 83.1153 | 13,186,532 | 0 | 100.00 | 0.00 |



| Resolution 2 : To declare dividend on 3% Cumulative Redeemable Preference Shares. | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Ordinary Resolution | | | | | | | | |
| Category | No. of shares Held | Mode of Voting | No of Valid Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes in Against | % of votes in favour over Votes Polled | % of votes in against over Votes Polled |
| | (1) | | (2) | (3)=(2)/(1)*100 | (4) | (5) | (6)=(4)/(2)*100 | (7)=(5)/(2)*100 |
| Promoters and Promoter Group | 11,248,699 | e-voting | 5,111,135 | 45.44 | 5,111,135 | 0 | 100.00 | 0.00 |
| | | Poll | 6,131,880 | 54.51 | 6,131,880 | 0 | 100.00 | 0.00 |
| | | **Sub-total** | **11,243,015** | **99.95** | **11,243,015** | **0** | **100.00** | **0.00** |
| Public-Institutional | 458,750 | e-voting | 0 | 0.0000 | 0.00 | 0 | 0.00 | 0.00 |
| | | Poll | 0 | 0.0000 | 0.00 | 0 | 0.00 | 0.00 |
| | | **Sub-total** | **0** | **0.0000** | **0.00** | **0** | **0.00** | **0.00** |
| Public-Others | 4,157,907 | e-voting | 534,643 | 12.86 | 534,643 | 0 | 100.00 | 0.00 |
| | | Poll | 1,408,869 | 33.8841 | 1,408,869 | 0 | 100.00 | 0.00 |
| | | **Sub-total** | **1,943,512** | **46.7426** | **1,943,512** | **0** | **100.00** | **0.00** |
| **Total** | **15,865,356** | | **13,186,527** | **83.1152** | **13,186,527** | **0** | **100.00** | **0.00** |

| Resolution 3 : To declare dividend on Equity Shares | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Ordinary Resolution | | | | | | | | |
| Category | No. of shares Held | Mode of Voting | No of Valid Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes in Against | % of votes in favour over Votes Polled | % of votes in against over Votes Polled |
| | (1) | | (2) | (3)=(2)/(1)*100 | (4) | (5) | (6)=(4)/(2)*100 | (7)=(5)/(2)*100 |
| Promoters and Promoter Group | 11,248,699 | e-voting | 5,111,135 | 45.44 | 5,111,135 | 0 | 100.00 | 0.00 |
| | | Poll | 6,131,880 | 54.51 | 6,131,880 | 0 | 100.00 | 0.00 |
| | | **Sub-total** | **11,243,015** | **99.95** | **11,243,015** | **0** | **100.00** | **0.00** |
| Public-Institutional | 458,750 | e-voting | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Poll | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | **Sub-total** | **0** | **0.00** | **0** | **0** | **0.00** | **0.00** |
| Public-Others | 4,157,907 | e-voting | 534,643 | 12.86 | 534,643 | 0 | 100.00 | 0.00 |
| | | Poll | 1,408,874 | 33.88 | 1,408,874 | 0 | 100.00 | 0.00 |
| | | **Sub-total** | **1,943,517** | **46.74** | **1,943,517** | **0** | **100.00** | **0.00** |
| Total | 15,865,356 | | 13,186,532 | 83.12 | 13,186,532 | 0 | 100.00 | 0.00 |



**Resolution 4 : To appoint Director in place of Mr. Anand Kumar Minda, (holding DIN 00007964) who retires by rotation and being eligible, offers himself for re-appointment.**

**Ordinary Resolution**

| Category | No. of shares Held | Mode of Voting | No of Valid Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes in Against | % of votes in favour over Votes Polled | % of votes in against over Votes Polled |
|---|---|---|---|---|---|---|---|---|
| | (1) | | (2) | (3)=(2)/(1)*100 | (4) | (5) | (6)=(4)/(2)*100 | (7)=(5)/(2)*100 |
| Promoters and Promoter Group | 11,248,699 | e-voting | 5,111,135 | 45.44 | 5,111,135 | 0 | 100.00 | 0.00 |
| | | Poll | 6,131,880 | 54.51 | 6,131,880 | 0 | 100.00 | 0.00 |
| | | **Sub-total** | **11,243,015** | **99.95** | **11,243,015** | **0** | **100.00** | **0.00** |
| Public-Institutional | 458,750 | e-voting | - | 0.0000 | 0 | 0 | 0.00 | 0.00 |
| | | Poll | - | 0.0000 | 0 | 0 | 0.00 | 0.00 |
| | | **Sub-total** | - | **0.0000** | **0** | **0** | **0.00** | **0.00** |
| Public-Others | 4,157,907 | e-voting | 534,643 | 12.86 | 534,643 | 0 | 100.00 | 0.00 |
| | | Poll | 1,408,869 | 33.8841 | 1,408,869 | 0 | 100.00 | 0.00 |
| | | **Sub-total** | **1,943,512** | **46.7426** | **1,943,512** | **0** | **100.00** | **0.00** |
| **Total** | **15,865,356** | | **13,186,527** | **83.1152** | **13,186,527** | **0** | **100.00** | **0.00** |

**Resolution 5 : To re-appoint auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of the second consecutive Annual General Meeting and to authorise Board of Directors to fix their remunerations.**

**Ordinary Resolution**

| Category | No. of shares Held | Mode of Voting | No of Valid Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes in Against | % of votes in favour over Votes Polled | % of votes in against over Votes Polled |
|---|---|---|---|---|---|---|---|---|
| | (1) | | (2) | (3)=(2)/(1)*100 | (4) | (5) | (6)=(4)/(2)*100 | (7)=(5)/(2)*100 |
| Promoters and Promoter Group | 11,248,699 | e-voting | 5,111,135 | 45.44 | 5,111,135 | 0 | 100.00 | 0.00 |
| | | Poll | 6,131,880 | 54.51 | 6,131,880 | 0 | 100.00 | 0.00 |
| | | **Sub-total** | **11,243,015** | **99.95** | **11,243,015** | **0** | **100.00** | **0.00** |
| Public-Institutional | 458,750 | e-voting | - | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Poll | - | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | **Sub-total** | - | **0.00** | **0** | **0** | **0.00** | **0.00** |
| Public-Others | 4,157,907 | e-voting | 534,643 | 12.86 | 534,643 | 0 | 100.00 | 0.00 |
| | | Poll | 1,408,874 | 33.88 | 1,408,874 | 0 | 100.00 | 0.00 |
| | | **Sub-total** | **1,943,517** | **46.74** | **1,943,517** | **0** | **100.00** | **0.00** |
| **Total** | **15,865,356** | | **13,186,532** | **83.12** | **13,186,532** | | **100.00** | **0.00** |



| Resolution 6 : Appointment of Mr. Alok Dutta(DIN : 02792147 ), as an Independent Director | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Ordinary Resolution** | | | | | | | | |
| **Category** | **No. of shares Held** | **Mode of Voting** | **No of Valid Votes Polled** | **% of Votes Polled on Outstanding Shares** | **No. of Votes in Favour** | **No. of Votes in Against** | **% of votes in favour over Votes Polled** | **% of votes in against over Votes Polled** |
| | **(1)** | | **(2)** | **(3)=(2)/(1) *100** | **(4)** | **(5)** | **(6)=(4)/(2)*100** | **(7)=(5)/(2) *100** |
| Promoters and Promoter Group | 11,248,699 | e-voting | 5,111,135 | 45.44 | 5,111,135 | 0 | 100.00 | 0.00 |
| | | Poll | 6,131,880 | 54.51 | 6,131,880 | 0 | 100.00 | 0.00 |
| | | **Sub-total** | **11,243,015** | **99.95** | **11,243,015** | **0** | **100.00** | **0.00** |
| Public-Institutional | 458,750 | e-voting | - | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Poll | - | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | **Sub-total** | **-** | **0.00** | **0** | **0** | **0.00** | **0.00** |
| Public-Others | 4,157,907 | e-voting | 534,643 | 12.86 | 534,643 | 0 | 100.00 | 0.00 |
| | | Poll | 1,408,874 | 33.88 | 1,408,874 | 0 | 100.00 | 0.00 |
| | | **Sub-total** | **1,943,517** | **46.74** | **1,943,517** | **0** | **100.00** | **0.00** |
| **Total** | **15,865,356** | | **13,186,532** | **83.12** | **13,186,532** | | **100.00** | **0.00** |

| Resolution 7: Appointment of Mr. Satish Sekhri (DIN: 00211478 ), as an Independent Director | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Ordinary Resolution** | | | | | | | | |
| **Category** | **No. of shares Held** | **Mode of Voting** | **No of Valid Votes Polled** | **% of Votes Polled on Outstanding Shares** | **No. of Votes in Favour** | **No. of Votes in Against** | **% of votes in favour over Votes Polled** | **% of votes in against over Votes Polled** |
| | **(1)** | | **(2)** | **(3)=(2)/(1) *100** | **(4)** | **(5)** | **(6)=(4)/(2)*100** | **(7)=(5)/(2) *100** |
| Promoters and Promoter Group | 11,248,699 | e-voting | 5,111,135 | 45.44 | 5,111,135 | 0 | 100.00 | 0.00 |
| | | Poll | 6,131,880 | 54.51 | 6,131,880 | 0 | 100.00 | 0.00 |
| | | **Sub-total** | **11,243,015** | **99.95** | **11,243,015** | **0** | **100.00** | **0.00** |
| Public-Institutional | 458,750 | e-voting | - | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Poll | - | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | **Sub-total** | **-** | **0.00** | **0** | **0** | **0.00** | **0.00** |
| Public-Others | 4,157,907 | e-voting | 534,643 | 12.86 | 534,643 | 0 | 100.00 | 0.00 |
| | | Poll | 1,408,874 | 33.88 | 1,408,874 | 0 | 100.00 | 0.00 |
| | | **Sub-total** | **1,943,517** | **46.74** | **1,943,517** | **0** | **100.00** | **0.00** |
| **Total** | **15,865,356** | | **13,186,532** | **83.12** | **13,186,532** | **0** | **100.00** | **0.00** |



| Resolution 8: Borrowing Powers of the Board of Directors under Section 180(1)(c) of the Companies Act, 2013 upto Rs 500 Crores. | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Special Resolution | | | | | | | | |
| Category | No. of shares Held | Mode of Voting | No of Valid Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes in Against | % of votes in favour over Votes Polled | % of votes in against over Votes Polled |
| | (1) | | (2) | (3)=(2)/(1)*100 | (4) | (5) | (6)=(4)/(2)*100 | (7)=(5)/(2)*100 |
| Promoters and Promoter Group | 11,248,699 | e-voting | 5,111,135 | 45.44 | 5,111,135 | 0 | 100.00 | 0.00 |
| | | Poll | 6,131,880 | 54.51 | 6,131,880 | 0 | 100.00 | 0.00 |
| | | **Sub-total** | **11,243,015** | **99.95** | **11,243,015** | **0** | **100.00** | **0.00** |
| Public-Institutional | 458,750 | e-voting | - | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Poll | - | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | **Sub-total** | **-** | **0.00** | **0** | **0** | **0.00** | **0.00** |
| Public-Others | 4,157,907 | e-voting | 534,643 | 12.86 | 534,643 | 0 | 100.00 | 0.00 |
| | | Poll | 1,408,874 | 33.88 | 1,408,874 | 0 | 100.00 | 0.00 |
| | | **Sub-total** | **1,943,517** | **46.74** | **1,943,517** | **0** | **100.00** | **0.00** |
| **Total** | **15,865,356** | | **13,186,532** | **83.12** | **13,186,532** | **0** | **100.00** | **0.00** |

| Resolution 9 : Creation of Charges on the movable and immovable properties of the Company under Section 180(1)(a) of the Companies Act, 2013 both present and future, in respect of borrowings. | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Special Resolution | | | | | | | | |
| Category | No. of shares Held | Mode of Voting | No of Valid Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes in Against | % of votes in favour over Votes Polled | % of votes in against over Votes Polled |
| | (1) | | (2) | (3)=(2)/(1)*100 | (4) | (5) | (6)=(4)/(2)*100 | (7)=(5)/(2)*100 |
| Promoters and Promoter Group | 11,248,699 | e-voting | 5,111,135 | 45.44 | 5,111,135 | 0 | 100.00 | 0.00 |
| | | Poll | 6,131,880 | 54.51 | 6,131,880 | 0 | 100.00 | 0.00 |
| | | **Sub-total** | **11,243,015** | **99.95** | **11,243,015** | **0** | **100.00** | **0.00** |
| Public-Institutional | 458,750 | e-voting | - | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Poll | - | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | **Sub-total** | **-** | **0.00** | **0** | **0** | **0.00** | **0.00** |
| Public-Others | 4,157,907 | e-voting | 534,643 | 12.86 | 534,643 | 0 | 100.00 | 0.00 |
| | | Poll | 1,408,874 | 33.88 | 1,408,874 | 0 | 100.00 | 0.00 |
| | | **Sub-total** | **1,943,517** | **46.74** | **1,943,517** | **0** | **100.00** | **0.00** |
| **Total** | **15,865,356** | | **13,186,532** | **83.12** | **13,186,532** | **0** | **100.00** | **0.00** |



**Resolution 10: To approve the remuneration of the Cost Auditors of the Company for the year ending March 31, 2015 and in this regards to consider and pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

**Ordinary Resolution**

| Category | No. of shares Held | Mode of Voting | No of Valid Votes Polled | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes in Against | % of votes in favour over Votes Polled | % of votes in against over Votes Polled |
|---|---|---|---|---|---|---|---|---|
| | (1) | | (2) | (3)=(2)/(1)*100 | (4) | (5) | (6)=(4)/(2)*100 | (7)=(5)/(2)*100 |
| Promoters and Promoter Group | 11,248,699 | e-voting | 5,111,135 | 45.44 | 5,111,135 | 0 | 100.00 | 0.00 |
| | | Poll | 6,131,880 | 54.51 | 6,131,880 | 0 | 100.00 | 0.00 |
| | | **Sub-total** | **11,243,015** | **99.95** | **11,243,015** | **0** | **100.00** | **0.00** |
| Public-Institutional | 458,750 | e-voting | - | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | Poll | - | 0.00 | 0 | 0 | 0.00 | 0.00 |
| | | **Sub-total** | - | **0.00** | **0** | **0** | **0.00** | **0.00** |
| Public-Others | 4,157,907 | e-voting | 534,643 | 12.86 | 534,643 | 0 | 100.00 | 0.00 |
| | | Poll | 1,408,874 | 33.88 | 1,408,874 | 0 | 100.00 | 0.00 |
| | | **Sub-total** | **1,943,517** | **46.74** | **1,943,517** | **0** | **100.00** | **0.00** |
| **Total** | **15,865,356** | | **13,186,532** | **83.12** | **13,186,532** | **0** | **100.00** | **0.00** |



# SANJAY GROVER & ASSOCIATES

**COMPANY SECRETARIES**

B-88 1st Floor, Defence Colony, New Delhi - 110 024
Tel (011) 4679 0000, Fax (011) 4679 0012
e-mail sanjaygrover7@gmail.com


**FORM No. MGT – 13**

**Report of Scrutinizer**

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

To

The Chairman

MINDA INDUSTRIES LIMITED

New Delhi

For 22nd Annual General Meeting of the Equity Shareholders of the Company, held on 28th August , 2014 at 11:30 A.M. at Lakshmipat Singhania Auditorium, PHD House, Opposite Asian Games village, New Delhi-110016

**Dear Sir,**

I, Sanjay Grover, Proprietor of Sanjay Grover & Associates, Company Secretaries, having its office at B-88, First Floor, Defence Colony, New Delhi 110024, was appointed as the Scrutinizer for the purpose of poll taken on the below mentioned resolutions, at the 22nd Annual General Meeting of the equity shareholders of Minda Industries Limited ("The Company") held on 28th August, 2014 at 11:30 A.M., submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, a ballot box was kept for polling and 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 Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company.

SANJAY GROVER & ASSOCIATES * NEW DELHI * Company Secretaries CP No 3950

3. The Poll Papers, which were incomplete and/or which were otherwise found defective or if signature of any shareholder did not match with the records have been treated as Invalid and were kept separately.
4. The results of the Poll is as under:

a) **Resolution No. 1:** (ORDINARY RESOLUTION)

**To receive, consider and adopt Financial Statements of the Company for the year ended March 31, 2014, including the audited Balance Sheet of the Company as at March 31, 2014, and Profit & Loss Account for the year ended March 31, 2014 along with the Reports of Auditors and Directors thereon.**

(i) Voted in favour of the resolution :

| Number of members present and voting (in person or in proxy) | Number of votes cast by them | % of total number of valid votes cast by them |
|---|---|---|
| 112 | 75,40,754 | 100.00 |

(ii) Voted in against of the resolution :

| Number of members present and voting (in person or in proxy) | Number of votes cast by them | % of total number of valid votes cast by them |
|---|---|---|
| 0 | 0 | 0 |

(iii) Invalid Votes

| Number of members | Number of votes held |
|---|---|
| 17 | 40 |

SANJAY GROVER & ASSOCIATES Company Secretaries CP No. 3850 NEW DELHI

(b) Resolution No. 2: (ORDINARY RESOLUTION)

To declare of dividend on 3% Cumulative Redeemable Preference Shares.

(i) Voted in favour of the resolution :

| Number of members present and voting (in person or in proxy) | Number of votes cast by them | % of total number of valid votes cast by them |
|---|---|---|
| 111 | 75,40,749 | 100.00 |

(ii) Voted in against of the resolution :

| Number of members present and voting (In person or in proxy) | Number of votes cast by them | % of total number of valid votes cast by them |
|---|---|---|
| 0 | 0 | 0 |

(iii) Invalid Votes

| Number of members present | Number of votes held |
|---|---|
| 17 | 40 |

SANJAY GROVER & ASSOCIATES Company Secretaries CP No. 7950 NEW DELHI

(c) **Resolution No. 3: (ORDINARY RESOLUTION)**

**To declare dividend on Equity Shares.**

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

| Number of members present and voting (in person or in proxy) | Number of votes cast by them | % of total number of valid votes cast by them |
|---|---|---|
| 112 | 75,40,754 | 100.00 |

(ii) **Voted in against of the resolution :**

| Number of members present and voting (in person or in proxy) | Number of votes cast by them | % of total number of valid votes cast by them |
|---|---|---|
| 0 | 0 | 0 |

(iii) **Invalid Votes**

| Number of members | Number of votes held |
|---|---|
| 17 | 40 |



(d) **Resolution No. 4**: (ORDINARY RESOLUTION):

**To appoint Director in place of Mr. Anand Kumar Minda, (holding DIN 00007964) who retires by rotation and being eligible, offers himself for re-appointment.**

(i) Voted in favour of the resolution :

| Number of members present and voting (in person or in proxy) | Number of votes cast by them | % of total number of valid votes cast by them |
|---|---|---|
| 111 | 75,40,749 | 100.00 |

(ii) Voted in against of the resolution :

| Number of members present and voting (in person or in proxy) | Number of votes cast by them | % of total number of valid votes cast by them |
|---|---|---|
| 0 | 0 | 0 |

(iii) Invalid Votes

| Number of members | Number of votes held |
|---|---|
| 17 | 40 |

SANJAY GROVER & ASSOCIATES Company Secretaries C.P.No. 3650 NEW DELHI

(e) Resolution No. 5: (ORDINARY RESOLUTION):

**To re-appoint auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of the second consecutive Annual General Meeting and to authorise Board of Directors to fix their remunerations.**

(i) Voted in favour of the resolution :

| Number of members present and voting (in person or in proxy) | Number of votes cast by them | % of total number of valid votes cast by them |
|---|---|---|
| 112 | 75,40,754 | 100.00 |

(ii) Voted in against of the resolution :

| Number of members present and voting (in person or in proxy) | Number of votes cast by them | % of total number of valid votes cast by them |
|---|---|---|
| 0 | 0 | 0 |

(iii) Invalid Votes

| Number of members | Number of votes held |
|---|---|
| 17 | 40 |



(f) **Resolution No. 6:** (ORDINARY RESOLUTION):

**Appointment of Mr. Alok Dutta, as an Independent Director**

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

| Number of members present and voting (in person or in proxy) | Number of votes cast by them | % of total number of valid votes cast by them |
|---|---|---|
| 112 | 75,40,754 | 100.00 |

(ii) **Voted in against of the resolution :**

| Number of members present and voting (in person or in proxy) | Number of votes cast by them | % of total number of valid votes cast by them |
|---|---|---|
| 0 | 0 | 0 |

(iii) **Invalid Votes**

| Number of members | Number of votes held |
|---|---|
| 17 | 40 |



(g) **Resolution No. 7:** (ORDINARY RESOLUTION)

**Appointment of Mr. Satish Sekhri, as an Independent Director**

(i) Voted in favour of the resolution :

| Number of members present and voting (in person or in proxy) | Number of votes cast by them | % of total number of valid votes cast by them |
|---|---|---|
| 112 | 75,40,754 | 100.00 |

(ii) Voted in against of the resolution :

| Number of members present and voting (in person or in proxy) | Number of votes cast by them | % of total number of valid votes cast by them |
|---|---|---|
| 0 | 0 | 0 |

(iii) Invalid Votes

| Number of members | Number of votes held |
|---|---|
| 17 | 40 |



h) **Resolution No. 8:** (SPECIAL RESOLUTION):

**Borrowing Powers of the Board of Directors under Section 180(1) (c) of the Companies Act, 2013 upto Rs 500 Crores.**

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

| Number of members present and voting (in person or in proxy) | Number of votes cast by them | % of total number of valid votes cast by them |
|---|---|---|
| 112 | 75,40,754 | 100.00 |

(ii) **Voted in against of the resolution :**

| Number of members present and voting (in person or in proxy) | Number of votes cast by them | % of total number of valid votes cast by them |
|---|---|---|
| 0 | 0 | 0 |

(iii) **Invalid Votes**

| Number of members | Number of votes held |
|---|---|
| 17 | 40 |



i) Resolution No. 9: (SPECIAL RESOLUTION):

Creation of Charges on the movable and immovable properties of the Company under Section 180(1)(a) of the Companies Act, 2013 both present and future, in respect of borrowings.

(i) Voted in favour of the resolution :

| Number of members present and voting (in person or in proxy) | Number of votes cast by them | % of total number of valid votes cast by them |
|---|---|---|
| 112 | 75,40,754 | 100.00 |

(ii) Voted in against of the resolution :

| Number of members present and voting (in person or in proxy) | Number of votes cast by them | % of total number of valid votes cast by them |
|---|---|---|
| 0 | 0 | 0 |

(iii) Invalid Votes:

| Number of members | Number of votes held |
|---|---|
| 17 | 40 |

j) **Resolution No. 10:** (ORDINARY RESOLUTION):

**To approve the remuneration of the Cost Auditors of the Company for the year ending March 31, 2015 and in this regards to consider and pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

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

| Number of members present and voting (in person or in proxy) | Number of votes cast by them | % of total number of valid votes cast by them |
|---|---|---|
| 112 | 75,40,754 | 100.00 |

(ii) **Voted in against of the resolution :**

| Number of members present and voting (in person or in proxy) | Number of votes cast by them | % of total number of valid votes cast by them |
|---|---|---|
| 0 | 0 | 0 |

(iii) **Invalid Votes:**

| Number of members | Number of votes held |
|---|---|
| 17 | 40 |

SANJAY GROVER & ASSOCIATES Company Secretaries CP No 3850

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The Poll Papers and all other relevant records were sealed and are kept in the safe custody of the Scrutinizer till the Chairman signs the minutes of the General Meeting.

7. The combined result of the votes (e-voting and poll) is annexed as Annexure-1 with this report.

8. All of the above mentioned resolutions have passed with requisite majority.

Thank you,

Yours faithfully,

| | |
|---|---|
| Place: New Delhi<br>Date: August 29, 2014 | For SANJAY GROVER & ASSOCIATES<br><br>Sanjay Grover<br>Scrutinizer<br>C P No 3850 |