

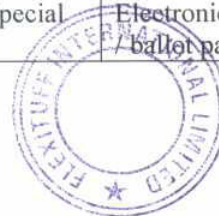
Details of voting results of the 21st Annual General Meeting of the Company pursuant to Clause 35A of the Listing Agreement

The data as required to be reported to the stock Exchange on as per Clause 35A of the Listing Agreement.

Date of the AGM	30 th September, 2014
Total number of shareholders on record date (book closure: 23 rd September, 2014 to 30 th September, 2014 both days inclusive)	791
No. of shareholders present in the meeting either in person or proxy; <ul style="list-style-type: none"> • Promoters and Promoter Group • Public 	8 160
No. of shareholders attended the meeting through Video Conferencing	N.A.

Details of the Agenda and Voting Results:

S. No.	Item	Resoluti on	Mode of Voting	Remarks
1.	Adoption of the Audited Financial Results for the year ended 31st March, 2014 along with the Report of the Director and Auditors thereon.	Ordinary	Electronically / ballot paper	Passed by requisite majority
2.	Declaration of dividend at the rate of 10% i.e. Rs. 1 per equity share of face value Rs. 10/- each for the Financial Year 2013-14.	Ordinary	Electronically / ballot paper	Passed by requisite majority
3.	Re-appointment of Mr. Saurabh Kalani as a Whole Time Director.	Ordinary	Electronically / ballot paper	Passed by requisite majority
4.	Re-appointment of Mr. Manoj Kumar Dwivedi as a Whole Time Director.	Ordinary	Electronically / ballot paper	Passed by requisite majority
5.	Appointment of M/s. L.K. Maheshwari & Co. Chartered Accountant, as Statutory Auditors of the Company.	Ordinary	Electronically / ballot paper	Passed by requisite majority
6.	To increase borrowing Limit Upto Rs. 2000 Crores	Special	Electronically / ballot paper	Passed by requisite majority
7.	To create security upto Rs. 2000 Crores	Special	Electronically / ballot paper	Passed by requisite majority



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8.	To give remuneration Non-Executive Directors upto 1% in the Net Profit of the Company for a financial year.	Special	Electronically / ballot paper	Passed by requisite majority
9.	Appointment of Mr. Anirudh Sonpal as an Independent Director	Ordinary	Electronically / ballot paper	Passed by requisite majority
10.	Appointment of Mr. Sharat Anand as an Independent Director.	Ordinary	Electronically / ballot paper	Passed by requisite majority
11.	Appointment of Mr. Kevan John Upperdine as an Independent Director.	Ordinary	Electronically / ballot paper	Passed by requisite majority
12.	Appointment of Mr. D.K. Sharma as a Director of the Company, liable to retire by rotation.	Ordinary	Electronically / ballot paper	Passed by requisite majority
13.	Appointment of Mr. D. K. Sharma as an Executive Director/ Whole Time Director.	Ordinary	Electronically / ballot paper	Passed by requisite majority
14.	Ratifying remuneration payable to M/s. Vijay P. Joshi & Associates, Cost Auditor of the Company.	Ordinary	Electronically / ballot paper	Passed by requisite majority
15	To Amend the Articles of Association.	Special	Electronically / ballot paper	Passed by requisite majority

In case of Poll/postal ballot/e-voting:

As given in Scrutinizer's Report as below:-



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Annexure
In case of Poll/ Ballot/ E-voting

The mode of voting for all resolutions was e-voting and Poll conducted at meeting:

1. Ordinary Resolution: To consider and adopt the Audited Balance Sheet as at 31st March 2014 and the profit and Loss Account for the Financial Year ended on that date together with the Reports the Directors' and the Auditor's thereon

Promoters /public	No. of Shares held (1)	No. of Votes Polled (2)	% of votes polled on outstanding shares(3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	%No. of votes in favour on votes Polled (6)=[(4)/(2)]*100	% of votes against polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	7035038	7035038	100%	7035038	0	100%	0.00
Public Institutional Holders	2148084	1199203	56%	1199203	0	100%	0
Public Others	15699684	653848	4.164%	653848	0	100%	0
Total	24882806	8888089	35.71%	8888089	0	100%	0

Item No. 2:-

Ordinary Resolution: To declare dividend on equity shares of the Company

Promoters /public	No. of Shares held (1)	No. of Votes Polled (2)	% of votes polled on outstanding shares(3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	%No. of votes in favour on votes Polled (6)=[(4)/(2)]*100	% of votes against polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	7035038	7035038	100%	7035038	0	100%	0.00

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Public Institutional Holders	2148084	1199203	56%	1199203	0	100%	0
Public Others	15699684	653848	4.164%	653848	0	100%	0
Total	24882806	8888089	35.71%	8888089	0	100%	0

Item No.3:-

Ordinary Resolution; To appoint a director in place of Mr. Saurabh Kalani, who retires by Rotation and being eligible offers himself for reappointment.

Promoters /public	No. of Shares held (1)	No. of Votes Polled (2)	% of votes polled on outstanding shares(3) =[(2)/(1)] *100	No. of votes in favour (4)	No. of votes against (5)	%No. of votes in favour on votes Polled (6)=[(4)/(2)]* 100	% of votes against polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	7035038	7035038	100%	7035038	0	100%	0.00
Public Institutional Holders	2148084	1199203	56%	1199203	0	100%	0
Public Others	15699684	653848	4.164%	653848	0	100%	0
Total	24882806	8888089	35.71%	8888089	0	100%	0

Item No.4:-

Ordinary Resolution; To appoint a director in place of Mr. Manoj Kumar Dwivedi, who retires by rotation and being eligible offers himself for re-appointment.

Promoters /public	No. of Shares held (1)	No. of Votes Polled (2)	% of votes polled on outstanding shares(3) =[(2)/(1)]	No. of votes in favour (4)	No. of votes against (5)	%No. of votes in favour on votes Polled (6)=[(4)/(2)]* 100	% of votes against polled (7)=[(5)/(2)]* 100

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			*100				
Promoter and Promoter Group	7035038	7035038	100%	7035038	0	100%	0.00
Public Institutional Holders	2148084	1199203	56%	1199203	0	100%	0
Public Others	15699684	653848	4.164%	653848	0	100%	0
Total	24882806	8888089	35.71%	8888089	0	100%	0

Item No.5:-

Ordinary Resolution; To appoint Mis L.K. Maheshwari & Co., Chartered Accountants, (Firm Registration No. 000780C), as the Statutory Auditors of the Company

Promoters /public	No. of Shares held (1)	No. of Votes Polled (2)	% of votes polled on outstanding shares(3) =[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	%No. of votes in favour on votes Polled (6)=[(4)/(2)]*100	% of votes against polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	7035038	7035038	100%	7035038	0	100%	0.00
Public Institutional Holders	2148084	1199203	56%	1199203	0	100%	0
Public Others	15699684	653848	4.164%	653848	0	100%	0
Total	24882806	8888089	35.71%	8888089	0	100%	0



Item No.6:-

Special Resolution; Authority to Board to borrow monies upto Rs. 2000 Crores pursuant to Section 180(1)(c) of the Companies Act, 2013

Promoters /public	No. of Shares held (1)	No. of Votes Polled (2)	% of votes polled on outstanding shares(3) $=[(2)/(1)] * 100$	No. of votes in favour (4)	No. of votes against (5)	%No. of votes in favour on Polled votes (6) $=[(4)/(2)] * 100$	% of votes against polled (7) $=[(5)/(2)] * 100$
Promoter and Promoter Group	7035038	7035038	100%	7035038	0	100%	0.00
Public Institutional Holders	2148084	1199203	56%	1199203	0	100%	0
Public Others	15699684	653848	4.164%	653848	0	100%	0
Total	24882806	8888089	35.71%	8888089	0	100%	0

Item No.7:-

Ordinary Resolution; Authority to board for creation of Securities upto the limit of Rs.2000 Crores under Section 180(1)(a) of the Companies Act, 2013.

Promoters /public	No. of Shares held (1)	No. of Votes Polled (2)	% of votes polled on outstanding shares(3) $=[(2)/(1)] * 100$	No. of votes in favour (4)	No. of votes against (5)	%No. of votes in favour on Polled votes (6) $=[(4)/(2)] * 100$	% of votes against polled (7) $=[(5)/(2)] * 100$
Promoter and Promoter Group	7035038	7035038	100%	7035038	0	100%	0.00
Public Institutional Holders	2148084	1199203	56%	1199203	0	100%	0

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Public Others	15699684	653848	4.164%	653848	0	100%	0
Total	24882806	8888089	35.71%	8888089	0	100%	0

Item No.8:-

Special Resolution; To pay remuneration by way of commission in the net profits of the Company, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, for each financial year, not exceeding 1% (one percent) of the net profit to the Non Executive Directors of the Company [i.e. Directors other than the Managing Director and/or the Whole-time Directors].

Promoters /public	No. of Shares held (1)	No. of Votes Polled (2)	% of votes polled on outstanding shares(3) = [(2)/(1)] * 100	No. of votes in favour (4)	No. of votes against (5)	%No. of votes in favour on votes Polled (6)=[(4)/(2)]* 100	% of votes against polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	7035038	7035038	100%	7035038	0	100%	0.00
Public Institutional Holders	2148084	1199203	56%	1199203	0	100%	0
Public Others	15699684	653848	4.164%	653848	0	100%	0
Total	24882806	8888089	35.71%	8888089	0	100%	0

Item No.9:-

Ordinary Resolution; To appoint Mr. Anirudh Sonpal as an Independent Director of the Company to hold office for a term of 5 years

Promoters /public	No. of Shares held (1)	No. of Votes Polled (2)	% of votes polled on outstanding shares(3) = [(2)/(1)] * 100	No. of votes in favour (4)	No. of votes against (5)	%No. of votes in favour on votes Polled (6)=[(4)/(2)]* 100	% of votes against polled (7)=[(5)/(2)]* 100

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Promoter and Promoter Group	7035038	7035038	100%	7035038	0	100%	0.00
Public Institutional Holders	2148084	1199203	56%	1199203	0	100%	0
Public Others	15699684	653848	4.164%	653848	0	100%	0
Total	24882806	8888089	35.71%	8888089	0	100%	0

Item No. 10:-

Ordinary Resolution; To appoint Mr. Sharat Anand as an Independent Director of the Company to hold office for a term of 5 years

Promoters /public	No. of Shares held (1)	No. of Votes Polled (2)	% of votes polled on outstanding shares(3) =[(2)/(1)] *100	No. of votes in favour (4)	No. of votes against (5)	%No. of votes in favour on votes Polled (6)=[(4)/(2)] *100	% of votes against polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	7035038	7035038	100%	7035038	0	100%	0.00
Public Institutional Holders	2148084	1199203	56%	1199203	0	100%	0
Public Others	15699684	653848	4.164%	653848	0	100%	0
Total	24882806	8888089	35.71%	8888089	0	100%	0



Item No. 11:-

Ordinary Resolution; To appoint Mr. KevanJohn Upperdine as an Independent Director of the Company to hold office for a term of 5 years

Promoters /public	No. of Shares held (1)	No. of Votes Polled (2)	% of votes polled on outstanding shares(3) =[(2)/(1)] *100	No. of votes in favour (4)	No. of votes against (5)	%No. of votes in favour on votes Polled (6)=[(4)/(2)]*100	% of votes against polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	7035038	7035038	100%	7035038	0	100%	0.00
Public Institutional Holders	2148084	1199203	56%	1199203	0	100%	0
Public Others	15699684	653848	4.164%	653848	0	100%	0
Total	24882806	8888089	35.71%	8888089	0	100%	0

Item No. 12:-

Ordinary Resolution; To appoint Mr. D.K. Sharma as Whole time Director/ Executive Director on the Board of Directors of the Company to hold office up to 5 (five) consecutive years up to 12th August, 2019 pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013

Promoters /public	No. of Shares held (1)	No. of Votes Polled (2)	% of votes polled on outstanding shares(3) =[(2)/(1)] *100	No. of votes in favour (4)	No. of votes against (5)	%No. of votes in favour on votes Polled (6)=[(4)/(2)]*100	% of votes against polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	7035038	7035038	100%	7035038	0	100%	0.00

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Public Institutional Holders	2148084	1199203	56%	1199203	0	100%	0
Public Others	15699684	653848	4.164%	653848	0	100%	0
Total	24882806	8888089	35.71%	8888089	0	100%	0

Item No. 13 :-

Ordinary Resolution; To appoint Mr. D. K. Sharma, as an Executive Director of the Company for a period of 5 years w.e.f. 12th August, 2014 pursuant to provisions of Section 152, 196, 197, 203, Schedule V and other applicable provisions of Companies Act, 2013

Promoters /public	No. of Shares held (1)	No. of Votes Polled (2)	% of votes polled on outstanding shares(3) =[(2)/(1)] *100	No. of votes in favour (4)	No. of votes against (5)	%No. of votes in favour on votes Polled (6)=[(4)/(2)]*100	% of votes against polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	7035038	7035038	100%	7035038	0	100%	0.00
Public Institutional Holders	2148084	1199203	56%	1199203	0	100%	0
Public Others	15699684	653848	4.164%	653848	0	100%	0
Total	24882806	8888089	35.71%	8888089	0	100%	0

Item No. 14:-

Ordinary Resolution; To approve the remuneration to be paid to MIs Vijay P. Joshi & Associates, Cost Accountants (Firm Registration Number 000267)

Promoters /public	No. of Shares held (1)	No. of Votes Polled (2)	% of votes polled on outstanding shares(3) =[(2)/(1)] *100	No. of votes in favour (4)	No. of votes against (5)	%No. of votes in favour on votes Polled (6)=[(4)/(2)]*100	% of votes against polled (7)=[(5)/(2)]*100

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			*100				
Promoter and Promoter Group	7035038	7035038	100%	7035038	0	100%	0.00
Public Institutional Holders	2148084	1199203	56%	1199203	0	100%	0
Public Others	15699684	653848	4.164%	653848	0	100%	0
Total	24882806	8888089	35.71%	8888089	0	100%	0

Item No. 15:-

Special Resolution; To amend the Article of Association of the Company.

Promoters /public	No. of Shares held (1)	No. of Votes Polled (2)	% of votes polled on outstanding shares(3) =[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	%No. of votes in favour on votes Polled (6)=[(4)/(2)]*100	% of votes against polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	7035038	7035038	100%	7035038	0	100%	0.00
Public Institutional Holders	2148084	1199203	56%	1199203	0	100%	0
Public Others	15699684	653848	4.164%	653848	0	100%	0
Total	24882806	8888089	35.71%	8888089	0	100%	0

For Flexituff International Limited


Rishabh Kumar Jain
Compliance Officer



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