



Date:- September 24, 2014

To,  
**The Bombay Stock Exchange Limited**  
Corporate Relationship Department,  
Phiroze Jeejeebhoy Tower,  
Dalal Street, Fort,  
Mumbai – 400 001  
Ref:- Scrip Code:- 533407

**National Stock Exchange of India Limited**  
Exchange Plaza,  
Bandra-Kurla Complex,  
Bandra (E),  
Mumbai – 400 051  
Ref:- Symbol:- CNOVAPETRO

Dear Sir,

**RE:- DISCLOSURE OF VOTING RESULTS UNDER CLAUSE 35A OF LISTING AGREEMENT**

This is to inform you that the 10<sup>th</sup> Annual General Meeting of **M/s. CIL Nova Petrochemical Limited**, was held on Saturday, September 20, 2014 at 3:00 p.m. at Survey No. 396(P), 395/4(P), Moraiya Village, Sarkhej-Bavla, Highway, Tal. Sanand, Ahmedabad – 382210. We would like to inform you that 10 (Ten) Resolutions proposed in the Notice of 10<sup>th</sup> AGM has been passed with requisite majority and 1 (One) resolution in the Notice of 10<sup>th</sup> AGM has not been passed with requisite majority. The details regarding the voting result in stipulated format as per Clause 35A of the Listing Agreement is submitted herewith.

This is for your information and record.

Thanking You,

For, **CIL Nova Petrochemicals Limited**

  
**ROMIN SHAH**  
COMPANY SECRETARY



**DISCLOSURE UNDER CLAUSE 35A OF LISTING AGREEMENT**

Name of the Company	CIL Nova Petrochemical Limited
Total number of shareholders on record date	6338 (Six Thousand Three Hundred Thirty Eight)
No. of Shareholders present in the meeting either in person or through proxy	Promoter:- 7 (Seven) Public:- 25 (Twenty Five)
No. of Shareholders attended the meeting through Video Conferencing	Promoter:- Nil Public:- Nil

**Details of Agenda:-**

<b>Resolution No. 1:- To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2014 and Reports of the Directors and Auditors thereon</b>								
<b>Ordinary Resolution</b>								
Category	No. of Shares Held	Mode of Voting	No. of Valid Vote	% of Vote on outstanding Shares	No. of Vote in Favour	% of vote in favour over polled voted	No. of Vote in Against	% of vote in Against over polled voted
Promoter and Promoter Group	3099379	e-Voting	3099379	22.87%	3099379	35.71%	--	0.00%
	4998908	Poll	4998908	36.89%	4998908	57.59%	--	0.00%
Public Institution	--	e-Voting	--	0.00%	--	--	--	0.00%
	--	Poll	--	0.00%	--	--	--	0.00%
Public -- Other	100	e-Voting	100	0.00%	100	0.00%	--	0.00%
	581782	Poll	581782	4.29%	581782	6.70%	--	0.00%
<b>Total</b>	<b>8680169</b>	--	<b>8680169</b>	<b>64.06%</b>	<b>8680169</b>	<b>100.00%</b>	<b>--</b>	<b>0.00%</b>

<b>Resolution No. 2:- To appoint a Director in place of Mr. Jyotiprasad D Chiripal (DIN 00155695) who retires by rotation and being eligible offers himself for re-appointment</b>								
<b>Ordinary Resolution</b>								
Category	No. of Shares Held	Mode of Voting	No. of Valid Vote	% of Vote on outstanding Shares	No. of Vote in Favour	% of vote in favour over polled voted	No. of Vote in Against	% of vote in Against over polled voted
Promoter and Promoter Group	3099379	e-Voting	3099379	22.87%	3099379	35.71%	--	0.00%
	4998908	Poll	4998908	36.89%	4998908	57.59%	--	0.00%
Public Institution	--	e-Voting	--	0.00%	--	--	--	0.00%
	--	Poll	--	0.00%	--	--	--	0.00%
Public -- Other	100	e-Voting	100	0.00%	--	0.00%	100	0.00%
	581782	Poll	581782	4.29%	581782	6.70%	--	0.00%
<b>Total</b>	<b>8680169</b>	--	<b>8680169</b>	<b>64.06%</b>	<b>8680169</b>	<b>100.00%</b>	<b>100</b>	<b>0.00%</b>

**Resolution No. 3:- To appoint M/s J.T Shah & Co , Chartered Accountants as Statutory Auditors to hold office from conclusion of this Annual General Meeting upto the conclusion of next Annual General Meeting and to authorize the Board to fix their remuneration**

**Ordinary Resolution**

Category	No. of Shares Held	Mode of Voting	No. of Valid Vote	% of Vote on outstanding Shares	No. of Vote in Favour	% of vote in favour over polled voted	No. of Vote in Against	% of vote in Against over polled voted
Promoter and Promoter Group	3099379	e-Voting	3099379	22.87%	3099379	35.71%	--	0.00%
	4998908	Poll	4998908	36.89%	4998908	57.59%	--	0.00%
Public Institution	--	e-Voting	--	0.00%	--	--	--	0.00%
	--	Poll	--	0.00%	--	--	--	0.00%
Public -- Other	100	e-Voting	100	0.00%	100	0.00%	--	0.00%
	581782	Poll	581782	4.29%	581782	6.70%	--	0.00%
<b>Total</b>	<b>8680169</b>	--	<b>8680169</b>	<b>64.06%</b>	<b>8680169</b>	<b>100.00%</b>	<b>--</b>	<b>0.00%</b>

**Resolution No. 4:- To appoint Mr. Jyotiprasad D Chiripal (DIN 00155695) as Managing Director of the Company**

**Ordinary Resolution**

Category	No. of Shares Held	Mode of Voting	No. of Valid Vote	% of Vote on outstanding Shares	No. of Vote in Favour	% of vote in favour over polled voted	No. of Vote in Against	% of vote in Against over polled voted
Promoter and Promoter Group	--	e-Voting	--	0.00%	--	0.00	--	0.00%
	4998908	Poll	4998908	36.89%	--	0.00	4998908	89.57%
Public Institution	--	e-Voting	--	0.00%	--	--	--	0.00%
	--	Poll	--	0.00%	--	--	--	0.00%
Public -- Other	100	e-Voting	100	0.00%	--	0.00%	100	0.00%
	581782	Poll	581782	4.29%	226	0.00%	581556	10.43%
<b>Total</b>	<b>5580790</b>	--	<b>5580790</b>	<b>64.06%</b>	<b>226</b>	<b>00.00%</b>	<b>5580564</b>	<b>100.00%</b>

**Resolution No. 5:- To appoint Mr. Rajendraprasad J Shah (DIN 01982424) as an Independent Director**

**Ordinary Resolution**

Category	No. of Shares Held	Mode of Voting	No. of Valid Vote	% of Vote on outstanding Shares	No. of Vote in Favour	% of vote in favour over polled voted	No. of Vote in Against	% of vote in Against over polled voted
Promoter and Promoter Group	3099379	e-Voting	3099379	22.87%	3099379	35.71%	--	0.00%
	4998908	Poll	4998908	36.89%	4998908	57.59%	--	0.00%
Public Institution	--	e-Voting	--	0.00%	--	--	--	0.00%
	--	Poll	--	0.00%	--	--	--	0.00%

Public – Other	100	e-Voting	100	0.00%	--	0.00%	100	0.00%
	581782	Poll	581782	4.29%	581782	6.70%	--	0.00%
<b>Total</b>	<b>8680169</b>	--	<b>8680169</b>	<b>64.06%</b>	<b>8680169</b>	<b>100.00%</b>	<b>100</b>	<b>0.00%</b>

Resolution No. 6:- To appoint Ms. Renu C. Siddhu (DIN 05263778) as an Independent Director								
Ordinary Resolution								
Category	No. of Shares Held	Mode of Voting	No. of Valid Vote	% of Vote on outstanding Shares	No. of Vote in Favour	% of vote in favour over polled voted	No. of Vote in Against	% of vote in Against over polled voted
Promoter and Promoter Group	3099379	e-Voting	3099379	22.87%	3099379	35.71%	--	0.00%
	4998908	Poll	4998908	36.89%	4998908	57.59%	--	0.00%
Public Institution	--	e-Voting	--	0.00%	--	--	--	0.00%
	--	Poll	--	0.00%	--	--	--	0.00%
Public – Other	100	e-Voting	100	0.00%	--	0.00%	100	0.00%
	581782	Poll	581782	4.29%	581782	6.70%	--	0.00%
<b>Total</b>	<b>8680169</b>	--	<b>8680169</b>	<b>64.06%</b>	<b>8680169</b>	<b>100.00%</b>	<b>100</b>	<b>0.00%</b>

Resolution No. 7:- To appoint Mr. Ambalal C. Patel (DIN 00037870) as an Independent Director								
Ordinary Resolution								
Category	No. of Shares Held	Mode of Voting	No. of Valid Vote	% of Vote on outstanding Shares	No. of Vote in Favour	% of vote in favour over polled voted	No. of Vote in Against	% of vote in Against over polled voted
Promoter and Promoter Group	3099379	e-Voting	3099379	22.87%	3099379	35.71%	--	0.00%
	4998908	Poll	4998908	36.89%	4998908	57.59%	--	0.00%
Public Institution	--	e-Voting	--	0.00%	--	--	--	0.00%
	--	Poll	--	0.00%	--	--	--	0.00%
Public – Other	100	e-Voting	100	0.00%	--	0.00%	100	0.00%
	581782	Poll	581782	4.29%	581782	6.70%	--	0.00%
<b>Total</b>	<b>8680169</b>	--	<b>8680169</b>	<b>64.06%</b>	<b>8680169</b>	<b>100.00%</b>	<b>100</b>	<b>0.00%</b>

Resolution No. 8:- To appoint Mr. Murli R Goyal (DIN 02329431) as an Independent Director								
Ordinary Resolution								
Category	No. of Shares Held	Mode of Voting	No. of Valid Vote	% of Vote on outstanding Shares	No. of Vote in Favour	% of vote in favour over polled voted	No. of Vote in Against	% of vote in Against over polled voted
Promoter and Promoter Group	3099379	e-Voting	3099379	22.87%	3099379	35.71%	--	0.00%
	4998908	Poll	4998908	36.89%	4998908	57.59%	--	0.00%
Public Institution	--	e-Voting	--	0.00%	--	--	--	0.00%
	--	Poll	--	0.00%	--	--	--	0.00%

Public –	100	e-Voting	100	0.00%	--	0.00%	100	0.00%
Other	581782	Poll	581782	4.29%	581782	6.70%	--	0.00%
<b>Total</b>	<b>8680169</b>	<b>--</b>	<b>8680169</b>	<b>64.06%</b>	<b>8680169</b>	<b>100.00%</b>	<b>100</b>	<b>0.00%</b>

**Resolution No. 9:- To reconfirm authority to the Board of Directors for borrowing money upto Rs.2000 Crores**

<b>Special Resolution</b>								
Category	No. of Shares Held	Mode of Voting	No. of Valid Vote	% of Vote on outstanding Shares	No. of Vote in Favour	% of vote in favour over polled voted	No. of Vote in Against	% of vote in Against over polled voted
Promoter and Promoter Group	3099379	e-Voting	3099379	22.87%	3099379	35.71%	--	0.00%
	4998908	Poll	4998908	36.89%	4998908	57.59%	--	0.00%
Public Institution	--	e-Voting	--	0.00%	--	--	--	0.00%
	--	Poll	--	0.00%	--	--	--	0.00%
Public – Other	100	e-Voting	100	0.00%	100	0.00%	--	0.00%
	581782	Poll	581782	4.29%	581782	6.70%	--	0.00%
<b>Total</b>	<b>8680169</b>	<b>--</b>	<b>8680169</b>	<b>64.06%</b>	<b>8680169</b>	<b>100.00%</b>	<b>--</b>	<b>0.00%</b>

**Resolution No. 10:- To approve creation of charge/security over the assets/undertaking of the Company in respect of borrowing**

<b>Special Resolution</b>								
Category	No. of Shares Held	Mode of Voting	No. of Valid Vote	% of Vote on outstanding Shares	No. of Vote in Favour	% of vote in favour over polled voted	No. of Vote in Against	% of vote in Against over polled voted
Promoter and Promoter Group	3099379	e-Voting	3099379	22.87%	3099379	35.71%	--	0.00%
	4998908	Poll	4998908	36.89%	4998908	57.59%	--	0.00%
Public Institution	--	e-Voting	--	0.00%	--	--	--	0.00%
	--	Poll	--	0.00%	--	--	--	0.00%
Public – Other	100	e-Voting	100	0.00%	100	0.00%	--	0.00%
	581782	Poll	581782	4.29%	581782	6.70%	--	0.00%
<b>Total</b>	<b>8680169</b>	<b>--</b>	<b>8680169</b>	<b>64.06%</b>	<b>8680169</b>	<b>100.00%</b>	<b>--</b>	<b>0.00%</b>

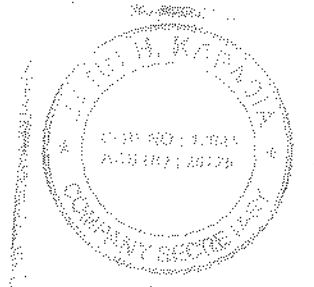
**Resolution No. 11:- To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013**

<b>Special Resolution</b>								
Category	No. of Shares Held	Mode of Voting	No. of Valid Vote	% of Vote on outstanding Shares	No. of Vote in Favour	% of vote in favour over polled voted	No. of Vote in Against	% of vote in Against over polled voted
Promoter and	3099379	e-Voting	3099379	22.87%	3099379	35.71%	--	0.00%

Promoter Group	4998908	Poll	4998908	36.89%	4998908	57.59%	--	0.00%
Public Institution	--	e-Voting	--	0.00%	--	--	--	0.00%
	--	Poll	--	0.00%	--	--	--	0.00%
Public -- Other	100	e-Voting	100	0.00%	100	0.00%	--	0.00%
	581782	Poll	581782	4.29%	581782	6.70%	--	0.00%
Total	8680169	--	8680169	64.06%	8680169	100.00%	--	0.00%

*Jatin H. Kapadia*

**JATIN H. KAPADIA**  
**COMPANY SECRETARY IN PRACTICE**  
**COP: 12043**  
**ACS: 26725**



**DT.: MONDAY, SEPTEMBER 23, 2014**  
**PLACE: AHMEDABAD**

**FORM NO. MGT-13**  
**REPORT OF SCRUTINIZER**

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

The Chairman,  
10<sup>th</sup> Annual General Meeting of the Shareholders of  
**M/s. CIL Nova Petrochemicals Limited**  
held on Saturday, 20<sup>th</sup> day of September, 2014 at 3:00 p.m.  
at Survey No. 396(P), 395/4(P), Moraiya Village, Sarkhej-Bavla,  
Highway, Tal. Sanand, Ahmedabad – 382 210

Dear Sir,

I, CS Jatin Kapadia, practicing Company Secretary, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the Annual General Meeting of the Equity Shareholders of CIL Nova Petrochemicals Limited, held on on Saturday, 20<sup>th</sup> day of September, 2014 at 3:00 p.m. at Survey No. 396(P), 395/4(P), Moraiya Village, Sarkhej-Bavla, Highway, Tal. Sanand, Ahmedabad – 382 210, submit our report as under:

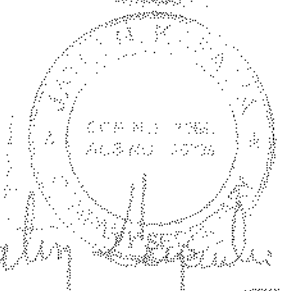
1. After the time fixed for closing of the poll by the Chairman, One (1) ballot boxes kept for polling were locked in my presence with due identification marks placed by me;
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the 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:-

**RE: TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENT  
OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2014  
AND REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

.....1.....

  
Jatin Kapadia

(I) DETAILS OF VALID VOTE

Particulars	Number of Members Present and Voted (in Person or by Proxy)	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
In Favour	31	5580690	100.00
In against	--	--	--

(II) DETAILS OF INVALID VOTE

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
--	--
--	--

b. Resolution No. 2:-

RE: TO APPOINT A DIRECTOR IN PLACE OF MR. JYOTIPRASAD D CHIRIPAL (DIN 00155695) WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT

(I) DETAILS OF VALID VOTE

Particulars	Number of Members Present and Voted (in Person or by Proxy)	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
In Favour	31	5580690	100.00
In against	--	--	--

(II) DETAILS OF INVALID VOTE

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
--	--
--	--

c. Resolution No. 3:-

RE: TO APPOINT M/S J.T SHAH & CO , CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS TO HOLD OFFICE FROM CONCLUSION OF THIS ANNUAL GENERAL MEETING UPTO THE CONCLUSION OF NEXT ANNUAL GENERAL MEETING AND TO AUTHORIZE THE BOARD TO FIX THEIR REMUNERATION



(I) DETAILS OF VALID VOTE

Particulars	Number of Members Present and Voted (in Person or by Proxy)	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
In Favour	31	5580690	100.00
In against	--	--	--

(II) DETAILS OF INVALID VOTE

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
--	--
--	--

d. Resolution No. 4:-

RE: TO APPOINT MR. JYOTIPRASAD D CHIRIPAL (DIN 00155695) AS MANAGING DIRECTOR OF THE COMPANY

(I) DETAILS OF VALID VOTE

Particulars	Number of Members Present and Voted (in Person or by Proxy)	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
In Favour	16	226	0.00
In against	15	5580564	100.00

(II) DETAILS OF INVALID VOTE

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
--	--
--	--

e. Resolution No. 5:-

RE: TO APPOINT MR. RAJENDRAPRASAD J SHAH (DIN 01982424) AS AN INDEPENDENT DIRECTOR



*Jatin Kapadia*

**(I) DETAILS OF VALID VOTE**

Particulars	Number of Members Present and Voted (in Person or by Proxy)	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
In Favour	31	5580690	100.00
In against	--	--	--

**(II) DETAILS OF INVALID VOTE**

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
--	--
--	--

**f. Resolution No. 6:-**

**RE: TO APPOINT MS. RENU C. SIDDHU (DIN 05263778) AS AN INDEPENDENT DIRECTOR**

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**(I) DETAILS OF VALID VOTE**

| Particulars | Number of Members Present and Voted (in Person or by Proxy) | Number of Votes Cast by them | % of Total Number of Valid Votes Cast |
|-------------|-------------------------------------------------------------|------------------------------|---------------------------------------|
| In Favour   | 31                                                          | 5580690                      | 100.00                                |
| In against  | --                                                          | --                           | --                                    |

**(II) DETAILS OF INVALID VOTE**

| Total number of members (in person or by proxy) whose votes were declared invalid | Total Number of Votes cast by them |
|-----------------------------------------------------------------------------------|------------------------------------|
| --                                                                                | --                                 |
| --                                                                                | --                                 |

**g. Resolution No. 7:-**

**RE: TO APPOINT MR. AMBALAL C. PATEL (DIN 00037870) AS AN INDEPENDENT DIRECTOR**

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.....A.....

  
*Jatin Kapadia*

(I) DETAILS OF VALID VOTE

Particulars	Number of Members Present and Voted (in Person or by Proxy)	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
In Favour	31	5580690	100.00
In against	--	--	--

(II) DETAILS OF INVALID VOTE

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
--	--
--	--

h. Resolution No. 8:-

RE: TO APPOINT MR. MURLI R GOYAL (DIN 02329431) AS AN INDEPENDENT DIRECTOR AS AN INDEPENDENT DIRECTOR

(I) DETAILS OF VALID VOTE

Particulars	Number of Members Present and Voted (in Person or by Proxy)	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
In Favour	31	5580690	100.00
In against	--	--	--


(II) DETAILS OF INVALID VOTE

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
--	--
--	--

i. Resolution No. 9:-

RE: TO RECONFIRM AUTHORITY TO THE BOARD OF DIRECTORS FOR BORROWING MONEY UPTO RS.2000 CRORES

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*Jatin Kapadia*

(I) DETAILS OF VALID VOTE

Particulars	Number of Members Present and Voted (in Person or by Proxy)	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
In Favour	31	5580690	100.00
In against	--	--	--

(II) DETAILS OF INVALID VOTE

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
--	--
--	--

j. Resolution No. 10:-

RE: TO APPROVE CREATION OF CHARGE/SECURITY OVER THE ASSETS/UNDERTAKING OF THE COMPANY IN RESPECT OF BORROWING

(I) DETAILS OF VALID VOTE

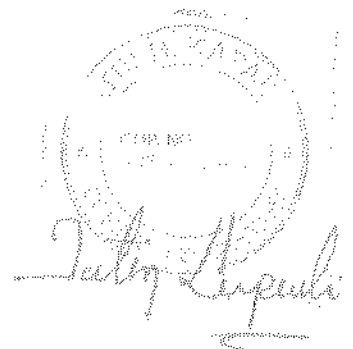
Particulars	Number of Members Present and Voted (in Person or by Proxy)	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
In Favour	31	5580690	100.00
In against	--	--	--

(II) DETAILS OF INVALID VOTE

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
--	--
--	--

k. Resolution No. 11:-

RE: TO ADOPT NEW ARTICLES OF ASSOCIATION OF THE COMPANY CONTAINING REGULATIONS IN CONFORMITY WITH THE COMPANIES ACT, 2013



**(I) DETAILS OF VALID VOTE**

Particulars	Number of Members Present and Voted (in Person or by Proxy)	Number of Votes Cast by them	% of Total Number of Valid Votes Cast
In Favour	31	5580690	100.00
In against	--	--	--

**(II) DETAILS OF INVALID VOTE**

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
--	--
--	--

l. The list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed;

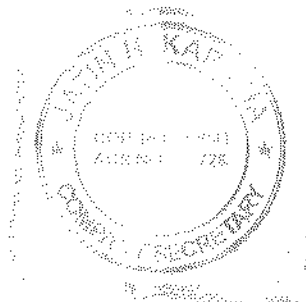
m. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking You,

Yours Faithfully,



**JATIN H. KAPADIA**  
**COMPANY SECRETARY IN PRACTICE**  
COP: 12043  
ACS: 26725



**DT.: MONDAY, SEPTEMBER 22, 2014**  
**PLACE: AHMEDABAD**

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**SCRUTINIZER'S REPORT**

[Pursuant to Section 108 of the Companies Act, 2013 read with  
Rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

The Chairman  
10<sup>th</sup> Annual General Meeting of the Shareholders of  
**M/s. CIL Nova Petrochemicals Limited**  
to be held on Saturday, 20<sup>th</sup> day of September, 2014 at 3:00 p.m.  
at Survey No. 396(P), 395/4(P), Moraiya Village, Sarkhej-Bavla,  
Highway, Tal. Sanand, Ahmedabad – 382 210

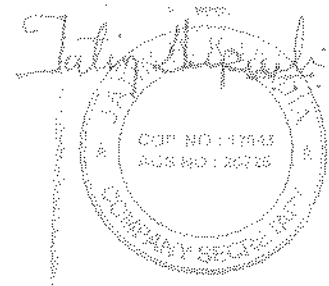
**RE: E-VOTING SCRUTINIZER'S REPORT**

Dear Sir,

I, CS Jatin H. Kapadia, practicing Company Secretary having office at D/22, Satellite App., Jodhpur X Rd., Satellite, Ahmedabad – 380 015 have been appointed as scrutinizer of M/s. CIL Nova Petrochemicals Limited (for the brevity purpose, hereinafter referred as "**the Company**") for the purpose of scrutinizing the e-voting process in fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, on the below mentioned resolutions, at the 10<sup>th</sup> Annual General Meeting of the Shareholders of the Company, to be held on Saturday, 20<sup>th</sup> day of September, 2014 at 3:00 p.m. at Survey No. 396(P), 395/4(P), Moraiya Village, Sarkhej-Bavla, Highway, Tal. Sanand, Ahmedabad – 382 210. I Submit my report as under:-

1. The e-voting period remained open from Monday, September 8, 2014 at 10.00 a.m. (IST) to Tuesday, September 9, 2014 at 6:00 p.m. (IST);
2. The shareholders holding shares as on the cut-off date i.e. Friday, August 22, 2014 were entitled to vote on the proposed resolutions set out at item no. 1 (one) to 11 (eleven) in notice convening of the 10<sup>th</sup> Annual General Meeting of the Company;
3. The votes were unblocked on Wednesday, September 9, 2014 around 6:00 p.m. (IST) in presence of two witnesses i.e. Mr. Naresh Prajapati and Mr. Krunal Dilipkumar Patel who is not in the employment of the Company.

...1...



4. Thereafter, the details containing, *inter alia*, list of equity shareholders, who voted 'For' and 'Against', were downloaded from the e-voting portal of Central Depository Systems Limited i.e. <https://www.evotingindia.com> attached and named as "Exhibit - I";
5. The results of the e-voting are as under:-

a. Resolution No. 1:-

**Re: To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2014 and Reports of the Directors and Auditors thereon**

**Type of Business:- Ordinary Business**

**Type of Resolution:- Ordinary Resolution**

Particulars	No of Shareholders who voted	Number of Shares voted	Percentage of total share voted
In Favour	13	3099479	100%
In against	--	--	--
Votes for Abstain	--	--	--
<b>Total.....</b>	<b>13</b>	<b>3099479</b>	<b>100.00%</b>

b. Resolution No. 2:-

**Re: To appoint a Director in place of Mr. Jyotiprasad D Chiripal (DIN 00155695) who retires by rotation and being eligible offers himself for re-appointment**

**Type of Business:- Ordinary Business**

**Type of Resolution:- Ordinary Resolution**

Particulars	No of Shareholders who voted	Number of Shares voted	Percentage of total share voted
In Favour	12	3099379	99.99%
In against	1	100	0.01%
Votes for Abstain	--	--	--
<b>Total.....</b>	<b>13</b>	<b>3099479</b>	<b>100.00%</b>

**c. Resolution No. 3:-**

**Re: To appoint M/s J.T Shah & Co , Chartered Accountants as Statutory Auditors to hold office from conclusion of this Annual General Meeting upto the conclusion of next Annual General Meeting and to authorize the Board to fix their remuneration**

**Type of Business:- Ordinary Business**

**Type of Resolution:- Ordinary Resolution**

Particulars	No of Shareholders who voted	Number of Shares voted	Percentage of total share voted
In Favour	13	3099479	100.00%
In against	--	--	--
Votes for Abstain	--	--	--
<b>Total.....</b>	<b>13</b>	<b>3099479</b>	<b>100.00%</b>

**d. Resolution No. 4:-**

**Re: To appoint Mr. Jyotiprasad D Chiripal (DIN 00155695) as Managing Director of the Company**

**Type of Business:- Special Business**

**Type of Resolution:- Ordinary Resolution**

Particulars	No of Shareholders who voted	Number of Shares voted	Percentage of total share voted
In Favour	--	--	--
In against	1	100	100.00%
Votes for Abstain	--	--	--
<b>Total.....</b>	<b>1</b>	<b>100</b>	<b>100.00%</b>

**e. Resolution No. 5:-**

**Re: To appoint Mr. Rajendraprasad J Shah (DIN 01982424) as an Independent Director**

**Type of Business:- Special Business**

**Type of Resolution:- Ordinary Resolution**

Particulars	No of Shareholders who voted	Number of Shares voted	Percentage of total share voted
In Favour	12	3099379	99.99%
In against	1	100	0.01%
Votes for Abstain	--	--	--
<b>Total.....</b>	<b>13</b>	<b>3099479</b>	<b>100.00%</b>



**f. Resolution No. 6:-**

**Re: To appoint Ms. Renu C. Siddhu (DIN 05263778) as an Independent Director**

**Type of Business:- Special Business**

**Type of Resolution:- Ordinary Resolution**

Particulars	No of Shareholders who voted	Number of Shares voted	Percentage of total share voted
In Favour	12	3099379	99.99%
In against	1	100	0.01%
Votes for Abstain	--	--	--
<b>Total.....</b>	<b>13</b>	<b>3099479</b>	<b>100.00%</b>

**g. Resolution No. 7:-**

**Re: To appoint Mr. Ambalal C. Patel (DIN 00037870) as an Independent Director**

**Type of Business:- Special Business**

**Type of Resolution:- Ordinary Resolution**

Particulars	No of Shareholders who voted	Number of Shares voted	Percentage of total share voted
In Favour	12	3099379	99.99%
In against	1	100	0.01%
Votes for Abstain	--	--	--
<b>Total.....</b>	<b>13</b>	<b>3099479</b>	<b>100.00%</b>

**h. Resolution No. 8:-**

**Re: To appoint Mr. Murli R Goyal (DIN 02329431) as an Independent Director as an Independent Director**

**Type of Business:- Special Business**

**Type of Resolution:- Ordinary Resolution**

Particulars	No of Shareholders who voted	Number of Shares voted	Percentage of total share voted
In Favour	12	3099379	99.99%
In against	1	100	0.01%
Votes for Abstain	--	--	--
<b>Total.....</b>	<b>13</b>	<b>3099479</b>	<b>100.00%</b>



**i. Resolution No. 9:-**

**Re: To reconfirm authority to the Board of Directors for borrowing money upto Rs.2000 Crores**

**Type of Business:- Special Business**

**Type of Resolution:- Special Resolution**

Particulars	No of Shareholders who voted	Number of Shares voted	Percentage of total share voted
In Favour	13	3099479	100.00%
In against	--	--	--
Votes for Abstain	--	--	--
<b>Total.....</b>	<b>13</b>	<b>3099479</b>	<b>100.00%</b>

**j. Resolution No. 10:-**

**Re: To approve creation of charge/security over the assets/undertaking of the Company in respect of borrowing**

**Type of Business:- Special Business**

**Type of Resolution:- Special Resolution**

Particulars	No of Shareholders who voted	Number of Shares voted	Percentage of total share voted
In Favour	13	3099479	100.00%
In against	--	--	--
Votes for Abstain	--	--	--
<b>Total.....</b>	<b>13</b>	<b>3099479</b>	<b>100.00%</b>

**k. Resolution No. 11:-**

**Re: To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act,2013**

**Type of Business:- Special Business**

**Type of Resolution:- Special Resolution**

Particulars	No of Shareholders who voted	Number of Shares voted	Percentage of total share voted
In Favour	13	3099479	100.00%
In against	--	--	--
Votes for Abstain	--	--	--
<b>Total.....</b>	<b>13</b>	<b>3099479</b>	<b>100.00%</b>

D/22, Satellite App., Jodhpur X Rd,  
Satellite, Ahmedabad – 380 015

**JATIN KAPADIA**  
Company Secretary

Mob. No.: +91 88665 76084  
e-Mail:- csjatin@hotmail.com

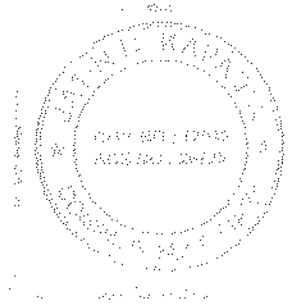
6. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are hand over to the Company Secretary of the Company.

Yours Truly,



**JATIN H. KAPADIA**  
**COMPANY SECRETARY IN PRACTICE**  
**COP: 12043**  
**ACS: 26725**

**DT.: WEDNESDAY, SEPTEMBER 10, 2014**  
**PLACE: AHMEDABAD**



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