

MMTC LIMITED

51st Annual General Meeting - Details of Voting Results under Clause 35A

Date of the AGM : 18/09/2014

Total number of shareholders on record date : 94016

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

Promoters and Promoter Group	1
Public	4840
Total	4841

No. of Shareholders attended the meeting through Video Conferencing : N.A.

Mode of voting:In respect of all Items voting were made by following means:

1. **E-voting:** From 10.00AM on Friday 12th September 2014 to 6.00 P.M on Sunday 14th September, 2014.
2. **Poll:** Conducted at the Meeting on 18th September, 2014

AGENDA-WISE

Resolution No.1: Ordinary Resolution

Adoption of Audited Financial Statements of the Company for the year ended March 31, 2014, the Reports of the Board of Directors, Statutory Auditors Report and Comments of Comptroller and Auditor General of India

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)={{(2)/(1)}*100}	(4)	(5)	(6)={{(4)/(2)}*100}	(7)={{(5)/(2)}*100}
Promoter & Promoter Group	899268762	899268762	100%	899268762	nil	100%	nil
Public-Institutional Holders	72908049	0	0	0	0	0	0
Public-Others	27823189	155669	0.005594%	155489	180	99.88437	0.11563
TOTAL	1000000000	899424431		899424251	180		



Resolution No.2: Ordinary Resolution**Declaration of Final Dividend for the year 2013-14**

Promoter/Public	No. of shared 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)	% of Votes in favour on votes polled $(6)=\{(4)/(2)\} * 100$	% of Votes against on votes polled $(7)=\{(5)/(2)\} * 100$
Promoter & Promoter Group	899268762	899268762	100%	899268762	nil	100%	nil
Public-Institutional Holders	72908049	0	0	0	0	0	0
Public-Others	27823189	155663	0.005494%	155283	380	99.75588%	0.24412
TOTAL	1000000000	899424425		899424045	380		

Resolution No.3- Ordinary Resolution**Re-appointment of Shri Anand Trivedi who retires by rotation**

Promoter/Public	No. of shared 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)	% of Votes in favour on votes polled $(6)=\{(4)/(2)\} * 100$	% of Votes against on votes polled $(7)=\{(5)/(2)\} * 100$
Promoter & Promoter Group	899268762	899268762	100%	899268762	nil	100%	Nil
Public-Institutional Holders	72908049	0	0	0	0	0	0
Public-Others	27823189	154428	0.005550	142679	11749	92.39192	7.60808
TOTAL	1000000000	899423190		899411441	11749		



Resolution No.4- Ordinary Resolution**Reappointment of Shri P.K. Jain who retires by rotation**

Promoter/Public	No. of shared 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)	% of Votes in favour on votes polled (6)= {4}/(2);* 100	% of Votes against on votes polled (7)= {5}/(2);* 100
Promoter & Promoter Group	899268762	899268762	100%	899268762	nil	100%	Nil
Public- Institutional Holders	72908049	0	0	0	0	0	0
Public-Others	27823189	155663	0.005594	144395	11268	92.76129	7.23871
TOTAL	1000000000	899424425		899413157	11268		

Resolution No.5- Ordinary Resolution**Fixation of Remuneration of Statutory Auditors for the year 2014-15**

Promoter/Public	No. of shared 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)	% of Votes in favour on votes polled (6)= {4}/(2);* 100	% of Votes against on votes polled (7)= {5}/(2);* 100
Promoter & Promoter Group	899268762	899268762	100%	899268762	nil	100%	Nil
Public- Institutional Holders	72908049	0	0	0	0	0	0
Public-Others	27823189	155318	0.005582	154306	1012	99.34843	0.65157
TOTAL	1000000000	899424080		899423068	1012		



Resolution No.6 - Ordinary Resolution**Appointment of Shri B.P. Pandey as Part Time Govt. Nominee Director**

Promoter/Public	No. of shared 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)	% of Votes in favour on votes polled (6)={{(4)/(2)}}*100	% of Votes against on votes polled (7)={{(5)/(2)}}*100
Promoter & Promoter Group	899268762	899268762	100%	899268762	nil	100%	Nil
Public-Institutional Holders	72908049	0	0	0	0	0	0
Public-Others	27823189	155677	0.005595	147062	8615	94.46611	5.53389
TOTAL	1000000000	899424439		899415824	8615		

Resolution No.7 - Special Resolution**Approval for amendment to AOA of the Company - Insertion of new clause of Articles in the existing AOA**

Promoter/Public	No. of shared 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)	% of Votes in favour on votes polled (6)={{(4)/(2)}}*100	% of Votes against on votes polled (7)={{(5)/(2)}}*100
Promoter & Promoter Group	899268762	899268762	100%	899268762	nil	100%	Nil
Public-Institutional Holders	72908049	0	0	0	0	0	0
Public-Others	27823189	156077	0.005609	154622	1455	99.06777	0.93223
TOTAL	1000000000	899424839		899423384	1455		

All Resolutions as set out in the notice of 51st Annual General Meeting were duly approved by shareholders with requisite majority.



P. P. AGARWAL & Co.
Company Secretaries

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PAN: ACIPA8183C

Consolidated Report of Scrutinizer

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

To,
The Chairman
51th Annual General Meeting of the Equity Shareholders of MMTC Limited Held on Thursday,
the 18th September 2014.

Dear Sir,

I, Pramod Prasad Agarwal, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 51th Annual General Meeting of the Equity shareholders of MMTC limited, held on Thursday, the 18th September 2014 submit our consolidated report of e-voting and through Physical ballot as under:

The consolidated results are as under:

(a) Resolution 1- To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2014, including the audited Balance Sheet of the Company as at March 31, 2014 and Profit & Loss Account for the year ended March 31, 2014 along with the Directors' Report, Statutory Auditors' Report and the Comments thereupon of Comptroller & Auditor General of India.

(i) Voted in favour of the resolution:

Number of Members Present and voting (in person or by proxy or through e-voting)	Number of votes cast by them	% of total number of valid votes cast
199	899424251	99.99998



(ii) Voted against the resolution:

Number of Members Present and voting (in person or by proxy or through e-voting)	Number of votes cast by them	% of total number of valid votes cast
2	180	0.00002

(iii) Invalid Votes:

Number of Members Present and voting (in person or by proxy or through e-voting) Whose votes were declared invalid	Number of votes cast by them
9	8783

(b) Resolution 2 - To declare dividend on Equity Share capital for the financial year ended 31st March, 2014.

(i) Voted in favour of the resolution:

Number of Members Present and voting (in person or by proxy or through e-voting)	Number of votes cast by them	% of total number of valid votes cast
196	899424045	99.99996

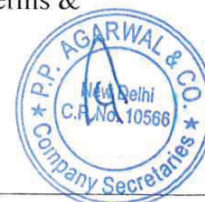
(ii) Voted against the resolution:

Number of Members Present and voting (in person or by proxy or through e-voting)	Number of votes cast by them	% of total number of valid votes cast
3	380	0.00004

(iii) Invalid Votes:

Number of Members Present and voting (in person or by proxy or through e-voting) Whose votes were declared invalid	Number of votes cast by them
10	8784

(c) Resolution 3- To re-appoint Shri Anand Trivedi, Director (Marketing), who retires by rotation at the AGM as Director (Marketing) of the company on the same terms &



conditions as approved by the President of India. Being eligible, he has offered himself for re-appointment as Director (Marketing).

(i) Voted in favour of the resolution:

Number of Members Present and voting (in person or by proxy or through e-voting)	Number of votes cast by them	% of total number of valid votes cast
167	899411441	99.99869

(ii) Voted against the resolution:

Number of Members Present and voting (in person or by proxy or through e-voting)	Number of votes cast by them	% of total number of valid votes cast
28	11749	0.00131

(iii) Invalid Votes:

Number of Members Present and voting (in person or by proxy or through e-voting) Whose votes were declared invalid	Number of votes cast by them
10	8784

(d) Resolution 4- To re-appoint Shri P. K. Jain, Director (Marketing), who retires by rotation at the AGM as Director (Marketing) of the company on the same terms & conditions as approved by the President of India. Being eligible, he has offered himself for re-appointment as Director (Marketing).

(i) Voted in favour of the resolution:

Number of Members Present and voting (in person or by proxy or through e-voting)	Number of votes cast by them	% of total number of valid votes cast
169	899413157	99.99875

(ii) Voted against the resolution:

Number of Members Present and voting (in person or by proxy or through e-voting)	Number of votes cast by them	% of total number of valid votes cast
30	11268	0.00125



(iii) Invalid Votes:

Number of Members Present and voting (in person or by proxy or through e-voting) Whose votes were declared invalid	Number of votes cast by them
10	8784

(e) **Resolution 5-** To authorize Board of Directors of the company in terms of the provisions of Section 142(1) of Companies Act, 2013 to fix remuneration of the Statutory/Branch Auditors of the Company appointed by Comptroller & Auditor General of India u/s 139(5) of the Companies Act, 2013 for the financial year 2014-15.

(i) Voted in favour of the resolution:

Number of Members Present and voting (in person or by proxy or through e-voting)	Number of votes cast by them	% of total number of valid votes cast
187	899423068	99.99989

(ii) Voted against the resolution:

Number of Members Present and voting (in person or by proxy or through e-voting)	Number of votes cast by them	% of total number of valid votes cast
9	1012	0.00011

(iii) Invalid Votes:

Number of Members Present and voting (in person or by proxy or through e-voting) Whose votes were declared invalid	Number of votes cast by them
10	8784

(f) **Resolution 6- "RESOLVED THAT** Shri Bhagwati Prasad Pandey (DIN: 01393312) who was appointed as Part Time Govt. Nominee Director w.e.f. 16.06.2014, by the President of India in exercise of powers vested vide Article 87(2) of Articles of Association of the Company, vide Department of Commerce, Ministry of Commerce & Industry communication no. 11/36/2001-FT(M&O) dated 16th June 2014 and by the Board of Directors in circulation on 09th July 2014 as a Part Time Govt. Nominee Director under section 161 of Companies Act 2013, and who holds office up to the date



of this Annual General Meeting be and is hereby appointed as a Part Time Govt. Nominee Director on the terms, conditions and tenure as determined by the President of India from time to time.”

(i) Voted in favour of the resolution:

Number of Members Present and voting (in person or by proxy or through e-voting)	Number of votes cast by them	% of total number of valid votes cast
181	899415824	99.99904

(ii) Voted against the resolution:

Number of Members Present and voting (in person or by proxy or through e-voting)	Number of votes cast by them	% of total number of valid votes cast
18	8615	0.00096

(iii) Invalid Votes:

Number of Members Present and voting (in person or by proxy or through e-voting) Whose votes were declared invalid	Number of votes cast by them
10	8784

(g) **Resolution 7-** “**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (‘the Act’) read with Rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to amend the Articles of Association of the MMTC Limited, by inserting following new Article 2A after Article 2:

“2A Wherever in the Companies Act, 2013 (‘CA 2013’), it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction(s) only if the Company is so authorized by its Articles, then and in that case by virtue of this Article, the Company is hereby specifically authorized, empowered and entitled to have such right, privilege or authority, to carry out such transaction(s) as have been permitted by the CA 2013 without there being any separate/specific article in that behalf herein provided.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be deemed necessary or expedient, to give effect to this Resolution.”



(i) Voted in favour of the resolution:

Number of Members Present and voting (in person or by proxy or through e-voting)	Number of votes cast by them	% of total number of valid votes cast
195	899423384	99.99984

(ii) Voted against the resolution:

Number of Members Present and voting (in person or by proxy or through e-voting)	Number of votes cast by them	% of total number of valid votes cast
6	1455	0.00016

(iii) Invalid Votes:

Number of Members Present and voting (in person or by proxy or through e-voting) Whose votes were declared invalid	Number of votes cast by them
10	8784

Yours faithfully,
For P.P. Agarwal & Co.
Company Secretaries



Pramod Prasad Agarwal
FCS, ACMA, MIMA, B.COM. (Hons.)
FCS No. F4955, C.P No. 10566
Scrutinizer

Place: New Delhi
Date: 19/09/2014