

MINUTE BOOK

Shipra

NU TEK INDIA LIMITED

MINUTES OF THE 21st ANNUAL GENERAL MEETING OF THE COMPANY, HELD ON MONDAY, 29th SEPTEMBER, 2014 AT 11.30 A.M. AT HOTEL RAMHAN, NH-8, MAHIPALPUR EXTN. NEW DELHI- 110037

PRESENT:

1. Mr. Inder Sharma, Chairman & Managing Director
2. Mr. Rajiv Kumar, Director & Chairman Audit Committee
3. Mrs. Sumati Sharma, Director
4. Mr. Amar Sarin, Director

Members present:-

Personally : 49
Proxy : NIL

Invitee

Mr. Virender Kumar, M/s Sumanjeet Agarwal & Co. Chartered Accountants, Statutory Auditors

Mr. Sukesh Saini, M/s Sukesh & Co., Practicing Company Secretary

In Attendance:

Mr. Sanjay Kumar Singh, General Counsel & Company Secretary
Mrs. Smriti Srivastava, Chief Financial Officer

1. CHAIRMAN

Mr. Inder Sharma, Chairman cum Managing Director took the Chair and presided over the meeting.

2. WELCOME

The Company Secretary welcomed all members in the Annual General Meeting and handed over the proceeding of the meeting to the Chairman.

3. QUORUM

Quorum being present at the meeting, the Chairman declared the meeting in order and started the proceedings. The Statutory books pursuant to the Companies Act, 2013 were kept open.


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4. NOTICE CONVENING THE MEETING, AUDITOR'S REPORT AND DIRECTOR'S REPORT THEREON

With the Consent of Members present, the Notice convening the meeting, Auditor's Report and Director's Report thereon having already been circulated were taken as read.

5. CHAIRMAN'S SPEECH

Chairman in his speech highlighted the economy industrial scenario, sector specific issues, performance of the Company for the fiscal year 2013-14 and also the operations of the Subsidiaries. Thereafter Chairman welcome the questions and clarification from the shareholders and the same were clarified.

6. E-VOTING FACILITY

The Chairman then informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of Listing Agreement, the Company had extended the e-voting facility to the Members of the Company from 25th September, 2014 9:00 A.M. IST till 25th September, 2014 6:00 P.M. IST in respect of Ordinary and Special Business to be transacted at the Annual General Meeting. He further informed that M/s Sukesh & Co., Practicing Company Secretaries were appointed as scrutinizers to scrutinize the voting of AGM. The Chairman also informed that the said Scrutinizers have submitted their report of E-voting to him.

7. PHYSICAL BALLOT

The Chairman then suggested to the Members, Physically present and who had not voted electronically, to cast their vote through physical ballot and instructed the Company Secretary to carry out the physical ballot process for all the 5 Resolutions specified in the Notice of AGM. He declared that M/s Sukesh & Co., Practicing Company Secretaries will act as the Scrutinizers for the voting through postal ballot. The Chairman further informed that upon completion of voting by physical Ballot, the Scrutinizers will count the votes and sign and submit the result to the Chairman by adding the physical Ballot votes to the votes casted electronically in favour and against each resolution.

8. CONDUCT OF PHYSICAL BALLOT

As advised by the Chairman, the Company Secretary then conducted the voting procedure by distributing ballot papers after showing empty box to the Members, locking and sealing the empty ballot box in the presence of Members.

After ensuring that all Members had casted their votes the Scrutinizer closed the voting at around 12:35 P.M. and took custody of the ballot box.

9. RESULT OF E-VOTING AND PHYSICAL BALLOT

Based upon the report of the Scrutinizer, the Chairman announced the result of E-voting and vote casted through Physical Ballot as per the business agenda laid before the meeting on the following items.


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ORDINARY BUSINESS:-

Resolution No. 1

"RESOLVED THAT the Audited Balance Sheet and Statement of Profit & Loss Account of the Company along with Notes to accounts, Annexure thereto and the Report of Auditors and Director's thereon for the year ended on 31.03.2014 be and are hereby approved and adopted."

The Chairman announced passing of the above Resolution through E-voting and Physical Ballot as per the report submitted by the Scrutinizer as mentioned below.

| Particulars | No. of Shareholders Polled | No. of Votes | % of Voting |
|--------------------|----------------------------|--------------|-------------|
| Total Votes Polled | 49 | 15012238 | 100% |
| Votes in Favour | 49 | 15012238 | 100% |
| Votes Against | 0 | 0 | 0.00% |
| Invalid Votes | 0 | 0 | 0 |

Accordingly the Chairman declared that the above **Ordinary Resolution** was passed with requisite majority

Resolution No. 2

"RESOLVED THAT M/s Sumanjeet Agarwal & Co., Chartered Accountants, 516, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi- 110001 be and is hereby re-appointed as Statutory Auditor of the Company to hold office until the conclusion of the next Annual General Meeting of the company at the remuneration to be decided by the Board of Directors of the Company."

The Chairman announced passing of the above Resolution through E-voting and Physical Ballot as per the report submitted by the Scrutinizer as mentioned below.

| Particulars | No. of Shareholders Polled | No. of Votes | % of Voting |
|--------------------|----------------------------|--------------|-------------|
| Total Votes Polled | 49 | 15012238 | 100% |
| Votes in Favour | 49 | 15012238 | 100% |
| Votes Against | 0 | 0 | 0.00% |
| Invalid Votes | 0 | 0 | 0 |

Accordingly the Chairman declared that the above **Ordinary Resolution** was passed with requisite majority


CHAIRMAN
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Special Business:

Resolution No. 1

"RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Rajiv Kumar (holding DIN 03600817), a non-executive independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of 5 years w.e.f. September 29, 2014."

The Chairman announced passing of the above Resolution through E-voting and Physical Ballot as per the report submitted by the Scrutinizer as mentioned below.

| Particulars | No. of Shareholders Polled | No. of Votes | % of Voting |
|--------------------|----------------------------|--------------|-------------|
| Total Votes Polled | 49 | 15012238 | 100% |
| Votes in Favour | 49 | 15012238 | 100% |
| Votes Against | 0 | 0 | 0.00% |
| Invalid Votes | 0 | 0 | 0 |

Accordingly the Chairman declared that the above **Ordinary Resolution** was passed with requisite majority

Resolution No. 2

"RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Amar Sarin (holding DIN 00665441), a non-executive independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of 5 years w.e.f. September 29, 2014."

The Chairman announced passing of the above Resolution through E-voting and Physical Ballot as per the report submitted by the Scrutinizer as mentioned below.

| Particulars | No. of Shareholders Polled | No. of Votes | % of Voting |
|--------------------|----------------------------|--------------|-------------|
| Total Votes Polled | 49 | 15012238 | 100% |
| Votes in Favour | 49 | 15012238 | 100% |
| Votes Against | 0 | 0 | 0.00% |
| Invalid Votes | 0 | 0 | 0 |



CHAIRMAN
INITIALS

MINUTE BOOK

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Accordingly the Chairman declared that the above **Ordinary Resolution** was passed with requisite majority

Resolution No. 3

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made thereunder read with Schedule IV to the Act, Mr. Ayub Yaegaung Younes(holding DIN 00585694), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. August 30, 2014 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mr. Ayub Yaegaung Younes for the office of the Director of the Company, be and is hereby elected and appointed as a Non-Executive Director, whose period of office shall be liable to determination by retirement of directors by rotation.”

The Chairman announced passing of the above Resolution through E-voting and Physical Ballot as per the report submitted by the Scrutinizer as mentioned below.

| Particulars | No. of Shareholders Polled | No. of Votes | % of Voting |
|--------------------|----------------------------|--------------|-------------|
| Total Votes Polled | 49 | 15012238 | 100% |
| Votes in Favour | 49 | 15012238 | 100% |
| Votes Against | 0 | 0 | 0.00% |
| Invalid Votes | 0 | 0 | 0 |

Accordingly the Chairman declared that the above **Ordinary Resolution** was passed with requisite majority

The Chairman then informed that the result of the polling would be published on the website of the Company (www.nutek.in) and be submitted to the Stock Exchanges within 2 working days from the conclusion of the Meeting.

10. VOTE OF THANKS

There being no business to transact, the meeting concluded with a vote of thanks to the Chair.

PLACE: NEW DELHI
DATE: 29th SEPTEMBER, 2014



CHAIRMAN

CHAIRMAN
INITIALS

Corporate Office :
B-27, Infocity, Sector - 34
Gurgaon - 122001, Haryana, India

Tel : +91 124 6124 600
Fax : +91 124 6124 675
Web : www.nutek.in
E-mail : info@nutek.in

Registered Office :
A-213, Road No 4, Gali No 11,
Mahipalpur, New Delhi-110037

NU TEK INDIA LIMITED

Tuesday, 30th September, 2014

To,

The Bombay Stock Exchange
Floor 25,
PJ Towers,
Dalal Street
Mumbai-400001

The National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Mumbai-400051

Luxembourg Stock Exchange
Societe de la Bourse
Societe Anonyme
RC Luxembourg B 6222

SUB : Voting Results under Clause 35A of Listing Agreement


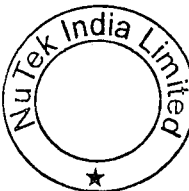
Dear Sir,

This is to inform that the 21st Annual General Meeting of the Company was held on Monday, 29th September, 2014 at 11:30 A.M. at Hotel Ramhan NH-8, Mahipalpur Extension, New Delhi-110037.

Pursuant to Clause 35B of Listing Agreement and Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, all the shareholders were given an opportunity to exercise their right to vote on all resolutions set out in the Notice of AGM through electronic voting (E-voting) during the period Commencing from 25th September, 2014 9:00 A.M. IST to 25th September, 2014 6:00 P.M IST.

Further the Company has provided voting at the AGM venue through a Physical Ballot for those who had not exercised the option of E-voting.

All the Resolution's contained in the Notice of AGM were approved by requisite majority through E-voting and Ballot voting at the venue of AGM. Accordingly all the Resolutions were declared to be passed on 29th September, 2014 at the Annual General Meeting of the Company.



VAT No.: 06141823769 dt. 25.08.2003
PAN No. : AAACN 2270 L
Service Tax No. : AAACN2270LSD003
CIN No. : L74899DL1993PLC054313

Corporate Office :
B-27, Infocity, Sector - 34
Gurgaon - 122001, Haryana, India

Tel : +91 124 6124 600
Fax : +91 124 6124 675
Web : www.nutek.in
E-mail : info@nutek.in

Registered Office :
A-213, Road No 4, Gali No 11,
Mahipalpur, New Delhi-110037

NU TEK INDIA LIMITED

In accordance with the Clause 35A of Listing Agreement, We have enclosed the consolidated voting result in the prescribed format along with the scrutnizer's report for E-voting and poll conducted physically through Postal Ballot forms for your ready reference .

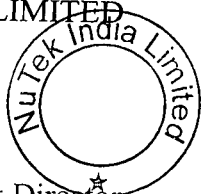
This is for your information and record.

Thanking You,

For NU TEK INDIA LIMITED



Inder Sharma
Chairman & Managing Director



Encl.:-

1. Voting result under Clause 35A
2. Scrutinizer Report for E-voting and poll conducted physically

Corporate Office :
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Gurgaon - 122001, Haryana, India

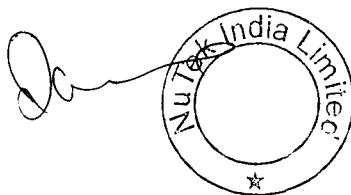
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NU TEK INDIA LIMITED

Pursuant to Clause 35A of the Listing Agreement - Details of Voting Results in respect of the 21st Annual General Meeting of the Company held on 29th September, 2014

| | | |
|-----|------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| I | Date of Annual General Meeting | 29 th September, 2014 |
| II | Total Number of Shareholders on Record Date | 26041 (as on-22 nd August, 2014 - Cut-off/Record Date) |
| III | Number of Shareholders present in meeting either in person or through proxy | |
| | Category | Nos. |
| | - Promoters and Promoters Group | 3 |
| | - Public | 33 |
| IV | No. of Shareholders attending the meeting through video conferencing | No video Conferencing |



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NU TEK INDIA LIMITED

AGENDA WISE


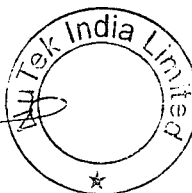
In case of Poll/Postal Ballot/E-voting

The Mode of voting for all resolutions was E-voting and Poll conducted at the meeting

Resolution No. 1- Passed as Ordinary Resolution

- a. **Ordinary Resolution- To discuss, approve and adopt the Audited Balance Sheet of the Company as at 31st March 2014, Statement of Profit and Loss Account of the Company for the year ended 31st March 2014 and the Auditor's Report and Director's Report thereon.**

| Mode of Voting | Shareholders Type | No. of Shares held | No. of Votes Polled | % of votes polled on outstanding shares | No. of Votes in favour | No. of votes Against | Invalid votes | % of votes in favour of votes polled | % of votes in against of votes polled |
|----------------------------|-------------------------------|--------------------|---------------------|-----------------------------------------|------------------------|----------------------|---------------|--------------------------------------|---------------------------------------|
| E-voting and Postal Ballot | Promoters and Promoters Group | 14694204 | 14694204 | 100% | 14694204 | 0 | 0 | 100% | 0.00% |
| E-voting and Postal Ballot | Public-Institutional Holders | 154578 | 0 | 0.00% | 0 | 0 | 0 | 0.00% | 0.00% |
| E-voting and Postal Ballot | Public-others | 139669818 | 318034 | 0.228% | 318034 | 0 | 0 | 100% | 0.00% |



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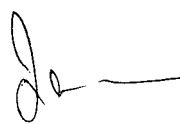
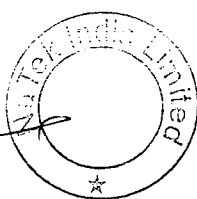
Registered Office :
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NU TEK INDIA LIMITED

Resolution No. 2- Passed as Ordinary Resolution

b. Ordinary Resolution- For Appointment of M/s Sumanjeet Agarwal & Co., Chartered Accountant as Auditors of the Company and fixing their remuneration.

| Mode of Voting | Shareholders Type | No. of Shares held | No. of Votes Polled | % of votes polled on outstanding shares | No. of Votes in favour | No. of votes Against | Invalid votes | % of votes in favour of votes polled | % of votes in against of votes polled |
|----------------------------|-------------------------------|--------------------|---------------------|-----------------------------------------|------------------------|----------------------|---------------|--------------------------------------|---------------------------------------|
| E-voting and Postal Ballot | Promoters and Promoters Group | 14694204 | 14694204 | 100% | 14694204 | 0 | 0 | 100% | 0.00% |
| E-voting and Postal Ballot | Public-Institutional Holders | 154578 | 0 | 0.00% | 0 | 0 | 0 | 0.00% | 0.00% |
| E-voting and Postal Ballot | Public-others | 139669818 | 318034 | 0.228% | 318034 | 0 | 0 | 100% | 0.00% |

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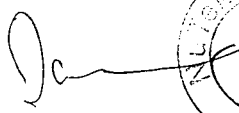
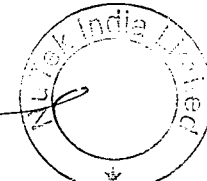
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NU TEK INDIA LIMITED

Resolution No. 3- Passed as Ordinary Resolution

c. Ordinary Resolution- For Appointment of Mr. Rajiv Kumar as an Independent Director

| Mode of Voting | Shareholders Type | No. of Shares held | No. of Votes Polled | % of votes polled on outstanding shares | No. of Votes in favour | No. of votes Against | Invalid votes | % of votes in favour of votes polled | % of votes in against of votes polled |
|----------------------------|-------------------------------|--------------------|---------------------|-----------------------------------------|------------------------|----------------------|---------------|--------------------------------------|---------------------------------------|
| E-voting and Postal Ballot | Promoters and Promoters Group | 14694204 | 14694204 | 100% | 14694204 | 0 | 0 | 100% | 0.00% |
| E-voting and Postal Ballot | Public-Institutional Holders | 154578 | 0 | 0.00% | 0 | 0 | 0 | 0.00% | 0.00% |
| E-voting and Postal Ballot | Public-others | 139669818 | 318034 | 0.228% | 318034 | 0 | 0 | 100% | 0.00% |



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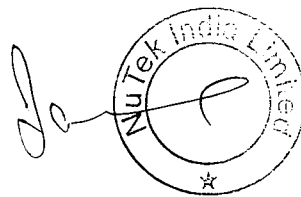
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NU TEK INDIA LIMITED

Resolution No. 4- Passed as Ordinary Resolution

d. Ordinary Resolution- For Appointment of Mr. Amar Sarin as an Independent Director

| Mode of Voting | Shareholders Type | No. of Shares held | No. of Votes Polled | % of votes polled on outstanding shares | No. of Votes in favour | No. of votes Against | Invalid votes | % of votes in favour of votes polled | % of votes in against of votes polled |
|----------------------------|-------------------------------|--------------------|---------------------|-----------------------------------------|------------------------|----------------------|---------------|--------------------------------------|---------------------------------------|
| E-voting and Postal Ballot | Promoters and Promoters Group | 14694204 | 14694204 | 100% | 14694204 | 0 | 0 | 100% | 0.00% |
| E-voting and Postal Ballot | Public-Institutional Holders | 154578 | 0 | 0.00% | 0 | 0 | 0 | 0.00% | 0.00% |
| E-voting and Postal Ballot | Public-others | 139669818 | 318034 | 0.228% | 318034 | 0 | 0 | 100% | 0.00% |



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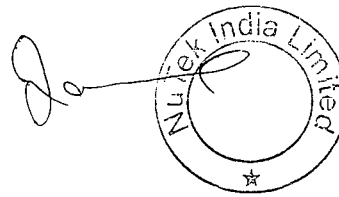
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NU TEK INDIA LIMITED

Resolution No. 5- Passed as Ordinary Resolution

e. Ordinary Resolution- For Regularization of Appointment of Mr. Ayub Yaegaung Younes (Additional Director) as a non-executive director liable to retire by rotation

| Mode of Voting | Shareholders Type | No. of Shares held | No. of Votes Polled | % of votes polled on outstanding shares | No. of Votes in favour | No. of votes Against | Invalid votes | % of votes in favour of votes polled | % of votes in against of votes polled |
|----------------------------|-------------------------------|--------------------|---------------------|-----------------------------------------|------------------------|----------------------|---------------|--------------------------------------|---------------------------------------|
| E-voting and Postal Ballot | Promoters and Promoters Group | 14694204 | 14694204 | 100% | 14694204 | 0 | 0 | 100% | 0.00% |
| E-voting and Postal Ballot | Public-Institutional Holders | 154578 | 0 | 0.00% | 0 | 0 | 0 | 0.00% | 0.00% |
| E-voting and Postal Ballot | Public-others | 139669818 | 318034 | 0.228% | 318034 | 0 | 0 | 100% | 0.00% |



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PAN No. : AAACN 2270 L
Service Tax No. : AAACN2270LSD003
CIN No. : L74899DL1993PLC054313

CONSOLIDATED SCRUTINIZERS REPORT

September 29, 2014

To,

The Chairman

21st Annual General Meeting (the "Meeting") of members of Nu Tek India Limited (the "Company")

Held on Monday, the 29th day of September, 2014, at 11.30 a.m. at Hotel Ramhan, NH-8, Mahipalpur Extension, New Delhi -110037

Dear Sir,

I, CS Sukesh appointed as a Scrutinizer for the following purposes:

1. The e-Voting process conducted for the below mentioned resolutions, as per Section 108 of the Companies Act, 2013 read with rule 20 of the companies (management and administration) rules 2014 between Thursday, 25th September, 2014 to Thursday, 25th September, 2014.
2. The poll taken for the below mentioned resolutions, as per Section 109 of the Companies Act, 2013 read with rule 21 of rules at the Meeting of the Company.

Submit a consolidated report as under:

1. After the time fixed for closing of the e-Voting process, i.e. 25th September, 2014 at 6:00p.m., a final electronic report of the e-Voting process was generated by me by accessing the data available on the website of Central Depository Services Limited (CDSL), i.e. <https://www.evotingindia.co.in> ". The final report was tabulated by me and the data regarding the final e-Votes was diligently scrutinized and reconciled with the data available on the above mentioned website.
2. Similarly with respect to the poll taken at the Meeting, after the time fixed for closing of the poll by the Chairman, two (2) ballot boxes kept for polling were locked in my presence with due identification marks placed by me. Subsequently, after the closing of the poll, the locked ballot boxes were opened in my presence and poll papers were

Off- 0124-4233205

MOB- 9911971666, 9467170666

E-MAIL- ADV.CSSUKESHSAINI@YAHOO.IN

ADV.CSSUKESH_SAINI@REDIFF.COM

1

PAN-BPWPS9585L



diligently scrutinized and reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

3. The cumulative result of the e-Voting process and the poll taken at the Meeting is as under:

a) As an ordinary resolution- Item No.1 passed with requisite majority

ORDINARY RESOLUTION TO DISCUSS, APPROVE AND ADOPT THE AUDITED BALANCE SHEET OF THE COMPANY AS AT 31ST MARCH 2014, PROFIT AND LOSS ACCOUNT OF THE COMPANY FOR THE YEAR ENDED 31ST MARCH 2014 AND THE AUDITOR'S REPORT ON THE BALANCE SHEET AND ACCOUNTS

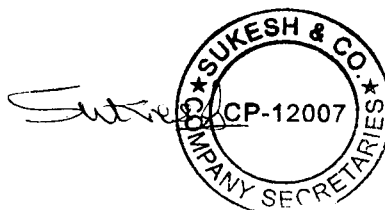
• E-Voting process:

(I) Voted in favour of the resolution

| Number of members who voted (in person or by proxy) | Number of votes cast by them | % of total number of valid votes |
|-----------------------------------------------------|------------------------------|----------------------------------|
| 15 | 14938884 | 100% |

(II) Voted against the resolution:

| Number of members who voted (in person or by proxy) | Number of votes cast by them | % of total number of valid votes |
|-----------------------------------------------------|------------------------------|----------------------------------|
| NIL | NIL | NIL |



Off- 0124-4233205

MOB- 9911971666, 9467170666

E-MAIL- ADV.CSSUKESHSAINI@YAHOO.IN

ADV.CSSUKESH_SAINI@REDIFF.COM

2

PAN-BPWPS9585L

(III) Abstained from Voting:

| Number of members who abstained from voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes |
|---------------------------------------------------------------------|------------------------------|----------------------------------|
| NIL | NIL | NIL |

• Poll taken at the Meeting:

(I) Voted in favour of the resolution:

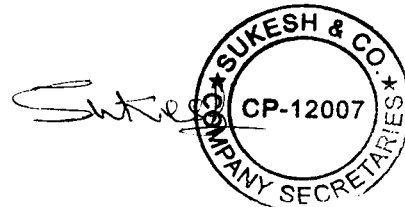
| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes |
|--------------------------------------------------------------|------------------------------|----------------------------------|
| 34 | 73354 | 100% |

(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 |
|--------------------------------------------------------------|------------------------------|----------------------------------|
| NIL | NIL | NIL |

(III) Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------|------------------------------------|
| NIL | NIL |



Total:

| | Voted in favour | Voted against | Invalid votes |
|----------------|-----------------|---------------|---------------|
| Total votes | 15012238 | NIL | NIL |
| % of total no. | 100% | NIL | NIL |

b) As an ordinary resolution- Item No.2 passed with requisite majority

APPOINTMENT OF M/S SUMANJEET AGARWAL & CO., CHARTERED ACCOUNTANT AS AUDITORS OF THE COMPANY AND FIXING THEIR REMUNERATION

• E-Voting process:

(I) Voted in favour of the resolution

| Number of members who voted (in person or by proxy) | Number of votes cast by them | % of total number of valid votes |
|-----------------------------------------------------|------------------------------|----------------------------------|
| 15 | 14938884 | 100% |

(II) Voted against the resolution:

| Number of members who voted (in person or by proxy) | Number of votes cast by them | % of total number of valid votes |
|-----------------------------------------------------|------------------------------|----------------------------------|
| NIL | NIL | NIL |

(III) Abstained from Voting:

| Number of members who abstained from voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes |
|---------------------------------------------------------------------|------------------------------|----------------------------------|
| NIL | NIL | NIL |

Off- 0124-4233205

MOB- 9911971666, 9467170666

E-MAIL- ADV.CSSUKESHAINI@YAHOO.IN

ADV.CSSUKESH_SAINI@REDIFF.COM

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• Poll taken at the Meeting:

(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 |
|--------------------------------------------------------------|------------------------------|----------------------------------|
| 34 | 73354 | 100% |

(II) Voted against the resolution:

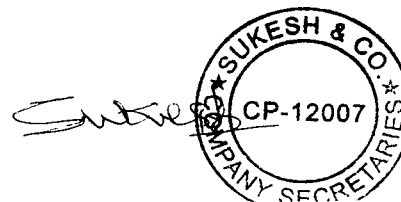
| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes |
|--------------------------------------------------------------|------------------------------|----------------------------------|
| NIL | NIL | NIL |

(III) Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------|------------------------------------|
| NIL | NIL |

Total:

| | Voted in favour | Voted against | Invalid votes |
|----------------|-----------------|---------------|---------------|
| Total votes | 15012238 | NIL | NIL |
| % of total no. | 100% | NIL | NIL |



c) As an ordinary resolution- Item No.3 passed with requisite majority

APPOINTMENT OF MR. RAJIV KUMAR AS AN INDEPENDENT DIRECTOR

• E-Voting process:

(I) Voted in favour of the resolution

| Number of members who voted (in person or by proxy) | Number of votes cast by them | % of total number of valid votes |
|-----------------------------------------------------|------------------------------|----------------------------------|
| 15 | 14938884 | 100% |

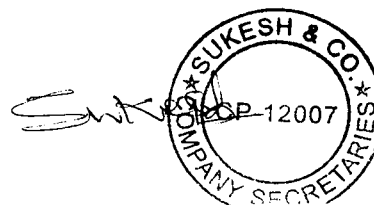
(II) Voted against the resolution:

| Number of members who voted (in person or by proxy) | Number of votes cast by them | % of total number of valid votes |
|-----------------------------------------------------|------------------------------|----------------------------------|
| NIL | NIL | NIL |

(III) Abstained from Voting:

| Number of members who abstained from voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes |
|---------------------------------------------------------------------|------------------------------|----------------------------------|
| NIL | NIL | NIL |

Poll taken at the Meeting:



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MOB- 9911971666, 9467170666

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ADV.CSSUKESH_SAINI@REDIFF.COM

PAN-BPWPS9585L

(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 |
|--------------------------------------------------------------|------------------------------|----------------------------------|
| | | |

(II) Voted against the resolution:

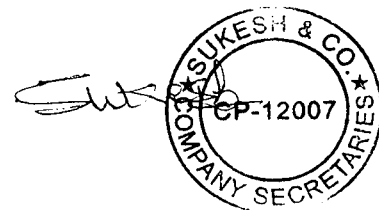
| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes |
|--------------------------------------------------------------|------------------------------|----------------------------------|
| NIL | NIL | NIL |

(III) Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------|------------------------------------|
| NIL | NIL |

Total:

| | Voted in favour | Voted against | Invalid votes |
|----------------|-----------------|---------------|---------------|
| Total votes | 15012238 | NIL | NIL |
| % of total no. | 100% | NIL | NIL |



d) As an ordinary resolution- Item No.4 passed with requisite majority

APPOINTMENT OF MR. AMAR SARIN AS AN INDEPENDENT DIRECTOR

• E-Voting process:

(I) Voted in favour of the resolution

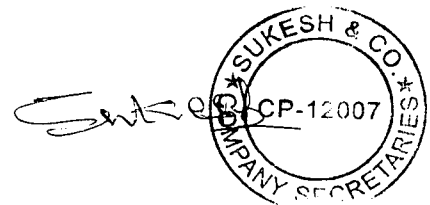
| Number of members who voted (in person or by proxy) | Number of votes cast by them | % of total number of valid votes |
|-----------------------------------------------------|------------------------------|----------------------------------|
| 15 | 14938884 | 100% |

(II) Voted against the resolution:

| Number of members who voted (in person or by proxy) | Number of votes cast by them | % of total number of valid votes |
|-----------------------------------------------------|------------------------------|----------------------------------|
| NIL | NIL | NIL |

(III) Abstained from Voting:

| Number of members who abstained from voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes |
|---------------------------------------------------------------------|------------------------------|----------------------------------|
| NIL | NIL | NIL |



Off- 0124-4233205

MOB- 9911971666, 9467170666

E-MAIL- ADV.CSSUKESHSAINI@YAHOO.IN

ADV.CSSUKESH_SAINI@REDIFF.COM

• Poll taken at the Meeting:

(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 |
|--------------------------------------------------------------|------------------------------|----------------------------------|
| 34 | 73354 | 100% |

(II) Voted against the resolution:

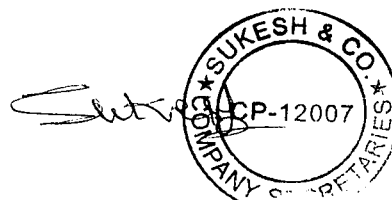
| Number of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes |
|--------------------------------------------------------------|------------------------------|----------------------------------|
| NIL | NIL | NIL |

(III) Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------|------------------------------------|
| NIL | NIL |

Total:

| | Voted in favour | Voted against | Invalid votes |
|----------------|-----------------|---------------|---------------|
| Total votes | 15012238 | NIL | NIL |
| % of total no. | 100% | NIL | NIL |



e) As an ordinary resolution- Item No.5 passed with requisite majority

**REGULARIZATION OF APPOINTMENT OF MR. AYUB YAUGAUNG YOUNES
(ADDITIONAL DIRECTOR) AS A NON-EXECUTIVE DIRECTOR LIABLE TO BE
RETIRED BY ROTATION**

• E-Voting process:

(I) Voted in favour of the resolution

| Number of members who voted (in person or by proxy) | Number of votes cast by them | % of total number of valid votes |
|-----------------------------------------------------|------------------------------|----------------------------------|
| 15 | 14938884 | 100% |

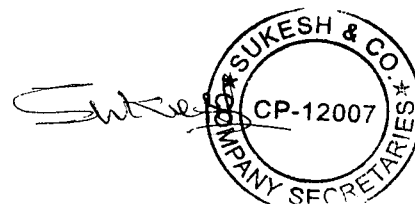
(II) Voted against the resolution:

| Number of members who voted (in person or by proxy) | Number of votes cast by them | % of total number of valid votes |
|-----------------------------------------------------|------------------------------|----------------------------------|
| NIL | NIL | NIL |

(III) Abstained from Voting:

| Number of members who abstained from voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes |
|---------------------------------------------------------------------|------------------------------|----------------------------------|
| NIL | NIL | NIL |

• Poll taken at the Meeting:



Off- 0124-4233205

MOB- 9911971666, 9467170666

E-MAIL- ADV.CSSUKESHSAINI@YAHOO.IN

ADV.CSSUKESH_SAINI@REDIFF.COM

(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 |
|--------------------------------------------------------------|------------------------------|----------------------------------|
| 34 | 73354 | 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 |
|--------------------------------------------------------------|------------------------------|----------------------------------|
| NIL | NIL | NIL |

(III) Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|-----------------------------------------------------------------------------------|------------------------------------|
| NIL | NIL |

Total:

| | Voted in favour | Voted against | Invalid votes |
|----------------|-----------------|---------------|---------------|
| Total votes | 15012238 | NIL | NIL |
| % of total no. | 100% | NIL | NIL |

Note: The figures in percentage have been calculated and rounded off.

5. A Compact Disc (CD) containing an exhaustive details of the voting patterns of each of the aforementioned resolutions for both the e-Voting process and the poll taken at the Meeting is enclosed.

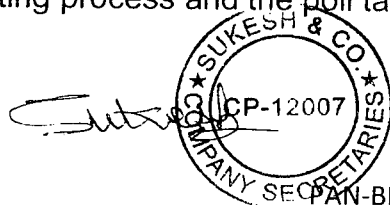
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SUKESH & CO.
COMPANY SECRETARIES

84, KIRTI NAGAR, JHARSA ROAD
NEAR- SECTOR 15 PART 1,
GURGAON-122001

6. The electronic data alongwith the poll papers and all other relevant records relating to the e-Voting process and the poll taken at the Meeting were sealed and handed over to the Company Secretary for safe keeping.

Thanking you
FOR SUKESH & CO.
COMPANY SECRETARIES

Sukesh

CS SUKESH
CP-12007



Place:- Gurgaon
Date:-29-09-2014

Off- 0124-4233205

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ADV.CSSUKESH_SAINI@REDIFF.COM

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