

Regd. & Admn. Office : Focal Point, Ludhiana - 141 010. (INDIA)  
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E-mail : nilldh@owmnahar.com, Website : www.owmnahar.com

NIEL:SCY:2016: **495**

1<sup>st</sup> October, 2016

**BSE Ltd.**

Department of Corporate Services  
27<sup>th</sup> Floor, P.J.Towers, Dalal Street, Fort,

**MUMBAI – 400001**

**Scrip Code: 519136**

**National Stock Exchange of India Ltd.**

Exchange Plaza, Bandra-Kurla Complex,  
Bandra (East),

**MUMBAI – 400051**

**Securities Symbol – NAHARINDUS**

**Re: Information under Regulation 44(3) of SEBI (LODR) Regulations, 2015**

Dear Sir,

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we wish to inform you that the members of the company at the 32<sup>nd</sup> Annual General Meeting held on Friday, the 30<sup>th</sup> September, 2016 at 10.00 a.m. (concluded at 11.00 a.m.) at the Registered Office of the company at Ludhiana, transacted the businesses as set out in the Notice of Annual General Meeting.

The details of the voting results are as under:

|                                                                                  |                                  |
|----------------------------------------------------------------------------------|----------------------------------|
| Date of Annual General Meeting                                                   | 30 <sup>th</sup> September, 2016 |
| Total number of shareholder as on Cut-off Date                                   | 82710                            |
| Number of Shareholders present in the meeting either in person or through proxy: |                                  |
| a) Promoter and Promoter Group                                                   | 14                               |
| b) Public                                                                        | 87                               |
| Number of Shareholders attended the meeting through Video Conferencing :         | Not Applicable                   |
| a) Promoter and Promoter Group                                                   |                                  |
| b) Public                                                                        |                                  |

The Shareholders transacted the business as provided in **Annexure-I** hereto and the Report of Scrutinizer on the 32<sup>nd</sup> Annual General Meeting is enclosed as **Annexure-II**. You are requested to take the same on record.

Thanking you,

Yours faithfully,

For NAHAR INDUSTRIAL ENTERPRISES LTD.

  
Company Secretary

Encl: as above

Details of the Agenda:

Item No. 1: To receive, consider and adopt:

- (a) the Audited Financial Statements of the Company for the financial year ended on 31st March, 2016 along with Reports of the Auditors and Directors thereon; and  
(b) the Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2016 along with the Reports of the Auditors thereon.

Resolution required :

Whether Promoter/Promoter Group are interest in the agenda/resolution?

Ordinary  
NO

| Category                      | Mode of Voting | No. of Shares held | No. of votes Polled | % of votes polled on outstanding shares | No. of votes - In favour | No. of Votes - Against | % of votes in favour on votes polled | % of votes against on votes polled |
|-------------------------------|----------------|--------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter & Promoter Group     | E-voting       | 1                  | 2                   | 3 = (2/1*100)                           | 4                        | 5                      | 6 = (4/2*100)                        | 7 = (5/2*100)                      |
|                               | Poll           | 27311701           | 27310377            | 0.00                                    | 27310377                 | 0                      | #DIV/0!                              | 0                                  |
|                               | Total          |                    | 27310377            | 100.00                                  | 27310377                 | 0                      | 100.00                               | 0                                  |
| Public - Institutional Holder | E-voting       |                    | 0                   | 0                                       | 0                        | 0                      | 0.00                                 | 0                                  |
|                               | Poll           | 196450             |                     |                                         |                          |                        |                                      |                                    |
|                               | Total          |                    | 0                   | 0                                       | 0                        | 0                      | 0                                    | 0                                  |
| Public - Non Institutions     | E-voting       |                    | 528                 | 0.00                                    | 528                      | 0                      | 100.00                               | 0                                  |
|                               | Poll           | 12326990           | 17878               | 0.15                                    | 17878                    | 0                      | 100.00                               | 0                                  |
|                               | Total          |                    | 18406               | 0.15                                    | 18406                    | 0                      | 100.00                               | 0                                  |
| TOTAL                         |                | 39835141           | 27328783            | 68.60                                   | 27328783                 | 0                      | 100.00                               | 0                                  |

Item No. 2: To declare dividend on Equity Shares for the year ended on 31st March, 2016.

Resolution required :

Whether Promoter/Promoter Group are interest in the agenda/resolution?

Ordinary  
NO

| Category                      | Mode of Voting | No. of Shares held | No. of votes Polled | % of votes polled on outstanding shares | No. of votes - In favour | No. of Votes - Against | % of votes in favour on votes polled | % of votes against on votes polled |
|-------------------------------|----------------|--------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter & Promoter Group     | E-voting       | 1                  | 2                   | 3 = (2/1*100)                           | 4                        | 5                      | 6 = (4/2*100)                        | 7 = (5/2*100)                      |
|                               | Poll           | 27311701           | 27310377            | 0.00                                    | 27310377                 | 0                      | #DIV/0!                              | 0                                  |
|                               | Total          |                    | 27310377            | 100.00                                  | 27310377                 | 0                      | 100.00                               | 0                                  |
| Public - Institutional Holder | E-voting       |                    | 0                   | 0                                       | 0                        | 0                      | 0.00                                 | 0                                  |
|                               | Poll           | 196450             |                     |                                         |                          |                        |                                      |                                    |
|                               | Total          |                    | 0                   | 0                                       | 0                        | 0                      | 0.00                                 | 0                                  |
| Public - Non Institutions     | E-voting       |                    | 528                 | 0.00                                    | 528                      | 0                      | 100.00                               | 0                                  |
|                               | Poll           | 12326990           | 17878               | 0.15                                    | 17878                    | 0                      | 100.00                               | 0                                  |
|                               | Total          |                    | 18406               | 0.15                                    | 18406                    | 0                      | 100.00                               | 0                                  |
| TOTAL                         |                | 39835141           | 27328783            | 68.60                                   | 27328783                 | 0                      | 100.00                               | 0                                  |

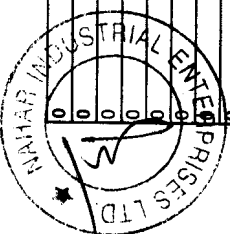
Item No. 3: To appoint a director in place of Sh. Dinesh Gogna (DIN: 00498670), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

Resolution required :

Whether Promoter/Promoter Group are interest in the agenda/resolution?

Ordinary  
NO

| Category                      | Mode of Voting | No. of Shares held | No. of votes Polled | % of votes polled on outstanding shares | No. of votes - In favour | No. of Votes - Against | % of votes in favour on votes polled | % of votes against on votes polled |
|-------------------------------|----------------|--------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter & Promoter Group     | E-voting       | 1                  | 2                   | 3 = (2/1*100)                           | 4                        | 5                      | 6 = (4/2*100)                        | 7 = (5/2*100)                      |
|                               | Poll           | 27311701           | 27310377            | 0.00                                    | 27310377                 | 0                      | #DIV/0!                              | 0                                  |
|                               | Total          |                    | 27310377            | 100.00                                  | 27310377                 | 0                      | 100.00                               | 0                                  |
| Public - Institutional Holder | E-voting       |                    | 0                   | 0                                       | 0                        | 0                      | 0.00                                 | 0                                  |
|                               | Poll           | 196450             |                     |                                         |                          |                        |                                      |                                    |
|                               | Total          |                    | 0                   | 0                                       | 0                        | 0                      | 0.00                                 | 0                                  |
| Public - Non Institutions     | E-voting       |                    | 428                 | 0.00                                    | 428                      | 0                      | 100.00                               | 0                                  |
|                               | Poll           | 12326990           | 17878               | 0.15                                    | 17878                    | 0                      | 100.00                               | 0                                  |
|                               | Total          |                    | 18306               | 0.15                                    | 18306                    | 0                      | 100.00                               | 0                                  |
| TOTAL                         |                | 39835141           | 27328683            | 68.60                                   | 27328683                 | 0                      | 100.00                               | 0                                  |



Item No. 4: To appoint a director in place of Sh. Navdeep Sharma (DIN: 00454285), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

Resolution required :

Ordinary

Whether Promoter/Promoter Group are interest in the agenda/resolution?

NO

| Category                      | Mode of Voting | No. of Shares held | No. of votes Polled | % of votes polled on outstanding shares | No. of votes - In favour | No. of Votes - Against | % of votes in favour on votes polled | % of votes against on votes polled |
|-------------------------------|----------------|--------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter & Promoter Group     | E-voting       | 1                  | 2                   | 3 = (2/1*100)                           | 4                        | 5                      | 6 = (4/2*100)                        | 7 = (5/2*100)                      |
|                               | Poll           |                    |                     | 0.00                                    |                          |                        | #DIV/0!                              |                                    |
|                               | Total          | 27311701           | 27310377            | 100.00                                  | 27310377                 | 0                      | 100.00                               |                                    |
| Public - Institutional Holder | E-voting       |                    | 27310377            | 100.00                                  | 27310377                 | 0                      | 100.00                               |                                    |
|                               | Poll           | 196450             | 0                   | 0                                       | 0                        | 0                      | 0.00                                 |                                    |
|                               | Total          |                    | 0                   | 0                                       | 0                        | 0                      | 0.00                                 |                                    |
| Public - Non Institutions     | E-voting       |                    |                     | 0.00                                    |                          |                        |                                      |                                    |
|                               | Poll           | 12326990           | 428                 | 0.00                                    | 428                      | 0                      | 100.00                               |                                    |
|                               | Total          |                    | 17878               | 0.15                                    | 17878                    | 0                      | 0.00                                 |                                    |
| TOTAL                         | E-voting       |                    | 18306               | 0.15                                    | 18306                    | 0                      | 100.00                               |                                    |
|                               | Poll           | 39835141           | 27328683            | 68.60                                   | 27328683                 | 0                      | 100.00                               |                                    |
|                               | Total          |                    |                     |                                         |                          |                        |                                      |                                    |

Item No. 5: To appoint Auditors of the Company for the financial year 2016-17 and fix their remuneration.

Resolution required :

Ordinary

Whether Promoter/Promoter Group are interest in the agenda/resolution?

NO

| Category                      | Mode of Voting | No. of Shares held | No. of votes Polled | % of votes polled on outstanding shares | No. of votes - In favour | No. of Votes - Against | % of votes in favour on votes polled | % of votes against on votes polled |
|-------------------------------|----------------|--------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter & Promoter Group     | E-voting       | 1                  | 2                   | 3 = (2/1*100)                           | 4                        | 5                      | 6 = (4/2*100)                        | 7 = (5/2*100)                      |
|                               | Poll           |                    |                     | 0.00                                    |                          |                        | #DIV/0!                              |                                    |
|                               | Total          | 27311701           | 27310377            | 100.00                                  | 27310377                 | 0                      | 100.00                               |                                    |
| Public - Institutional Holder | E-voting       |                    | 27310377            | 100.00                                  | 27310377                 | 0                      | 100.00                               |                                    |
|                               | Poll           | 196450             | 0                   | 0                                       | 0                        | 0                      | 0.00                                 |                                    |
|                               | Total          |                    | 0                   | 0                                       | 0                        | 0                      | 0.00                                 |                                    |
| Public - Non Institutions     | E-voting       |                    |                     | 0.00                                    |                          |                        |                                      |                                    |
|                               | Poll           | 12326990           | 528                 | 0.00                                    | 528                      | 0                      | 100.00                               |                                    |
|                               | Total          |                    | 17878               | 0.15                                    | 17878                    | 0                      | 100.00                               |                                    |
| TOTAL                         | E-voting       |                    | 18406               | 0.15                                    | 18406                    | 0                      | 100.00                               |                                    |
|                               | Poll           | 39835141           | 27328783            | 68.60                                   | 27328783                 | 0                      | 100.00                               |                                    |
|                               | Total          |                    |                     |                                         |                          |                        |                                      |                                    |

Item No. 6: To approve the remuneration of cost auditor for the financial year 2016-17.

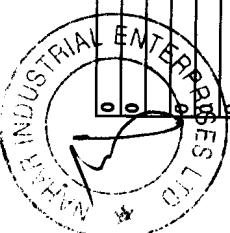
Resolution required :

Ordinary

Whether Promoter/Promoter Group are interest in the agenda/resolution?

NO

| Category                      | Mode of Voting | No. of Shares held | No. of votes Polled | % of votes polled on outstanding shares | No. of votes - In favour | No. of Votes - Against | % of votes in favour on votes polled | % of votes against on votes polled |
|-------------------------------|----------------|--------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter & Promoter Group     | E-voting       | 1                  | 2                   | 3 = (2/1*100)                           | 4                        | 5                      | 6 = (4/2*100)                        | 7 = (5/2*100)                      |
|                               | Poll           |                    |                     | 0.00                                    |                          |                        | #DIV/0!                              |                                    |
|                               | Total          | 27311701           | 27310377            | 100.00                                  | 27310377                 | 0                      | 100.00                               |                                    |
| Public - Institutional Holder | E-voting       |                    | 27310377            | 100.00                                  | 27310377                 | 0                      | 100.00                               |                                    |
|                               | Poll           | 196450             | 0                   | 0                                       | 0                        | 0                      | 0.00                                 |                                    |
|                               | Total          |                    | 0                   | 0                                       | 0                        | 0                      | 0.00                                 |                                    |
| Public - Non Institutions     | E-voting       |                    |                     | 0.00                                    |                          |                        |                                      |                                    |
|                               | Poll           | 12326990           | 528                 | 0.00                                    | 528                      | 0                      | 100.00                               |                                    |
|                               | Total          |                    | 17878               | 0.15                                    | 17878                    | 0                      | 100.00                               |                                    |
| TOTAL                         | E-voting       |                    | 18406               | 0.15                                    | 18406                    | 0                      | 100.00                               |                                    |
|                               | Poll           | 39835141           | 27328783            | 68.60                                   | 27328783                 | 0                      | 100.00                               |                                    |
|                               | Total          |                    |                     |                                         |                          |                        |                                      |                                    |



Item No. 7: To approve the payment of remuneration to Sh. Kamal Oswal, Vice Chairman-cum-Managing Director.  
Resolution required :  
Whether Promoter/Promoter Group are interest in the agenda/resolution?

Special

Sh. Jawahar Lal Oswal and Sh. Dinesh Oswal being relatives of Sh. Kamal Oswal are interested in this resolution.

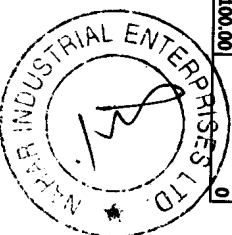
| Category                      | Mode of Voting | No. of Shares held | No. of votes Polled | % of votes polled on outstanding shares | No. of votes - In favour | No. of Votes - Against | % of votes in favour on votes polled | % of votes against on votes polled |
|-------------------------------|----------------|--------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter & Promoter Group     | E-voting       | 1                  | 2                   | 3 = (2/1*100)                           | 4                        | 5                      | 6 = (4/2*100)                        | 7 = (5/2*100)                      |
|                               | Poll           | 27311701           | 0                   | 0.00                                    | 27310377                 | 0                      | #DIV/0!                              | 0                                  |
|                               | Total          |                    | 27310377            | 100.00                                  | 27310377                 | 0                      | 100.00                               | 0                                  |
| Public - Institutional Holder | E-voting       |                    | 0                   | 0                                       | 0                        | 0                      | 0.00                                 | 0                                  |
|                               | Poll           | 196450             | 0                   | 0                                       | 0                        | 0                      | 0.00                                 | 0                                  |
|                               | Total          |                    | 0                   | 0                                       | 0                        | 0                      | 0.00                                 | 0                                  |
| Public - Non Institutions     | E-voting       | 12326990           | 398                 | 0.00                                    | 398                      | 0                      | 0.00                                 | 0                                  |
|                               | Poll           |                    | 17878               | 0.15                                    | 17878                    | 30                     | 100.00                               | 7.54                               |
|                               | Total          |                    | 18276               | 0.15                                    | 18276                    | 30                     | 100.00                               | 0.16                               |
| TOTAL                         |                | 39835141           | 27328653            | 68.60                                   | 27328653                 | 30                     | 100.00                               | 0.00                               |

Item No. 8: To enter into Agreements/Contracts/Transactions with related parties.  
Resolution required :  
Whether Promoter/Promoter Group are interest in the agenda/resolution?

Ordinary

Oswal Woollen Mills Limited related party, Sh. Jawahar Lal Oswal, Chairman, Sh. Kamal Oswal, Vice Chairman cum Managing Director & Sh. Dinesh Oswal, Director are interested.

| Category                      | Mode of Voting | No. of Shares held | No. of votes Polled | % of votes polled on outstanding shares | No. of votes - In favour | No. of Votes - Against | % of votes in favour on votes polled | % of votes against on votes polled |
|-------------------------------|----------------|--------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter & Promoter Group     | E-voting       | 1                  | 2                   | 3 = (2/1*100)                           | 4                        | 5                      | 6 = (4/2*100)                        | 7 = (5/2*100)                      |
|                               | Poll           | 27311701           | 0                   | 0.00                                    | 25215558                 | 0                      | 0.00                                 | 0                                  |
|                               | Total          |                    | 25215558            | 92.33                                   | 25215558                 | 0                      | 100.00                               | 0                                  |
| Public - Institutional Holder | E-voting       |                    | 0                   | 0                                       | 0                        | 0                      | 0.00                                 | 0                                  |
|                               | Poll           | 196450             | 0                   | 0                                       | 0                        | 0                      | 0.00                                 | 0                                  |
|                               | Total          |                    | 0                   | 0                                       | 0                        | 0                      | 0.00                                 | 0                                  |
| Public - Non Institutions     | E-voting       | 12326990           | 428                 | 0.00                                    | 428                      | 0                      | 0.00                                 | 0                                  |
|                               | Poll           |                    | 17878               | 0.15                                    | 17878                    | 0                      | 100.00                               | 0                                  |
|                               | Total          |                    | 18306               | 0.15                                    | 18306                    | 0                      | 100.00                               | 0                                  |
| TOTAL                         |                | 39835141           | 25233864            | 63.35                                   | 25233864                 | 0                      | 100.00                               | 0                                  |



**FORM No. MGT-13****Report of Scrutinizer(s)**

*[Pursuant to rule section 108 & 109 of the Companies Act, 2013 and rule 20 & 21 of Companies (Management and Administration) Rules, 2014]*

To,  
The Chairman  
Nahar Industrial Enterprises Limited  
Focal Point, Ludhiana - 141010, Punjab

**32<sup>nd</sup> Annual General Meeting of the Equity Shareholders of Nahar Industrial Enterprises Limited held on Friday, the 30<sup>th</sup> September, 2016 at the registered office of the Company situated at Focal Point, Ludhiana- 141010, Punjab.**

Dear Sir,

I, P. S. Bathla, Company Secretary in Practice, appointed as Scrutinizer for the purpose of the E-voting and physical voting on the below mentioned resolution(s), contained in the Notice of 32<sup>nd</sup> Annual General Meeting of the Equity Shareholders of Nahar Industrial Enterprises Limited held on Friday, the 30<sup>th</sup> day of September, 2016 at 10.00 A.M. at the Registered office of the Company situated at Focal Point, Ludhiana - 141010, Punjab submit our report as under:

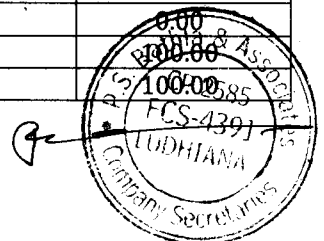
- The E-voting period commenced on 27.09.2016 at 09.00 A.M. and ended on 29.09.2016 at 05.00 P.M. After completion of the remote E-voting period, the votes were blocked on the CDSL portal. I have unblocked the votes on 30.09.2016 in the presence of Ms. Vanshika Nayyar and Ms. Shikha Patial.
- At the Meeting, the Company offered physical voting to the Shareholders who have not opted for remote E-voting. After the time fixed for closing of the poll by the Chairman, ballot box kept for polling was locked in my/ our presence with due identification marks placed by me/ us.
- The locked ballot box was subsequently opened in my /our presence and Ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Company / Registrar & Transfer Agent of the Company and the authorizations / proxies lodged with the Company.
- The Ballot papers, which were incomplete and/ or which were otherwise found defective, have been treated as invalid and kept separately or I/ We did not find any Ballot paper invalid.
- The result of the Poll is as under:

|                            | Members | Votes    |
|----------------------------|---------|----------|
| Total members casted votes | 101     | 27328783 |
| Invalid Votes              | 0       | 0        |
| Valid Votes                | 101     | 27328783 |

|    |                                                                                                                                                                                                                                                                                                                                                                                                                     |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | <b>Resolution - To receive, consider and adopt:</b><br><br>(a) the Audited Financial Statements of the Company for the financial year ended on 31 <sup>st</sup> March, 2016 along with Reports of the Auditors and Directors thereon ;<br>(b) the Audited Consolidated Financial Statements of the Company for the financial year ended on 31 <sup>st</sup> March, 2016 along with Reports of the Auditors thereon. |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

(i) Voted in favor of the resolution:

| Particulars     | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--------------------------------------------------------------|------------------------------|---------------------------------------|
| Remote E-voting | 4                                                            | 528                          |                                       |
| Physical        | 97                                                           | 27328255                     |                                       |
| Total           | 101                                                          | 27328783                     |                                       |



|             |                                      |                                                              |                              |                                       |
|-------------|--------------------------------------|--------------------------------------------------------------|------------------------------|---------------------------------------|
| <b>(ii)</b> | <b>Voted against the resolution:</b> |                                                              |                              |                                       |
|             | Particulars                          | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|             | Remote E-voting                      | 0                                                            | 0                            | 0.00                                  |
|             | Physical                             | 0                                                            | 0                            | 0.00                                  |
|             | Total                                | 0                                                            | 0                            | 0.00                                  |

|              |                       |                                                                                   |                                    |
|--------------|-----------------------|-----------------------------------------------------------------------------------|------------------------------------|
| <b>(iii)</b> | <b>Invalid votes:</b> |                                                                                   |                                    |
|              | Particulars           | Total Number of members (in person or by proxy) whose votes were declared invalid | Total Number of votes cast by them |
|              | Remote E-voting       | 0                                                                                 | 0                                  |
|              | Physical              | 0                                                                                 | 0                                  |
|              | Total                 | 0                                                                                 | 0                                  |

**2. Resolution: To declare dividend on Equity Shares for the year ended on 31<sup>st</sup> March, 2016**

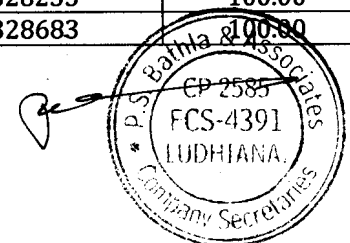
|            |                                          |                                                              |                              |                                       |
|------------|------------------------------------------|--------------------------------------------------------------|------------------------------|---------------------------------------|
| <b>(i)</b> | <b>Voted in favor of the resolution:</b> |                                                              |                              |                                       |
|            | Particulars                              | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|            | Remote E-voting                          | 4                                                            | 528                          | 0.00                                  |
|            | Physical                                 | 97                                                           | 27328255                     | 100.00                                |
|            | Total                                    | 101                                                          | 27328783                     | 100.00                                |

|             |                                      |                                                              |                              |                                       |
|-------------|--------------------------------------|--------------------------------------------------------------|------------------------------|---------------------------------------|
| <b>(ii)</b> | <b>Voted against the resolution:</b> |                                                              |                              |                                       |
|             | Particulars                          | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|             | Remote E-voting                      | 0                                                            | 0                            | 0.00                                  |
|             | Physical                             | 0                                                            | 0                            | 0.00                                  |
|             | Total                                | 0                                                            | 0                            | 0.00                                  |

|              |                       |                                                                                   |                                    |
|--------------|-----------------------|-----------------------------------------------------------------------------------|------------------------------------|
| <b>(iii)</b> | <b>Invalid votes:</b> |                                                                                   |                                    |
|              | Particulars           | Total Number of members (in person or by proxy) whose votes were declared invalid | Total Number of votes cast by them |
|              | Remote E-voting       | 0                                                                                 | 0                                  |
|              | Physical              | 0                                                                                 | 0                                  |
|              | Total                 | 0                                                                                 | 0                                  |

**3. Resolution: To appoint a director in place of Sh. Dinesh Gogna (DIN: 00498670), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.**

|            |                                          |                                                              |                              |                                       |
|------------|------------------------------------------|--------------------------------------------------------------|------------------------------|---------------------------------------|
| <b>(i)</b> | <b>Voted in favor of the resolution:</b> |                                                              |                              |                                       |
|            | Particulars                              | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|            | Remote E-voting                          | 3                                                            | 428                          | 0.00                                  |
|            | Physical                                 | 97                                                           | 27328255                     | 100.00                                |
|            | Total                                    | 100                                                          | 27328683                     | 100.00                                |



|             |                                      |                                                              |                              |                                       |
|-------------|--------------------------------------|--------------------------------------------------------------|------------------------------|---------------------------------------|
| <b>(ii)</b> | <b>Voted against the resolution:</b> |                                                              |                              |                                       |
|             | Particulars                          | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|             | Remote E-voting                      | 0                                                            | 0                            | 0.00                                  |
|             | Physical                             | 0                                                            | 0                            | 0.00                                  |
|             | Total                                | 0                                                            | 0                            | 0.00                                  |

|              |                       |                                                                                   |                                    |
|--------------|-----------------------|-----------------------------------------------------------------------------------|------------------------------------|
| <b>(iii)</b> | <b>Invalid votes:</b> |                                                                                   |                                    |
|              | Particulars           | Total Number of members (in person or by proxy) whose votes were declared invalid | Total Number of votes cast by them |
|              | Remote E-voting       | 0                                                                                 | 0                                  |
|              | Physical              | 0                                                                                 | 0                                  |
|              | Total                 | 0                                                                                 | 0                                  |

**4. Resolution: To appoint a director in place of Sh. Navdeep Sharma (DIN: 00454285), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.**

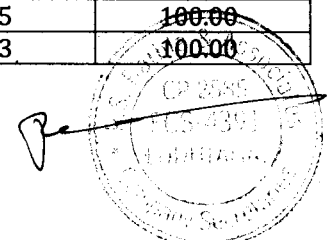
|            |                                          |                                                              |                              |                                       |
|------------|------------------------------------------|--------------------------------------------------------------|------------------------------|---------------------------------------|
| <b>(i)</b> | <b>Voted in favor of the resolution:</b> |                                                              |                              |                                       |
|            | Particulars                              | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|            | Remote E-voting                          | 3                                                            | 428                          | 0.00                                  |
|            | Physical                                 | 97                                                           | 27328255                     | 100.00                                |
|            | Total                                    | 100                                                          | 27328683                     | 100.00                                |

|             |                                      |                                                              |                              |                                       |
|-------------|--------------------------------------|--------------------------------------------------------------|------------------------------|---------------------------------------|
| <b>(ii)</b> | <b>Voted against the resolution:</b> |                                                              |                              |                                       |
|             | Particulars                          | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|             | Remote E-voting                      | 0                                                            | 0                            | 0.00                                  |
|             | Physical                             | 0                                                            | 0                            | 0.00                                  |
|             | Total                                | 0                                                            | 0                            | 0.00                                  |

|              |                       |                                                                                   |                                    |
|--------------|-----------------------|-----------------------------------------------------------------------------------|------------------------------------|
| <b>(iii)</b> | <b>Invalid votes:</b> |                                                                                   |                                    |
|              | Particulars           | Total Number of members (in person or by proxy) whose votes were declared invalid | Total Number of votes cast by them |
|              | Remote E-voting       | 0                                                                                 | 0                                  |
|              | Physical              | 0                                                                                 | 0                                  |
|              | Total                 | 0                                                                                 | 0                                  |

**5. Resolution: To appoint Auditors of the Company for the Financial Year 2016-17 and fix their remuneration.**

|            |                                          |                                                              |                              |                                       |
|------------|------------------------------------------|--------------------------------------------------------------|------------------------------|---------------------------------------|
| <b>(i)</b> | <b>Voted in favor of the resolution:</b> |                                                              |                              |                                       |
|            | Particulars                              | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|            | Remote E-voting                          | 4                                                            | 528                          | 0.00                                  |
|            | Physical                                 | 97                                                           | 27328255                     | 100.00                                |
|            | Total                                    | 101                                                          | 27328783                     | 100.00                                |



|      |                                      |                                                              |                              |                                       |
|------|--------------------------------------|--------------------------------------------------------------|------------------------------|---------------------------------------|
| (ii) | <b>Voted against the resolution:</b> |                                                              |                              |                                       |
|      | Particulars                          | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|      | Remote E-voting                      | 0                                                            | 0                            | 0.00                                  |
|      | Physical                             | 0                                                            | 0                            | 0.00                                  |
|      | Total                                | 0                                                            | 0                            | 0.00                                  |

|       |                       |                                                                                   |                                    |
|-------|-----------------------|-----------------------------------------------------------------------------------|------------------------------------|
| (iii) | <b>Invalid votes:</b> |                                                                                   |                                    |
|       | Particulars           | Total Number of members (in person or by proxy) whose votes were declared invalid | Total Number of votes cast by them |
|       | Remote E-voting       | 0                                                                                 | 0                                  |
|       | Physical              | 0                                                                                 | 0                                  |
|       | Total                 | 0                                                                                 | 0                                  |

**6. Resolution: To approve the remuneration of cost auditor for the financial year 2016-17.**

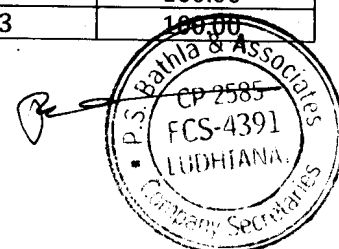
|     |                                          |                                                              |                              |                                       |
|-----|------------------------------------------|--------------------------------------------------------------|------------------------------|---------------------------------------|
| (i) | <b>Voted in favor of the resolution:</b> |                                                              |                              |                                       |
|     | Particulars                              | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|     | Remote E-voting                          | 4                                                            | 528                          | 0.00                                  |
|     | Physical                                 | 97                                                           | 27328255                     | 100.00                                |
|     | Total                                    | 101                                                          | 27328783                     | 100.00                                |

|      |                                      |                                                              |                              |                                       |
|------|--------------------------------------|--------------------------------------------------------------|------------------------------|---------------------------------------|
| (ii) | <b>Voted against the resolution:</b> |                                                              |                              |                                       |
|      | Particulars                          | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|      | Remote E-voting                      | 0                                                            | 0                            | 0.00                                  |
|      | Physical                             | 0                                                            | 0                            | 0.00                                  |
|      | Total                                | 0                                                            | 0                            | 0.00                                  |

|       |                       |                                                                                   |                                    |
|-------|-----------------------|-----------------------------------------------------------------------------------|------------------------------------|
| (iii) | <b>Invalid votes:</b> |                                                                                   |                                    |
|       | Particulars           | Total Number of members (in person or by proxy) whose votes were declared invalid | Total Number of votes cast by them |
|       | Remote E-voting       | 0                                                                                 | 0                                  |
|       | Physical              | 0                                                                                 | 0                                  |
|       | Total                 | 0                                                                                 | 0                                  |

**7. Resolution: To approve the payment of remuneration to Sh. Kamal Oswal, Vice Chairman-cum-Managing Director**

|     |                                          |                                                              |                              |                                       |
|-----|------------------------------------------|--------------------------------------------------------------|------------------------------|---------------------------------------|
| (i) | <b>Voted in favor of the resolution:</b> |                                                              |                              |                                       |
|     | Particulars                              | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|     | Remote E-voting                          | 2                                                            | 398                          | 0.00                                  |
|     | Physical                                 | 97                                                           | 27328255                     | 100.00                                |
|     | Total                                    | 99                                                           | 27328653                     | 100.00                                |



|      |                                      |                                                              |                              |                                       |
|------|--------------------------------------|--------------------------------------------------------------|------------------------------|---------------------------------------|
| (ii) | <b>Voted against the resolution:</b> |                                                              |                              |                                       |
|      | Particulars                          | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|      | Remote E-voting                      | 1                                                            | 30                           | 0.00                                  |
|      | Physical                             | 0                                                            | 0                            | 0.00                                  |
|      | Total                                | 1                                                            | 30                           | 0.00                                  |

|       |                       |                                                                                   |                                    |
|-------|-----------------------|-----------------------------------------------------------------------------------|------------------------------------|
| (iii) | <b>Invalid votes:</b> |                                                                                   |                                    |
|       | Particulars           | Total Number of members (in person or by proxy) whose votes were declared invalid | Total Number of votes cast by them |
|       | Remote E-voting       | 0                                                                                 | 0                                  |
|       | Physical              | 0                                                                                 | 0                                  |
|       | Total                 | 0                                                                                 | 0                                  |

**8. Resolution: To enter into Agreement / Contracts / Transaction with related parties**

|     |                                          |                                                              |                              |                                       |
|-----|------------------------------------------|--------------------------------------------------------------|------------------------------|---------------------------------------|
| (i) | <b>Voted in favor of the resolution:</b> |                                                              |                              |                                       |
|     | Particulars                              | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|     | Remote E-voting                          | 3                                                            | 428                          | 0.00                                  |
|     | Physical                                 | 96                                                           | 25233436                     | 100.00                                |
|     | Total                                    | 99                                                           | 25233864                     | 100.00                                |

|      |                                      |                                                              |                              |                                       |
|------|--------------------------------------|--------------------------------------------------------------|------------------------------|---------------------------------------|
| (ii) | <b>Voted against the resolution:</b> |                                                              |                              |                                       |
|      | Particulars                          | Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|      | Remote E-voting                      | 0                                                            | 0                            | 0.00                                  |
|      | Physical                             | 0                                                            | 0                            | 0.00                                  |
|      | Total                                | 0                                                            | 0                            | 0.00                                  |

|       |                       |                                                                                   |                                    |
|-------|-----------------------|-----------------------------------------------------------------------------------|------------------------------------|
| (iii) | <b>Invalid votes:</b> |                                                                                   |                                    |
|       | Particulars           | Total Number of members (in person or by proxy) whose votes were declared invalid | Total Number of votes cast by them |
|       | E-voting              | 0                                                                                 | 0                                  |
|       | Physical              | 0                                                                                 | 0                                  |
|       | Total                 | 0                                                                                 | 0                                  |

6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
7. The Ballot papers and all other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe keeping.

Thanking you,  
Yours faithfully,  
For P S Bathla & Associates,  
Company Secretaries

  
P.S. Bathla  
Membership No.: F-4391  
CP No. : 2585

Place : Ludhiana  
Dated : 30.09.2016