NEXT MEDIAWORKS LIMITED

August 11, 2014

The Listing Department
The National Stock Exchange of India Ltd
Exchange Plaza , 5th floor
Plot No. C/1,G Block,
Bandra – Kurla Complex,
Bandra – East,
Mumbai – 400 051

Subject: Outcome of Annual General Meeting as per Clause 31(d) and Details of Voting Results as per Clause 35A of the Listing Agreement.

Dear Sir,

We wish to inform you that the Annual General Meeting of the Company was held on Friday, August 08, 2014 at 4.00 P.M. at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018, Maharashtra, India.

The detailed voting results consolidating the results of e-voting with the results of the voting done by way of poll is enclosed as per Clause 35A of the Listing Agreement.

All the resolutions were passed with requisite majority by the Shareholders. The details of votes cast by shareholders are given in the Annexure. Kindly consider the said details as compliance under Clause 31(d) of the Listing Agreement.

Kindly take the said details on your record.

Thanking You,

Yours faithfully,
For **Next Mediaworks Limited**

NEXT MEDIAWORKS LIMITED MUMBAI

Manoj Gujaran
Company Secretary

Encl.: As above.

+91 22 67015700/ 67527038
www.nextmediaworks.com
CIN . L22100MH1981PLC024052
Peninsula Center
Dr. S. S. Rao Road
Mumbai - 400012.
India.

DETAILS OF VOTING RESULTS

Date of the AGM/ EGM	August 08, 2014
Total number of shareholders on record date (i.e. July 04, 2014 – cut-off date for e-voting purpose)	19495
No. of shareholders present in the meeting either in person or through proxy: **Promoters and Promoters Group:** **Public:**	33 5 28
No. of Shareholders attended the meeting through videoconferencing **Promoters and Promoters Group:** **Public:**	NOT ARRANGED

Agenda-Wise

In case of poll/Postal ballot/E-voting

The mode of voting for all resolution was E-voting and Poll conducted at the meeting.

Resolution 1: Adoption of Annual Financial Statement of the Company for the financial year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon (Ordinary Resolution).

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
Resolution No. 1							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	33338852	22119805	66.35	22119805	0	100.00	0.00
Public Institutional Holders	1857664	0	0.00	0	0	0.00	0.00
Public-Others	23638760	8040	0.03	1240	6800	15.42	84.58
Total (A)	**58835276**	**22127845**	**37.61**	**22121045**	**6800**	**99.97**	**0.03**
Mode of Voting: (Poll)							
Promoter and Promoter Group	33338852	0	0.00	0	0	0.00	0.00
Public Institutional Holders	1857664	0	0.00	0	0	0.00	0.00
Public-Others	23638760	178434	0.75	178434	0	100.00	0.00
Total (B)	**58835276**	**178434**	**0.30**	**178434**	**0**	**100.00**	**0.00**
Result (A+B)	**58835276**	**22306279**	**37.91**	**22299479**	**6800**	**99.97**	**0.03**

NEXT MEDIAWORKS LIMITED MUMBAI

Resolution 2: Appointment of Mr. I. Venkat, Director retiring by rotation (Ordinary Resolution).

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
Resolution No. 2							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	33338852	22119805	66.35	22119805	0	100.00	0.00
Public Institutional Holders	1857664	0	0.00	0	0	0.00	0.00
Public-Others	23638760	8040	0.03	1240	6800	15.42	84.58
Total (A)	**58835276**	**22127845**	**37.61**	**22121045**	**6800**	**99.97**	**0.03**
Mode of Voting: (Poll)							
Promoter and Promoter Group	33338852	0	0.00	0	0	0.00	0.00
Public Institutional Holders	1857664	0	0.00	0	0	0.00	0.00
Public-Others	23638760	178434	0.75	178434	0	100.00	0.00
Total (B)	58835276	178434	0.30	178434	0	100.00	0.00
Result (A+B)	**58835276**	**22306279**	**37.91**	**22299479**	**6800**	**99.97**	**0.03**

Resolution 3: Appointment of Mr. Dilip Cherian, Director, retiring by rotation (Ordinary Resolution).

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
Resolution No. 3							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	33338852	22119805	66.35	22119805	0	100.00	0.00
Public Institutional Holders	1857664	0	0.00	0	0	0.00	0.00
Public-Others	23638760	7690	0.03	890	6800	11.57	88.43
Total (A)	58835276	22127495	37.61	22120695	6800	99.97	0.03
Mode of Voting: (Poll)							
Promoter and Promoter Group	33338852	0	0.00	0	0	0.00	0.00
Public Institutional Holders	1857664	0	0.00	0	0	0.00	0.00
Public-Others	23638760	178434	0.75	178434	0	100.00	0.00
Total (B)	58835276	178434	0.30	178434	0	100.00	0.00
Result (A+B)	58835276	22305929	37.91	22299129	6800	99.97	0.03

NEXT MEDIAWORKS LIMITED MUMBAI

Resolution 4: Appointment of Auditors and fixing their remuneration (Ordinary Resolution).

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
Resolution No. 4							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	33338852	22119805	66.35	22119805	0	100.00	0.00
Public Institutional Holders	1857664	0	0.00	0	0	0.00	0.00
Public-Others	23638760	8040	0.03	1240	6800	15.42	84.58
Total (A)	**58835276**	**22127845**	**37.61**	**22121045**	**6800**	**99.97**	**0.03**
Mode of Voting: (Poll)							
Promoter and Promoter Group	33338852	0	0.00	0	0	0.00	0.00
Public Institutional Holders	1857664	0	0.00	0	0	0.00	0.00
Public-Others	23638760	178434	0.75	178434	0	100.00	0.00
Total (B)	**58835276**	**178434**	**0.30**	**178434**	**0**	**100.00**	**0.00**
Result (A+B)	**58835276**	**22306279**	**37.91**	**22299479**	**6800**	**99.97**	**0.03**

Resolution 5: Appointment and payment of remuneration to Mr. Tarique Ansari as Managing Director (Special Resolution).

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
Resolution No. 5							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	33338852	22119805	66.35	22119805	0	100.00	0.00
Public Institutional Holders	1857664	0	0.00	0	0	0.00	0.00
Public-Others	23638760	8040	0.03	1240	6800	15.42	84.58
Total (A)	**58835276**	**22127845**	**37.61**	**22121045**	**6800**	**99.97**	**0.03**
Mode of Voting: (Poll)							
Promoter and Promoter Group	33338852	0	0.00	0	0	0.00	0.00
Public Institutional Holders	1857664	0	0.00	0	0	0.00	0.00
Public-Others	23638760	178434	0.75	178434	0	100.00	0.00
Total (B)	**58835276**	**178434**	**0.30**	**178434**	**0**	**100.00**	**0.00**
Result (A+B)	**58835276**	**22306279**	**37.91**	**22299479**	**6800**	**99.97**	**0.03**

NEXT MEDIAWORKS LIMITED MUMBAI

Resolution 6; Issue of shares to Promoter Group Companies; viz. Ferari Investments & Trading Company Private Limited and Meridian Holding & Leasing Company Private Limited (Special Resolution).

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
Resolution No. 6							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	33338852	22119805	66.35	22119805	0	100.00	0.00
Public Institutional Holders	1857664	0	0.00	0	0	0.00	0.00
Public-Others	23638760	8040	0.03	1240	6800	15.42	84.58
Total (A)	**58835276**	**22127845**	**37.61**	**22121045**	**6800**	**99.97**	**0.03**
Mode of Voting: (Poll)							
Promoter and Promoter Group	33338852	0	0.00	0	0	0.00	0.00
Public Institutional Holders	1857664	0	0.00	0	0	0.00	0.00
Public-Others	23638760	178434	0.75	178434	0	100.00	0.00
Total (B)	**58835276**	**178434**	**0.30**	**178434**	**0**	**100.00**	**0.00**
Result (A+B)	**58835276**	**22306279**	**37.91**	**22299479**	**6800**	**99.97**	**0.03**

NOTE: All the aforesaid Resolutions were passed with requisite majority.



NEXT MEDIAWORKS LIMITED

RESULT OF VOTING THROUGH ELECTRONIC MEANS CONDUCTED PURSUANT TO THE PROVISIONS OF SECTION 108 OF THE COMPANIES ACT, 2013 READ WITH RULE 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND POLL CONDUCTED PURSUANT TO SECTION 109 OF THE COMPANIES ACT, 2013 AND RULE 21(2) OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 FOR THE ANNUAL GENERAL MEETING OF THE COMPANY HELD ON AUGUST 08, 2014

I. Resolution No. 1 :-

Adoption of the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Directors and Auditors thereon.

(No. of Shares)

	Votes in favour	Votes against	Total
E-voting	22121045	6800	22127845
Poll	178434	–	178434
Total	**22299479**	**6800**	**22306279**

% of Votes in favour of the resolution:- 99.97
% of Votes against the resolution:- 0.03

II. Resolution No. 2 :-

Appointment of Director in place of Mr. I .Venkat, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013:

(No. of Shares)

	Votes in favour	Votes against	Total
E-voting	22121045	6800	22127845
Poll	178434	–	178434
Total	**22299479**	**6800**	**22306279**

% of Votes in favour of the resolution:- 99.97
% of Votes against the resolution:- 0.03

NEXT MEDIAWORKS LIMITED MUMBAI

+91 22 67015700/ 67527038
www.nextmediaworks.com
CIN : L22100MH1961PLC024052
Peninsula Center
Dr. S. S. Rao Road
Mumbai - 400012,
India.

NEXT MEDIAWORKS LIMITED

III. Resolution No. 3 :-

Appointment of Director in place of Mr. Dilip Cherian, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013:

(No. of Shares)

	Votes in favour	Votes against	Total
E-voting	22120695	6800	22127495
Poll	178434	--	178434
Total	**22299129**	**6800**	**22305929**

% of Votes in favour of the resolution:- 99.97
% of Votes against the resolution:- 0.03

IV. Resolution No. 4 :-

Re-Appointment of Auditors namely M/s Haribhakti & Co., Chartered Accountants and to fix their remuneration:

(No. of Shares)

	Votes in favour	Votes against	Total
E-voting	22121045	6800	22127845
Poll	178434	--	178434
Total	**22299479**	**6800**	**22306279**

% of Votes in favour of the resolution:- 99.97
% of Votes against the resolution:- 0.03

NEXT MEDIAWORKS LIMITED MUMBAI

+91 22 67015700/ 67527038
www.nextmediaworks.com
CIN : L22100MH1981PLC024052
Peninsula Center
Dr. S. S. Rao Road
Mumbai 400012,
India

NEXT MEDIAWORKS LIMITED

V. Resolution No. 5 :-

Re-Appointment and payment of remuneration to Mr.Tarique Ansari as Managing Director pursuant to the provisions of Section 196 & 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013:

(No. of Shares)

	Votes in favour	Votes against	Total
E-voting	22121045	6800	22127845
Poll	178434	–	178434
Total	**22299479**	**6800**	**22306279**

% of Votes in favour of the resolution:- 99.97
% of Votes against the resolution:- 0.03

VI. Resolution No. 6 :-

Issue of 6,500,000 (Sixty Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each at par, on preferential basis pursuant to the provisions of Sections 42 & 62 (1) (3) and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014:

NEXT MEDIAWORKS LIMITED MUMBAI

+91 22 67015700/ 67527038
www.nextmediaworks.com
CIN : L22100MH1981PLC024052
Peninsula Center
Dr. S. S. Rao Road
Mumbai - 400012.
India.

NEXT MEDIAWORKS LIMITED

(No. of Shares)

	Votes in favour	Votes against	Total
E-voting	22121045	6800	22127845
Poll	178434	--	178434
Total	**22299479**	**6800**	**22306279**

% of Votes in favour of the resolution:- 99.97
% of Votes against the resolution:- 0.03

Based on the above, all the 6 Resolutions of the Notice of AGM stands passed under e-voting and Poll with requisite majority.

FOR **NEXT MEDIAWORKS LIMITED**

NEXT MEDIAWORKS LIMITED MUMBAI

Tarique Ansari
Chairman

Dated: 08.08.2014

+91 22 67015700/ 67527038
www.nextmediaworks.com
CIN : L22100MH1981PLC024052
Peninsula Center
Dr. S. S. Rao Road
Mumbai - 400012,
India.

J. U. POOJARI & ASSOCIATES

Company Secretaries
111, 11th floor, Sai Dwar CHSL, Sab TV Lane ,Opp. Laxmi Indl Estate,
Off Link Road, Andheri (W), Mumbai – 400 053
Tel: 022-26301232/33, Mobile: 9820373992 Email: jupoojari@rediffmail.com

To,
The Chairman
Next Mediaworks Limited
Peninsula Centre, 2nd Floor,
Dr. S.S. Rao Road
Parel East, Mumbai - 400012

Dear Sir,

Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the physical ballot forms received from the shareholders who do not have access to e-voting.

I, Jayaram U Poojari, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Next Mediaworks Limited, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions to be passed at the 33rd Annual General Meeting of the Company to be held on Friday, August 08, 2014.

The Notice dated 29th April, 2014 convening Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on August 08, 2014.

The Company has availed the e-voting facility offered by National Securities Depository Services Ltd (NSDL) for conducting e-voting by the Shareholders of the Company. The Company has also provided voting by physical ballot papers to the members who do not have access to e-voting facility.

The shareholders of the company holding shares as on the "cut-off" date of July 04, 2014, were entitled to vote on the proposed resolutions as set out at item nos. 1 to 6 in the Notice of the 33rd AGM of Next Mediaworks Limited.

The voting period for e-voting commenced on July 29, 2014 at 11.55 p.m. (IST) and ended on July 31, 2014 at 12.00 a.m. (IST) and the NSDL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the company. No votes were cast through Physical ballot forms.

I have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the National Securities Depository Services Ltd. e-voting system and the ballot forms received respectively.

J. U. POOJARI COMPANY SECRETARY CP: 8197

I now submit my Report as under on the result of the voting through electronic means and physical mode in respect of the said Resolutions.

I. Resolution No. 1 :-

Adoption of the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Directors and Auditors thereon.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
10	22121045	99.97

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
2	6800	0.03

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	N.A.



II. Resolution No. 2 :-

Appointment of Director in place of Mr. I .Venkat, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013:

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
10	22121045	99.97

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
2	6800	0.03

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
Nil.	N.A.



III. Resolution No. 3 :-

Appointment of Director in place of Mr. Dilip Cherian, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013:

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
9	22120695	99.97

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
2	6800	0.03

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	N.A.



IV. Resolution No. 4 :-

Re-Appointment of Auditors namely M/s Haribhakti & Co., Chartered Accountants and to fix their remuneration:

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
10	22121045	99.97

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
2	6800	0.03

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	N.A.



V. Resolution No. 5 :-

Re-Appointment and payment of remuneration to Mr.Tarique Ansari as Managing Director pursuant to the provisions of Section 196 & 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013:

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
10	22121045	99.97

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
2	6800	0.03

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	N.A.



VI. Resolution No. 6 :-

Issue of 6,500,000 (Sixty Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each at par, on preferential basiss pursuant to the provisions of Sections 42 & 62 (1) (3) and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014:

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
10	22121045	99.97

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
2	6800	0.03

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
NIL	N.A.



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

Thanking you,

Yours faithfully,



J.U. Podjari
J.U. Podjari & Associates
Practising Company Secretary
ACS: 22867 CP: 8187
Place: Mumbai
Dated: 02/08/2014

J. U. POOJARI & ASSOCIATES

Company Secretaries

111, 11th floor, Sai Dwar CHSL, Sab TV Lane ,Opp. Laxmi Indl Estate,
Off Link Road, Andheri (W), Mumbai – 400 053
Tel: 022-26301232/33, Mobile: 9820373992 Email: jupoojari@rediffmail.com

FORM NO. MGT-13
Report of Scrutinizer(s)

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

To,
The Chairman
Next Mediaworks Limited
Peninsula Centre, Dr. S.S.Rao Road, Parel,
Mumbai - 400012

The Annual General Meeting of the Equity Shareholders of Next Mediaworks Limited held on Friday, August 08, 2014 at Peninsula Centre, Dr. S.S.Rao Road, Parel, Mumbai - 400012

Dear Sir,

I, J.U. Poojari, Practising Company Secretary, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the Annual General Meeting of the Equity Shareholders of Next Mediaworks Limited held on Friday, August 08, 2014 at 4.00 p.m at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018, submit my report as under:

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

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

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



4. The result of the Poll is as under:

ORDINARY RESOLUTION NO. 1 :

Adoption of the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Directors and Auditors thereon.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
13	178434	100

(ii) Voted against the resolution:

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

(iii) Invalid votes:

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

ORDINARY RESOLUTION NO. 2:

Appointment of Director in place of Mr. I .Venkat, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013:

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
13	178434	100

(ii) Voted against the resolution:

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

(iii) Invalid votes:

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

J. U. POOJARI & COMPANY CP: 8187

ORDINARY RESOLUTION NO. 3:

Appointment of Director in place of Mr. Dilip Cherian, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013:

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
13	178434	100

(ii) Voted against the resolution:

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

(iii) Invalid votes:

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

ORDINARY RESOLUTION NO. 4:

Re-Appointment of Auditors namely M/s Haribhakti & Co., Chartered Accountants and to fix their remuneration:

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
13	178434	100

(ii) Voted against the resolution:

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

(iii) Invalid votes:

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

J. U. POOJARI COMPANY SECRETARY CP 8187

SPECIAL RESOLUTION NO. 5:

Re-Appointment and payment of remuneration to Mr. Tarique Ansari as Managing Director pursuant to the provisions of Section 196 & 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013:

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
13	178434	100

(ii) Voted against the resolution:

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

(iii) Invalid votes:

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

SPECIAL RESOLUTION NO. 6:

Issue of 6,500,000 (Sixty Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each at par, on preferential basis pursuant to the provisions of Sections 42 & 62 (1) (3) and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014:

(i) Voted in favour of the resolution:

Number of members present and voting (in person or proxy)	Number of Votes cast by them (Shares)	% of total number of valid votes cast
13	178434	100

(ii) Voted against the resolution:

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



(iii) Invalid votes:

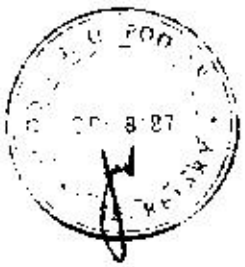
Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
--	-

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

6. The poll papers and all other relevant records were sealed and handed over to the Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,



Scrutinizer

Name : Jayaram U. Poojari

Practising Company Secretary

FCS: 22867 CP No.: 8187

111,11th Floor, Sai Dwar CHS Ltd
Sab TV Lane, Opp Laxmi Indl Estate, Off Link
Road, Above Shabari Restaurant, Andheri
(W), Mumbai - 400053

Dated: August 08, 2014