Date of AGM: 19th June, 2014

Total Number of Shareholders on Book Closure: 50,206

No. of Shareholders present in the Meeting either in person or through proxy*: 389 (*Based on shareholders registering attendance)

380 Promoters and Promoter Group Public

No. of Shareholders attended meeeting through Video Conferencing:

¥ ¥ Promoters and Promoter Group

Public

Details of the Agenda:

Promoter / Public	No. of Shares	No. of Votes	% of Votes Polled on	No. of Votes in	No. of Votes	% of Votes in favorin	Of of Venter America
	held	polled	outstanding Shares	FAVOUR	AGAINST	on Votes Polled	on Votes Polled
	(1)	(2)	(3)=[(5)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(5)]*100
Resolution No.: 1 - Adoption of Financial Statements for the year ended 31st December 2013	incial Statements fo	r the year ended	31st December 2012				
Resolution required: (Ordinary)							
			Mode of Voting: (E-Voting)	ting)			
Promoters and Promoter Group	157244693	0		0	0	00'0	
Public - Institutional holders	27229144	5452257	20.06	546225		00.00	0.00
Public- Others	42139279	17162	0.04			100.00	0.00
Total (A)	226613116	5479419	2.42	54		100 00000	0.00
						100.00000	0.000000
			Mode of Voting: (Poll)		1		
Promoters and Promoter Group	157244693	157244693	1001	157244502		0000	
Public - Institutional holders	27229144	35000				100.00	00.00
Public- Others		COCC	U.13	32000	0	100.00	00:00
Total (a)	42139279	3080	0.01	3079	1	99,97	0.03
lotal (b)	226613116	157282773	69,41	157282772	1	666666666	0.000001
Result (A+B)	226613116	162762192	71.82	162762191	+	00000000	
					7	プラファブラ アア	



0.000001

99.99999

Promoter / Public	No. of Shares	No. of Votes	% of Votes Polled on	No. of Votes in	No. of Votes	% of Votes in favour	% of Votes Against
	held	polled	outstanding Shares	FAVOUR	AGAINST	on Votes Polled	on Votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(5)]*100
Resolution 2 - Re-Appointment of Mr. Daniel Robert Fritz director resignar has Beautiful	r. Daniel Robert Er	ito director retir	ing has Desirable				
Resolution required: (Ordinary)			ing by notation.				
			Mode of Voting: (E-Voting)	ing)			
Promoters and Promoter Group	157244693	0	0	0	C	000	000
Public - Institutional holders	27229144	5348045	19,64	3782150	1565895	20.07	00.00
Public- Others	42139279	17162	0.04	17162	0	100 001	07.67
Total (A)	226613116	5365207	2.37	3799312	1565895	70.8139	29.19
							67
			Mode of Voting: (Poll)				
Promoters and Promoter Group	157244693	157244693	100	157244693	0	100.001	000
Public - Institutional holders	27229144	35000	0.13	35000	0	100.00	00.0
Public- Others	42139279	3060	10.0	3060	0	100.00	00.0
Total (B)	226613116	157282753	69.41	157282753	0	100.00000	0.0000
Result (A+B)	226613116	162647960	71.77	161082065	1565895	99.03725	0.96275
				,			

			Mode of Voting: (E-Voting)				
Promoters and Promoter Group	157244693	0	0	10	0	000	000
Public - Institutional holders	27229144	5462257	20.06	5462257	0 0	00.00	0.00
Public- Others	42139279	17162	0.04	17162	0 0	100.00	0.00
Total (A)	226613116	5470410		00000	3 (700.00	0.00
	077070	CT+C+C	74.7	54/9419	0	100.000	00.00
			Mode of Wether (Boll)				
Date of the second seco			יייסתר סי אסרוווקי (רסוו)				
Promoters and Promoter Group	157244693	1572:44693	100	157244693	0	100.00	000
Public - Institutional holders	27229144	35000	0.13	35000		100.00	000
Public- Others	42139279	2001	100		3 1	T00:00	0.00
T-4-1 (D)	017077	TONC	10.0	3081	0	100.00	00.00
lotal (b)	226613116	157282774	69.41	157282774	0	100,000	00.0
Result (A+B)	226613116	162762193	71.82	162762102		100 0000	
			70.7	CCT70/70T	5		



Promoter / Public	No of Shares	No of Votor	D/ Aftition Della 1				
	held	polled	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)/(5)]#100
Resolution 4 - Re-Annointment of Mr. Dradeen V. Brid.	Diad Washerd	fielding States					00 11-111-10 (A)
Resolution required : (Ordinary)	riaccp v. bille	e (nolaing DIN US	e (rioluing DIN 03504262), Independent Director retiring by Rotation	rector retiring by	Rotation		
			Mode of Voting: (E-Voting)	ling			
Promoters and Promoter Group	157244693	0	0	0		000	
Public - Institutional holders	27229144	5348045	19.64	534804		100.00	0.00
Public- Others	42139279	16512	0.04		25	20 00	0.00
Total (A)	226613116	5364557	2.37	53	25	2000 00	0.00
					2	0505.55	0.00
			Mode of Voting: (Poll)				
Promoters and Promoter Group	157244693	157244693	100	157244693	0	100 001	
Public - Institutional holders	27229144	35000	0.13			100.001	0.00
Public- Others	42139279	3079	0.01		=	76 99	0.00
Total (B)	226613116	157282772	69.41	157282771	-	666666666666666666666666666666666666666	0.00
							10000
Result (A+B)	226613116	162647329	71.77	162647303	26	86666666	0 00000
							10000

Resolution 5 - Re-Appointment of Mr. P.G. Mankad (holding DIN 00005001) as Independent Director	Ir. P.G. Mankad (hok	ding DIN 00005001	as Independent Director				
Resolution required: (Ordinary)							
			Mode of Voting: (E-Voting)				
Promoters and Promoter Group	157244693	0	0	C	0	00.0	000
Public - Institutional holders	27229144	5348045	19.64	5348045	0 0	0.00	0.00
Public- Others	42139279	17012	0.04	17012		100.00	0.00
Total (A)	226613116	5365057	2.37	5365057	0 0	100000	0.00
					,	0000000	0.00000
			Mode of Voting: (Poll)				
Promoters and Promoter Group	157244693	157244693	100	157244693	0	100 001	
Public - Institutional holders	27229144	35000	0.13	35000	0	100.00	0.00
Public- Others	42139279	3069	0.01	3068	0 -	100.00	0.00
Total (B)	226613116	157282762	69.41	157282761	1 -	0000000	0.03
						200000000	TOOOOOO
Result (A+B)	226613116	162647819	71.77	162647818	1	99,999999	0.000001



Promoter / Public	No. of Shares	No. of Vates	% of Votes Polled on	No. of Votes in	No. of Votes	% of Votes in favour	% of Votes Against
	held	polled	outstanding Shares	FAVOUR	AGAINST	on Votes Polled	on Votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(5)]*100
Resolution 6 - Re-Appointment of Mr. S. Krishna Kuman	r. S. Krishna Kuma	r (holding DIN 01;	r (holding DIN 01785323) as Independent Director	Director			
Resolution required: (Ordinary)							
			Mode of Voting: (E-Voting)	ing)			
Promoters and Promoter Group	157244693	0		6	0	000	
Public - Institutional holders	27229144	COADOAE				00:00	00.00
1100 011	177777	2240042	19.64	5348045	0	100.00	00'0
rubiic- Others	42139279	17012	0.04	16812	200	98.82	170
lotal (A)	226613116	5365057	2.37	5364857	200	596.66	7500 0
							10000
			Mode of Voting: (Poll)				
Promoters and Promoter Group	157244693	157244693	100	157244693	C	00 001	
Public - Institutional holders	27229144	35000	0.13			100.00	0.00
Public- Others	42139279	3069	0.01		0 -	T00.00	0.00
Total (B)	226613116	157282762	69.41	15728	-	00000000	0.03
						20000000	U.UUUUUI
Result (A+B)	226642446	40000000					
(a.v)	770073110	16264/819	71.77	162647618	201	983636	0.000124

Resolution 7 – Re-Appointment of Mr. Sushil Kumar Tiwari as Whole-time Director Resolution required : (Special)	rr. Sushil Kumar Tiwa	ri as Whole-tim	e Director				
			Mode of Voting: (E-Voting)				
Promoters and Promoter Group	157244693	0	0	0	2		
Public - Institutional holders	27229144	5348045	19,64	5348045	2 0	100 00	
Public- Others	42139279	17012	0.04	16811	201	00.001	0.00
Total (A)	226613116	5365057	2.37	5364856	100	70'06	1.18
				ocotoco	707	39.3303	0.0037
			Mode of Voting: (Poll)				
Promoters and Promoter Group	157244693	157244693	100	157244693	c	100 001	000
Public - Institutional holders	27229144	35000	0.13	35000	-	00.001	0.00
Public- Others	42139279	3078	0.01	3077) =	100.00	0.00
Total (B)	226613116	157282771	69.41	157282770	1 +	18.66	0.03
				20,405,10	7	24,322,22	0.000001
Decute (A.D)							
nesun (ATD)	226613116	1626.17828	71.77	162647626	202	99 999876	100000
		,			Ī	200000	1+7T000.0



Promoter / Public	No. of Shares	No. of Votes	% of Votes Polled on	No. of Votes in	No. of Votes	% of Votes in favour	% of Votes Against
	held	polled	outstanding Shares	FAVOUR	AGAINST	on Votes Polled	on Votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(2)	(6)=[(4)/(2)]*100	(7)=[(2)/(5)]*100
							20 1/2/1/2/1 TO
Resolution 8 – Borrowing in excess of paid up capital &	of paid up capital &	free reserves					
Resolution required: (Special)							
			Mode of Voting: (E-Voting)	ing			
Promoters and Promoter Group	157244693	0	0	0		000	000
Public - Institutional holders	27229144	5462257	20.06	5462257		100 001	00.00
Public- Others	42139279	17162	0.04		1351	92 13	00'0
Total (A)	226613116	5479419	2.42	54	1351	00 0753	79.7
						CC / C' CC	0.0247
			Mode of Voting: (Poli)				
Promoters and Promoter Group	157244693	157244693	100	157244693	0	100 001	
Public - Institutional holders	27229144	35000	0,13	35000		100.001	
Public- Others	42139279	3070	0.01		1	20.001	0.00
Total (B)	226613116	157282763	69.41	15728		100 001	0.03
						00:001	000
Result (A+R)	325543445	4020000					
(a.u)	220013110	162/62182	71.82	162760830	1352	691666	0.000831

Resolution 9 – Power to Mortgage/Charge properties of Company Resolution required : (Special)	harge properties of (Company					
			Mode of Voting: (E-Voting)				
Promoters and Promoter Group	157244693	0	0	0	0	e	
Public - Institutional holders	27229144	5462257	20.06	5462257	0	100 001	
Public- Others	42139279	17162	0.04	15811	1351	92.13	7 8 7
Total (A)	226613116	5479419	2.42	5478068	1351	99.97534	0.02466
			Mode of Voting: (Poll)				
Promoters and Promoter Group	157244693	157244693	100	157244693	0	100.001	00 0
Public - Institutional holders	27229144	35000	0.13	35000	0	100.00	000
Public- Others	42139279	3079	0.01	3078		26 66	0.00
Total (B)	226613116	157282772	69.41	157282771	1	666666666	0.000001
Result (A+B)	226613116	162762191	71.82	162760839	1352	99,999169	0.000831
							100000



NITYANAND SINGH & CO. COMPANY SECRETARIES

Report of Scrutinizer(s)

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi)of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman

55thAnnual General Meeting of the EquityShareholders
Of HeidelbergCement India Limited to be
Held on 19thDay of June, 2014 at 9.30 A.M. at Epicentre,
Apparel House, Sector 44, Institutional Area, Gurgaon, Haryana

Dear Sir.

I, Nityanand Singh, (Proprietor) of Nityanand Singh & Co., Company Secretaries having its office at 14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi-110029, appointed as Scrutinizer of HeidelbergCement India Limited for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority in respect of resolutions put to vote through e-voting carried out as per provisions of the Companies Act, 2013 and Rule 20 of the Companies (Managementand Administration) Rules, 2014 on the below mentioned resolution(s), at the 55th Annual General Meeting of the Equity Shareholders of HeidelbergCement India Limited, to be heid on 19th Day of June, 2014 at 9.30 A.M. at Epicentre, Apparel House, Sector 44, Institutional Area, Gurgaon, Haryana. We submit our report as under:

- The E-voting period remained open from 14th June, 2014 (9.00 a.m.) to 16th June, 2014 (6.00 p.m.).
- The Shareholders holding shares as on the "cut off" date i.e.16th May 2014 were entitled to vote on the proposed resolutions (item no.1 to 9 as set out in the Notice dated 2nd May 2014 of the 55th Annual General Meeting of HeidelbergCement India Limited.
- 3. The votes were unblocked on 16th June, 2014 around 6.05 p.m. in the presence of two witnesses, Ms. Preeti Chauhan R/o. A-25, Street no-1, Yadav Enclave, Vikas Nagar, New Delhi-110059 and Ms. Shitu Gupta R/o.519C/8, Jacobpura, Gurgaon, Haryana-122001 who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Preeti Chauhan

Shitu Gupta



- 4. Thereafter, the details containing, inter-alia, list of Equity Shareholders, who voted "For" and "Against", were downloaded from the e-voting website of National Securities Depository Limited (https://www.evoting.nsdl.com/)(Annexure-I)
- 5. The result of the E-voting is as under:
- a) Resolution 1— Adoption of Financial Statements for the year ended 31st December, 2013
 - (i) Voted in favour of the resolution:

	Number of Members voted through electronic voting	Number of votes cast in favour of the	% of total number of valid votes cast
\vdash	system 41	resolution 5479419	100
	41	54/9419	100

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
13	-	*

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA

- b) Resolution 2 Re-Appointment of Mr. Daniel Robert Fritz, as director retiring by Rotation.
 - (i) Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
32	3799312	70.8



Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
8	1565895	29.2

(iii) Invalid votes:

	Total Number of Members whose votes were declared invalid	Total number of votes cast by them
Ī	NA	NA

- c) Resolution 3 Appointment of S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No.: 301003E), as Auditors from conclusion of 55th AGM until conclusion of 58th AGM.
 - (i) Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
41	5479419	100

(ii) Voted against the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
	-	2

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA



- d) Resolution 4– Re-Appointment of Mr. Pradeep V. Bhide (holding DIN 03304262), as an Independent Director for five years upto 31st March 2019.
 - (i) Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
37	5364532	99.99

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
1	25	0.001

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA

- e) Resolution 5 Re-Appointment of Mr. P.G. Mankad (holding DIN 00005001) as an Independent Director for five years upto 31st March 2019.
 - (i) Voted in favour of the resolution:

Number of Members voted through electronic voting	Number of votes cast in favour of the	% of total number of valid votes cast
system	resolution	
39	5365057	100

(ii) Voted against the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
‡	-	-



(iii) Invalid votes

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA

- f) Resolution 6 Re-Appointment of Mr. S. Krishna Kumar (holding DIN 01785323) as an Independent Director for five years upto 31stMarch 2019.
 - (i) Voted in favour of the resolution:

Number of Members voted through electronic voting	Number of votes cast in favour of the	% of total number of valid votes cast
system	resolution	
38	5364857	99.99

(ii) Voted against the resolution:

Number of Members voted through electronic voting	Number of votes cast against the	% of total number of valid votes cast
system	resolution	
1	200	0.01

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA

- g) Resolution 7 (Special Resolution) Re-Appointment of Mr. Sushil Kumar Tiwari (holding DIN 03265246) as Wholetime Director and approval of his terms of Appointment and Remuneration.
 - (i) Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
37	5364856	99.99



Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
2	201	0.01

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA

- h) Resolution 8 (Special Resolution) Borrowing money up to Rs. 20,000 million i.e, in excess of paid up capital & free reserves [section 180(1)(c) of Companies Act, 2013].
 - (i) Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
37	5478068	99.97

(ii) Voted against the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
4	1351	0.03

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA



- i) Resolution 9(Special Resolution) Power to Mortgage/create Charge on the properties of Company to secure the borrowings upto Rs 20,000 million [section 180(1)(a) of Companies Act, 2013].
 - (i) Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
37	5478068	99.97

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
4	1351	0.03

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA

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 thereafter the same shall be handed over to the Company Secretary of HeidelbergCement India Limited for safe keeping.

Thanking you,

Yours faithfully,

For Nityanand Singh & Co.

(Company Secretaries)

Nityanand Singh (Prop.)

C.P. No.: 2388

Membership No.: 2668

Place: New Achi Dated: 17/06/2014

MGT-13

Report of Scrutinizer(s)

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

To,
The Chairman

55th Annual General Meeting of the Equity Shareholders
of HeidelbergCement India Limited
Held on 19th day of June, 2014 at 9.30 A.M. at Epicentre,
Apparel House, Sector 44, Institutional Area, Gurgaon, Haryana

Dear Sir,

I, Nityanand Singh, Proprietor of Nityanand Singh & Co., a Company Secretaries Firm having its office at 14, Second Floor, Arjun Nagar, Safdarjung Enclave, New Delhi-110029, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 55th Annual General Meeting of the Equity Shareholders of HeidelbergCement India Limited, held on 19th day of June, 2014 at 9.30 A.M. at Epicentre, Apparel House, Sector 44, Institutional Area, Gurgaon, Haryana, submit our report as under:

- After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked and sealed in my presence with due identification mark placed by me.
- The locked and sealed ballot box was subsequently opened by me in presence of under mentioned persons, The Poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

Preeti Chauhan

R/o A-25, Street No-1, Yadav Enclave, Vikas Nagar, New Delhi Pawan Kumar

R/o 22/35, West Patel Nagar, New Delhi

- 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 1 Adoption of Financial Statements for the year ended 31st December, 2013
 - (i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
119	157282772	99.999999

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	01	0.000001

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
5	349

- b) Resolution 2 Re-appointment of Mr. Daniel Robert Fritz, as director retiring by Rotation.
 - (i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
120	157282753	100



Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(#7)	-	(#)

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
5	349

- c) Resolution 3 Appointment of S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No.: 301003E), as Auditors from conclusion of 55th AGM until conclusion of 58th AGM.
 - (i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
120	157282774	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
90	-	-

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
5	349



- d) Resolution 4 Re-appointment of Mr. Pradeep V. Bhide (holding DIN 03304262), as an Independent Director for five years upto 31st March 2019.
 - (i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
119	157282771	99.999999

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	01	0.000001

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
5	349

- e) Resolution 5 Re-appointment of Mr. P.G. Mankad (holding DIN 00005001) as an Independent Director for five years upto 31st March 2019.
 - (i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
119	157282761	99.999999

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	01	0.000001



(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
5	349

- f) Resolution 6 Re-appointment of Mr. S. Krishna Kumar (holding DIN 01785323) as an Independent Director for five years upto 31st March 2019.
 - (i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
119	157282761	99.999999

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	01	0.000001

Total Number of Members whose votes	Total number of votes cast by	
were declared invalid	them	
5	349	

- g) Resolution 7 (Special Resolution) Re-appointment of Mr. Sushil Kumar Tiwari as Whole-time Director and approval of his terms of Appointment and Remuneration.
 - (i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
119	157282770	99.999999



Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	01	0.000001

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
5	349

- h) Resolution 8 (Special Resolution) Borrowing money up to Rs. 20,000 million i.e, in excess of paid up capital & free reserves [section 180(1)(c) of Companies Act, 2013].
 - (i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
119	157282762	99.999999

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	01	0.000001

(iii) invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
5	349

i) Resolution 9 (Special Resolution) – Power to Mortgage/ create Charge on the properties of Company to secure the borrowings upto Rs 20,000 million [section 180(1)(a) of Companies Act, 2013].



(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
119	157282771	99.999999

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	01	0.000001

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
5	349

- 5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- 6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

For Nityanand Singh & Co. (Company Secretaries)

Nityanand Singh (Prop.)

C.P. No.: 2388

Membership No.: 2668

Place: Gurgaon

Dated: 19th June 2014