

19<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON 27<sup>TH</sup> SEPTEMBER, 2014

Declaration of Results of e-voting and poll

As per the provisions of the Companies Act, 2013 as also the Listing Agreement, the Company had provided the facility of e-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 19<sup>th</sup> Annual General Meeting (AGM). The e-voting was open from 21<sup>st</sup> September, 2014 at 09.00 A.M to 23<sup>rd</sup> September, 2014 at 06.00 P.M.

As per the provisions of the Companies Act, 2013 and in terms of the clarification issued by MCA, voting by Show of Hands was not permitted at the General Meeting where e-voting has been offered to the Shareholders. Therefore, at the 19<sup>th</sup> AGM, voting was conducted by means of Poll.

The Board of Directors had appointed, Ms. Priti J Sheth of M/s. Priti J Sheth & Associates, Practising Company Secretary as the Scrutinizer for e-voting and poll. The Scrutinizer have carried out the scrutiny of all the electronic votes received up to the close of working hours i.e 06.00 P.M on 23<sup>th</sup> September, 2014 and poll received till the conclusion of the meeting and submitted their Report on 29<sup>th</sup> September, 2014.

The Consolidated Results as per the Scrutinizers' Report dated 29<sup>th</sup> September, 2014 is as follows

Particulars	% of Votes in Favour of the total votes casted	% of Votes in Against of the total votes casted
Resolution 1: To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31 <sup>st</sup> , 2014 and the Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors' & Auditors thereon	100	NIL
Resolution 2: To declare dividend on equity shares	100	NIL
Resolution 3: To appoint a Director in place of Mr. Ajay Sarupria (DIN: 00233245) who retires by rotation and being eligible offers himself for reappointment	100	NIL
Resolution 4: To re-appoint M/s. T. R. Chadha & Co., Chartered Accountants, as Auditors of the Company	100	NIL
Resolution 5: To Regularize the appointment of Mr. Sanjay Kohli as Non Executive Independent Director	100	NIL
Resolution 6: To ratify and approve the Appointment of Mr. Paresh Patel as Whole time Director of the Company	100	NIL
Resolution 7: To ratify and approve the Appointment of Mr. Raj Menon as Whole time Director of the Company	100	NIL
Resolution 8: To appoint Mr. Rishi Jain as a Non Executive Independent Director of the Company	100	NIL
Resolution 9: To appoint Mr. Aashish Vyas as a Non Executive Independent Director of the Company	100	NIL
Resolution 10: To appoint Mr. Shailesh Hingarh as a Non Executive Independent Director of the Company	100	NIL
Resolution 11: To adopt of new set of Articles of Association	100	NIL

Based on the consolidated Report of the Scrutinizer, all Resolutions as set out in the Notice of 19<sup>th</sup> Annual General Meeting have been duly approved by the Shareholders with requisite majority.

For Intellvisions Software Limited

*For Chair*  
Ajay Sarupria  
Chairman  
Date: 30<sup>th</sup> September, 2014



CIN: L72200MH1995PLC176087

**Intellvisions Software Limited**

### Report of Scrutinizer(s)

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

Date: 24th September, 2014

To,

The Chairman 19<sup>th</sup> Annual General Meeting of the Equity Shareholders of Intellvisions Software Limited (the Company) to be held on 27<sup>th</sup> day, September 2014 at Unit No. 603, Sigma IT Park, Plot No. R-203, R-204, T.T.C Industrial Estate, Thane Belapur Road, Rabale, Navi Mumbai 400 701

Dear Sir,

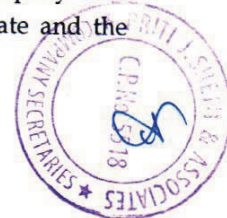
**Subject:** Scrutinizers Report on E-voting conducted pursuant to provisions of section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014

I, Priti Sheth of M/s. Priti J Sheth & Associates, Practising Company Secretary appointed by the board of Directors of the Company as Scrutinizer in terms of section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the electronic voting process in respect to the below mentioned resolutions, at the 19<sup>th</sup> Annual General Meeting of the Equity Shareholders of Intellvisions Software Limited, held on 27<sup>th</sup> day, September 2014 at Unit No. 603, Sigma IT Park, Plot No. R-203, R-204, T.T.C Industrial Estate, Thane Belapur Road, Rabale, Navi Mumbai 400 701, submit our report as under:

1. The voting period started on 21<sup>st</sup> September, 2014 at 09.00 A.M and ended on 23<sup>rd</sup> September, 2014 at 06.00 P.M.
2. The e-voting process was provided by Central Depository Services India Limited (CDSL).
3. The members of the Company as on the "cut-off" date i.e 27<sup>th</sup> August, 2014 were entitled to vote on the resolutions (items no. 1 to 11 as set out in the notice of the 19<sup>th</sup> AGM of the Company).
4. The votes cast were unblocked on 24<sup>th</sup> September, 2014 at 02.47 p.m. in the presence of two witnesses, Mr. Pratik Mondkar and Ms. Rachana Maru both of whom are not the employees of the company.
5. Based on the reports generated from CDSL e-voting website [www.evotingindia.com](http://www.evotingindia.com), the result of the E-voting is as under :

#### ORDINARY BUSINESS

- I. Resolution 1-To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31<sup>st</sup>, 2014 and the Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors' & Auditors thereon.





(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	2000	100%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

II. Resolution 2-To declare dividend on equity shares

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	2000	100%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(ii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

III. Resolution 3-To appoint a Director in place of Mr. Ajay Sarupria (DIN: 00233245) who retires by rotation and being eligible offers himself for reappointment.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	2000	100%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(ii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

IV. Resolution 4-To re-appoint M/s. T. R. Chadha & Co., Chartered Accountants, as Auditors of the Company.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	2000	100%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

#### **SPECIAL BUSINESS**

V. Resolution 5-To Regularize the appointment of Mr. Sanjay Kohli as Non Executive Independent Director.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	2000	100%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL





VI. Resolution 6-To ratify and approve the Appointment of Mr. Paresh Patel as Whole time Director of the Company.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	2000	100%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

VII. Resolution 7-To ratify and approve the Appointment of Mr. Raj Menon as Whole time Director of the Company.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	2000	100%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

VIII. Resolution 8- To appoint Mr. Rishi Jain as a Non Executive Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	2000	100%

(iii) Voted against the resolution:



Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

IX. Resolution 9- To appoint Mr. Aashish Vyas as a Non Executive Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	2000	100%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them

X. Resolution 10- To appoint Mr. Shailesh Hingarh as a Non Executive Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	2000	100%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL





XI. Resolution 11- To Adopt new set of Articles of Association.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	2000	100%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

6. The relevant records shall be handed over to the Director/ Company Secretary authorized by the Board for safe keeping.

Thanking you,  
Yours faithfully,  
For Priti J Sheth & Associates  
Practising Company Secretaries



Priti J Sheth  
Membership No. 6833  
C.P. No. 5518



We, the undersigned, have witnessed that the votes were unblocked from CDSL e-voting website <https://www.evotingindia.com/> in our presence on 24<sup>th</sup> September, 2014 at 02.47 p.m.



Mr. Pratik Mondkar  
Witness



Ms. Rachana Maru  
Witness

Report of Scrutinizer  
Consolidated Results of E-voting and voting through Poll

To,  
The Chairman 19<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
Intellvisions Software Limited (the Company) held on 27<sup>th</sup> day, September 2014  
at Unit No. 603, Sigma IT Park, Plot No. R-203, R-204, T.T.C Industrial Estate, Thane Belapur Road,  
Rabale, Navi Mumbai 400 701

Subject : Consolidated Results of E-voting and voting through Poll

Dear Sir,

I, Priti J Sheth of M/s. Priti J Sheth & Associates, Practising Company Secretary appointed by the Board of Directors of the Company as Scrutinizer for the purpose of scrutinizing the electronic voting process and voting through Poll in respect to the below mentioned resolutions, at the 19<sup>th</sup> Annual General Meeting of the Equity Shareholders of **Intellvisions Software Limited**, held on 27<sup>th</sup> day, September 2014 at Unit No. 603, Sigma IT Park, Plot No. R-203, R-204, T.T.C Industrial Estate, Thane Belapur Road, Rabale, Navi Mumbai 400 701, submit our consolidated report of E-voting and voting through Poll as under:

**ORDINARY BUSINESS**

- I. Resolution 1-To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31<sup>st</sup>, 2014 and the Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors' & Auditors thereon.

- (i) Voted in favour of the resolution:

Number of members voted by Poll and electronically	Number of votes cast by them	% of total number of valid votes cast
40	6239368	100

- (ii) Voted against the resolution:

Number of members voted by Poll and electronically	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

- (iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL





II. Resolution 2-To declare dividend on equity shares

(i) Voted in favour of the resolution:

Number of members voted by Poll and electronically	Number of votes cast by them	% of total number of valid votes cast
40	6239368	100

(ii) Voted against the resolution:

Number of members voted by Poll and electronically	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

III. Resolution 3-To appoint a Director in place of Mr. Ajay Sarupria (DIN: 00233245) who retires by rotation and being eligible offers himself for reappointment.

(i) Voted in favour of the resolution:

Number of members voted by Poll and electronically	Number of votes cast by them	% of total number of valid votes cast
40	6239368	100

(ii) Voted against the resolution:

Number of members voted by Poll and electronically	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

IV. Resolution 4-To re-appoint M/s. T. R. Chadha & Co., Chartered Accountants, as Auditors of the Company.

(i) Voted in favour of the resolution:

Number of members voted by Poll and electronically	Number of votes cast by them	% of total number of valid votes cast
40	6239368	100

(ii) Voted against the resolution:



Number of members voted by Poll and electronically	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**SPECIAL BUSINESS**

V. Resolution 5-To Regularize the appointment of Mr. Sanjay Kohli as Non Executive Independent Director.

(i) Voted in favour of the resolution:

Number of members voted by Poll and electronically	Number of votes cast by them	% of total number of valid votes cast
40	6239368	100

(ii) Voted against the resolution:

Number of members voted by Poll and electronically	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

VI. Resolution 6-To ratify and approve the Appointment of Mr. Paresb Patel as Whole time Director of the Company.

(i) Voted in favour of the resolution:

Number of members voted by Poll and electronically	Number of votes cast by them	% of total number of valid votes cast
40	6239368	100

(ii) Voted against the resolution:

Number of members voted by Poll and electronically	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL





(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

VII. Resolution 7-To ratify and approve the Appointment of Mr. Raj Menon as Whole time Director of the Company.

(i) Voted in favour of the resolution:

Number of members voted by Poll and electronically	Number of votes cast by them	% of total number of valid votes cast
40	6239368	100

(ii) Voted against the resolution:

Number of members voted by Poll and electronically	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

VIII. Resolution 8- To Appoint Mr. Rishi Jain as a Non Executive Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of members voted by Poll and electronically	Number of votes cast by them	% of total number of valid votes cast
40	6239368	100

(ii) Voted against the resolution:

Number of members voted by Poll and electronically	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



IX. Resolution 9-To appoint Mr. Aashish Vyas as a Non Executive Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of members voted by Poll and electronically	Number of votes cast by them	% of total number of valid votes cast
40	6239368	100

(ii) Voted against the resolution:

Number of members voted by Poll and electronically	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

X. Resolution 10- To appoint Mr. Shailesh Hingarh as a Non Executive Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of members voted by Poll and electronically	Number of votes cast by them	% of total number of valid votes cast
40	6239368	100

(ii) Voted against the resolution:

Number of members voted by Poll and electronically	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

XI. Resolution 11- To Adopt of new set of Articles of Association.

(i) Voted in favour of the resolution:

Number of members voted by Poll and electronically	Number of votes cast by them	% of total number of valid votes cast
40	6239368	100





(ii) Voted against the resolution:

Number of members voted by Poll and electronically	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

The ballot papers and all other relevant records were sealed and handed over to the Director authorized by the Board for safe keeping.

Thanking you,  
Yours faithfully,  
For Priti J Sheth & Associates  
Practising Company Secretaries



Priti J Sheth  
Membership No. 6833  
C.P. No. 5518  
Place::Mumbai  
Dated: 29<sup>th</sup> September, 2014

FORM NO. MGT.13

Report of Scrutinizer(s)

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

To,

The Chairman 19<sup>th</sup> Annual General Meeting of the Equity Shareholders of Intellvisions Software Limited (the Company) to be held on 27<sup>th</sup> day, September 2014 at Unit No. 603, Sigma IT Park, Plot No. R-203, R-204, T.T.C Industrial Estate, Thane Belapur Road, Rabale, Navi Mumbai 400 701

Dear Sir,

I, Priti J. Sheth of M/s Priti J. Sheth & Associates, Company Secretaries, the Scrutinizer appointed for the poll taken on the below mentioned resolutions, at the 19<sup>th</sup> Annual General Meeting of the Equity Shareholders of Intellvisions Software Limited, held on Saturday, 27<sup>th</sup> day, September 2014 at the registered office of the Company, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman - Mr. Ajay Sarupria; ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/ proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the Poll is as under:

### ORDINARY BUSINESS

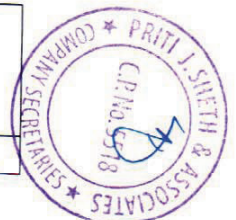
- I. Resolution 1-To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31<sup>st</sup>, 2014 and the Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors' & Auditors thereon.

- (i) Voted in favour of the resolution:

Number of members present and voting (in person or in proxy or by poll)	Number of votes cast by them	% of total number of valid votes cast
39	6237368	100

- (ii) Voted against the resolution:

Number of members present and voting (in person or in proxy or by poll)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL





(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

II. Resolution 2-To declare dividend on equity shares

(i) Voted in favour of the resolution:

Number of members present and voting (in person or in proxy or by poll)	Number of votes cast by them	% of total number of valid votes cast
39	6237368	100

(ii) Voted against the resolution:

Number of members present and voting (in person or in proxy or by poll)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(ii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

III. Resolution 3-To appoint a Director in place of Mr. Ajay Sarupria (DIN: 00233245) who retires by rotation and being eligible offers himself for reappointment.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or in proxy or by poll)	Number of votes cast by them	% of total number of valid votes cast
39	6237368	100

(ii) Voted against the resolution:

Number of members present and voting (in person or in proxy or by poll)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :



Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

IV. Resolution 4-To re-appoint M/s. T. R. Chadha & Co., Chartered Accountants, as Auditors of the Company.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or in proxy or by poll)	Number of votes cast by them	% of total number of valid votes cast
39	6237368	100

(ii) Voted against the resolution:

Number of members present and voting (in person or in proxy or by poll)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes :

Total number of members (in person or by ballot or by poll) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**SPECIAL BUSINESS**

V. Resolution 5-To Regularize the appointment of Mr. Sanjay Kohli as Non Executive Independent Director.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or in proxy or by poll)	Number of votes cast by them	% of total number of valid votes cast
39	6237368	100

(ii) Voted against the resolution:

Number of members present and voting (in person or in proxy or by poll)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL





(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

VI. Resolution 6-To ratify and approve the Appointment of Mr. Paresh Patel as Whole time Director of the Company.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or in proxy or by poll)	Number of votes cast by them	% of total number of valid votes cast
39	6237368	100

(ii) Voted against the resolution:

Number of members present and voting (in person or in proxy or by poll)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by ballot or by poll) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

VII. Resolution 7-To ratify and approve the Appointment of Mr. Raj Menon as Whole time Director of the Company.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or in proxy or by poll)	Number of votes cast by them	% of total number of valid votes cast
39	6237368	100

(ii) Voted against the resolution:

Number of members present and voting (in person or in proxy or by poll)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(iii) Invalid votes:

Total number of members (in person or by ballot or by poll) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

VIII. Resolution 8-To appoint Mr. Rishi Jain as a Non Executive Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or in proxy or by poll)	Number of votes cast by them	% of total number of valid votes cast
39	6237368	100

(ii) Voted against the resolution:

Number of members present and voting (in person or in proxy or by poll)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by ballot or by poll) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

IX. Resolution 9- To appoint Mr. Aashish Vyas as a Non Executive Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or in proxy or by poll)	Number of votes cast by them	% of total number of valid votes cast
39	6237368	100

(ii) Voted against the resolution:

Number of members present and voting (in person or in proxy or by poll)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:





Total number of members (in person or by ballot or by poll) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

X. Resolution 10- To appoint Mr. Shailesh Hingarh as a Non Executive Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or in proxy or by poll)	Number of votes cast by them	% of total number of valid votes cast
39	6237368	100

(ii) Voted against the resolution:

Number of members present and voting (in person or in proxy or by poll)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by ballot or by poll) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

XI. Resolution 11- To adopt new set of Articles of Association.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or in proxy or by poll)	Number of votes cast by them	% of total number of valid votes cast
39	6237368	100

(ii) Voted against the resolution:

Number of members present and voting (in person or in proxy or by poll)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person	Total number of votes cast by them
------------------------------------	------------------------------------



or by ballot or by poll) whose votes were declared invalid	
NIL	NIL

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 Director authorized by the Board for safe keeping

Thanking you,  
Yours faithfully,  
For Priti J Sheth & Associates  
Practising Company Secretaries



Priti J Sheth  
Membership No. 6833  
C.P. No. 5518  
Place::Mumbai  
Dated: 29<sup>th</sup> September, 2014