



RAMA VISION LIMITED

CERTIFIED TRUE COPY OF THE MINUTES OF THE TWENTY FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS/SHAREHOLDER OF RAMA VISION LIMITED HELD ON TUESDAY THE 30TH DAY OF SEPTEMBER, 2014 AT 12.30 P.M. AT HOTEL FORTUNNE, OPPOSITE AVAS VIKAS GATE, BAREILLY ROAD, KICHHA, DISTT. UDHAM SINGH NAGAR, UTTARAKHAND – 263148.

PRESENT:

Mr. Satish Jain (DIN: 00052215) : **Chairman and Managing Director of the Company**

Also as one of the member/authorized representative of Stakeholders Relationship Committee, as both Mr. S.S.L. Gupta and Mr. S.L. Baluja, other members of the said Committee were not medically fit to attend the AGM.

Mr. Arhant Jain (DIN: 00885159) : **Director Marketing**
Whole Time Director of the Company

Mr. Govind Prasad Agrawal : **Independent Director**
(DIN: 00008429)
Also as a Chairman of Nomination and Remuneration Committee and as a member/authorized representative of Audit Committee, as Mr. S.S.L. Gupta, Chairman of the Audit Committee, was not medically fit to attend the AGM.

Mr. Raj Kumar Sehgal : **GM (Legal) and Company Secretary**

31 Members were present in person and 1 members was present through Proxy.

In accordance with Articles of Association of the Company, Mr. Satish Jain, Chairman of the Company took the Chair.

The following document and Registers were placed on the table and kept open for inspection throughout the meeting:

- (a) Notice convening 25th Annual General Meeting.
- (b) Directors Report along with Annexures thereto for the Financial Year ended 31st March, 2014.
- (c) The Audited Accounts and Auditors' Report thereon for the Financial Year ended 31st March, 2014.
- (d) Proxy Register with one valid Proxy lodged with the Company in connection with the 25th Annual General Meeting (remained open for inspection during the meeting).
- (e) Register of Directors and Key managerial Personnel and their Shareholdings (remained open for inspection during the meeting).
- (f) Existing and proposed Articles of Association of the Company.
- (g) Draft Appointment letter of persons proposed to be appointed as Independent Directors.
- (h) The Register of Contracts and Arrangements in which Directors and KMPs are interested (remained open for inspection during the meeting).

At 12.30 P.M. the Chairman commenced the meeting by welcoming the Members to 25th Annual General Meeting (AGM). The Chairman announced that the requisite quorum was present and he called the meeting in order.

The Chairman then introduced the other persons present on the dais.

The Chairman then announced that until 48 hours before the time of commencement of the Annual General Meeting, 1 valid proxy covering 800 (Eight Hundred Only) equity shares of Rs. 10/- each and 2 (Two) representation under Section 113 of the Companies Act, 2013 from Bodies Corporate namely A.U.S. Finance and Investment Private Limited and RVL Finance and Investment Private Limited holding 1512500 and 1533086 Equity Shares of Rs. 10/- each respectively, had been received and the same were laid on the table.

Thereafter the Chairman commenced the formal agenda of the AGM and with the consent of the Members present, the Notice convening the meeting, the Director's Report along with Annexures thereto and the Annual Accounts for the financial year ended 31st March, 2014 were taken as read.

The Auditor's Report on the Annual Accounts for the Financial Year ended 31st March, 2014, was read by Mr. Raj Kumar Sehgal.

Thereafter the Chairman informed the members that since there were no qualifications, observations or comments on financial transactions or matters, which had adverse effect on the functioning of the Company, the auditors of the Company were given exemption by the Management from attending the AGM.



The Chairman then informed the members that the Companies Act, 2013 had come into effect from 01st April, 2014 and had brought about several changes in the procedure of conduct of AGM including changes in voting procedure at the Annual General Meeting. The Chairman requested Mr. Raj Kumar Sehgal, GM (Legal) and Company Secretary to brief the members about the voting procedure at the AGM.

Mr. Raj Kumar Sehgal stated that considering all the Statutory requirements, both under the Companies Act, 2013 and Listing Agreement, the Company had decided to follow a process that ensured larger participation and also provide equal opportunity to all the Members in the voting process at the Annual General Meeting. It was stated that the Company had provided the facility of e-voting to the Members to enable them to cast their vote electronically. He informed the Members that until the last year, the consent on the resolution proposed in the Annual General Meeting was taken by voting by show of hand. In line with the regulatory changes during the year, voting by show of hand was not permitted where e-voting was offered to the Members. Therefore, the voting at the Annual General Meeting would be conducted by Poll through Ballot Paper.

Mr. Raj Kumar Sehgal informed the Members that those Members who had not cast their vote through e-voting process would be provided the facility to cast vote by Poll through Ballot Paper. To scrutinize the Poll process, the Chairman appointed Mr. Gurminder Dharmi, who has already passed the Company Secretary examination. Thereafter Mr. Raj Kumar Sehgal explained the manner and procedure of Poll to the Shareholders.

Mr. Raj Kumar Sehgal then informed the Shareholders about the revised flow of events at the Annual General Meeting and stated that after the Chairman's Speech, the Chairman would first move all the resolutions as set out in the Notice of the Annual General Meeting and then, in accordance with Section 109 of the Companies Act, 2013 would order for Poll to be conducted on every item of the Agenda post which, the question & answer session would be commenced. The Chairman stated that on conclusion of the question & answer session, the Shareholders may cast their vote through poll and that the combined results of e-voting and Poll would be displayed on the website of the Company and the Stock Exchange.

The Shareholder gave their consent to the said flow of the Annual General Meeting proceedings and thereafter the Chairman, Mr. Satish Jain read the Chairman's Speech.

The Chairman then took up the official business of the meeting.



ADOPTION OF ANNUAL REPORT AND ACCOUNTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2014

The Chairman took up the first item of the Agenda and with the consent of the members present, the Ordinary Resolution for item no. 1 of the Notice pertaining to adoption of Reports and Accounts for the financial year ended 31st March, 2014 was taken as read. The resolution for item no. 1 read as follows:

“RESOLVED THAT Audited Statement of Profit and Loss for the financial year ended 31st March, 2014, Balance Sheet as on that day, the Auditor's Report and the Director's Report, as circulated to the Shareholders and laid before the meeting, be received, considered and adopted.”

The above resolution was proposed by Ms. Mukta Sharma and seconded by Mr. Sanjay Aggrawal.

RE-ELECTION OF DIRECTORS

The Chairman stated that as per the Article of Association of the Company 2/3rd of the total number of Directors retire at the Annual General Meeting every year.

The Chairman stated that Mr. Arhant Jain would retire in accordance with the provision of Companies Act, 2013 and being eligible, offered himself for re-appointment.

With the consent of the Members present, the Ordinary Resolution for item no. 2 of the Notice pertaining to re-appointment of Mr. Arhant Jain was taken as read. The resolution for item no. 2 read as follows:

“RESOLVED THAT Mr. Arhant Jain, the retiring Director be and is hereby Re-appointed as a Director of the Company.”

The above resolution was proposed by Mrs. Mukta Sharma and seconded by Mr. Ranjeet Singh.

APPOINTMENT OF AUDITORS AND FIXATION OF THEIR REMUNERATION

The Chairman informed that the tenure of Statutory Auditors would expire upon the conclusion 25th Annual General Meeting. He then took up the Item No. 3 of the Notice regarding Appointment of M/s B. K. Shroff & Co., Chartered Accountant from conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and fixing their remuneration.



With the consent of the members present, the Ordinary Resolution for item no. 3 of the Notice pertaining to appointment of M/s B. K. Shroff & Co., Chartered Accountants was taken as read. The resolution for item no. 3 read as follows:

"RESOLVED THAT M/s B.K. Shroff & Co., Chartered Accountants, be and are hereby reappointed as auditors of the company to hold office from the conclusion of 25th Annual General Meeting until the conclusion of 26th Annual General Meeting at a remuneration as fixed by the Board of Directors of the Company."

The above resolution was proposed by Mr. Ranjeet Singh and seconded by Mr. Arhant Jain.

RE-APPOINTMENT AND INCREASE IN REMUNERATION OF MR. SATISH JAIN AS MANAGING DIRECTOR OF THE COMPANY

The Chairman informed the Shareholders that the item no. 4 was concerning the re-appointment of Mr. Satish Jain as Managing Director of the Company, in accordance with the Companies Act, 2013.

With the consent of the Members present, the Special Resolution for item no. 4 of the Notice pertaining to re-appointment of Mr. Satish Jain as Managing Director of the Company was taken as read. The resolution for item no. 3 read as follows:

"RESOLVED THAT pursuant to provisions of Articles of Association of the Company and Section 196, 197 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to approval of other authorities including Central Government, if any, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Company be and is hereby accorded to the re-appointment of Mr. Satish Jain as Managing Director in the category of KMP of the Company for a period of five years, with effect from 01st July, 2014 to 30th June, 2019, at a remuneration and on the terms and conditions, as set out in the Explanatory Statement to this resolution, with liberty to the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee constituted by the Board) to alter and/or vary the terms and conditions of the said re-appointment in such form and manner or with such modification as the Board may deem fit.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification or relaxation by the Central Government to Schedule V of the Companies Act, 2013 the Board of Directors be and is hereby authorized to vary or increase the remuneration, including salary, perquisites, allowances etc. to Mr. Satish Jain within such prescribed limit or ceiling as revised and on the terms and



conditions of appointment as agreed between the Company and Mr. Satish Jain be suitably amended to give effect to such modification, relaxation or variation without any further reference to the Company in the General Meeting.

RESOLVED FURTHER THAT Mr. Satish Jain shall be liable to retire by rotation and any re-appointment due to rotation shall not break his term as a Managing Director.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary or desirable to give effect to the aforesaid resolution."

The above resolution was proposed by Mr. Raj Kumar Sehgal and seconded by Mr. Vinit Shangle.

FIXATION OF TERM OF MR. ARHANT JAIN FOR A PERIOD OF 5 YEARS

The Chairman informed the Shareholders that the item no. 5 was concerning the fixation of term of Mr. Arhant Jain for a period of five years in accordance with the Companies Act, 2013.

With the consent of the Members present, the Special Resolution for item no. 5 of the Notice pertaining to fixation of term of Mr. Arhant Jain for the period of five years was taken as read. The resolution at item No. 5 read as follows:

"RESOLVED THAT pursuant to the provisions of Section 196 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to approval of other authorities including Central Government, if any, the term of Mr. Arhant Jain, designated as Director-Marketing, a Whole Time Director, be and is hereby fixed for a period of 5 years w.e.f. 01.07.2014 to 30.06.2019 on the same terms and conditions and remuneration as already approved by the Remuneration Committee, Board of Directors and Shareholders in their respective meeting.

RESOLVED FURTHER THAT Mr. Arhant Jain shall be liable to retire by rotation and any re-appointment due to rotation shall not break his term as a Whole Time Director.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary or desirable to give effect to the aforesaid resolution."



The above resolution was proposed by Mr. Raj Kumar Sehgal and seconded by Mrs. Mukta Sharma.

APPOINTMENT OF INDEPENDENT DIRECTORS OF THE COMPANY

The Chairman informed the Shareholders that the item nos. 6 to 9 were concerning the appointment of Mr. Sudarshan Lal Baluja, Mr. Govind Prasad Agrawal, Mr. Shyam Sundar Lal Gupta and Ms. Neha Gupta as an Independent Directors of the Company, in accordance with the provisions of Companies Act, 2013.

With the consent of the Members present, the Ordinary Resolution for item nos. 6 to 9 of the Notice pertaining to appointment of Mr. Sudarshan Lal Baluja, Mr. Govind Prasad Agrawal, Mr. Shyam Sundar Lal Gupta, Ms. Neha Gupta as an Independent Director of the Company was taken as read.

The resolution set at item no. 6 of the Notice read as follows:

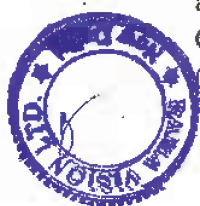
“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Sudarshan Lal Baluja, (holding DIN 00184997), who was appointed as a Director, liable to retire by rotation at this AGM and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 29th September, 2019, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary or desirable to give effect to the aforesaid resolution.”

The above resolution was proposed by Mr. Udit Jain and seconded by Mr. Raj Kumar Sehgal.

The resolution set at item no. 7 of the Notice read as follows:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Govind Prasad Agrawal, (holding DIN 00008429), who was appointed as a Director, liable to retire by rotation at this AGM



and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 29th September, 2019, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary or desirable to give effect to the aforesaid resolution.”

The above resolution was proposed by Mr. K C Kandpal and seconded by Mr. Raj Kumar Sehgal.

The resolution set at item no. 8 of the Notice read as follows:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Shyam Sundar Lal Gupta, (holding DIN 00044635), who was appointed as a Director and whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 29th September, 2019, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary or desirable to give effect to the aforesaid resolution.”

The resolution was proposed by Mrs. Mukta Sharma and seconded by Mr. Arvind Mehto.

The resolution set at item no. 9 of the Notice read as follows:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Ms. Neha Gupta (holding DIN 06940206), who was appointed as an Additional Director with effect from 11th August, 2014 by the Board of Directors of the Company and who holds office until the date of the AGM,



in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 29th September, 2019, not liable to retire by rotation.

The resolution was proposed by Mr. Ranjeet Singh and seconded by Mrs. Mukta Sharma.

ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY

The Chairman informed the Shareholders that the item no. 10 was related to the adoption of new set of Articles of Association of the Company to the substitution and to the entire exclusion of earlier Articles of Association of the Company.

With the consent of the Members present, the Special Resolution for item no. 10 of the Notice regarding alteration of Article of Association of the Company was taken as read. The resolution at item no. 10 read as follows:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association, as placed before the meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary or desirable to give effect to the aforesaid resolution.”

The resolution was proposed by Mr. Udit Jain and seconded by Mr. Arhant Jain.

CHANGE THE PLACE OF KEEPING REGISTER OF MEMBERS AND COPIES OF ANNUAL REPORT

The Chairman informed the Shareholders that the item no. 11 was related to change of place of keeping Register of Members and copies of Annual Report.

With the consent of the Members present, the Special Resolution for item no. 11 of the Notice related to change of place of keeping Register of Members and copies of Annual Report was taken as read. The resolution at item no. 11 read as follows:



“RESOLVED THAT pursuant to the provisions of Section 88, 92, 94 and all other applicable provisions of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to keep the Register of Members of the Company at the office of RTA, M/s Link Intime India Private Limited at their Delhi Office at 44, Community Centre, Phase-I, Near PVR, Naraina Industrial Area, New Delhi – 110028.

RESOLVED FURTHER THAT the consent of the Company, be and is hereby accorded to keep the copies of Annual Return at the Corporate Office of the Company at Rama House, 23, Najafgarh Road Industrial Area, Shivaji Marg, New Delhi – 110015.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary or desirable to give effect to the aforesaid resolution.”

The resolution was proposed by Mr. Udit Jain and seconded by Mr. Raj Kumar Sehgal.

APPOINTMENT OF MR. UDIT JAIN AS EXECUTIVE - BUSINESS DEVELOPMENT

The Chairman informed the Shareholders that the item no. 12 were related to the appointment of Mr. Udit Jain as Executive - Business Development in accordance with the provisions of Companies Act, 2013.

With the consent of the Members present, the Special Resolution for item no. 12 of the Notice pertaining to appointment of Mr. Udit Jain as Executive - Business Development was taken as read. The resolution at item no. 12 read as follows:

“RESOLVED THAT in supersession of the earlier resolution passed in this regard and pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to the appointment of Mr. Udit Jain as Executive-Business Development w.e.f. 01st August, 2014 on a remuneration and on the terms and conditions as set out in the Explanatory Statement annexed to the notice of the AGM with liberty to the Board of Directors (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee constituted by the Board) to alter and vary the terms and conditions of the said appointment in such form and manner or with such modification as the Board may deem fit and agreed to by Mr. Udit Jain.



RESOLVED FURTHER THAT in the event of any statutory amendment or modification or relaxation by the Central Government to Section 188 of the Companies Act, 2013 and Companies (Meetings of Board and its Powers) Rules, 2014, the Board of Directors be and is hereby authorized to vary or increase the remuneration, including salary, perquisites, allowances etc. to Mr. Udit Jain within such prescribed limit or ceiling as revised and on the terms and conditions of appointment as agreed between the Company and Mr. Udit Jain be suitably amended to give effect to such modification, relaxation or variation without any further reference to the Company in the General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary or desirable to give effect to the aforesaid resolution."

The resolution was proposed by Mrs. Mukta Sharma and seconded by Mr. Raj Kumar Sehgal.

After the resolutions moved, proposed and seconded, in accordance with the provisions of Section 109 of the Companies Act, 2013, the Chairman ordered for Poll to be taken on all the resolutions forming part of Notice. The Chairman then invited Members (other than those present by proxy) to make comments, offer suggestions and seek clarification.

The Chairman invited Mr. Gurminder Dhami, Scrutinizer to conduct the Poll process by distributing the Ballot Paper in MGT-12 to allow the Members who have not casted their votes through e-voting to exercise their vote in respect of items set out in the Notice of 25th Annual General Meeting. The Members was requested to fill the Ballot Paper Properly and put the same in the Ballot Box.

After providing all the information to the Members regarding the voting process, the Chairman handed over the Poll process to the Scrutinizer and sated that the combined Results of e-voting done previously and Poll would be announced on the website of the Company and also on the website of the Stock Exchange.

The Chairman stated that the meeting would stand concluded when the last vote was cast and after voting, the Ballot Box was sealed and thereafter requested all the Shareholders to have Tea & Snacks.

One of the Shareholders gave vote of thanks to the Chairman.

The meeting was concluded when the last vote was cast.



The consolidated results of the e-voting and Poll were declared by the Company on 01st of October, 2014 on the website of the Stock Exchange, the details of results declared are enclosed as Annexure 1 to the Minutes.

Place : New Delhi

Dated : 28.10.2014

Sd/-

(Satish Jain)

CHAIRMAN OF THE COMPANY

Certified True Copy

For RAMA VISION LIMITED



(RAJ KUMAR SEHGAL)

GM (LEGAL) AND COMPANY SECRETARY



Ashu Gupta & Co.

Company Secretaries

Scrutinizer Report

(Pursuant to Section 108 of the Companies Act, 2013
read with Rule 20 of the Companies (Management and Administration) Rules, 2014)

To,
Mr. Satish Jain,
Chairman,
Rama Vision Limited,
Rama House, 23, Najafgarh Road,
Industrial Area, Shivaji Marg
New Delhi-110015

Sir,

**SUB: Scrutinizer's Report on E-voting conducted in connection with the
Company's 25th Annual General Meeting to be held on 30th September, 2014**

The Board of Directors of the Company has passed a resolution on 28.05.2014 and decided to provide to the members of the Company, a facility to exercise their votes on the resolution(s) as set out in the notice of the 25th AGM to be held on 30th September, 2014 by way of electronic means as required under the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

I Ashu Gupta, Company Secretary in Practice have been appointed by the Board of Directors of Rama Vision Limited as the scrutinizer pursuant to the provision of Section 108 of the Companies Act, 2013 read with Rule 20(ix) of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the aforesaid voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting for passing of resolutions as contained in the notice convening the 25th Annual General Meeting of the Company to be held on 30th September, 2014 at Hotel Fortune, Opposite Avas Vikas Gate, Bareilly Road, Kichha Distt. Udham Singh Nagar, Uttarakhand- 263148.

The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the notice of the 25th Annual General Meeting of the members of the company. My responsibility as the scrutinizer for e-voting process, is restricted to make



Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the result of e-voting service provided by CDSL (Central Depository Services (India) Limited), the authorized agency to provide e-voting facilities, engaged by the Company.

The notice dated 11th August, 2014 convening the 25th Annual General Meeting of the company to be held on 30th September, 2014 along with the statement setting out material facts under section 102 of the Companies Act, 2013 were sent to the members of the company.

The members of the Company holding shares on the "cut-off date" i.e 29th August, 2014, were entitled to vote on the resolutions proposed as set out in the notice of the 25th Annual General Meeting.

In this regard, I submit my report as under:

1. On the basis of the Register of members and the list of beneficial owners made available by Link Intime India Private Limited (RTA), as on 29th August, 2014 for the purpose of e-voting, the company completed dispatch of notice of e-voting:

- By e-mail to 1628 members who had registered their e-mail id's with the company on 03.09.2014; and
- By courier to 14658, by speed post to NIL and by registered post to NIL members i.e. a total of 14658 members in physical form on 02.09.2014.

2. The e-voting period remained open from 22nd September, 2014 at 9:30 A.M. to 24th September, 2014 at 6:00 P.M.

The votes cast were unblocked on 25th September, 2014 at 12:30 P.M. in the presence of two witnesses, Ms. Shubhangi Aggarwal and Ms. Surbhi Maheshwari, who are not in the employment of the Company and who have signed below as confirmation to unblocking of the votes.

Signature: 
Name Shubhangi Aggarwal

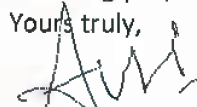
Signature: 
Name- Surbhi Maheshwari

3. The details containing list of shareholder who voted "for" or "against" or whose votes were considered as "Invalid" for each of the resolutions that were put to vote were generated from the e-voting website of Central Depository Services Limited i.e. www.evotingindia.com and based on such Reports generated the result of voting which is attached herewith as an Annexure.



4. Pursuant to clause 35B of the Listing Agreement entered by the Company, the Company has provided the facility of voting through the physical ballot from to those members who do not have access to the e-voting facility.
5. We have scrutinized the votes cast through electronic means only for the purpose of this report.
6. The particulars of all the electronic votes cast by the members through e-voting process have been recorded in a register separately maintained for the purpose.
7. Based on the results made available, 35 members have casted their votes on the 12 agenda items contained in the notice and the details of e-voting is as per annexure attached herewith.
8. The register, all other papers and relevant records relating to voting shall remain in our custody under our observation until the chairman consider, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company for safe custody.

Thanking you,
Yours truly,



Ashu Gupta
Practising Company Secretary
Membership No.- 4123
C.P. No. 6646



Date: 26TH September, 2014

Annexure To Scrutinizer's Report on E- Voting

Result Of Voting

Resolution No	Subject of Resolution	Type of Resolution	Differential Voting Rights	Valid Votes					Invalid Votes			
				Votes in Favour (assent)			Votes casted Against (dissent)		Total valid Votes cast	No. of Members whose votes were declared invalid	No. of Invalid votes cast	
				No. of Member	No. of Vote cast	% of total no of valid votes cast	No. of Member	No. of Vote cast				% of total no of valid votes cast
1	To receive, consider and adopt the Audited Balance Sheet as at 31 st March, 2014 and the Profit & Loss Account for the Financial Year ended on that date together with the Directors' Report and Statutory Auditors' Report thereon	Ordinary	NIL	35	5159676	100.00	0	0	0	5159676	0	0
2	To appoint Director in place of Mr. Arhant Jain, who retires by rotation and being eligible, offers himself for re-appointment	Ordinary	NIL	34	4711571	100.00	0	0	0	4711571	1	448105
3	To appoint M/s B. K. Shroff & Co, Chartered Accountants (firm registration no. 302166E) as Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the 27 th Annual General Meeting to be held in the Financial year 2016-17 subject to annual ratification by the members at the Annual General Meeting in accordance with the provisions of Section 139 of the Companies Act, 2013 and rules there under at such remuneration as shall be fixed by the Board of Directors of the Company	Ordinary	NIL	35	5159676	100.00	0	0	0	5159676	0	0



4	Re-appointment of Mr. Satish Jain as Managing Director in the category of KMP	Special	NIL	34	4461386	100.00	0	0	0	0	4461386	1	698290
5	To fix terms & conditions and remuneration of Mr. Arhant Jain	Special	NIL	34	4711571	100.00	0	0	0	0	4711571	1	448105
6	To appoint Mr. Sudarshan Lal Baluja(DIN-00184997) as Independent Director	Ordinary	NIL	35	5159676	100.00	0	0	0	0	5159676	0	0
7	To appoint Mr. Govind Prasad Agrawal(DIN- 00008429) as Independent Director	Ordinary	NIL	35	5159676	100.00	0	0	0	0	5159676	0	0
8	To appoint Mr. Shyam Sunder(DIN- 00044635) as Independent Director	Ordinary	NIL	35	5159676	100.00	0	0	0	0	5159676	0	0
9	To appoint Ms. Neha Gupta(DIN- 06940206) as additional Director	Ordinary	NIL	35	5159676	100.00	0	0	0	0	5159676	0	0
10	To Exclude draft regulations contained in Articles of Association	Special	NIL	35	5159676	100.00	0	0	0	0	5159676	0	0
11	To keep Register of Members of the company at the office of RTA	Special	NIL	35	5159676	100.00	0	0	0	0	5159676	0	0
12	To alter the terms of Appointment of Mr. Udit Jain	Special	NIL	34	4713987	100.00	0	0	0	0	4713987	1	445689
	Total No. of Equity Shares	10026266											

