



September 26, 2014

The Manager  
Bombay Stock Exchange Limited  
Corporate Relationship Department  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort, Mumbai – 400 001  
BSE Scrip Code: 533260

The Manager  
National Stock Exchange of India Limited  
Exchange Plaza, C/1, Block G  
Bandra-Kurla Complex,  
Bandra (East), Mumbai – 400 051  
NSE Symbol: careerp/Series : EQ

**SUB: Details of proceedings and voting result for 14<sup>th</sup> AGM of CAREER POINT LIMITED pursuant to Clause 31(d) and 35A of Listing Agreement**

Dear Sir/Madam,

Pursuant to provision of Clause 35A of the Listing Agreement as well as Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014. The Company had provided E-voting facility to the shareholders of the company in respect of all the items to be transacted as said Meeting. The e-voting period commenced on 20<sup>th</sup> September, 2014 at 10.00 A.M. and ended at 6 P.M. on 22<sup>nd</sup> September, 2014.


The Company had also provided ballot voting for all the resolutions at the AGM held on 26<sup>th</sup> September, 2014. Mr. Amit Gupta, Advocate, who was appointed as a Scrutinizer for e voting as well as voting through ballot process at the AGM has submitted his consolidated report to the Chairman.

The proceeding and consolidated voting result pursuant to Clause 31(d) and 35A of the Listing Agreement and the consolidated report of the scrutinizer dated 26th September, 2014 are enclosed herewith.

Based on the consolidated report of the scrutinizer, all resolutions as set out in the notice of 14<sup>th</sup> AGM of the Company have been duly approved by the shareholders with requisite majority. Submitted for your information and record.

Thanking You.

For CAREER POINT LIMITED

  
Tarun Kumar Jain  
Company Secretary

**Registered Office:** CP Tower 1, Road No. 1, IPIA, Kota – 324 005, Rajasthan, India  
**Tel:** +91 744 3040000; **Fax:** +91 744 3040050; **Email id:** investors@cpil.in, **website:** www.cpil.in  
**Corporate Identification Number:** L72200RJ2000PLC016272

Details regarding the Voting Results for the 14<sup>th</sup> Annual General Meeting of Career Point Limited

Date of the AGM: September 26, 2014

Total number of shareholders on record date: 12,222

No. of shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group: 8

Public: 15

No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group: NA


Public: NA

Mode of voting:

E-Voting: From September 20, 2014 at 10.00 a.m. till September 22, 2014 at 6.00 p.m and

Poll: Conducted at the AGM held on September 26, 2014

For Career Point Limited

  
Tarun Kumar Jain  
Company Secretary

**(AGENDA-WISE)**

1. To receive, consider, approve and adopt the Balance Sheet as at March 31, 2014, Statement of Profit and Loss for the financial year ended as on that date together with the Reports of the Auditors and the Directors thereon.  
Resolution required: Ordinary

Promoter/Public	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	10962375	10962375	100.00	10962375	0	100.000	0.000
Public - Institutional holders	2395740	2375079	99.14	2375079	0	100.000	0.000
Public-Others	4774824	783429	16.41	783409	20	99.997	0.003
<b>Total</b>	<b>18132939</b>	<b>14120883</b>	<b>77.87</b>	<b>14120863</b>	<b>20</b>	<b>100.000</b>	<b>0.003</b>

2. To appoint a Director in place of Mr. Mahesh Gupta (DIN: 00132721), who retires by rotation and is eligible for re-appointment.  
Resolution required: Ordinary

Promoter/Public	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	10962375	10962375	100.00	10962375	0	100.000	0.000
Public - Institutional holders	2395740	2375079	99.14	2375079	0	100.000	0.000
Public-Others	4774824	783429	16.41	783309	120	99.985	0.015
<b>Total</b>	<b>18132939</b>	<b>14120883</b>	<b>77.87</b>	<b>14120763</b>	<b>120</b>	<b>99.999</b>	<b>0.001</b>

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Corporate Identification Number: L72200RJ2000PLC016272

For Career Point Limited  
Tarun Kumar Jain  
Company Secretary

3. To appoint a Director in place of Mr. Ram Swaroop Chaudhary (DIN: 00711599), who retires by rotation and is eligible for re-appointment.

Resolution required: Ordinary

Promoter/Public	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	10962375	10962375	100.00	10962375	0	100.000	0.000
Public - Institutional holders	2395740	2375079	99.14	2375079	0	100.000	0.000
Public-Others	4774824	783429	16.41	783309	120	99.985	0.015
Total	18132939	14120883	77.87	14120763	120	99.999	0.001

4. Appointment of Statutory Auditor of the Company

Resolution required: Ordinary

Promoter/Public	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	10962375	10962375	100.00	10962375	0	100.000	0.000
Public - Institutional holders	2395740	2375079	99.14	2375079	0	100.000	0.000
Public-Others	4774824	783429	16.41	783409	20	99.997	0.003
Total	18132939	14120883	77.87	14120863	20	100.000	0.003

For Cause

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Tanuj Kumar Jain  
 Company Secretary

5. Appointment of Mr. Ram Swaroop Chaudhary as Independent Director of the Company  
Resolution required: Special

Promoter/Public	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	10962375	10962375	100.00	10962375	0	100.000	0.000
Public - Institutional holders	2395740	2375079	99.14	2375079	0	100.000	0.000
Public-Others	4774824	783429	16.41	783309	120	99.985	0.015
<b>Total</b>	<b>18132939</b>	<b>14120883</b>	<b>77.87</b>	<b>14120763</b>	<b>120</b>	<b>99.999</b>	<b>0.001</b>

6. Appointment of Mr. Vishal Jain as Independent Director of the Company  
Resolution required: Special

Promoter/Public	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	10962375	10962375	100.00	10962375	0	100.00	0.00
Public - Institutional holders	2395740	2375079	99.14	2104932	270147	88.63	11.37
Public-Others	4774824	783429	16.41	783309	120	99.98	0.02
<b>Total</b>	<b>18132939</b>	<b>14120883</b>	<b>77.87</b>	<b>13850616</b>	<b>270267</b>	<b>98.09</b>	<b>1.91</b>

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For Corporate Secretary  
Vishal Jain  
Company Secretary

7. Appointment of Mr. Mahesh Gupta as Independent Director of the Company  
Resolution required: Special

Promoter/Public	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	10962375	10962375	100.00	10962375	0	100.000	0.000
Public - Institutional holders	2395740	2375079	99.14	2375079	0	100.000	0.000
Public-Others	4774824	783429	16.41	783309	120	99.985	0.015
<b>Total</b>	<b>18132939</b>	<b>14120883</b>	<b>77.87</b>	<b>14120763</b>	<b>120</b>	<b>99.999</b>	<b>0.001</b>

8. Appointment of Mr. Pawan Kumar Lalpuria as Independent Director of the Company  
Resolution required: Special

Promoter/Public	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	10962375	10962375	100.00	10962375	0	100.000	0.000
Public - Institutional holders	2395740	2375079	99.14	2375079	0	100.000	0.000
Public-Others	4774824	783429	16.41	783309	120	99.985	0.015
<b>Total</b>	<b>18132939</b>	<b>14120883</b>	<b>77.87</b>	<b>14120763</b>	<b>120</b>	<b>99.999</b>	<b>0.001</b>

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Corporate Identification Number: L72200RJ20000PLC016272

For Company Secretary

(Signature)


9. Appointment of Mr. Pritam Kumar Goswami as Independent Director of the Company  
Resolution required: Special

Promoter/Public	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	10962375	10962375	100.00	10962375	0	100.000	0.000
Public - Institutional holders	2395740	2375079	99.14	2375079	0	100.000	0.000
Public-Others	4774824	783429	16.41	783309	120	99.985	0.015
<b>Total</b>	<b>18132939</b>	<b>14120883</b>	<b>77.87</b>	<b>14120763</b>	<b>120</b>	<b>99.999</b>	<b>0.001</b>

10. Appointment of Mrs. Neelima Maheshwari as Independent Director of the Company  
Resolution required: Special

Promoter/Public	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	10962375	10962375	100.00	10962375	0	100.000	0.000
Public - Institutional holders	2395740	2375079	99.14	2375079	0	100.000	0.000
Public-Others	4774824	783429	16.41	783309	120	99.985	0.015
<b>Total</b>	<b>18132939</b>	<b>14120883</b>	<b>77.87</b>	<b>14120763</b>	<b>120</b>	<b>99.999</b>	<b>0.001</b>

For

  
Company Secretary

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**11. Re-appointment of Mr. Om Prakash Maheshwari as Whole Time Director & CFO of the Company**  
Resolution required: Special

Promoter/Public	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	10962375	10962375	100.00	10962375	0	100.000	0.000
Public - Institutional holders	2395740	2375079	99.14	2375079	0	100.000	0.000
Public-Others	4774824	783429	16.41	783309	120	99.985	0.015
<b>Total</b>	<b>18132939</b>	<b>14120883</b>	<b>77.87</b>	<b>14120763</b>	<b>120</b>	<b>99.999</b>	<b>0.001</b>

**12. Re-appointment of Mr. Nawal Kishore Maheshwari as Whole Time Director of the Company**  
Resolution required: Special

Promoter/Public	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	10962375	10962375	100.00	10962375	0	100.000	0.000
Public - Institutional holders	2395740	2375079	99.14	2375079	0	100.000	0.000
Public-Others	4774824	783429	16.41	783309	120	99.985	0.015
<b>Total</b>	<b>18132939</b>	<b>14120883</b>	<b>77.87</b>	<b>14120763</b>	<b>120</b>	<b>99.999</b>	<b>0.001</b>

For Company Secretary

  
Company Secretary

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Corporate Identification Number: L72200RJ2000PLC016272



13. Revision in Remuneration of Mr. Pramod Maheshwari, Chairman, Managing Director & CEO of the Company  
Resolution required: Special

Promoter/Public	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 in against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	10962375	10962375	100.00	10962375	0	100.000	0.000
Public - Institutional holders	2395740	2375079	99.14	2375079	0	100.000	0.000
Public-Others	4774824	783429	16.41	783309	120	99.985	0.015
<b>Total</b>	<b>18132939</b>	<b>14120883</b>	<b>77.87</b>	<b>14120763</b>	<b>120</b>	<b>99.999</b>	<b>0.001</b>

14. Related Party Transactions u/s 188 of Companies Act, 2013

Resolution required: Special

Promoter/Public	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 in against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	10962375	NA u/s 188	NA u/s 188	NA	NA	NA	NA
Public - Institutional holders	2395740	2375079	99.14	2375079	0	100.000	0.000
Public-Others	4774824	783429	16.41	783409	20	99.997	0.003
<b>Total</b>	<b>18132939</b>	<b>3158508</b>	<b>17.42</b>	<b>3158488</b>	<b>20</b>	<b>99.999</b>	<b>0.001</b>

For  d

Pr  
Company Secretary

**15. Adoption of new Articles of Association of the Company**  
**Resolution required: Special**

Promoter/Public	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	10962375	10962375	100.00	10962375	0	100.000	0.000
Public - Institutional holders	2395740	2375079	99.14	2375079	0	100.000	0.000
Public-Others	4774824	783429	16.41	783409	20	99.997	0.003
<b>Total</b>	<b>18132939</b>	<b>14120883</b>	<b>77.87</b>	<b>14120863</b>	<b>20</b>	<b>100.000</b>	<b>0.003</b>

For Career Point Limited

*(Signature)*  
 Par Jain  
 Company Secretary

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 Corporate Identification Number: L72200RJ2000PLC016272

# AMIT GUPTA

(Advocate)

H.No.6, Amrit Kalash Colony, New Akashwani, Kota-324001, Rajasthan  
Ph-94143-09286

## **COMBINED SCRUTINIZER'S REPORT FOR E-VOTING & POLL CARRIED OUT FOR CAREER POINT LIMITED**

To,  
The Chairman,  
**14<sup>th</sup> Annual General Meeting of CAREER POINT LIMITED**  
CP Tower 1, IPIA, Kota-324005, Rajasthan-324005

**Sub: Passing of Resolution(s) through Electronic and Poll conducted at the 14<sup>th</sup> AGM of Career Point Limited (the Company) held on 26<sup>th</sup> September 2014.**

Dear Sir,

Pursuant to the Resolution Passed by the Board of Career Point Limited (hereinafter referred to as the "Company") on 12<sup>th</sup> August 2014 I have been appointed as the Scrutinizer for the e-voting process as mentioned under clause (ix) of sub rule 3 of Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Chairman of the 14<sup>th</sup> Annual General Meeting has appointed me as scrutinizer for Poll held at the AGM of the Company on September 26, 2014.

The Company has appointed Central Depository Services (India) Limited (CDSL) as the service Provider, for extending the facility of electronic voting to the shareholders of the Company from September 20, 2014 (10:00AM) to September 22, 2014 (6.00PM). M/s. Link Intime India Private Limited is the Registrar and Share Transfer Agent (RTA) for the Company. The e-voting results were unblocked by me on September 23, 2014 in presence of two witnesses. For further details kindly refer to my Scrutinizer Report dated September 26, 2014.

At the 14<sup>th</sup> AGM of the Company held on 26<sup>th</sup> September, 2014, the Chairman of the Company had called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the AGM had appointed me as Scrutinizer for the same. For further details kindly refer to my Scrutinizer Report in form MGT 13 of dated September 26, 2014.

I now submit a Scrutinizer's Report containing the following results for every resolution under E-voting & Physical Poll voting at 14<sup>th</sup> AGM of the Company:

**AMIT GUPTA**  
B.Sc. LL.M, Advocate  
BCR Enrol No. 1550/2005  
H. No. 6, Amrit Kalash Colony  
New Akashwani, KOTA

# AMIT GUPTA


(Advocate)

H.No.6, Amrit Kalash Colony, New Akashwani, Kota-324001, Rajasthan

Ph-94143-09286

Resolution No.	Description of Resolutions	Type of Resolution	Resolution Passed/Not Passed
1	Adoption of Audited Financial Statements for the year ended 31st March, 2014	Ordinary	Passed with Requisite Majority
2	Re-appointment of Mr. Mahesh Gupta (DIN:00132721), who retires by rotation	Ordinary	Passed with Requisite Majority
3	Re-appointment of Mr. Ram Swaroop Chaudhary (DIN: 00711599), who retires by rotation	Ordinary	Passed with Requisite Majority
4	Appointment of Statutory Auditor of the Company	Ordinary	Passed with Requisite Majority
5	Appointment of Mr. Ram Swaroop Chaudhary as Independent Director of the Company	Special	Passed with Requisite Majority
6	Appointment of Mr. Vishal Jain as Independent Director of the Company	Special	Passed with Requisite Majority
7	Appointment of Mr. Mahesh Gupta as Independent Director of the Company	Special	Passed with Requisite Majority
8	Appointment of Mr. Pawan Kumar Lalpuria as Independent Director of the Company	Special	Passed with Requisite Majority
9	Appointment of Mr. Pritam Kumar Goswami as Independent Director of the Company	Special	Passed with Requisite Majority
10	Appointment of Mrs. Neelima Maheshwari as Director of the Company	Special	Passed with Requisite Majority
11	Re-appointment of Mr. Om Prakash Maheshwari as Whole Time Director & CFO of the Company	Special	Passed with Requisite Majority
12	Re-appointment of Mr. Nawal Kishore Maheshwari as Whole Time Director of the Company	Special	Passed with Requisite Majority
13	Revision in Remuneration of Mr. Pramod Maheshwari, Chairman, Managing Director & CEO of the Company	Special	Passed with Requisite Majority
14	Related Party Transactions u/s 188 of Companies Act, 2013	Special	Passed with Requisite Majority
15	Adoption of new Articles of Association of the Company	Special	Passed with Requisite Majority

A consolidated detailed voting is given as an Annexure to this report.

  
**AMIT GUPTA**  
B.Sc., LL.M., Advocate  
BCR Enrol No. 1550/2005  
H. No. 6, Amrit Kalash Colony  
New Akashwani, KOTA

**1. Resolution No.1 (Ordinary Resolution)**

To receive, consider, approve and adopt the Balance Sheet as at March 31, 2014, Statement of Profit and Loss for the financial year ended as on that date together with the Reports of the Auditors and the Directors thereon.

(1) Voted in favour of Resolution

Number of members present and voting(in person or by proxy or through e-voting)	Number of votes cast by them	% of Total number of valid votes cast
49	14120863	100

(2) Voted against the Resolution

Number of members present and voting(in person or by proxy or through e-voting)	Number of votes cast by them	% of Total number of valid votes cast
1	20	0.003

(3) Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Not Applicable

**2. Resolution No.2 (Ordinary Resolution)**

To appoint a Director in place of Mr. Mahesh Gupta (DIN: 00132721), who retires by rotation and is eligible for re-appointment.

(1) Voted in favour of Resolution

Number of members present and voting(in person or by proxy or through e-voting)	Number of votes cast by them	% of Total number of valid votes cast
47	14120763	99.999

(2) Voted against the Resolution

Number of members present and voting(in person or by proxy or through e-voting)	Number of votes cast by them	% of Total number of valid votes cast
3	120	0.001

(3) Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Not Applicable

Registered Office: CP Tower I, Road No. 1, IPIA, Kota - 324 005, Rajasthan (India)  
Tel: +91 744 3040000; Fax: +91 744 3040050, Email id: investors@cpil.in, website: www.cpil.in

Corporate Identification Number: L72200RJ2000PLC016272

**MAHESH GUPTA**  
Advocate  
BCR No. 550/2005  
H. No. 6, Malash Colony  
New Akaswani, KOTA

**3. Resolution No.3 (Ordinary Resolution)**

To appoint a Director in place of Mr. Ram Swaroop Chaudhary (DIN: 00711599), who retires by rotation and is eligible for re-appointment.

(1) Voted in favour of Resolution

Number of members present and voting(in person or by proxy or through e-voting)	Number of votes cast by them	% of Total number of valid votes cast
47	14120763	99.999

(2) Voted against the Resolution

Number of members present and voting(in person or by proxy or through e-voting)	Number of votes cast by them	% of Total number of valid votes cast
3	120	0.001

(3) Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Not Applicable

**4. Resolution No.4 (Ordinary Resolution)**

Appointment of Statutory Auditor of the Company

(1) Voted in favour of Resolution

Number of members present and voting(in person or by proxy or through e-voting)	Number of votes cast by them	% of Total number of valid votes cast
49	14120863	100

(2) Voted against the Resolution

Number of members present and voting(in person or by proxy or through e-voting)	Number of votes cast by them	% of Total number of valid votes cast
1	20	0.003

(3) Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Not Applicable

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Corporate Identification Number: L72200RJ2000PLC016272

**AMIT GUPTA**  
B.Sc. Hons., Advocate  
BCR Enrol No. 350/2005  
H. No. 6, Anshu Kalash Colony  
New Akashwari, KOTA

**Resolution No.5 (Special Resolution)**

Appointment of Mr. Ram Swaroop Chaudhary as Independent Director of the Company

## (1) Voted in favour of Resolution

Number of members present and voting(in person or by proxy or through e-voting)	Number of votes cast by them	% of Total number of valid votes cast
47	14120763	99.999

## (2) Voted against the Resolution

Number of members present and voting(in person or by proxy or through e-voting)	Number of votes cast by them	% of Total number of valid votes cast
3	120	0.001

## (3) Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Not Applicable

**Resolution No.6 (Special Resolution)**

Appointment of Mr. Vishal Jain as Independent Director of the Company

## (1) Voted in favour of Resolution

Number of members present and voting(in person or by proxy or through e-voting)	Number of votes cast by them	% of Total number of valid votes cast
46	13850616	98.09

## (2) Voted against the Resolution

Number of members present and voting(in person or by proxy or through e-voting)	Number of votes cast by them	% of Total number of valid votes cast
4	270267	1.91

## (3) Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Not Applicable

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Corporate Identification Number: L72200RJ2000PLC01632

**ADARSH GUPTA**  
 B. Com LL.M., Advocate  
 BCR No. No. 1083/2005  
 H. No. 8, Kalash Colony  
 New Akashwari, KOTA

**Resolution No.7 (Special Resolution)**

Appointment of Mr. Mahesh Gupta as Independent Director of the Company

## (1) Voted in favour of Resolution

Number of members present and voting(in person or by proxy or through e-voting)	Number of votes cast by them	% of Total number of valid votes cast
47	14120763	99.999

## (2) Voted against the Resolution

Number of members present and voting(in person or by proxy or through e-voting)	Number of votes cast by them	% of Total number of valid votes cast
3	120	0.001

## (3) Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Not Applicable

**Resolution No.8 (Special Resolution)**

Appointment of Mr. Pawan Kumar Lalpuria as Independent Director of the Company

## (1) Voted in favour of Resolution

Number of members present and voting(in person or by proxy or through e-voting)	Number of votes cast by them	% of Total number of valid votes cast
47	14120763	99.999

## (2) Voted against the Resolution

Number of members present and voting(in person or by proxy or through e-voting)	Number of votes cast by them	% of Total number of valid votes cast
3	120	0.001

## (3) Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Not Applicable

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 Corporate Identification Number: L72200RJ2000PLC016272

AM Mahesh Gupta  
 Advocate  
 1582/2005  
 H. No. 10, New Ash Colony  
 New Ash Colony, KOTA



**Resolution No.9 (Special Resolution)**

Appointment of Mr. Pritam Kumar Goswami as Independent Director of the Company

## (1) Voted in favour of Resolution

Number of members present and voting(in person or by proxy or through e-voting)	Number of votes cast by them	% of Total number of valid votes cast
47	14120763	99.999

## (2) Voted against the Resolution

Number of members present and voting(in person or by proxy or through e-voting)	Number of votes cast by them	% of Total number of valid votes cast
3	120	0.001

## (3) Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Not Applicable

**Resolution No.10 (Special Resolution)**

Appointment of Mrs. Neelima Maheshwari as Independent Director of the Company

## (1) Voted in favour of Resolution

Number of members present and voting(in person or by proxy or through e-voting)	Number of votes cast by them	% of Total number of valid votes cast
47	14120763	99.999

## (2) Voted against the Resolution

Number of members present and voting(in person or by proxy or through e-voting)	Number of votes cast by them	% of Total number of valid votes cast
3	120	0.001

## (3) Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Not Applicable

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Corporate Identification Number: L72200RJ2000PLC016272

**ANIL K. GUPTA**  
 Advocate  
 B.O.R. No. 1550/2005  
 H. No. 62/2, Anandash Colony  
 New Akaswani, KOTA

**Resolution No.11 (Special Resolution)**

Re-appointment of Mr. Om Prakash Maheshwari as Whole Time Director &amp; CFO of the Company

## (4) Voted in favour of Resolution

Number of members present and voting(in person or by proxy or through e-voting)	Number of votes cast by them	% of Total number of valid votes cast
47	14120763	99.999

## (5) Voted against the Resolution

Number of members present and voting(in person or by proxy or through e-voting)	Number of votes cast by them	% of Total number of valid votes cast
3	120	0.001

## (6) Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Not Applicable

**Resolution No.12 (Special Resolution)**

Re-appointment of Mr. Nawal Kishore Maheshwari as Whole Time Director of the Company

## (1) Voted in favour of Resolution

Number of members present and voting(in person or by proxy or through e-voting)	Number of votes cast by them	% of Total number of valid votes cast
47	14120763	99.999

## (2) Voted against the Resolution

Number of members present and voting(in person or by proxy or through e-voting)	Number of votes cast by them	% of Total number of valid votes cast
3	120	0.001

## (3) Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Not Applicable

*Amif*  
**AMIT GUPTA**

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 H. No. 6, Amit Kalash Colony  
 New Akashwani, KOTA

**Resolution No.13 (Special Resolution)**

Revision in Remuneration of Mr. Pramod Maheshwari, Chairman, Managing Director &amp; CEO of the Company

## (1) Voted in favour of Resolution

Number of members present and voting(in person or by proxy or through e-voting)	Number of votes cast by them	% of Total number of valid votes cast
47	14120763	99.999

## (2) Voted against the Resolution

Number of members present and voting(in person or by proxy or through e-voting)	Number of votes cast by them	% of Total number of valid votes cast
3	120	0.001

## (3) Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Not Applicable

**Resolution No.14 (Special Resolution)**

Related Party Transactions u/s 188 of Companies Act, 2013

## (1) Voted in favour of Resolution

Number of members present and voting(in person or by proxy or through e-voting)	Number of votes cast by them	% of Total number of valid votes cast
41	3158488	99.999

## (2) Voted against the Resolution

Number of members present and voting(in person or by proxy or through e-voting)	Number of votes cast by them	% of Total number of valid votes cast
1	20	0.001

## (3) Invalid Votes

Total Number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Not Applicable

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**Amrit Kalashwani**  
 B.Sc. LL.M., Advocate  
 SCR Enrol No. 1550/2005  
 H. No. 6, Amrit Kalash Colony  
 New Akashwani, KOTA

**Resolution No.15 (Special Resolution)**

**Adoption of new Articles of Association of the Company**

**(1) Voted in favour of Resolution**

<b>Number of members present and voting(in person or by proxy or through e-voting)</b>	<b>Number of votes cast by them</b>	<b>% of Total number of valid votes cast</b>
49	14120863	100

**(2) Voted against the Resolution**

<b>Number of members present and voting(in person or by proxy or through e-voting)</b>	<b>Number of votes cast by them</b>	<b>% of Total number of valid votes cast</b>
1	20	0.003

**(3) Invalid Votes**

<b>Total Number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
Nil	Not Applicable

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**Corporate Identification Number:** L72200RJ2000PLC016272

**Advocate**  
BCR Enrol No. 1550/2005  
H. No. 6, Amit Kalash Colony  
New Akashwani, KOTA

# AMIT GUPTA

(Advocate)

H.No.6, Amrit Kalash Colony, New Akashwani, Kota-324001, Rajasthan  
Ph-94143-09286

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I hereby confirm that I am maintaining the Registers in respect of the votes cast through e-voting and Poll by the shareholders of the Company. I shall be arranging to handover these records to you or such other person as authorized.

You may accordingly declare the result of the voting as all the resolutions passed with the requisite majority.

Thanking you,  
Yours Faithfully,

  
Amit Gupta, Advocate

Bar Council Registration: R/2005/1550

September 26, 2014

Place: Kota

**AMIT GUPTA**  
B.Sc., LL.M., Advocate  
E.C.R. Enrol No. 1550/2005  
H. No. 6, Amrit Kalash Colony  
New Akashwani, KOTA