# KOHINOOR FOODS LIMITED

**September 30, 2016**

**The Secretary**
**National Stock Exchange of India Ltd.**
**Exchange Plaza, 5th Floor,**
**Plot No. C/1, G Bloock,**
**Bandra Kurla Complex, Bandra (E)**
**Mumbai-400051**

**Sub: Voting Result of the 27th Annual General Meeting of the Company.**

Dear Sir/Mam,

We would like to inform you that the 27th Annual General Meeting ("**AGM**") of Kohinoor Foods Limited ("**the Company**") was held on Thursday, September 29, 2016 at 11.00 A.M. at Pearey Lal Bhawan Associations, 2, Bahadurshah Zafar Marg, New Delhi - 110002. Pursuant to Regulation 44(3) of the SEBI (LODR) Regulation 2015, please find attached herewith Proceedings of the 27th Annual General Meeting of the Company along with the details of Combined Voting Result as provided by the Scrutinizer, Mr. Vinod Aggarwal, Practicing Company Secretary.

The Scrutinizer's Report dated 30th September, 2016 is also attached herewith for your ready reference.

This is for your information and record.

Thanking You,

Yours faithfully,

**For Kohinoor Foods Ltd.**

KOHINOOR FOODS LIMITED NEW DELHI

**Rama Kant**
**Company Secretary & GM (legal)**
**CC: The BSE Limited,**
**Department of Corporate Services,**
**Phiroze Jeejeebhoy Towers,**
**Dalal Street, Mumbai – 400001**

**Proceedings of 27th Annual General Meeting of M/s Kohinoor Foods Ltd. held on Thursday, 29th September, 2016 at 11:00 a.m. at Pearey Lal Bhawan Association, 2, Bahadur Shah Zafar Marg, New Delhi 110 002.**

**Present**

| | | |
|---|---|---|
| Mr. Gurnam Arora | : | Jt. Managing Director |
| Mr. Vijay Burman | : | Chairman, Audit Committee/ Remuneration Committee |

**In Attendance**

| | | |
|---|---|---|
| Mr. Prabhat Kumar | : | Chief Financial Officer |
| Mr. Rama Kant | : | Company Secretary & GM (Legal) |
| Mr. Pankaj Gupta | : | Statutory Auditors |
| Mr. Vinod Aggarwal | : | Scrutinizer for Poll process |

**Total number of shareholders on record date:** 29,640

**No. of Shareholders present in the meeting either in person or through proxy: 349**

Promoters and Promoter Group: 8
Public: 341

**No. of Shareholders present in the meeting through video conferencing: Not Required**

The meeting commenced at 11:00 A.M. and concluded at 11:30 A.M. approximately.

Since Mr. Jugal Kishore Arora, Chairman of the Board of Directors was not present, Mr. Gurnam Arora was requested to take the chair. Mr. Gurnam Arora then occupied the Chair and welcomed the Shareholders at the 27th Annual General Meeting of the Company. Upon ascertaining that the requisite Quorum was present, called the meeting to order.

Thereafter, Chairman read the Chairman Message and delivered his Speech giving a brief account of performance highlights of the Company during the year under review and recent developments.

Mr. Rama Kant, Company Secretary of the Company stated that with the consent of the members present, the Notice of the Meeting, Directors Report and the Audit Report, which were with the Shareholders, were taken as read.

The Company Secretary informed the Members that 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 (the Rules), the Company had extended the E – voting facility to the members in respect of businesses to be transacted at the Annual General Meeting. The e voting commenced at 09:00 am on 26th September, 2016 and ended at 05:00 pm on 28th September, 2016.

The Company Secretary further stated that apart from E-voting, the Company will also give, to those Shareholders who could not avail the e-voting facility and were present at the AGM, the option of voting through physical ballot papers, pursuant to Section 109 of the Act read with Rule 21 of the Rules.

Mr. Vinod Aggarwal (FCS No.8007, CP No. 8816), Proprietor of M/s Vinod Aggarwal & Associates, Practicing Company Secretary, the Scrutinizer appointed for the poll, was requested to take over the Poll proceedings and to ensure that the voting through Poll is conducted in a fair and transparent manner. He was further requested to submit his Report on Poll.

The ballot papers were distributed to the Shareholders and they were requested to deposit the duly filled in ballot papers in the empty ballot boxes kept for the purpose.

Mr. Vinod Aggarwal, Scrutinizer appointed for the Poll conducted the Poll which included showing empty Polling boxes to the members, locking and sealing of empty Polling boxes in the presence of members and proxies. After ensuring that all members and proxies participating in the Poll had casted their votes, the Scrutinizers closed the Poll at around 11:25 a.m. The Scrutinizer then took the custody of Polling Boxes.

Upon the completion of the Poll process, the Chairman stated that the results of the voting on each resolution shall be determined by adding the votes of the Poll in favour or against a resolution with the electronic votes in favour or against the same resolution. He further stated that the results shall also be uploaded on the Company's website www.kohinoorfoods.in with the respective reports of Scrutinizers for Electronic Voting and the Poll and shall be available at the corporate office of the Company.

The meeting then concluded with a Vote of Thanks to the Chair.

On the basis of the Scrutinizer's Report for E- Voting and the voting through Poll dated 30th September, 2016, the Chairman announced the results of the voting on Friday, 30th September, 2016 at 03:30 p.m. at the Corporate Office of the Company situated at 10th Floor, Pinnacle Business Tower, Suraj Kund, Faridabad – 121001.

The details of combined Voting Results as under:

Agenda Wise
Disclosure

Item No. 1-Ordinary Resolution

Adoption of the audited financial statements for the financial year ended 31st March, 2016, the reports of the Board of Directors and Auditors thereon together with audited consolidated financial statement:

| Resolution required: | | | Ordinary | | | | | |
|---|---|---|---|---|---|---|---|---|
| Whether promoter/ promoter group are interested 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 |
| | | -1 | -2 | (3)=[(2)/(1)]*100 | -4 | -5 | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 11424276 | 11424276 | 100 | 11424276 | 0 | 100 | |
| | Poll | 6866864 | 6866864 | 100 | 6866864 | 0 | 100 | |
| | Postal Ballot (if applicable) | NA | NA | NA | NA | NA | NA | NA |
| | Total | 18291140 | 18291140 | 100 | 18291140 | 0 | 100 | |
| Public- Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | |
| | Poll | 0 | 0 | 0 | 0 | 0 | 0 | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Postal Ballot (if applicable) | NA | NA | NA | NA | NA | NA | NA |
| | Total | 0 | 0 | 0 | 0 | 0 | 0 | |
| Public- Non Institutions | E-Voting | 2877 | 2877 | 100 | 2877 | 0 | 100 | |
| | Poll | 2507 | 2504 | 99.88 | 2504 | 0 | 100 | |
| | Postal Ballot (if applicable) | NA | NA | NA | NA | NA | NA | NA |
| | Total | 5384 | 5381 | 99.94 | 5381 | 0 | 100 | |
| Total | | 18296524 | 18296521 | 100 | 18296521 | 0 | 100 | |

Item No. 2-Ordinary Resolution:

To appoint a Director in place of Mr. Khedaim Abdulla Saeed Faris Alderei(holding DIN 06699678), who retires by rotation and being eligible offers himself for re-appointment.

| Resolution required: | | | Ordinary | | | | | |
|---|---|---|---|---|---|---|---|---|
| Whether promoter/ promoter group are interested 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 |
| | | -1 | -2 | (3)=[(2)/(1)]*100 | -4 | -5 | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*1 |
| | E-Voting | 11424276 | 11424276 | 100 | 11424276 | 0 | 100 | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | Poll | 6866864 | 6866864 | 100 | 6866864 | 0 | 100 | |
| | Postal Ballot (if applicable) | NA | NA | NA | NA | NA | NA | NA |
| | Total | 18291140 | 18291140 | 100 | 18291140 | 0 | 100 | |
| Public- Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | |
| | Poll | 0 | 0 | 0 | 0 | 0 | 0 | |
| | Postal Ballot (if applicable) | NA | NA | NA | NA | NA | NA | NA |
| | Total | 0 | 0 | 0 | 0 | 0 | 0 | |
| Public- Non Institutions | E-Voting | 2877 | 2877 | 100 | 2877 | 0 | 100 | |
| | Poll | 2507 | 2504 | 99.88 | 2504 | 0 | 100 | |
| | Postal Ballot (if applicable) | NA | NA | NA | NA | NA | NA | NA |
| | Total | 5384 | 5381 | 99.94 | 5381 | 0 | 100 | |
| Total | | 18296524 | 18296521 | 100 | 18296521 | 0 | 100 | |

Item No. 3- Ordinary Resolution

To appoint M/s Rajender Kumar Singal & Associates LLP, Chartered Accountants, New Delhi (Firm Registration No. 016379N), as Statutory Auditors and to fix their remuneration.

| | |
|---|---|
| **Resolution required:** | Ordinary |
| **Whether promoter/ promoter group are interested in the agenda/resolution?** | No |

KOHINOOR LIMITED NEW DELHI

| 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 |
|---|---|---|---|---|---|---|---|---|
| | | -1 | -2 | (3)=[(2)/(1)]*100 | -4 | -5 | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*1 |
| Promoter and Promoter Group | E-Voting | 11424276 | 11424276 | 100 | 11424276 | 0 | 100 | |
| | Poll | 6866864 | 6866864 | 100 | 6866864 | 0 | 100 | |
| | Postal Ballot (if applicable) | NA | NA | NA | NA | NA | NA | NA |
| | Total | 18291140 | 18291140 | 100 | 18291140 | 0 | 100 | |
| Public- Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | |
| | Poll | 0 | 0 | 0 | 0 | 0 | 0 | |
| | Postal Ballot (if applicable) | NA | NA | NA | NA | NA | NA | NA |
| | Total | 0 | 0 | 0 | 0 | 0 | 0 | |
| Public- Non Institutions | E-Voting | 2877 | 2877 | 100 | 2877 | 0 | 100 | |
| | Poll | 2507 | 2504 | 99.88 | 2504 | 0 | 100 | |
| | Postal Ballot (if applicable) | NA | NA | NA | NA | NA | NA | NA |
| | Total | 5384 | 5381 | 99.94 | 5381 | 0 | 100 | |
| Total | | 18296524 | 18296521 | 100 | 18296521 | 0 | 100 | |

Item No. 4-Ordinary Resolution

To re-appoint Mr. Vijay Burman (holding DIN-00013710) as an Independent Director of the Company

| Resolution required: | | | Ordinary | | | | | |
|---|---|---|---|---|---|---|---|---|
| Whether promoter/ promoter group are interested 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 |
| | | -1 | -2 | (3)=[(2)/(1)]*100 | -4 | -5 | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*1 |
| Promoter and Promoter Group | E-Voting | 11424276 | 11424276 | 100 | 11424276 | 0 | 100 | |
| | Poll | 6866864 | 6866864 | 100 | 6866864 | 0 | 100 | |
| | Postal Ballot (if applicable) | NA | NA | NA | NA | NA | NA | NA |
| | Total | 18291140 | 18291140 | 100 | 18291140 | 0 | 100 | |
| Public-Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | |
| | Poll | 0 | 0 | 0 | 0 | 0 | 0 | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Postal Ballot (if applicable) | NA | NA | NA | NA | NA | NA | NA |
| | Total | 0 | 0 | 0 | 0 | 0 | 0 | |
| Public- Non Institutions | E-Voting | 2877 | 2877 | 100 | 2877 | 0 | 100 | |
| | Poll | 2507 | 2504 | 99.88 | 2504 | 0 | 100 | |
| | Postal Ballot (if applicable) | NA | NA | NA | NA | NA | NA | NA |
| | Total | 5384 | 5381 | 99.94 | 5381 | 0 | 100 | |
| Total | | 18296524 | 18296521 | 100 | 18296521 | 0 | 100 | |

Item No. 5-Ordinary Resolution

To re-appoint Mr. Sandeep Kohli (holding DIN-00300767) as an Independent Director of the Company

| Resolution required: | | | Ordinary | | | | | |
|---|---|---|---|---|---|---|---|---|
| Whether promoter/ promoter group are interested 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 |
| | | -1 | -2 | (3)=[(2)/(1)]*100 | -4 | -5 | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*1 |
| Promoter and Promoter Group | E-Voting | 11424276 | 11424276 | 100 | 11424276 | 0 | 100 | |
| | Poll | 6866864 | 6866864 | 100 | 6866864 | 0 | 100 | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Postal Ballot (if applicable) | NA | NA | NA | NA | NA | NA | NA |
| | Total | 18291140 | 18291140 | 100 | 18291140 | 0 | 100 | |
| Public- Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | |
| | Poll | 0 | 0 | 0 | 0 | 0 | 0 | |
| | Postal Ballot (if applicable) | NA | NA | NA | NA | NA | NA | NA |
| | Total | 0 | 0 | 0 | 0 | 0 | 0 | |
| Public- Non Institutions | E-Voting | 2877 | 2877 | 100 | 2877 | 0 | 100 | |
| | Poll | 2507 | 2504 | 99.88 | 2504 | 0 | 100 | |
| | Postal Ballot (if applicable) | NA | NA | NA | NA | NA | NA | NA |
| | Total | 5384 | 5381 | 99.94 | 5381 | 0 | 100 | |
| Total | | 18296524 | 18296521 | 100 | 18296521 | 0 | 100 | |

Item No. 6- Ordinary Resolution

To re-appoint Mr. Maharaj Kishan Trisal (holding DIN-00059545) as an Independent Director of the Company

| | |
|---|---|
| **Resolution required:** | Ordinary |
| **Whether promoter/ promoter group are interested 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 |
|---|---|---|---|---|---|---|---|---|
| | | -1 | -2 | (3)=[(2)/(1)]*100 | -4 | -5 | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*1 |
| Promoter and Promoter Group | E-Voting | 11424276 | 11424276 | 100 | 11424276 | 0 | 100 | |
| | Poll | 6866864 | 6866864 | 100 | 6866864 | 0 | 100 | |
| | Postal Ballot (if applicable) | NA | NA | NA | NA | NA | NA | NA |
| | Total | 18291140 | 18291140 | 100 | 18291140 | 0 | 100 | |
| Public- Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | |
| | Poll | 0 | 0 | 0 | 0 | 0 | 0 | |
| | Postal Ballot (if applicable) | NA | NA | NA | NA | NA | NA | NA |
| | Total | 0 | 0 | 0 | 0 | 0 | 0 | |
| Public- Non Institutions | E-Voting | 2877 | 2877 | 100 | 2877 | 0 | 100 | |
| | Poll | 2507 | 2504 | 99.88 | 2504 | 0 | 100 | |
| | Postal Ballot (if applicable) | NA | NA | NA | NA | NA | NA | NA |
| | Total | 5384 | 5381 | 99.94 | 5381 | 0 | 100 | |
| Total | | 18296524 | 18296521 | 100 | 18296521 | 0 | 100 | |

Item No. 7- Ordinary Resolution

KOHINOOR NEW DELHI LIMITED

To re-appoint Mr. Satish Chandra Gupta (holding DIN-00025780) as an Independent Director of the Company

| Resolution required: | | | Ordinary | | | | | |
|---|---|---|---|---|---|---|---|---|
| Whether promoter/ promoter group are interested 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 |
| | | -1 | -2 | (3)=[(2)/(1)]*100 | -4 | -5 | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*1 |
| Promoter and Promoter Group | E-Voting | 11424276 | 11424276 | 100 | 11424276 | 0 | 100 | |
| | Poll | 6866864 | 6866864 | 100 | 6866864 | 0 | 100 | |
| | Postal Ballot (if applicable) | NA | NA | NA | NA | NA | NA | NA |
| | Total | 18291140 | 18291140 | 100 | 18291140 | 0 | 100 | |
| Public- Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | |
| | Poll | 0 | 0 | 0 | 0 | 0 | 0 | |
| | Postal Ballot (if applicable) | NA | NA | NA | NA | NA | NA | NA |
| | Total | 0 | 0 | 0 | 0 | 0 | 0 | |
| Public- Non Institutions | E-Voting | 2877 | 2877 | 100 | 2877 | 0 | 100 | |
| | Poll | 2507 | 2504 | 99.88 | 2504 | 0 | 100 | |
| | Postal Ballot (if applicable) | NA | NA | NA | NA | NA | NA | NA |
| | Total | 5384 | 5381 | 99.94 | 5381 | 0 | 100 | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Total** | | 18296524 | 18296521 | 100 | 18296521 | 0 | 100 | |

Item No. 8- Ordinary Resolution

To Ratify the Remuneration of the Cost Auditor for the Financial Year ending March 31, 2017

| **Resolution required:** | | | Ordinary | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Whether promoter/ promoter group are interested 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** |
| | | **-1** | **-2** | **(3)=[(2)/(1)]*100** | **-4** | **-5** | **(6)=[(4)/(2)]*100** | **(7)=[(5)/(2)]*1** |
| **Promoter and Promoter Group** | **E-Voting** | 11424276 | 11424276 | 100 | 11424276 | 0 | 100 | |
| | **Poll** | 6866864 | 6866864 | 100 | 6866864 | 0 | 100 | |
| | **Postal Ballot (if applicable)** | NA | NA | NA | NA | NA | NA | NA |
| | **Total** | 18291140 | 18291140 | 100 | 18291140 | 0 | 100 | |
| **Public- Institutions** | **E-Voting** | 0 | 0 | 0 | 0 | 0 | 0 | |
| | **Poll** | 0 | 0 | 0 | 0 | 0 | 0 | |
| | **Postal Ballot (if applicable)** | NA | NA | NA | NA | NA | NA | NA |
| | **Total** | 0 | 0 | 0 | 0 | 0 | 0 | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| **Public- Non Institutions** | **E-Voting** | 2877 | 2877 | 100 | 2822 | 55 | 98.09 | 1. |
| | **Poll** | 2507 | 2504 | 99.88 | 2504 | 0 | 100 | |
| | **Postal Ballot (if applicable)** | NA | NA | NA | NA | NA | NA | NA |
| | **Total** | 5384 | 5381 | 99.94 | 5381 | 55 | 98.98 | 1. |
| **Total** | | 18296524 | 18296521 | 100 | 18296466 | 55 | 100 | |

On the basis of aforesaid scrutinizer report all the resolutions mentioned in the Notice dated 12.08.2016 has been passed with requisite majority.

Thanking You,

**For Kohinoor Foods Ltd.**

KOHINOOR FOODS LIMITED NEW DELHI

**Rama Kant**

**Company Secretary & GM (Legal)**

**Vinod Aggarwal**
FCS, LL.B(DU), B. Com

# Vinod Aggarwal & Associates

COMPANY SECRETARIES

## SCRUTINIZER'S COMBINED REPORT FOR E-VOTING AND POLL

**[Pursuant to section(s) 108 and 109 the Companies Act, 2013 read with Rule 20 and 21 of Companies (Management and Administration) Rules,2014]**

To,
Mr. Jugal Kishore Arora (Chairman)
Kohinoor Foods Limited
Pinnacle Business Tower, 10th Floor
Suraj Kund Road, Faridabad,
Haryana - 122001.

Evoting start date: Monday, September 26, 2016 at 09.00 a.m.

Evoting end date: Wednesday, September 28, 2016 at 5:00 p.m.

27th Annual General Meeting of the Equity Shareholders
Date : 29th September 2016
Time : 11 a.m.
Place : Pearey Lal Bhawan Association,
2, Bahadurshah Zafar Marg,
New Delhi- 110002

Dear Sir,

Subject: Combined Scrutinizer's Report on:

- E-Voting conducted in pursuance to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments made thereof from time to time and
- Poll conducted in pursuance to the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules and amendments made thereof from time to time.

I Vinod Aggarwal Proprietor of M/s. Vinod Aggarwal & Associates, Practicing Company Secretaries having office at LIG 1, Gayatri Enclave, RPS Colony, Nr. Khanpur T Point, New Delhi - 110062, appointed as Scrutinizer by:

VINOD AGGARWAL & ASSOCIATES New Delhi C.P. No.8818 Company Secretaries



LIG-1, LGF, Gayatri Enclave, Near RPS Colony, Khanpur T-Point, New Delhi-110062
Tel: +91 11 26056000, Mob.: +91 93120 84774, Email: vinod.aggarwalcs@gmail.com

(a) The Board of Directors of Kohinoor Foods Limited having its registered office at 201, Vipps Centre, Masjid Moth, Greater Kailash-II, New Delhi - 110048 and Corporate Office at Pinnacle Business Tower, 10th Floor, Suraj Kund Road, Faridabad, Haryana - 122001 for the purpose of scrutinizing the e-voting process as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules 2014 and

(b) The Chairman of the Annual General Meeting held on 29th September, 2016 on Poll under the provisions of the Sections 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management & Administration) Rules 2014.

**NOTES on E-voting:**

1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the rules thereunder relating to e-voting on the resolutions contained in the Notice dated 12th August, 2016. My Responsibility, as a Scrutinizer for the E-voting Process, is restricted to scrutinize and submit a Report on the votes Cast "in Favor" or "against" the resolutions stated above based on the report generated from the E-Voting System offered by National Securities Depository Limited (NSDL).

2. The Notice dated 12th August, 2016 convening the 27th Annual General Meeting (hereinafter "AGM") of the Company along with the Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect to the below mentioned Resolutions to be passed at the said AGM of the Company held on 29th September, 2016.

3. The Company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the Shareholders of the Company.

4. The shareholders of the Company holding shares as on the "cut-off" date of September 23, 2016, were entitled to vote on the proposed resolutions as set out at item nos. 1 to 8 in the Notice of the AGM of the Company.

5. The voting period for e-voting commenced on Monday, September 26, 2016 at 09.00 a.m. and ended on Wednesday, September 28, 2016 at 5:00 p.m. and the NSDL e-voting platform was blocked thereafter.

6. The votes cast under e-voting facility were then unblocked on Thursday, 29th September, 2016 at 12.18 PM approx., in the presence of Mr. Dheeraj R/o 15/164 Dakshinpuri Ext , New Delhi - 110062 and Ms. Bharti Somani R/o E-79, Khanpur, New Delhi-110062.

7. I have scrutinized and reviewed the voting process through electronic means and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) as per e-voting system.

**Notes on Poll:**

1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the rules thereunder relating to voting through Poll at the 27th Annual General Meeting on the resolutions contained in the Notice dated 12th August, 2016. My responsibility, as a Scrutinizer for the Poll, is restricted to scrutinize and submit a Report on the votes Cast "in Favor" or "against" the resolutions stated above based on the Polls cast by the Shareholders at the AGM.
2. After the time fixed for closing of the poll by the Chairman, two ballot boxes, kept for polling were locked in my presence with due identification marks placed by me.
3. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized and initialed. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
4. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

I hereby submit my Consolidated Report on the Result of the E-voting together with that of the Poll in respect of the said Resolution(s), as under;

VINOD AGGARWAL & ASSOCIATES New Delhi C.P. No.8816 Company Secretaries

**Item No. 1-Ordinary Resolution**

Adoption of the audited financial statements for the financial year ended 31st March, 2016, the reports of the Board of Directors and Auditors thereon together with audited consolidated financial statement:

| Mode of voting | Total Members voting validly through Poll/ Evoting | No of Shares Held | No of votes polled | Votes in favour of the Resolution | | Votes against the Resolution | | Passed with requisite majority (Yes/No) |
|---|---|---|---|---|---|---|---|---|
| | | | | Valid Votes in favour of Resolution | % of total valid votes | Valid Votes against the Resolution | % of total valid votes | |
| E-voting | 41 | 11427153 | 11427153 | 11427153 | 100% | 0 | 00 | Yes |
| Poll | 82 | 6869371 | 6869368 | 6869368 | 100% | 0 | 00 | |
| **Total** | **123** | **18296524** | **18296521** | **18296521** | **100%** | **0** | **00** | |

VINOD AGGARWAL & ASSOCIATES New Delhi C.P. No.8816 Company Secretaries

**Item No. 2-Ordinary Resolution:**

To appoint a Director in place of Mr. Khedaim Abdulla Saeed Faris Alderei(holding DIN 06699678), who retires by rotation and being eligible offers himself for re-appointment.

| Mode of voting | Total Members voting validly through Poll/ Evoting | No of Shares Held | No of votes polled | Votes in favour of the Resolution | | Votes against the Resolution | | Passed with requisite majority (Yes/No) |
|---|---|---|---|---|---|---|---|---|
| | | | | Valid Votes in favour of Resolution | % of total valid votes | Valid Votes against the Resolution | % of total valid votes | |
| E-voting | 41 | 11427153 | 11427153 | 11427153 | 100% | 0 | 00 | Yes |
| Poll | 82 | 6869371 | 6869368 | 6869368 | 100% | 0 | 00 | |
| **Total** | **123** | **18296524** | **18296521** | **18296521** | **100%** | **0** | **00** | |

VINOD AGGARWAL & ASSOCIATES
New Delhi
C.P. No.8816
Company Secretaries

**Item No. 3- Ordinary Resolution**

To appoint M/s Rajender Kumar Singal & Associates LLP, Chartered Accountants, New Delhi (Firm Registration No. 016379N), as Statutory Auditors and to fix their remuneration.

| Mode of voting | Total Members voting validly through Poll/ Evoting | No of Shares Held | No of votes polled | Votes in favour of the Resolution | | Votes against the Resolution | | Passed with requisite majority (Yes/No) |
|---|---|---|---|---|---|---|---|---|
| | | | | Valid Votes in favour of Resolution | % of total valid votes | Valid Votes against the Resolution | % of total valid votes | |
| E-voting | 41 | 11427153 | 11427153 | 11427153 | 100% | 0 | 00 | Yes |
| Poll | 82 | 6869371 | 6869368 | 6869368 | 100% | 0 | 00 | |
| **Total** | **123** | **18296524** | **18296521** | **18296521** | **100%** | **0** | **00** | |

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**Item No. 4-Ordinary Resolution**

To re-appoint Mr. Vijay Burman (holding DIN-00013710) as an Independent Director of the Company

| Mode of voting | Total Members voting validly through Poll/ Evoting | No of Shares Held | No of votes polled | Votes in favour of the Resolution | | Votes against the Resolution | | Passed with requisite majority (Yes/No) |
|---|---|---|---|---|---|---|---|---|
| | | | | Valid Votes in favour of Resolution | % of total valid votes | Valid Votes against the Resolution | % of total valid votes | |
| E-voting | 41 | 11427153 | 11427153 | 11427153 | 100% | 0 | 00 | Yes |
| Poll | 82 | 6869371 | 6869368 | 6869368 | 100% | 0 | 00 | |
| **Total** | **123** | **18296524** | **18296521** | **18296521** | **100%** | **0** | **00** | |

VINOD AGGARWAL & ASSOCIATES New Delhi C.P. No.8816 Company Secretaries

**Item No. 5-Ordinary Resolution**

To re-appoint Mr. Sandeep Kohli (holding DIN-00300767) as an Independent Director of the Company

| Mode of voting | Total Members voting validly through Poll/ Evoting | No of Shares Held | No of votes polled | Votes in favour of the Resolution | | Votes against the Resolution | | Passed with requisite majority (Yes/No) |
|---|---|---|---|---|---|---|---|---|
| | | | | Valid Votes in favour of Resolution | % of total valid votes | Valid Votes against the Resolution | %. of total valid votes | |
| E-voting | 41 | 11427153 | 11427153 | 11427153 | 100% | 0 | 00 | Yes |
| Poll | 82 | 6869371 | 6869368 | 6869368 | 100% | 0 | 00 | |
| **Total** | **123** | **18296524** | **18296521** | **18296521** | **100%** | **0** | **00** | |

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**Item No. 6- Ordinary Resolution**

To re-appoint Mr. Maharaj Kishan Trisal (holding DIN-00059545) as an Independent Director of the Company

| Mode of voting | Total Members voting validly through Poll/ Evoting | No of Shares Held | No of votes polled | Votes in favour of the Resolution | | Votes against the Resolution | | Passed with requisite majority (Yes/No) |
|---|---|---|---|---|---|---|---|---|
| | | | | Valid Votes in favour of Resolution | % of total valid votes | Valid Votes against the Resolution | % of total valid votes | |
| E-voting | 41 | 11427153 | 11427153 | 11427153 | 100% | 0 | 00 | Yes |
| Poll | 82 | 6869371 | 6869368 | 6869368 | 100% | 0 | 00 | |
| **Total** | **123** | **18296524** | **18296521** | **18296521** | **100%** | **0** | **00** | |

VINOD AGGARWAL & ASSOCIATES New Delhi C.P. No.8816 Company Secretaries

**Item No. 7- Ordinary Resolution**

To re-appoint Mr. Satish Chandra Gupta (holding DIN-00025780) as an Independent Director of the Company

| Mode of voting | Total Members voting validly through Poll/ Evoting | No of Shares Held | No of votes polled | Votes in favour of the Resolution | | Votes against the Resolution | | Passed with requisite majority (Yes/No) |
|---|---|---|---|---|---|---|---|---|
| | | | | Valid Votes in favour of Resolution | % of total valid votes | Valid Votes against the Resolution | % of total valid votes | |
| E-voting | 41 | 11427153 | 11427153 | 11427153 | 100% | 0 | 00 | Yes |
| Poll | 82 | 6869371 | 6869368 | 6869368 | 100% | 0 | 00 | |
| **Total** | **123** | **18296524** | **18296521** | **18296521** | **100%** | **0** | **00** | |

**Item No. 8- Ordinary Resolution**

To Ratify the Remuneration of the Cost Auditor for the Financial Year ending March 31, 2017

| Mode of voting | Total Members voting validly through | No of Shares Held | No of votes polled | Votes in favour of the Resolution | Votes against the Resolution | Passed with requisite majority (Yes/No) |
|---|---|---|---|---|---|---|
| | | | | | | |

VINOD AGGARWAL & ASSOCIATES New Delhi C.P. No. 8816 Company Secretaries

| | Poll/ Evoting | | | Valid Votes in favour of Resolution | % of total valid votes | Valid Votes against the Resolution | % of total valid votes | |
|---|---|---|---|---|---|---|---|---|
| E-voting | 41 | 11427153 | 11427153 | 11427098 | 100% | 55 | 00 | Yes |
| Poll | 82 | 6869371 | 6869368 | 6869368 | 100% | 0 | 00 | |
| **Total** | **123** | **18296524** | **18296521** | **18296466** | **100%** | **55** | **00** | |

16 no. ballot forms were declared invalid.

All the resolutions stand Passed, as per combined voting through E-voting process and the Poll, with the requisite majority.

The poll papers and all other relevant records have been sealed and will be handed over to Mr. Rama Kant, Company Secretary & GM(Legal) authorized by the Board for safe keeping.

Thanking You

**For Vinod Aggarwal & Associates, Practicing Company Secretaries**

VINOD AGGARWAL & ASSOCIATES New Delhi C.P. No.8816 Company Secretaries

Vinod Aggarwal, Scrutinizer
FCS - 8007, CP No - 8816

Date: 30.09.2016

Place: New Delhi