इंजीनियर्स इंडिया लिमिटेड (भारत सरकार का उपक्रम)
ENGINEERS INDIA LIMITED
(A Govt of India Undertaking)

रजिस्टर्ड आफिस/Regd.Office: इंजीनियर्स इंडिया भवन/Engineers India Bhawan
1, भीकाजी कामा प्लेस/Bhikaiji Cama Place, नई दिल्ली/New Delhi – 110066
सीआईएन/CIN : L74899DL1965GOI004352

COMPANY SECRETARIAT
कम्पनी सचिवालय

Fax No. 022-66418125/26 /26598237/38
022-26598347-48

सं.सचिव/No. Secy/906/10

29.08.2014

The National Stock Exchange of India Limited
(Listing Department)
Exchange Plaza, 5th Floor
Bandra Kurla Complex
Bandra (East)
Mumbai-400051

विषय: सूचीबद्धता करार के खण्ड 35A के अनुसार सूचना
Sub: Information pursuant to clause 35A of Listing Agreement

प्रिय महोदय/Dear Sir,

सूचीबद्धता करार के खण्ड 35A और अन्य लागू प्रावधानों के अनुसार, कृप्या इसके साथ संलग्न, मतदान के परिणामों के बारे में जानकारी, निर्धारित प्रारूप में संवीक्षक रिपोर्ट के साथ, प्राप्त करें, जो इंजीनियर्स इंडिया लिमिटेड की 49वीं वार्षिक साधारण सभा, जो गुरुवार, 28 अगस्त, 2014 को सुबह 10.30 बजे मानेकशॉ सेंटर, परेड रोड, दिल्ली कैंट, नई दिल्ली-110010 में आयोजित हुई, के संबंध में है ।

Pursuant to Clause 35A of the Listing Agreement and other applicable provisions, please find enclosed herewith details regarding the voting results, in prescribed format alongwith scrutinizer report, in respect of 49th Annual General Meeting of Engineers India Limited held on Thursday, 28th August, 2014 at 10:30 a.m. at Manekshaw Centre, Parade Road, Delhi Cantt., New Delhi-110010.

उपरोक्त कृपया आपकी जानकारी एवं रिकॉर्ड के लिए है।
The above is for your information and records please.

धन्यवाद/Thanking you,

भवदीय/Very truly yours,

राजन कपूर/Rajan Kapur
कंपनी सचिव/Company Secretary

संलग्नक : यथोक्त /Encl: As above

Phone /दूरभाष : 26100258
26762188

फ़ैक्स/ Fax: 26191690
ईमेल/ e-mail: company.secretary@eil.co.in
वैबसाइट/website : http://www.engineersindia.com

ISO 9001

NAME: **ENGINEERS INDIA LIMITED**

SLNO	DESCRIPTION					
A	DATE OF AGM			**28-08-2014**		
B	BOOK CLOSURE DATE			**19-08-2014** TO **28-08-2014** (BOTH DAYS INCLUSIVE)		
C	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE			**1,31,672**		
D	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY			**16,073**		
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP	**1**	**0**	**1**	**233727299**	**69.36833**
	PUBLIC	**15873**	**199**	**16072**	**26600811**	**7.89490**
	TOTAL	**15874**	**199**	**16073**	**260328110**	**77.26323**
E	No. of shareholders attended the meeting through Video conferencing is Nil .					



Annexure

Details of Resolution	Promoter/Public	No. of Shares Held (1)	No. of Votes Polled* (2)	% of Votes on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in Favour (4)	No. of Votes - Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Resolution No. 1 – Ordinary Resolution Adoption of Audited Balance Sheet and Profit & Loss A/c for the Year ended 31st March, 2014 along with report of Directors' and Auditors thereon.	**Promoter and Promoter Group**	23,37,27,299	23,37,27,299	100	23,37,27,299	0	100	0
	Public – Institutional holders	7,27,86,082	4,60,52,011	63.27035	4,52,67,811	0	98.29714	0
	Public-Others	3,04,23,219	27,991	0.091565	27,057	800	97.12819	2.87181
	Total	33,69,36,600	27,98,07,301	83.04446	27,90,22,167	800	99.71945	0.00029
* Includes 618050 Shares who abstained from voting and 1,66,284 shares were less voted.								

Details of Resolution	Promoter/Public	No. of Shares Held (1)	No. of Votes Polled* (2)	% of Votes on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in Favour (4)	No. of Votes - Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Resolution No. 2 – Ordinary Resolution Declaration of Final Dividend	**Promoter and Promoter Group**	23,37,27,299	23,37,27,299	100	23,37,27,299	0	100	0
	Public – Institutional holders	7,27,86,082	4,60,52,011	63.27035	4,58,85,811	0	99.63910	0
	Public-Others	3,04,23,219	27,991	0.091565	26,457	1,400	94.97433	5.02567
	Total	33,69,36,600	27,98,07,301	83.04446	27,96,39,567	1,400	99.94010	0.00050
* Includes 50 Shares who abstained from voting and 1,66,284 shares were less voted.								



Details of Resolution	Promoter/Public	No. of Shares Held (1)	No. of Votes Polled* (2)	% of Votes on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in Favour (4)	No. of Votes - Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Resolution No. 3 – Ordinary Resolution To appoint a Director in place of Shri Ram Singh (DIN: 02942267), who retires by rotation and being eligible, offers himself for re-appointment.	**Promoter and Promoter Group**	23,37,27,299	23,37,27,299	100	23,37,27,299	0	100	0
	Public – Institutional holders	7,27,86,082	4,60,52,011	63.27035	3,90,51,289	68,34,522	84.79823	14.84088
	Public-Others	3,04,23,219	27,991	0.09156	26,189	1,668	94.01228	5.98772
	Total	33,69,36,600	27,98,07,301	83.04446	27,28,04,777	68,36,190	97.49742	2.44318
* Includes 50 Shares who abstained from voting and 1,66,284 shares were less voted.								

Details of Resolution	Promoter/Public	No. of Shares Held (1)	No. of Votes Polled* (2)	% of Votes on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in Favour (4)	No. of Votes - Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Resolution No. 4 – Ordinary Resolution To appoint a Director in place of Ms. Veena Swarup (DIN: 06388817), who retires by rotation and being eligible, offers herself for re-appointment.	**Promoter and Promoter Group**	23,37,27,299	23,37,27,299	100	23,37,27,299	0	100	0
	Public – Institutional holders	7,27,86,082	4,60,52,011	63.27035	3,90,51,289	68,34,522	84.79823	14.84088
	Public-Others	3,04,23,219	27,991	0.09160	26,189	1,678	93.97854	6.02146
	Total	33,69,36,600	27,98,07,301	83.04446	27,28,04,777	68,36,200	97.49742	2.44318
* Includes 50 Shares who abstained from voting and 1,66,274 shares were less voted.								



Details of Resolution	Promoter/Public	No. of Shares Held (1)	No. of Votes Polled* (2)	% of Votes on outstanding Shares (3)=[(2)/(1)]*100	No. of Votes - in Favour (4)	No. of Votes - Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Resolution No. 5 – Ordinary Resolution To fix the remuneration of Auditors for the financial year 2014-15.	**Promoter and Promoter Group**	23,37,27,299	23,37,27,299	100	23,37,27,299	0	100	0
	Public – Institutional holders	7,27,86,082	4,60,52,011	63.27035	4,56,17,032	2,68,779	99.05546	0.58364
	Public-Others	3,04,23,219	27,991	0.09153	26,620	1,227	95.59378	4.40622
	Total	33,69,36,600	27,98,07,301	83.04445	27,93,70,951	2,70,006	99.84410	0.09650
* Includes 50 Shares who abstained from voting and 1,66,294 shares were less voted.								



SANTOSH KUMAR PRADHAN
Company Secretaries

27th August, 2014

The Chairman
Engineers India Limited,
Engineers India Bhawan,
1, Bhikaiji Cama Place,
New Delhi- 110066

Sub: Scrutinizer's Report on e-Voting conducted pursuant to the provisions of Listing Agreement and Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

I, Santosh Kumar Pradhan, Practicing Company Secretary at 706, 8th Floor, K.M. Trade Tower, Hotel Readisson Blu, Ghaziabad-201010 had been appointed as the Scrutinizer by the Board of Directors of Engineers India Limited (the Company) having it's registered office at 1, Bhikaji Cama Place, New Delhi-110 066 vide resolution dated 10th July, 2014, pursuant to the provisions of the Listing Agreement and Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 to scrutinize the e-voting by the shareholders in respect of the below mentioned resolutions to be passed at the 49th Annual General Meeting (AGM) of the Company to be held on 28th August, 2014.

The notice dated 25th July, 2014 convening AGM of the Company were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on 28th August, 2014.

The Company has availed the e-Voting facility offered by Karvy Computershare Pvt. Ltd, for conducting e-Voting by the Shareholders of the Company. The Shareholders of the Company holding shares as on the "Cut-off" date i.e. 18th July, 2014 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 5 in the notice convening of the 49th AGM of the Company.

The voting period for e-Voting commenced on Friday, August 22, 2014 at 9:30 am (IST) and ended on Sunday, August 24, 2014 at 5:30 pm (IST) and the Karvy Computershare Pvt. Ltd, e-Voting platform was blocked thereafter. The votes cast under e-Voting facility were then unblocked by me at 2:35 P.M. on 25th August, 2014 in the presence of Mr. Anil Mahajan and Mr. Mohit Bajaj, who are not in the employment of the company.



706, 8th Floor, K. M. Trade Tower, Hotel Radisson Blu,
Kaushambi, Ghaziabad, U.P. 201010.
Tel: 91-120-472 7777, e-mail: info@kritiadvisory.com

I have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the Karvy Computershare Pvt. Ltd e-Voting platform. Based on the results made available to me, 159 members have cast their votes on the e-voting platform and I have annexed to this report, the details of the e-voting results for each of the five agenda items contained in the said notice.

Thanking You.

Yours Faithfully,
For **Santosh Kumar Pradhan**
(Practicing Company Secretary)



Santosh Ku. Pradhan
FCS No. 6973
C.P. No. 7647
Place: Ghaziabad

Annexure

I Resolution No. 1:-

Agenda No.	1
Subject matter of resolution	To receive, consider and adopt the audited Statement of Profit & Loss of the Company for the year ended 31st March, 2014 and the Balance Sheet as on that date together with the Reports of Directors and Auditors thereon.
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of total
Total Received	159	25,91,74,231	100
Voted in favour (i)	155	25,83,89,151	99.69708
Voted against (ii)	1	750	0.00029
Abstained from voting (iii)	3	6,18,050	0.23847
Less Voted (iv)	*5	1,66,280	0.06416
Total (i+iv)	---	**25,91,74,231**	**100**

* Reflects shareholders who have not completely exercised their voting rights.



II. Resolution No. 2:-

Agenda No.	2
Subject matter of resolution	To consider declaration of final dividend.
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of total
Total Received	159	25,91,74,231	100
Voted in favour (i)	157	25,90,07,151	99.93553
Voted against (ii)	1	750	0.00029
Abstained from voting (iii)	1	50	0.00002
Less Voted (iv)	*5	1,66,280	0.06416
Total (i+iv)	--	**25,91,74,231**	**100**

* Reflects shareholders who have not completely exercised their voting rights.



III. Resolution No. 3:-

Agenda No.	3
Subject matter of resolution	To appoint a director in place of Shari Ram Singh (DIN: 02942267), who retires by rotation and being eligible, offers himself for re-appointment.
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of total
Total Received	159	25,91,74,231	100
Voted in favour (i)	*116	25,21,71,861	97.29820
Voted against (ii)	*44	68,36,040	2.63762
Abstained from voting (iii)	1	50	0.00002
Less Voted (iv)	*5	1,66,280	0.06416
Total (i+iv)	--	**25,91,74,231**	**100**

* Includes 2 shareholders have not exercised all their votes in the same manner.



IV. Resolution No. 4:-

Agenda No.	4
Subject matter of resolution	To appoint a director in place of Ms. Veena Swarup (DIN: 06388817), who retires by rotation and being eligible, offers herself for re-appointment:
Type of Resolution	Ordinary

Particulars	Number of e-Votes	Number of votes contained in e-votes	Percentage of total
Total Received	159	25,91,74,231	100
Voted in favour (i)	*116	25,21,71,861	97.29820
Voted against (ii)	*44	68,36,050	2.63763
Abstained from voting (iii)	1	50	0.00002
Less Voted (iv)	*5	1,66,270	0.06415
Total (i+iv)	--	**25,91,74,231**	**100**

* Includes 2 shareholders have not exercised all their votes in the same manner.

Santosh Kumar Pradhan * CP No. 7847 * Ghaziabad * Company Secretaries

V. **Resolution No. 5:-**

Agenda No.	5
Subject matter of resolution	To fix remuneration of Auditors for the financial year 2014-15.
Type of Resolution	Ordinary

Particulars	**Number of e-Votes**	**Number of votes contained in e-votes**	**Percentage of total**
Total Received	159	25,91,74,231	100
Voted in favour (i)	148	25,87,37,935	99.83166
Voted against (ii)	10	2,69,956	0.10416
Abstained from voting (iii)	1	50	0.00002
Less Voted (iv)	*5	1,66,290	0.06416
Total (i+iv)	--	**25,91,74,231**	**100**

* Reflects shareholders who have not completely exercised their voting rights.

Yours Faithfully,
For **Santosh Kumar Pradhan**
(Practicing Company Secretary)



Santosh Ku. Pradhan
FCS No. 6973
C.P. No. 7647
Place: Ghaziabad

MGT-13

Report of Scrutinizer(s)

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

To,
The Chairman
Engineers India Limited
Engineers India Bhawan,
1, Bhikaiji Cama Place,
New Delhi-110066

The 49th Annual General Meeting of the equity Shareholders of Engineers India limited held on Thursday, the 28th August, 2014 at 10:30 AM at Manekshaw Centre, Parade Road, Delhi Cantt., New Delhi-110010.

Dear Sir,

I, Santosh Kumar Pradhan, Practising Company Secretary at 706, 8th Floor, K.M Trade Tower, Hotel Radisson Blu, Ghaziabad – 201010 (U.P) appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 49th Annual General meeting of the equity shareholders of Engineers India Limited, held on 28th August, 2014 at 10:30 AM, hereby submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, Four (4) ballot boxes kept for polling were locked in my presence with due identification marks placed by them.

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

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



4. The result of the poll is as under:

(a) Resolution No. 1: Ordinary Resolution.

To receive, consider and adopt the Audited Statement of Profit & loss of the Company for the year ended 31st March, 2014 and the Balance sheet as on that date together with the Reports of the Directors and Auditors thereon.

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

Number of members present and voting (in person of proxy)	Number of votes cast by them	% of total number of valid votes cast
107	2,06,15,266	99.99976

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	50	0.00024

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
6*	15

* It includes:

1. One Ballot Paper which is unsigned
2. Two ballot papers in which shareholders have not completely exercised their voting rights.
3. One Ballot Paper which is totally blank.
4. One Ballot Papers which have been found duplicate.
5. One Ballot paper whose folio number mentioned in polling paper is incorrect.



(b) Resolution No.2: Ordinary resolution.

To consider declaration of final dividend.

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

Number of members present and voting (in person of proxy)	Number of votes cast by them	% of total number of valid votes cast
106	2,06,14,666	99.99685

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	650	0.00315

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose voted were declared invalid	Total number of votes cast by them
6*	15

* It includes:

1. One Ballot Paper which is unsigned
2. Two ballot papers in which shareholders have not completely exercised their voting rights.
3. One Ballot Paper which is totally blank.
4. One Ballot Papers which have been found duplicate.
5. One Ballot paper whose folio number mentioned in polling paper is incorrect.



(c) Resolution No. 3: Ordinary Resolution

To appoint a Director in place of Shri Ram Singh (DIN: 02942267), who retires by rotation and being eligible, offers himself for re-appointment.

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

Number of members present and voting (in person of proxy)	Number of votes cast by them	% of total number of valid votes cast
106	2,06,15,166	99.99927

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	150	0.00073

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose voted were declared invalid	Total number of votes cast by them
6*	15

* It includes:

1. One Ballot Paper which is unsigned
2. Two ballot papers in which shareholders have not completely exercised their voting rights.
3. One Ballot Paper which is totally blank.
4. One Ballot Papers which have been found duplicate.
5. One Ballot paper whose folio number mentioned in polling paper is incorrect.



(d) Resolution No. 4: Ordinary Resolution

To appoint a Director in place of Ms. Veena Swarup (DIN: 06388817), who retires by rotation and being eligible, offers herself for re-appointment.

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

Number of members present and voting (in person of proxy)	Number of votes cast by them	% of total number of valid votes cast
106	2,06,15,166	99.99927

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	150	0.00073

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose voted were declared invalid	Total number of votes cast by them
6*	15

* It includes:

1. One Ballot Paper which is unsigned
2. Two ballot papers in which shareholders have not completely exercised their voting rights.
3. One Ballot Paper which is totally blank.
4. One Ballot Papers which have been found duplicate.
5. One Ballot paper whose folio number mentioned in polling paper is incorrect.



(e) Resolution No. 5: Ordinary Resolution

- To fix the remuneration of Auditors for the financial year 2014-15 and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary resolution.

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

Number of members present and voting (in person of proxy)	Number of votes cast by them	% of total number of valid votes cast
107	2,06,15,266	99.99976

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	50	0.00024

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
6*	15

* It includes:

1. One Ballot Paper which is unsigned
2. Two ballot papers in which shareholders have not completely exercised their voting rights.
3. One Ballot Paper which is totally blank.
4. One Ballot Papers which have been found duplicate.
5. One Ballot paper whose folio number mentioned in polling paper is incorrect.



5. A Compact disc (CD) Containing a list of shareholders who voted "for", "Against" and those whose votes were declared invalid for each resolution is enclosed.

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

Thanking You
For **Santosh Kumar Pradhan**
(Practicing Company Secretary)



Santosh Ku. Pradhan
FCS No. 6973
C.P. No. 7647
Place: Ghaziabad
Date: 29th August, 2014

SANTOSH KUMAR PRADHAN
Company Secretaries

29th August, 2014

The Chairman
Engineers India Limited,
Engineers India Bhawan,
1, Bhikaiji Cama Place,
New Delhi- 110066

Sub: Scrutinizer's Report on e-Voting and poll process conducted pursuant to the provisions of Listing Agreement and Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

I, Santosh Kumar Pradhan, Practicing Company Secretary at 706, 8th Floor, K.M. Trade Tower, Hotel Readisson Blu, Ghaziabad-201010 had been appointed as the Scrutinizer by the Board of Directors of Engineers India Limited (the Company) having it's registered office at 1, Bhikaji Cama Place, New Delhi-110 066 vide resolution dated 10th July, 2014, pursuant to the provisions of the Listing Agreement and Section 108 of Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 to scrutinize the e-voting and physical poll process by the shareholders in respect of the below mentioned resolutions to be passed at the 49th Annual General Meeting (AGM) of the Company to be held on 28th August, 2014.

The notice dated 25th July, 2014 convening AGM of the Company were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on 28th August, 2014.

The Company has availed the e-Voting facility offered by Karvy Computershare Pvt. Ltd, for conducting e-Voting by the Shareholders of the Company. The Shareholders of the Company holding shares as on the "Cut-off" date i.e. 18th July, 2014 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 5 in the notice convening of the 49th AGM of the Company.

I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data downloaded from the Karvy Computershare Pvt. Ltd e-Voting platform and the poll papers received respectively. Based on the results made available to me, 159 members have cast their votes on the e-voting platform and 112 members have casted their vote physically through poll papers.

Santosh Kumar Pradhan CP No. 7647 Ghaziabad Company Secretaries

706, 8th Floor, K. M. Trade Tower, Hotel Radisson Blu,
Kaushambi, Ghaziabad, U.P. 201010.
Tel: 91-120-472 7777, e-mail: info@kritiadvisory.com

I have annexed to this report, the details of the e-voting results and physical mode for each of the five agenda items contained in the said notice.

Thanking You.

Yours Faithfully,
For **Santosh Kumar Pradhan**
(Practicing Company Secretary)



Santosh Kr. Pradhan
FCS No. 6973
C.P. No. 7647
Place: Ghaziabad

SANTOSH KUMAR PRADHAN
COMPANY SECRETARIES

Annexure

I Resolution No. 1:-

Agenda No.	1
Subject matter of resolution	To receive, consider and adopt the audited Statement of Profit & Loss of the Company for the year ended 31st March, 2014 and the Balance Sheet as on that date together with the Reports of Directors and Auditors thereon.
Type of Resolution	Ordinary

Particulars	**Number of Votes**			**Number of votes contained in votes**			**Percentage of Total**
	e-Voting	Physical	**Total**	e-Voting	Physical	**Total**	
Total Received	159	112	271	25,91,74,231	2,06,33,070	27,98,07,301	100
Voted in favour (i)	155	107	262	25,83,89,151	2,06,33,016	27,90,22,167	99.71940
Voted against (ii)	1	1	2	750	50	800	0.00028
Abstained from voting (iii)	3	-	3	6,18,050	--	6,18,050	0.22089
Less Voted* (iv)	5	2	7	1,66,280	4	1,66,284	0.05943
Invalid Vote (v)	--	4	4	--	--	--	--
Total (i+v)	---	--	--	**25,91,74,231**	**2,06,33,070**	**27,98,07,301**	**100**

* Reflects shareholders who have not completely exercised their voting rights.

II. Resolution No. 2:-

Agenda No.	2
Subject matter of resolution	To consider declaration of final dividend.
Type of Resolution	Ordinary

Particulars	**Number of Votes**			**Number of votes contained in votes**			**Percentage of total**
	e-Voting	Physical	**Total**	e-Voting	Physical	**Total**	
Total Received	159	112	271	25,91,74,231	2,06,33,070	27,98,07,301	100
Voted in favour (i)	155	106	261	25,90,07,151	2,06,32,416	27,96,39,567	99.94005
Voted against (ii)	1	2	3	750	650	1,400	0.00050
Abstained from voting (iii)	1	--	1	50	--	50	0.00002
Less Voted* (iv)	5	2	7	1,66,280	4	1,66,284	0.05943
Invalid Vote (v)	--	4	4	--	--	--	--
Total (i+v)	---	--	--	**25,91,74,231**	**2,06,33,070**	**27,98,07,301**	**100**

* Reflects shareholders who have not completely exercised their voting rights.

III. Resolution No. 3:-

Agenda No.	3
Subject matter of resolution	To appoint a director in place of Shari Ram Singh (DIN: 02942267), who retires by rotation and being eligible, offers himself for re-appointment.
Type of Resolution	Ordinary

Particulars	**Number of Votes**			**Number of votes contained in votes**			**Percentage of total**
	e-Voting	Physical	**Total**	e-Voting	Physical	**Total**	
Total Received	159	112	271	25,91,74,231	2,06,33,070	27,98,07,301	100
Voted in favour (i)	*116	106	222	25,21,71,861	2,06,32,916	27,28,04,777	97.49738
Voted against (ii)	*44	2	46	68,36,040	150	68,36,190	2.44318
Abstained from voting (iii)	1	--	1	50	--	50	0.00002
Less Voted (iv)**	5	2	7	1,66,280	4	1,66,284	0.05942
Invalid Vote (v)	--	4	4	--	--	--	--
Total (i+v)	--	--	--	**25,91,74,231**	**2,06,33,070**	**27,98,07,301**	**100**

* Includes 2 shareholders have not exercised all their votes in the same manner.
** Reflects shareholders who have not completely exercised their voting rights.

IV. Resolution No. 4:-

Agenda No.	4
Subject matter of resolution	To appoint a director in place of Ms. Veena Swarup (DIN: 06388817), who retires by rotation and being eligible, offers herself for re-appointment:
Type of Resolution	Ordinary

Particulars	**Number of Votes**			**Number of votes contained in votes**			**Percentage of total**
	e-Voting	Physical	**Total**	e-Voting	Physical	**Total**	
Total Received	159	112	271	25,91,74,231	2,06,33,070	27,98,07,301	100
Voted in favour (i)	*116	106	222	25,21,71,861	2,06,32,916	27,28,04,777	97.49738
Voted against (ii)	*44	2	46	68,36,050	150	68,36,200	2.44318
Abstained from voting (iii)	1	--	1	50	--	50	0.00002
Less Voted (iv)**	5	2	7	1,66,270	4	1,66,274	0.05942
Invalid Vote (v)	--	4	4	--	--	--	--
Total (i+v)	--	--	--	**25,91,74,231**	**2,06,33,070**	**27,98,07,301**	**100**

* Includes 2 shareholders have not exercised all their votes in the same manner.
** Reflects shareholders who have not completely exercised their voting rights.

Santosh Kumar Pradhan * CP No. 7641 Ghaziabad * Company Secretaries

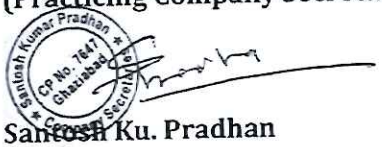
V. Resolution No. 5:-

Agenda No.	5
Subject matter of resolution	To fix remuneration of Auditors for the financial year 2014-15.
Type of Resolution	Ordinary

Particulars	**Number of Votes**			**Number of votes contained in votes**			**Percentage of total**
	e-Voting	Physical	**Total**	e-Voting	Physical	**Total**	
Total Received	159	112	271	25,91,74,231	2,06,33,070	27,98,07,301	100
Voted in favour (i)	148	107	255	25,87,37,935	2,06,33,016	27,93,70,951	99.84405
Voted against (ii)	10	1	11	2,69,956	50	2,70,006	0.09650
Abstained from voting (iii)	1	--	1	50	--	50	0.00002
Less Voted (iv)	*5	2	7	1,66,290	4	1,66,294	0.05943
Invalid Vote (v)	--	4	4	--	--	--	--
Total (i+v)	--	--	--	**25,91,74,231**	**2,06,33,070**	**27,98,07,301**	**100**

* Reflects shareholders who have not completely exercised their voting rights.

Yours Faithfully,
For **Santosh Kumar Pradhan**
(Practicing Company Secretary)



Santosh Ku. Pradhan
FCS No. 6973
C.P. No. 7647
Place: Ghaziabad