



Details of Voting Results at 26th Annual General Meeting

Date of the AGM	September 30, 2014
Total number of shareholders on record date (being the cut-off date for determining shareholders entitled for e-voting – August 29, 2014)	35,335
No. of Shareholders present in the meeting either in person or through proxy: - Promoters and Promoter Group : - Public :	16 29
No. of shareholders attended the meeting through Video Conferencing: - Promoters and Promoter Group: - Public :	Not arranged

For **Max India Limited**

V. Krishnan
Company Secretary

MAX INDIA LIMITED
(CIN: L24223PB1988PLC008031)
Max House, Okhla,
New Delhi - 110 020
Phone +91 11 26933601-616
Fax : +91 11 26324126
www.maxindia.com

Regd. Office: Bnai Mohan Singh Nagar, Railmajra, Tehsil Balachaur, District Nawanshahr, Punjab-144 533

Agenda Wise

In case of Poll/Postal Ballot/E-voting

The mode of voting for all resolutions was e-voting and poll conducted at the meeting

Resolution No 1:

Adoption of Profit & Loss Account for the year ended March 31, 2014 and the Balance Sheet as at that date and the Reports of the Board of Directors and Auditors thereon (Ordinary Resolution)

Category	No. of shares Held (1)	Mode of Voting	No of Valid Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)=(2)/(1)*100	No. of Votes in Favour (4)	No. of Votes in Against (5)	% of votes in favour over Votes Polled (6)=(4)/(2)*100	% of votes in against over Votes Polled (7)=(5)/(2)*100
Promoters and Promoter Group	10,78,57,786	e-voting	0	0.00	0	0	0.00	0.00
		Poll	10,78,57,786	100.00	10,78,57,786	0	100.00	0.00
		Sub-total	10,78,57,786	100.00	10,78,57,786	0	100.00	0.00
Public-Institutional holders	13,59,41,724	e-voting	9,25,17,028	68.06	9,25,17,028	0	100.00	0.00
		Poll	4,55,355	0.33	3,18,304	137051	69.90	30.10
		Sub-total	9,29,72,383	68.39	9,28,35,332	137051	99.85	0.15
Public-Others	2,24,96,247	e-voting	26,489	0.12	24,184	2305	91.30	8.70
		Poll	4,05,147	1.80	4,05,147	0	100.00	0.00
		Sub-total	4,31,636	1.92	4,29,331	2305	99.47	0.53
Total A	26,62,95,757		20,12,61,805	75.58	20,11,22,449	1,39,356	99.93	0.07

FOR MAX INDIA LIMITED



COMPANY SECRETARY

Resolution No 2:

Declaration of final dividend and confirmation of interim dividend paid. (Ordinary Resolution)

Category	No. of shares Held (1)	Mode of Voting	No of Valid Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)=(2)/(1)*100	No. of Votes in Favour (4)	No. of Votes in Against (5)	% of votes in favour over Votes Polled (6)=(4)/(2)*100	% of votes in against over Votes Polled (7)=(5)/(2)*100
Promoters and Promoter Group	107857786	e-voting	0	0.00	0	0	0.00	0.00
		Poll	10,78,57,786	100.00	10,78,57,786	0	100.00	0.00
		Sub-total	10,78,57,786	100.00	10,78,57,786	0	100.00	0.00
Public-Institutional holders	135941724	e-voting	9,25,17,029	68.06	9,25,17,029	0	100.00	0.00
		Poll	4,55,355	0.33	4,55,355	0	100.00	0.00
		Sub-total	9,29,72,384	68.39	9,29,72,384	0	100.00	0.00
Public-Others	22496247	e-voting	26,489	0.12	26,384	105	99.60	0.40
		Poll	4,05,147	1.80	4,05,147	0	100.00	0.00
		Sub-total	4,31,636	1.92	4,31,531	105	99.98	0.02
Total A	26,62,95,757		20,12,61,806	75.58	20,12,61,701	105	100.00	0.00

FCI FINANCIALS INDIA LIMITED

Resolution No 3:

Appointment of Mr. Ashwani Windlass, who retires by rotation and being eligible, offers himself for re-appointment as a Director of the Company (Ordinary Resolution)

Category	No. of shares Held (1)	Mode of Voting	No of Valid Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)=(2)/(1)*100	No. of Votes in Favour (4)	No. of Votes in Against (5)	% of votes in favour over Votes Polled (6)=(4)/(2)*100	% of votes in against over Votes Polled (7)=(5)/(2)*100
Promoters and Promoter Group	107857786	e-voting Poll Sub-total	0 10,78,57,786 10,78,57,786	0.00 100.00 100.00	0 10,78,57,786 10,78,57,786	0 0 0	0.00 100.00 100.00	0.00 0.00 0.00
Public-Institutional holders	135941724	e-voting Poll Sub-total	9,25,17,029 4,55,355 9,29,72,384	68.06 0.33 68.39	9,25,17,029 4,55,355 9,29,72,384	0 0 0	100.00 100.00 100.00	0.00 0.00 0.00
Public-Others	22496247	e-voting Poll Sub-total	26,489 4,05,147 4,31,636	0.12 1.80 1.92	24,074 4,05,147 4,29,221	2,405 0 2,405	90.88 100.00 99.44	9.08 0.00 0.56
Total	26,62,95,757		20,12,61,806	75.58	20,12,59,391	2,405	100.00	0.00



SECRETARY

Resolution No 4:

Appointment of Mr. Sanjeev Mehra, who retires by rotation and being eligible, offers himself for re-appointment as a Director of the Company (Ordinary Resolution)

Category	No. of shares Held	Made 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
Promoters and Promoter Group	107857786	e-voting Poll Sub-total	0 10,78,57,786 10,78,57,786	0.00 100.00 100.00	0 10,78,57,786 10,78,57,786	0	0.00 100.00 100.00	0.00 0.00 0.00
Public-Institutional	135941724	e-voting Poll Sub-total	9,25,17,029 4,55,355 9,29,72,384	68.06 0.33 68.39	91624808 4,55,355 9,20,80,163	8,92,221 0 8,92,221	99.04 100.00 99.04	0.96 0.00 0.96
Public-Others	22496247	e-voting Poll Sub-total	26,489 4,05,147 4,31,636	0.12 1.80 1.92	22574 4,05,147 4,27,721	3,905 0 3,905	85.22 100.00 99.09	14.74 0.00 0.90
Total	26,62,95,757		20,12,61,806	75.58	20,03,65,670	8,96,126	99.55	0.45

For and on behalf of the Company



COMPANY SECRETARY

Resolution No 5:

Appointment of Mr. Mohit Talwar, who retires by rotation and being eligible, offers himself for re-appointment as a Director of the Company. **(Ordinary Resolution)**

Category	No. of shares Held (1)	Mode of Voting	No of Valid Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)=(2)/(1)*100	No. of Votes in Favour (4)	No. of Votes in Against (5)	% of votes in favour over Votes Polled (6)=(4)/(2)*100	% of votes in against over Votes Polled (7)=(5)/(2)*100
Promoters and Promoter Group	107857786	e-voting Poll Sub-total	0 10,78,57,786 10,78,57,786	0.00 100.00 100.00	0 10,78,57,786 10,78,57,786	0	0.00 100.00 100.00	0.00 0.00 0.00
Public-Institutional holders	135941724	e-voting Poll Sub-total	9,25,17,029 4,55,355 9,29,72,384	68.06 0.33 68.39	92517029 4,55,355 9,29,72,384	0	100.00 100.00 100.00	0.00 0.00 0.00
Public-Others	22496247	e-voting Poll Sub-total	26,489 4,05,147 4,31,636	0.12 1.80 1.92	22574 4,05,147 4,27,721	3,905	85.22 100.00 99.09	14.74 0.00 0.90
Total	26,62,95,757		20,12,61,806	75.58	20,12,57,891	3,905	100.00	0.00

FOR THE COMPANY LIMITED



MOHIT TALWAR

Resolution No 6:

Appointment of Mr. Anuroop Singh, who retires by rotation and being eligible, offers himself for re-appointment as a Director of the Company. (Ordinary Resolution)

Category	No. of shares Held (1)	Mode of Voting	No of Valid Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)=(2)/(1)*100	No. of Votes in Favour (4)	No. of Votes in Against (5)	% of votes in favour over Votes Polled (6)=(4)/(2)*100	% of votes in against over Votes Polled (7)=(5)/(2)*100
Promoters and Promoter Group	107857786	e-voting Poll Sub-total	0 10,78,57,786 10,78,57,786	0.00 100.00 100.00	0 10,78,57,786 10,78,57,786	0	0.00 100.00 100.00	0.00 0.00 0.00
Public-Institutional holders	135941724	e-voting Poll Sub-total	9,25,17,029 4,55,355 9,29,72,384	68.06 0.33 68.39	92517029 4,55,355 9,29,72,384	0	100.00 100.00 100.00	0.00 0.00 0.00
Public-Others	22496247	e-voting Poll Sub-total	26,489 4,05,147 4,31,636	0.12 1.80 1.92	22574 4,05,147 4,27,721	3,905	85.22 100.00 99.09	14.74 0.00 0.90
Total	26,62,95,757		20,12,61,806	75.58	20,12,57,891	3,905	100.00	0.00

For and on behalf of the Company

 ANUROOP SINGH

Resolution No 7:

Appointment of Auditors (Ordinary Resolution)

Category	No. of shares Held (1)	Mode of Voting	No of Valid Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)=(2)/(1)*100	No. of Votes in Favour (4)	No. of Votes in Against (5)	% of votes in favour over Votes Polled (6)=(4)/(2)*100	% of votes in against over Votes Polled (7)=(5)/(2)*100
Promoters and Promoter Group	107857786	e-voting Poll Sub-total	0 10,78,57,786 10,78,57,786	0.00 100.00 100.00	0 10,78,57,786 10,78,57,786	0	0.00 100.00 100.00	0.00 0.00 0.00
Public-Institutional holders	135941724	e-voting Poll Sub-total	9,20,52,296 4,55,355 9,25,07,651	67.71 0.33 68.05	9,19,78,615 4,55,355 9,24,33,970	73,681 0 73,681	99.92 100.00 99.92	0.08 0.00 0.08
Public-Others	22496247	e-voting Poll Sub-total	26,489 4,05,085 4,31,574	0.12 1.80 1.92	22,684 4,05,085 4,27,769	3,805 0 3,805	85.64 100.00 99.12	14.36 0.00 0.88
Total	26,62,95,757		20,07,97,011	75.40	20,07,19,525	77,486	99.96	0.04

FOR MAX INDIA LIMITED



COMPANY SECRETARY

Resolution No 8:

Appointment of Mr. Rajesh Khanna as an Independent Director (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
Promoters and Promoter Group	107857786	e-voting	0	0.00	0	0	0.00	0.00
		Poll	10,78,57,786	100.00	10,78,57,786	0	100.00	0.00
		Sub-total	10,78,57,786	100.00	10,78,57,786	0	100.00	0.00
Public-Institutional holders	135941724	e-voting	9,25,17,029	68.06	9,19,78,615	5,38,414	99.42	0.58
		Poll	4,55,355	0.33	4,55,355	0	100.00	0.00
		Sub-total	9,29,72,384	68.39	9,24,33,970	538414	99.42	0.58
Public-Others	22496247	e-voting	26,489	0.12	22,594	3,885	85.30	14.67
		Poll	4,05,147	1.80	4,05,147	0	100.00	0.00
		Sub-total	4,31,636	1.92	4,27,741	3885	99.10	0.90
Total	26,62,95,757		20,12,61,806	75.58	20,07,19,497	5,42,299	99.73	0.27

FOR MAX INDIA LIMITED



CHAIRMAN BOARD OF DIRECTORS

Resolution No 9:

Appointment of Mr. N.C. Singhal as an Independent Director. (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
Promoters and Promoter Group	107857786	e-voting	0	0.00	0	0	0.00	0.00
		Poll	10,78,57,786	100.00	10,78,57,786	0	100.00	0.00
		Sub-total	10,78,57,786	100.00	10,78,57,786	0	100.00	100.00
Public-Institutional holders	135941724	e-voting	9,21,20,046	67.76	8,56,79,293	64,40,753	93.01	6.99
		Poll	4,55,355	0.33	4,55,355	0	100.00	0.00
		Sub-total	9,25,75,401	68.10	8,61,34,648	64,40,753	93.04	93.04
Public-Others	22496247	e-voting	26,479	0.12	22,594	3,885	85.33	14.67
		Poll	3,51,647	1.56	3,51,647	0	100.00	0.00
		Sub-total	3,78,126	1.68	3,74,241	3885	98.97	98.97
Total	26,62,95,757		20,08,11,313	75.41	19,43,66,675	64,44,638	96.79	3.21



CHIEF FINANCIAL OFFICER

Resolution No 10:

Appointment of Mr. Aman Mehta as an Independent Director. (Ordinary Resolution)

Category	No. of shares Held (1)	Mode of Voting	No of Valid Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)=(2)/(1)*100	No. of Votes in Favour (4)	No. of Votes in Against (5)	% of votes in favour over Votes Polled (6)=(4)/(2)*100	% of votes in against over Votes Polled (7)=(5)/(2)*100
Promoters and Promoter Group	107857786	e-voting Poll	0 10,78,57,786	0.00 100.00	0 10,78,57,786	0	0.00 100.00	0.00 0.00
		Sub-total	10,78,57,786	100.00	10,78,57,786	0	100.00	0.00
Public-Institutional holders	135941724	e-voting Poll	9,20,60,844 4,55,355	67.72 0.33	8,60,76,277 4,55,355	59,84,567 0	93.50 100.00	6.50 0.00
		Sub-total	9,25,16,199	68.06	8,65,31,632	5984567	93.53	6.47
Public-Others	22496247	e-voting Poll	26,479 4,05,147	0.12 1.80	22,594 4,05,147	3,885 0	85.33 100.00	14.67 0.00
		Sub-total	4,31,626	1.92	4,27,741	3885	99.10	0.90
Total	26,62,95,757		20,08,05,611	75.41	19,48,17,159	59,88,452	97.02	2.98



COMPANY SECRETARY

Resolution No 11:

Appointment of Prof. Dipankar Gupta as an Independent Director. (Ordinary Resolution)

Category	No. of shares Held (1)	Mode of Voting	No of Valid Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)=(2)/(1)*100	No. of Votes in Favour (4)	No. of Votes in Against (5)	% of votes in favour over Votes Polled (6)=(4)/(2)*100	% of votes in against over Votes Polled (7)=(5)/(2)*100
Promoters and Promoter Group	107857786	e-voting Poll Sub-total	0 10,78,57,786 10,78,57,786	0.00 100.00 100.00	0 10,78,57,786 10,78,57,786	0 0 0	0.00 100.00 100.00	0.00 0.00 0.00
Public-Institutional holders	135941724	e-voting Poll Sub-total	9,25,17,029 4,55,355 9,29,72,384	68.06 0.33 68.39	9,25,17,029 4,55,355 9,29,72,384	0 0 0	100.00 100.00 100.00	0.00 0.00 0.00
Public-Others	22496247	e-voting Poll Sub-total	26,489 4,05,147 4,31,636	0.12 1.80 1.92	22,594 4,05,147 4,27,741	3,885 0 3,885	85.30 100.00 99.10	14.67 0.00 0.90
Total	26,62,95,757		20,12,61,806	75.58	20,12,57,911	3,885	100.00	0.00

FOR FURTHER DETAILS VISIT



COMPANY SECRETARY

Resolution No 12:

Appointment of Mr. Ashok Kacker as an Independent Director. (Ordinary Resolution)

Category	No. of shares Held (1)	Mode of Voting	No of Valid Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)=(2)/(1)*100	No. of Votes in Favour (4)	No. of Votes in Against (5)	% of votes in favour over Votes Polled (6)=(4)/(2)*100	% of votes in against over Votes Polled (7)=(5)/(2)*100
Promoters and Promoter Group	107857786	e-voting	0	0.00	0	0	0.00	0.00
		Poll	10,78,57,786	100.00	10,78,57,786	0	100.00	0.00
		Sub-total	10,78,57,786	100.00	10,78,57,786	0	100.00	0.00
Public-Institutional holders	135941724	e-voting	9,25,17,029	68.06	9,25,17,029	0	100.00	0.00
		Poll	4,55,355	0.33	4,55,355	0	100.00	0.00
		Sub-total	9,29,72,384	68.39	9,29,72,384	0	100.00	0.00
Public-Others	22496247	e-voting	26,489	0.12	22,594	3,885	85.30	14.67
		Poll	4,05,147	1.80	4,05,147	0	100.00	0.00
		Sub-total	4,31,636	1.92	4,27,741	3885	99.10	0.90
Total	26,62,95,757		20,12,61,806	75.58	20,12,57,911	3,885	100.00	0.00


COMPANY SECRETARY

Resolution No 13:

Authorization to the Board for contribution to charitable purposes. (Special Resolution)


Category	No. of shares Held (1)	Mode of Voting	No of Valid Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)=(2)/(1)*100	No. of Votes in Favour (4)	No. of Votes in Against (5)	% of votes in favour over Votes Polled (6)=(4)/(2)*100	% of votes in against over Votes Polled (7)=(5)/(2)*100
Promoters and Promoter Group	10785786	e-voting	0	0.00	0	0	0.00	0.00
		Poll	10,78,57,786	100.00	10,78,57,786	0	100.00	0.00
		Sub-total	10,78,57,786	100.00	10,78,57,786	0	100.00	100.00
Public-Institutional holders	135941724	e-voting	9,25,17,029	68.06	7,72,82,180	1,52,34,849	83.53	16.47
		Poll	3,15,355	0.23	1,05,076	2,10,279	33.32	66.68
		Sub-total	9,28,32,384	68.29	7,73,87,256	1,54,45,128	83.36	85.57
Public-Others	22496247	e-voting	26,429	0.12	22,614	3,815	100.00	14.43
		Poll	4,05,147	1.80	4,05,147	0	99.12	0.00
		Sub-total	4,31,576	1.92	4,27,761	3815	92.32	0.88
Total	26,62,95,757		20,11,21,746	75.53	18,56,72,803	1,54,48,943	92.32	7.68


 COMPANY SECRETARY

Resolution No 14:

Approval for amendment to the Max Employee Stock Plan– 2003. (Special Resolution)

Category	No. of shares Held (1)	Mode of Voting	No of Valid Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)=(2)/(1)*100	No. of Votes in Favour (4)	No. of Votes in Against (5)	% of votes in favour over Votes Polled (6)=(4)/(2)*100	% of votes in against over Votes Polled (7)=(5)/(2)*100
Promoters and Promoter Group	107857786	e-voting Poll Sub-total	0 10,78,57,786 10,78,57,786	0.00 100.00 100.00	0 10,78,57,786 10,78,57,786	0 0 0	0.00 100.00 100.00	0.00 0.00 0.00
Public-Institutional holders	135941724	e-voting Poll Sub-total	9,25,08,481 2,10,279 9,27,18,760	68.05 0.15 68.20	7,32,54,287 0 7,32,54,287	1,92,54,194 2,10,279 19464473	79.19 0.00 79.01	20.81 100.00 20.99
Public-Others	22496247	e-voting Poll Sub-total	26,489 4,05,147 4,31,636	0.12 1.80 1.92	22,674 4,05,147 4,27,821	3,805 0 3805	85.60 100.00 99.12	14.36 0.00 0.88
Total	26,62,95,757		20,10,08,182	75.48	18,15,39,894	1,94,68,278	90.31	9.69

FOR

 COMPANY SECRETARY

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1st Floor, Defence Colony, New Delhi - 110 024
Tel. : (011) 4679 0000, Fax : (011) 4679 0012
e-mail : sanjaygrover7@gmail.com

FORM No. MGT - 13

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

Max India Limited

Bhai Mohan Singh Nagar, Railmajra, Tehsil Balacha,

District Nawanshahr, Punjab-144 533

For 26th Annual General Meeting of the Members of the Max India Limited ("the company"), held on Tuesday, September 30, 2014 at 12:00 Noon at Bhai Mohan Singh Nagar, Railmajra, Tehsil Balacha, District Nawanshahr, Punjab-144533

Dear Sir,

I, Sanjay Grover, Proprietor of Sanjay Grover & Associates, a Company Secretaries firm having its office at B-88, First Floor, Defence Colony, New Delhi 110024, appointed as the Scrutinizer for the purpose of poll taken on the below mentioned resolutions, at the 26th Annual General Meeting of the Members of the Company held on September 30, 2014 at 12:00 Noon submit my report as under:

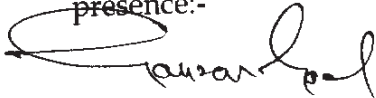
1. After the time fixed for closing of the poll by the Chairman, the ballot boxes kept for polling were locked with due identification marks placed on them.
2. The Locked Ballot boxes were subsequently opened in my presence and in the presence of two witnesses, Mr. Gourav Goel, R/o Ved Kiryana Store, Main Bazar



Sampla, Rohtak (Haryana)-124501 and Mr. Neeraj Arora, R/o 69, Jeewan Nagar, Sonapat, Haryana-131001 who are not in the employment of the Company.

They have signed below in confirmation of opening of Poll boxes in their

presence:-


Gourav Goel



Neeraj Arora

3. The Poll Papers, which were incomplete and/or which were otherwise found defective or if signature of any shareholder did not match with the records have been treated as invalid and were kept separately.
4. The results of the Poll are as under:

(a) **Resolution No. 1**

To receive, consider and adopt the Financial Statements of the Company for the Financial Year ended March 31, 2014 together with the Reports of the Board of Directors' and Auditors' thereon. (ORDINARY RESOLUTION)

(i) Voted in favour of the resolution :

Number of Members	Number of Votes	% of Votes in favour
45*	10,85,81,237	99.9874

(ii) Voted against the resolution :

Number of Members	Number of Votes	% of Votes against
1*	137051	0.0126

(iii) Invalid Votes

Number of Members	Number of Votes
0	0



* Includes one member who casted vote partially in favour and partially against the Resolution No. 1.

(b) **Resolution No. 2**

Declaration of Final Dividend and confirmation of Interim Dividend already paid for the year ended March 31, 2013. (ORDINARY RESOLUTION)

(i) Voted **in favour** of the resolution :

Number of Member	Number of Votes	% of Votes in favour
45	10,87,18,288	100

(ii) Voted **against the** resolution :

Number of Members	Number of Votes	% of Votes against
0	0	0

(iii) **Invalid Votes**

Number of Members	Number of Votes
0	0

(c) **Resolution No. 3**

Appointment of Mr. Ashwani Windlass (DIN: 00042686), who retires by rotation and being eligible, offers himself for re-appointment. (ORDINARY RESOLUTION):

(i) Voted **in favour** of the resolution :

Number of Members	Number of Votes	% of Votes in favour
45	10,87,18,288	100



(ii) Voted against the resolution :

Number of Members	Number of Votes	% of Votes against
0	0	0

(iii) Invalid Votes

Number of Members	Number of Votes
0	0

(d) Resolution No. 4

Appointment of Mr. Sanjeev Mehra (DIN: 02195545), who retires by rotaion and being eligible, offers himself for re-appointment. (ORDINARY RESOLUTION)

(i) Voted in favour of the resolution :

Number of Members	Number of Votes	% of Votes in favor
45	10,87,18,288	100

(ii) Voted against the resolution :

Number of Members	Number of Votes	% of Votes against
0	0	0

(iii) Invalid Votes

Number of Members	Number of Votes
0	0



(e) Resolution No. 5

Appointment of Mr. Mohit Talwar (DIN: 02394694), who retires by rotaion and being eligible, offers himself for re-appointment. (ORDINARY RESOLUTION)

(i) Voted in favour of the resolution :

Number of Members	Number of Votes	% of Votes in favour
45	10,87,18,288	100

(ii) Voted against the resolution :

Number of Members	Number of Votes	% of Votes against
0	0	0

(iii) Invalid Votes

Number of Members	Number of Votes
0	0

(f) Resolution No. 6

Appointment of Mr. Anuroop Singh (DIN: 00078812), who retires by rotation and being eligible, offers himself for re-appointment. (ORDINARY RESOLUTION)

(i) Voted in favour of the resolution :

Number of Members	Number of Votes	% of Votes in favour
45	10,87,18,288	100



(ii) Voted **against the** resolution :

Number of Members	Number of Votes	% of Votes against
0	0	0

(iii) **Invalid Votes**

Number of Members	Number of Votes
0	0

(g) **Resolution No. 7**

Appointment of S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Regn. No. 301003E) as the Statutory Auditors of the Company and fix their remuneration. (ORDINARY RESOLUTION)

(i) Voted **in favour of** the resolution :

Number of Members	Number of Votes	% of Votes in favour
45*	10,87,18,226	100

(ii) Voted **against the** resolution :

Number of Members	Number of Votes	% of Votes against
0	0	0

(iii) **Invalid Votes**

Number of Members	Number of Votes
0	0

* Includes two shareholders holding 62 shares who abstained from voting.



(h) Resolution No. 8

Appointment of Mr. Rajesh Khanna (DIN: 00032562), as an Independent Director. (ORDINARY RESOLUTION)

(i) Voted in favour of the resolution :

Number of Members	Number of Votes	% of Votes in favour
45	10,87,18,288	100

(ii) Voted against the resolution :

Number of Members	Number of Votes	% of Votes against
0	0	0

(iii) Invalid Votes

Number of Members	Number of Votes
0	0

(i) Resolution No. 9

Appointment of Mr. N.C Singhal (DIN: 00004916), as an Independent Director. (ORDINARY RESOLUTION)

(i) Voted in favour of the resolution :

Number of Members	Number of Votes	% of Votes in favour
45*	10,86,64,788	100



(ii) Voted **against the** resolution :

Number of Members	Number of Votes	% of Votes against
0	0	0

(iii) **Invalid Votes:**

Number of Members	Number of Votes
0	0

* Includes one shareholder holding 53,500 shares who abstained from voting.

(j) **Resolution No. 10**

Appointment of Mr. Aman Mehta (DIN: 00009364), as an Independent Director. (ORDINARY RESOLUTION)

(i) Voted **in favour of** the resolution :

Number of Member	Number of Votes	% of Votes in favour
45	10,87,18,288	100

(ii) Voted **against the** resolution :

Number of Members	Number of Votes	% of Votes against
0	0	0

(iii) **Invalid Votes:**

Number of Members	Number of Votes
0	0



(k) Resolution No. 11

Appointment of Prof. Dipankar Gupta (DIN: 05213140), as an Independent Director. (ORDINARY RESOLUTION)

(i) Voted in favour of the resolution :

Number of Members	Number of Votes	% of Votes in favour
45	10,87,18,288	100

(ii) Voted against the resolution :

Number of Members	Number of Votes	% of Votes against
0	0	0

(iii) Invalid Votes:

Number of Members	Number of Votes
0	0

(l) Resolution No. 12

Appointment of Mr. Ashok Kacker (DIN: 01647408), as an Independent Director. (ORDINARY RESOLUTION)

(i) Voted in favour of the resolution :

Number of Members	Number of Votes	% of Votes in favour
45	10,87,18,288	100



(ii) Voted **against the** resolution :

Number of Members	Number of Votes	% of Votes against
0	0	0

(iii) **Invalid Votes:**

Number of Members	Number of Votes
0	0

(m) **Resolution No. 13**

Authorization to Board of Directors for making contribution and/or subscription for charitable purposes. (SPECIAL RESOLUTION)

(i) Voted **in favour of** the resolution :

Number of Members	Number of Votes	% of Votes in favour
44*	10,83,68,009	99.8063

(ii) Voted **against the** resolution :

Number of Members	Number of Votes	% of Votes against
1	21,0279	0.1937

(iii) **Invalid Votes:**

Number of Members	Number of Votes
0	0

* Includes one shareholder holding 1,40,000 shares who abstained from voting.



(n) **Resolution No. 14**Approval for amendment of the 'Max Employee Stock Plan-2003'.(SPECIAL RESOLUTION):

(i) Voted in favour of the resolution:

Number of Members	Number of Votes	% of Votes in favour
44*	10,82,62,933	99.8062

(ii) Voted against the resolution:

Number of Members	Number of Votes	% of Votes against
1	2,10,279	0.1938

(iii) Invalid Votes:

Number of Members	Number of Votes
0	0

* Includes two shareholders holding 2,45,076 shares who abstained from voting.

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.



7. The combined result of the votes (electronic and physical) is annexed as **Annexure-1** with this report.
8. All of the above mentioned resolutions have been passed with requisite majority.

Thanking you,

Yours faithfully,



For SANJAY GROVER & ASSOCIATES

A handwritten signature in black ink, appearing to read "Sanjay Grover".

Sanjay Grover
Scrutinizer
C P No. 3850

Place: Bhopal
Date: October 01, 2014

(a) Resolution No. 1- Adoption of Profit & Loss Account for the year ended March 31,2014 and Balance Sheet as at that date and Reports of the Board of Directors and Auditor thereon.

Ordinary Resolution				
Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	92,541,212	108,581,237	201,122,449	99.93
Dissent	2305	137,051	139,356	0.07
Total	92,543,517	108,718,288	201,261,805	100.00

Resolution No. 2- Declaration of final dividend and confirmation of interim dividend paid.

Ordinary Resolution				
Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	92543413	108718288	201261701	100.00
Dissent	105	0	105	0.00
Total	92,543,518	108,718,288	201261806	100.00

Resolution No. 3- Appointment of Mr. Ashwani Windlass, who retires by rotaion and being eligible, offers himself for re-appointment.

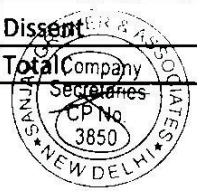
Ordinary Resolution				
Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	92541103	108718288	201259391	100.00
Dissent	2405	0	2405	0.00
Total	92543508	108,718,288	201261796	100.00

Resolution No. 4- Appointment of Mr. Sanjeev Mehra, who retires by rotaion and being eligible, offers himself for re-appointment.

Ordinary Resolution				
Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	91647382	108718288	200365670	99.55
Dissent	896126	0	896126	0.45
Total	92543508	108718288	201261796	100.00

Resolution No. 5- Appointment of Mr. Mohit Talwar, who retires by rotaion and being eligible, offers himself for re-appointment

Ordinary Resolution				
Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	92539603	108718288	201257891	100.00
Dissent	3905	0	3905	0.00
Total	92543508	108718288	201261796	100.00



Resolution No. 6- Appointment of Mr. Anuroop Singh, who retires by rotaion and being eligible, offers himself for re-appointment.				
Ordinary Resolution				
Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	92539603	108718288	201257891	100.00
Dissent	3905	0	3905	0.00
Total	92543508	108718288	201261796	100.00

Resolution No. 7-Appointment of Stautory Auditor.				
Ordinary Resolution				
Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	92001299	108718226	200719525	99.96
Dissent	77486	0	77486	0.04
Total	92078785	108718226	200797011	100.00

Resolution No. 8- Appointment of Mr. Rajesh Khanna as an Independent Director.				
Ordinary Resolution				
Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	92001209	108718288	200719497	99.73
Dissent	542299	0	542299	0.27
Total	92543508	108718288	201261796	100.00

Resolution No. 9- Appointment of Mr. N.C Singhal as an Independent Director.				
Ordinary Resolution				
Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	85701887	108664788	194366675	96.79
Dissent	6444638	0	6444638	3.21
Total	92146525	108664788	200811313	100.00

Resolution No. 10- Appointment of Mr. Aman Mehta as an Independent Director.				
Ordinary Resolution				
Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	86098871	108718288	194817159	97.02
Dissent	5988452	0	5988452	2.98
Total	92087323	108718288	200805611	100.00

Resolution No. 11- Appointment of Prof. Dipankar Gupta as an Independent Director.				
Ordinary Resolution				
Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	92539623	108718288	201257911	100.00
Dissent	3885	0	3885	0.00
Total	92543508	108718288	201261796	100.00



Resolution No. 12- Appointment of Mr. Ashok Kacker as an Independent Director.				
Ordinary Resolution				
Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	92539623	108718288	201257911	100.00
Dissent	3885	0	3885	0.00
Total	92543508	108718288	201261796	100.00

Resolution No. 13- Authorization to Board for making contribution for charitable purposes.				
Special Resolution				
Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	77304794	108368009	185672803	92.32
Dissent	15238664	210279	15448943	7.68
Total	92543458	108578288	201121746	100.00

Resolution No. 14- Approval for amendment of the Max Employee Stock Plan-2003.				
Special Resolution				
Particulars	Number of Votes contained in			Percentage
	e-Votes	Poll	Total	
Assent	73276961	108262933	181539894	90.31
Dissent	19257999	210279	19468278	9.69
Total	92534960	108473212	201008172	100.00

