

**DETAILS OF VOTING RESULTS**

S. No.	Description	
1	Date of AGM	22 <sup>nd</sup> September, 2014
2	Book Closure date	15.09.2014 to 22.09.2014 (both days inclusive)
3	Number of Shareholders on Record Date	10577
4	Total Number of shareholders present in the meeting either personally or through proxy.	484
	(i) Promoter & Promoter Group	5
	(ii) Public	479
5	Number of shareholders attended the meeting through video conferencing.	NIL
6	Detail of Agenda	As per annexure enclosed

For Cords Cable Industries Ltd.

  
Director

For Cords Cable Industries Ltd.

  
Director

Resolution 1 – Adoption of the Audited Balance Sheet as at March 31, 2014, the Profit and Loss Account for the year ended on that date with the Reports of the Board of Directors and the Auditors thereon.

Category	No. of shares Held	Mode of Voting	No. of valid Votes polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over votes Polled	% of votes in against over Votes Polled
Promoter and Promoter Group	6646438	e-voting	6644523	99.97119	6644523	0	100	0
		Ballot voting	0	0.00000	0	0	0	0
		Total	6644523	99.97119	6644523	0	100	0
Public- Institutional	12695	e-voting	0	0.00000	0	0	0	0
		Ballot voting	0	0.00000	0	0	0	0
		Total	0	0.00000	0	0	0	0
Public- Others	4768647	e-voting	141	0.00296	141	0	100	0
		Ballot voting	292	0.00612	292	0	100	0
		Total	433	0.00908	433	0	100	0
Total	11427780	Total	6644956		6644956	0	100	0

For Cords Cable Industries Ltd.

  
Director

For Cords Cable Industries Ltd.

Director


Resolution 2 – Appointment of a Director in place of Mr. Devender Kumar Prashar (DIN: 00540057), who retires by rotation and, being eligible, offers himself for re-appointment.

Category	No. of shares Held	Mode of Voting	No. of valid Votes polled	% of Votes Polled on Outstanding Shares (3)=(2)/(1)*100	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over votes Polled (6)=(4)/(2)*100	% of votes in against over Votes Polled (7)=(5)/(2)*100
Promoter and Promoter Group	6646438	e-voting Ballot voting Total	6644523 0 6644523	99.97119 0.00000 99.97119	6644523 0 6644523	0 0 0	100 0 100	0 0 0
Public- Institutional	12695	e-voting Ballot voting Total	0 0 141	0.00000 0.00000 0.00296	0 0 141	0 0 0	0 0 100	0 0 0
Public- Others	4768647	Ballot voting Total	292 433	0.00612 0.00908	292 433	0 0	100 100	0 0
Total	11427780		6644956		6644956	0	100	0

For Cords Cable Industries Ltd.

  
Director

For Cords Cable Industries Ltd.

  
Director

Resolution 3 - Appointment of a Director in place of Mr. Naveen Sawhney (DIN: 00893704), who retires by rotation and, being eligible, offers himself for re-appointment.

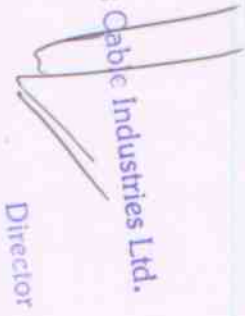
Category	No. of shares Held	Mode of Voting	No. of valid Votes polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over votes Polled	% of votes in against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	6646438	e-voting Ballot voting Total	6644523 0 6644523	99.97119 0.00000 99.97119	6644523 0 6644523	0 0 0	100 0 100	0 0 0
Public- Institutional	12695	e-voting Ballot voting Total	0 0 141	0.00000 0.00000 0.00296	0 0 141	0 0 0	0 0 100	0 0 0
Public- Others	4768647	e-voting Ballot voting Total	292 433 6644956	0.00612 0.00908 0.00908	433 6644956	0 0 0	100 100 100	0 0 0
Total	11427780							

For Cords Cable Industries Ltd.



Director

For Cords Cable Industries Ltd.



Director

Resolution 4 – Declaration of dividend @ 10% for the Financial Year 2013-14, on Non-Convertible Cumulative Preference Shares.

Category	No. of shares Held	Mode of Voting	No. of valid Votes polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over votes Polled	% of votes in against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	6646438	e-voting Ballot voting Total	6644523 0 6644523	99.97119 0.00000 99.97119	6644523 0 6644523	0 0 0	100 0 100	0 0 0
Public- Institutional	12695	e-voting Ballot voting Total	0 0 141	0.00000 0.00000 0.00296	0 0 141	0 0 0	0 0 100	0 0 0
Public- Others	4768647	e-voting Ballot voting Total	292 433 6644956	0.00612 0.00908 0.00908	292 433 6644956	0 0 0	100 100 100	0 0 0
Total	11427780		6644956		6644956	0	100	0

For Cords Cable Industries Ltd.



Director

For Cords Cable Industries Ltd.



Director

Resolution 5 – Appointment of M/s Sharma Goel and Co., Chartered Accountants as Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and fixing their remuneration . (Ordinary Resolution)

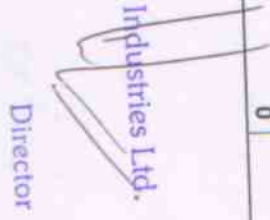
Category	No. of shares Held	Mode of Voting	No. of valid Votes polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over votes Polled	% of votes in against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	6646438	e-voting Ballot voting Total	6644523 0 6644523	99.97119 0.00000 99.97119	6644523 0 6644523	0 0 0	100 0 100	0 0 0
Public- Institutional	12695	e-voting Ballot voting Total	0 0 141	0.00000 0.00000 0.00296	0 0 141	0 0 0	0 0 100	0 0 0
Public- Others	4768647	e-voting Ballot voting Total	292 433 6644956	0.00612 0.00908 0.00908	433 6644956	0 0 0	100 100 100	0 0 0
Total	11427780							

For Cords Cable Industries Ltd.



Director

For Cords Cable Industries Ltd.



Director

Resolution 6 – Appointment of Mr. Ajit Kumar Sahay (DIN: 00353414), as an Independent Director of the company. (Ordinary Resolution)

Category	No. of shares Held	Mode of Voting	No. of valid Votes polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over votes Polled	% of votes in against over Votes Polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	6646438	e-voting Ballot voting Total	6644523 0 6644523	99.97119 0.00000 99.97119	6644523 0 6644523	0 0 0	100 0 100	0 0 0
Public- Institutional	12695	e-voting Ballot voting Total	0 0 141	0.00000 0.00000 0.00296	0 0 141	0 0 0	0 0 100	0 0 0
Public- Others	4768647	Ballot voting Total	292 433	0.00612 0.00908	292 433	0 0	100 100	0 0
Total	11427780	Total	6644956		6644956	0	100	0

For Cords Cable Industries Ltd.

  
Director

For Cords Cable Industries Ltd.

  
Director

Resolution 7 – Appointment of Mr. Om Prakash Bhandari (DIN: 00046524), as an Independent Director of the company. (Ordinary Resolution)

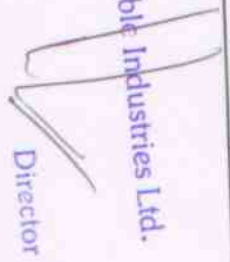
Category	No. of shares Held	Mode of Voting	No. of valid Votes polled	% of Votes Polled on Outstanding Shares (3)=(2)/(1)*100	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over votes Polled (6)=(4)/(2)*100	% of votes in against over Votes Polled (7)=(5)/(2)*100
	(1)		(2)		(4)	(5)		
		e-voting	6644523	99.97119	6644523	0	100	0
		Ballot voting	0	0.00000	0	0	0	0
Promoter and Promoter Group	6646438	Total	6644523	99.97119	6644523	0	100	0
		e-voting	0	0.00000	0	0	0	0
		Ballot voting	0	0.00000	0	0	0	0
Public- Institutional	12695	Total	0	0.00000	0	0	0	0
		e-voting	141	0.00296	141	0	100	0
		Ballot voting	292	0.00612	292	0	100	0
Public- Others	4768647	Total	433	0.00908	433	0	100	0
Total	11427780		6644956		6644956	0	100	0

For Cords Cable Industries Ltd.



Director

For Cords Cable Industries Ltd.



Director



Resolution 8 - Authorisation to Board of Directors for Borrowing to an amount not exceeding Rs. 300 Crores under section 180(1)(c) of the Companies Act, 2013. (Special Resolution)

Category	No. of shares Held	Mode of Voting	No. of valid Votes polled	% of Votes Polled on Outstanding Shares (3)=(2)/(1)*100	No. of Votes In Favour	No. of Votes in Against	% of votes in favour over votes Polled (6)=(4)/(2)*100	% of votes in against over Votes Polled (7)=(5)/(2)*100
	(1)		(2)		(4)	(5)		
		e-voting	6644523	99.97119	6644523	0	100	0
		Ballot voting	0	0.00000	0	0	0	0
Promoter and Promoter Group	6646438	Total	6644523	99.97119	6644523	0	100	0
		e-voting	0	0.00000	0	0	0	0
		Ballot voting	0	0.00000	0	0	0	0
Public- Institutional	12695	Total	0	0.00000	0	0	0	0
		e-voting	141	0.00296	141	0	100	0
		Ballot voting	292	0.00612	292	0	100	0
Public- Others	4768647	Total	433	0.00908	433	0	100	0
Total	11427780		6644956		6644956	0	100	0

For Cords Cable Industries Ltd.

  
Director

For Cords Cable Industries Ltd.

  
Director

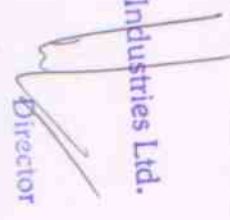
Resolution 9 – Approval of remuneration of Cost Auditors i.e. S. Chander & Associates of Rs. 1,00,000/- (Rupees One Lakh only) p.a. plus Service tax and out of pocket expenses for the financial year ending 31st March 2015. (Ordinary Resolution)

Category	No. of shares Held	Mode of Voting	No. of valid Votes polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes in Against	% of votes in favour over votes Polled	% of votes in against over Votes Polled
			(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
	(1)							
Promoter and Promoter Group	6646438	e-voting Ballot voting Total	6644523 0 6644523	99.97119 0.00000 99.97119	6644523 0 6644523	0 0 0	100 0 100	0 0 0
Public- Institutional	12695	e-voting Ballot voting Total	0 0 141	0.00000 0.00000 0.00296	0 0 141	0 0 0	0 0 100	0 0 0
Public- Others	4768647	e-voting Ballot voting Total	292 433 433	0.00612 0.00908 0.00908	433 433 433	0 0 0	100 100 100	0 0 0
Total	11427780	Total	6644956		6644956	0	100	0

For Cords Cable Industries Ltd.

  
Director

For Cords Cable Industries Ltd.

  
Director



**Scrutinizer's Report**

[Pursuant to section 108 to the Companies Act, 2013 and rule 20(xi) of the  
Companies (Management and Administration) Rules, 2014

To,  
The Chairmen  
CORDS CABLE INDUSTRIES LIMITED  
B-1/A-26, Mohan Cooperative Industrial Estate  
Mathura Road, New Delhi - 110044

23<sup>rd</sup> September, 2014

**23<sup>rd</sup> Annual General Meeting of the Equity Shareholder of Cords Cable Industries Ltd. held on  
Monday, 22<sup>nd</sup> September, 2014 at 11:30 a.m. at Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Near  
ISBT Delhi - 110054**

Dear Sir,

I, Love Mangla, Senior partner of M/s LOVE MANGLA & Co., Practicing Chartered Accountants having its office at J-83, GF, DLF, Sector-10, Faridabad - 121007, appointed as Scrutinizer of Cords Cable Industries Ltd. ("Company") for the purpose of scrutinizing the e-voting process and assuring that, e-voting must be carried out as per the provision of the companies Act, 2013 and Rules 20 of the companies (Management and Administration) Rules, 2014.

I now submit my Report as under on the result of the voting through electronic means in respect of the said resolutions.

The e-voting commenced on Tuesday, September 16<sup>th</sup> at 9:30 a.m. & ended on Wednesday, September 17<sup>th</sup> at 5:30 p.m., 2014. The shareholder holding shares as on the "cut off" date i.e. 22<sup>nd</sup> August, 2014 were entitled to vote on the proposed resolution.

The votes were unblocked on 18.09.2014 around 11:40 a.m. in the presence of two witnesses Ms. Priya Mittal R/o. 2081 Sector-7D, Faridabad-121006, Haryana and Mr. Abhishek Vashisht R/o. J-38 Sector-10, Faridabad-121007, Haryana who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Thereafter, the details containing, inter-alia, list of Equity Shareholder, who voted "for" and "Against", were download From the e-voting website of Central Depository Service (India) Limited ([www.evotingindia.com](http://www.evotingindia.com)). The same has been marked as **Annexure-1**

Name: Priya Mittal

Name : Abhishek Vashisht



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**Resolution 1** - To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014, the Profit and Loss Account for the year ended on that date with the Reports of the Board of Directors and the Auditors thereon.

i. Voted in favour of the resolution:

Number of members voted through e-voting system	Number of votes casted by them	% of total number of valid votes casted
11	6644664	100

ii. Voted against the resolution:

Number of members voted through e-voting system	Number of votes casted by them	% of total number of valid votes casted
0	0	0

iii. Invalid votes:

Number of members voted through e-voting system	Number of votes casted by them	% of total number of valid votes casted
0	0	0

**Resolution 2** - To appoint a Director in place of Mr. Devender Kumar Prashar (DIN: 00540057), who retires by rotation and, being eligible, offers himself for re-appointment.

i. Voted in favour of the resolution:

Number of members voted through e-voting system	Number of votes casted by them	% of total number of valid votes casted
11	6644664	100

ii. Voted against the resolution:

Number of members voted through e-voting system	Number of votes casted by them	% of total number of valid votes casted
0	0	0

iii. Invalid votes:

Number of members voted through e-voting system	Number of votes casted by them	% of total number of valid votes casted
0	0	0



**Resolution 3-** To appoint a Director in place of Mr. Naveen Sawhney (DIN: 00893704), who retires by rotation and, being eligible, offers himself for re-appointment.

i. Voted in favour of the resolution:

Number of members voted through e-voting system	Number of votes casted by them	% of total number of valid votes casted
11	6644664	100

ii. Voted against the resolution:

Number of members voted through e-voting system	Number of votes casted by them	% of total number of valid votes casted
0	0	0

iii. Invalid votes:

Number of members voted through e-voting system	Number of votes casted by them	% of total number of valid votes casted
0	0	0

**Resolution 4 -** To declare dividend @ 10% for the Financial Year 2013-14, on Non Convertible Cumulative Preference Shares.

i. Voted in favour of the resolution:

Number of members voted through e-voting system	Number of votes casted by them	% of total number of valid votes casted
11	6644664	100

ii. Voted against the resolution:

Number of members voted through e-voting system	Number of votes casted by them	% of total number of valid votes casted
0	0	0

iii. Invalid votes:

Number of members voted through e-voting system	Number of votes casted by them	% of total number of valid votes casted
0	0	0



**Resolution 5** - To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, as amended from time to time, M/s Sharma Goel and Co., Chartered Accountants, (FRN: 000643N), be and are hereby, reappointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and that the Board of Directors be and are hereby authorised to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors."

i. Voted in favour of the resolution:

Number of members voted through e-voting system	Number of votes casted by them	% of total number of valid votes casted
11	6644664	100

ii. Voted against the resolution:

Number of members voted through e-voting system	Number of votes casted by them	% of total number of valid votes casted
0	0	0

iii. Invalid votes:

Number of members voted through e-voting system	Number of votes casted by them	% of total number of valid votes casted
0	0	0

**Resolution 6** - To appoint Mr. Ajit Kumar Sahay (DIN: 00353414), as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with schedule IV to the Act, as amended from time to time, Mr. Ajit Kumar Sahay (DIN: 00353414) Independent Director of the Company, who has submitted a declaration that he meet the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold the office for a period of one year from 01.04.2014 to 31.03.2015.



i. Voted in favour of the resolution:

Number of members voted through e-voting system	Number of votes casted by them	% of total number of valid votes casted
11	6644664	100

ii. Voted against the resolution:

Number of members voted through e-voting system	Number of votes casted by them	% of total number of valid votes casted
0	0	0

iii. Invalid votes:

Number of members voted through e-voting system	Number of votes casted by them	% of total number of valid votes casted
0	0	0

**Resolution 7** - To appoint Mr. Om PrakashBhandari (DIN: 00046524), as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with schedule IV to the Act, as amended from time to time, Mr. Om PrakashBhandari (DIN: 00046524) Independent Director of the Company, who has submitted a declaration that he meet the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold the office for a period of one year from 01.04.2014 to 31.03.2015.

i. Voted in favour of the resolution:

Number of members voted through e-voting system	Number of votes casted by them	% of total number of valid votes casted
11	6644664	100

ii. Voted against the resolution:

Number of members voted through e-voting system	Number of votes casted by them	% of total number of valid votes casted
0	0	0



iii. Invalid votes:

Number of members voted through e-voting system	Number of votes casted by them	% of total number of valid votes casted
0	0	0

**Resolution 8** - To authorize board of directors to borrow and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in supersession of the Ordinary Resolution passed by the Members of the Company in the Extra Ordinary General Meeting held on June 30, 2007 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 the consent of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee which the Board may have constituted or hereinafter constitute to exercise the power conferred by this resolution) to borrow from time to time to borrow any amount, secured or unsecured, as it may deem requisite for the purpose of the business of the Company, notwithstanding that the amount to be borrowed together with the amount already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) would exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided that the total amount which may be borrowed shall not exceed

the sum of **Rupees 300 Crore (Rupees ThreeHundred Crore only)** outstanding at any point of time.

**RESOLVED FURTHER THAT** for the purpose of borrowings by the company as above, the Board of Directors of any Committee thereof, may create charge on any assets or properties of the company and to do such acts and deeds as they may deem necessary and in the interest of company.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorised to do or cause to be done all such acts, matters, deeds and other things as it may in its absolute discretion deem fit, required or considered necessary or incidental thereto, for giving effect to the aforesaid resolution.”

i. Voted in favour of the resolution:

Number of members voted through e-voting system	Number of votes casted by them	% of total number of valid votes casted
11	6644664	100

ii. Voted against the resolution:

Number of members voted through e-voting system	Number of votes casted by them	% of total number of valid votes casted
0	0	0





iii. Invalid votes:

Number of members voted through e-voting system	Number of votes casted by them	% of total number of valid votes casted
0	0	0

**Resolution 9** - To approve remuneration of cost auditors and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditor) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of Rs. 1,00,000/- (Rupees One Lacs only) p.a. plus Service tax and out of pocket expenses for the financial year ending 31<sup>st</sup> March 2015 as recommended by the Audit Committee and as approved by the Board of Directors of the company in its meeting held on 30 May, 2014, to be paid to M/s S. Chander & Associate, Cost Accountant, (Firm Registration No 100105), for the conduct of Cost Audit of the Company for the Financial Year ending March 31<sup>st</sup>, 2015, be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for purpose of giving effect to this resolution.”

i. Voted in favour of the resolution:

Number of members voted through e-voting system	Number of votes casted by them	% of total number of valid votes casted
11	6644664	100

ii. Voted against the resolution:

Number of members voted through e-voting system	Number of votes casted by them	% of total number of valid votes casted
0	0	0

iii. Invalid votes:

Number of members voted through e-voting system	Number of votes casted by them	% of total number of valid votes casted
0	0	0



**Consolidated result of E-voting & Ballot voting**

**I now submit my Report as under on the consolidated result of the E-voting on CDSL & Ballot-voting held at the time of AGM.**

23rd Annual General Meeting of the Equity Shareholder of Cords Cable Industries Ltd. held on Monday, 22nd September, 2014 at 11:30 a.m. at Shah Auditorium, Shree Delhi Gujarati Samaj Marg, Near ISBT Delhi – 110054.

1. The ballot box was locked in my presence at 11:30 a.m., & then kept for polling from 11:30 a.m. to 11:50 a.m.
2. The locked ballot box were subsequently opened in my presence & poll papers were diligently scrutinized.
3. Mr. Abhishek Vashisht & Ms. Priya Mittal were appointed as witness for the whole poll process.
4. All the poll papers & relevant documents are with us for safe custody, & will be handed over to the Company Secretary for safe keeping.

**Resolution 1** - To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014, the Profit and Loss Account for the year ended on that date with the Reports of the Board of Directors and the Auditors thereon.

i. Voted in favour of the resolution:

	Number of members voted	Number of votes casted	% of total number of valid votes casted
E-voting	11	6644664	99.9956
Physical Ballot	18	292	0.0044
Total	29	6644956	100

ii. Voted against the resolution:

	Number of members voted	Number of votes casted	% of total number of valid votes casted
E-voting	0	0	0
Physical Ballot	0	0	0
Total	0	0	0



iii. Invalid votes:

	Number of members voted	Number of votes casted
E-voting	0	0
Physical Ballot	16	33
Total	16	33

**Resolution 2** - To appoint a Director in place of Mr. Devender Kumar Prashar (DIN: 00540057), who retires by rotation and, being eligible, offers himself for re-appointment.

i. Voted in favour of the resolution:

	Number of members voted	Number of votes casted	% of total number of valid votes casted
E-voting	11	6644664	99.9956
Physical Ballot	18	292	0.0044
Total	29	6644956	100

ii. Voted against the resolution:

	Number of members voted	Number of votes casted	% of total number of valid votes casted
E-voting	0	0	0
Physical Ballot	0	0	0
Total	0	0	0

iii. Invalid votes:

	Number of members voted	Number of votes casted
E-voting	0	0
Physical Ballot	16	33
Total	16	33

**Resolution 3-** To appoint a Director in place of Mr. Naveen Sawhney (DIN: 00893704), who retires by rotation and, being eligible, offers himself for re-appointment.



i. Voted in favour of the resolution:

	Number of members voted	Number of votes casted	% of total number of valid votes casted
E-voting	11	6644664	99.9956
Physical Ballot	18	292	0.0044
Total	29	6644956	100

ii. Voted against the resolution:

	Number of members voted	Number of votes casted	% of total number of valid votes casted
E-voting	0	0	0
Physical Ballot	0	0	0
Total	0	0	0

iii. Invalid votes:

	Number of members voted	Number of votes casted
E-voting	0	0
Physical Ballot	16	33
Total	16	33

**Resolution 4** - To declare dividend @ 10% for the Financial Year 2013-14, on Non Convertible Cumulative Preference Shares.

i. Voted in favour of the resolution:

	Number of members voted	Number of votes casted	% of total number of valid votes casted
E-voting	11	6644664	99.9956
Physical Ballot	18	292	0.0044
Total	29	6644956	100

ii. Voted against the resolution:

	Number of members voted	Number of votes casted	% of total number of valid votes casted
E-voting	0	0	0
Physical Ballot	0	0	0
Total	0	0	0



iii. Invalid votes:

	Number of members voted	Number of votes casted
E-voting	0	0
Physical Ballot	16	33
Total	16	33

**Resolution 5** - To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, as amended from time to time, M/s Sharma Goel and Co., Chartered Accountants, (FRN: 000643N), be and are hereby, reappointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and that the Board of Directors be and are hereby authorised to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors.”

i. Voted in favour of the resolution:

	Number of members voted	Number of votes casted	% of total number of valid votes casted
E-voting	11	6644664	99.9956
Physical Ballot	18	292	0.0044
Total	29	6644956	100

ii. Voted against the resolution:

	Number of members voted	Number of votes casted	% of total number of valid votes casted
E-voting	0	0	0
Physical Ballot	0	0	0
Total	0	0	0



iii. Invalid votes:

	Number of members voted	Number of votes casted
E-voting	0	0
Physical Ballot	16	33
Total	16	33

**Resolution 6** - To appoint Mr. Ajit Kumar Sahay (DIN: 00353414), as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with schedule IV to the Act, as amended from time to time, Mr. Ajit Kumar Sahay (DIN: 00353414) Independent Director of the Company, who has submitted a declaration that he meet the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold the office for a period of one year from 01.04.2014 to 31.03.2015.

i. Voted in favour of the resolution:

	Number of members voted	Number of votes casted	% of total number of valid votes casted
E-voting	11	6644664	99.9956
Physical Ballot	18	292	0.0044
Total	29	6644956	100

ii. Voted against the resolution:

	Number of members voted	Number of votes casted	% of total number of valid votes casted
E-voting	0	0	0
Physical Ballot	0	0	0
Total	0	0	0

iii. Invalid votes:

	Number of members voted	Number of votes casted
E-voting	0	0
Physical Ballot	16	33
Total	16	33



**Resolution 7** - To appoint Mr. Om PrakashBhandari (DIN: 00046524), as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with schedule IV to the Act, as amended from time to time, Mr. Om PrakashBhandari (DIN: 00046524) Independent Director of the Company, who has submitted a declaration that he meet the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold the office for a period of one year from 01.04.2014 to 31.03.2015.

i. Voted in favour of the resolution:

	Number of members voted	Number of votes casted	% of total number of valid votes casted
E-voting	11	6644664	99.9956
Physical Ballot	18	292	0.0044
Total	29	6644956	100

ii. Voted against the resolution:

	Number of members voted	Number of votes casted	% of total number of valid votes casted
E-voting	0	0	0
Physical Ballot	0	0	0
Total	0	0	0

iii. Invalid votes:

	Number of members voted	Number of votes casted
E-voting	0	0
Physical Ballot	16	33
Total	16	33



**Resolution 8** - To authorize board of directors to borrow and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in supersession of the Ordinary Resolution passed by the Members of the Company in the Extra Ordinary General Meeting held on June 30, 2007 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 the consent of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee which the Board may have constituted or hereinafter constitute to exercise the power conferred by this resolution) to borrow from time to time to borrow any amount, secured or unsecured, as it may deem requisite for the purpose of the business of the Company, notwithstanding that the amount to be borrowed together with the amount already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) would exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided that the total amount which may be borrowed shall not exceed

the sum of **Rupees 300 Crore (Rupees ThreeHundred Crore only)** outstanding at any point of time.

**RESOLVED FURTHER THAT** for the purpose of borrowings by the company as above, the Board of Directors of any Committee thereof, may create charge on any assets or properties of the company and to do such acts and deeds as they may deem necessary and in the interest of company.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorised to do or cause to be done all such acts, matters, deeds and other things as it may in its absolute discretion deem fit, required or considered necessary or incidental thereto, for giving effect to the aforesaid resolution.”

i. Voted in favour of the resolution:

	Number of members voted	Number of votes casted	% of total number of valid votes casted
E-voting	11	6644664	99.9956
Physical Ballot	18	292	0.0044
Total	29	6644956	100

ii. Voted against the resolution:

	Number of members voted	Number of votes casted	% of total number of valid votes casted
E-voting	0	0	0
Physical Ballot	0	0	0
Total	0	0	0





iii. Invalid votes:

	Number of members voted	Number of votes casted
E-voting	0	0
Physical Ballot	16	33
Total	16	33

**Resolution 9** - To approve remuneration of cost auditors and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditor) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of Rs. 1,00,000/- (Rupees One Lacs only) p.a. plus Service tax and out of pocket expenses for the financial year ending 31<sup>st</sup> March 2015 as recommended by the Audit Committee and as approved by the Board of Directors of the company in its meeting held on 30 May, 2014, to be paid to M/s S. Chander & Associate, Cost Accountant, (Firm Registration No 100105), for the conduct of Cost Audit of the Company for the Financial Year ending March 31<sup>st</sup>, 2015, be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for purpose of giving effect to this resolution.”

i. Voted in favour of the resolution:

	Number of members voted	Number of votes casted	% of total number of valid votes casted
E-voting	11	6644664	99.9956
Physical Ballot	18	292	0.0044
Total	29	6644956	100

ii. Voted against the resolution:

	Number of members voted	Number of votes casted	% of total number of valid votes casted
E-voting	0	0	0
Physical Ballot	0	0	0
Total	0	0	0



LOVE MANGLA & CO.  
(CHARTERED ACCOUNTANTS)

iii. Invalid votes:

	Number of members voted	Number of votes casted
E-voting	0	0
Physical Ballot	16	33
Total	16	33

Thanking you,

Yours faithfully,



CA Love Mangla  
Senior Partner,  
M/s. LOVE MANGLA & Co.  
Chartered Accountants



Faridabad  
23<sup>rd</sup> September, 2014