

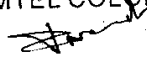
PROCEEDINGS OF ANNUAL GENERAL MEETING.

1	Name of the Company	SAMTEL COLOR LIMITED
2	Date of the AGM	Tuesday, the 30 th September, 2014
3	Total number of Shareholders as on record date / cut-off date for e-voting purpose June 27 th 2014	25905
4	No. of shareholders present in the meeting either in person or through proxy	85
	Promoters and Promoters Group	5
	Public	80
5	No. of Shareholders attended the meeting through Video Conferencing	Nil
	Promoters and Promoters Group	Nil
	Public	Nil

6. Details of Agenda:

Item No.	Type of Resolution	Resolution	Mode of Voting (unanimously by raising Hand / Ballot / E-Voting)
1	Ordinary	Adoption of audited Balance Sheet as at March 31, 2014 , the statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors and Auditors thereon.	unanimously by raising Hand
2	Ordinary	Re-appointment of Shri Satish K Kaura (holding DIN 00011202), as a Direct, who retires by rotation.	unanimously by raising Hand
3	Ordinary	Appointment of M/s. S S Kothari Mehta & Co., Chartered Accountants, New Delhi (Firm Registration No. 000756N) as statutory auditors of the Company for a fourth consecutive AGM and to fix their remuneration.	unanimously by raising Hand
4	Special	Appointment & confirm Mr. Uday Sethi (DIN 06944469) as a Director	unanimously by raising Hand
5	Special	Appointment & confirm Mr. S P Gugnani (DIN 00901410) as an independent Director of the company and to hold office for 5 consecutive years for a term up to 31st March,2019 in pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013.	unanimously by raising Hand
6	Special	Appointment & confirm Shri Uday Sethi (holding DIN	unanimously

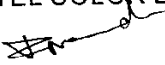
For SAMTEL COLOR LIMITED


Prabhat K Nanda
Company Secretary

		06944469), as an independent Director of the Company and to hold office for 5 consecutive years for a term up to 31st March, 2019 in pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013.	by raising Hand
7	Special	Ratifies the Investments made, Inter-Corporate Loans/Loans/Guarantees/Securities given to all Body Corporate(s) including WOS, Subsidiaries, JVs and Others from time to time of Rs.25.17 crs. upto 31st March, 2014 in pursuant to provisions of Section 186 and Rule 13 of the Companies (Meetings of Board and its Powers) Rules, 2014 and that the Board be and is hereby authorized to agree, make and accept all such terms, conditions alteration(s), modification(s) deeds and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto.	unanimously by raising Hand
8	Special	To enter into contracts and/or arrangements with Related Parties as defined under the Act with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, property of any kind, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate Company or any other transaction of whatever nature with Related Parties in pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and subject to such approvals, consents, sanctions and permissions as may be necessary.	unanimously by raising Hand
9	Special	To keep all registers /returns required to be maintained by a Company under Section 88 & 92 at the office of MAS Services Limited, Registrar and Shares Transfer Agent of the Company, with immediate effect pursuant to Section 88, 92 and 94 of the Companies Act, 2013 ("Act") read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force)	unanimously by raising Hand

For details of the said results pursuant to e-voting, physical ballot and ballot at AGM, please refer annexure attached in the prescribed format. Annexure A.

For SAMTEL COLOR LIMITED


Prabhat K Nanda
Company Secretary

A. Adoption of audited Balance Sheet as at March 31, 2014, the statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors and Auditors thereon.

Category of Shareholders	Nos. of shares held	Nos. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on Votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=2/1*100	(4)	(5)	(6)=4/2*100	(7)=5/2*100
Promoters & Promoters Group	24665890	24665890	100	24665890	0	100	0
Public - Insttl. holders	31159070	0	0	0	0	0	0
Public - Others	29667637	986	0.003	986	0	100	0
Total	85492597	24666876	28.85	24666876	0	100	0

B. Re-appointment of Shri Satish K. Kaura (holding DIN 00011202), as a Director, who retires by rotation.

Category of Shareholders	Nos. of shares held	Nos. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on Votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=2/1*100	(4)	(5)	(6)=4/2*100	(7)=5/2*100
Promoters & Promoters Group	24665890	24665890	100	24665890	0	100	0
Public - Insttl. holders	31159070	0	0	0	0	0	0
Public - Others	29667637	986	0.003	986	0	100	0
Total	85492597	24666876	28.85	24666876	0	100	0

C. Appointment of M/s. S S Kothari Mehta & Co., Chartered Accountants, New Delhi (Firm Registration No. 000756N) as statutory auditors of the Company for a fourth consecutive AGM and to fix their remuneration for 2014-15.

Category of Shareholders	Nos. of shares held	Nos. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on Votes polled	% of Votes against on votes polled
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Public - Insttl. holders	31159070	0	0	0	0	0	0
Public - Others	29667637	986	0.003	986	0	100	0
Total	85492597	24666876	28.85	24666876	0	100	0

For SAMTEL COLOR LIMITED

Prabhat K Nanda
Company Secretary

D. Appoint & confirm Mr. Uday Sethi (DIN 06944469) as a Director.

Category of Shareholders	Nos. of shares held	Nos. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on Votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=2/1*100	(4)	(5)	(6)=4/2*100	(7)=5/2*100
Promoters & Promoters Group	24665890	24665890	100	24665890	0	100	0
Public – Insttl. holders	31159070	0	0	0	0	0	0
Public - Others	29667637	986	0.003	986	0	100	0
Total	85492597	24666876	28.85	24666876	0	100	0

E. Appoint & confirm Mr. S P Gugnani (DIN 00901410) as an independent Director of the company and to hold office for 5 consecutive years for a term up to 31st March, 2019 in pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013.

Category of Shareholders	Nos. of shares held	Nos. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on Votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=2/1*100	(4)	(5)	(6)=4/2*100	(7)=5/2*100
Promoters & Promoters Group	24665890	24665890	100	24665890	0	100	0
Public – Insttl. holders	31159070	0	0	0	0	0	0
Public - Others	29667637	986	0.003	986	0	100	0
Total	85492597	24666876	28.85	24666876	0	100	0

F. Appoint & confirm Shri Uday Sethi (holding DIN 06944469), as an independent Director of the Company and to hold office for 5 consecutive years for a term up to 31st March, 2019 in pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013.

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Promoters & Promoters Group	24665890	24665890	100	24665890	0	100	0

For SAMTEL COLOR LIMITED

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Public - Insttl. holders	31159070	0	0	0	0	0	0
Public - Others	29667637	986	0.003	986	0	100	0
Total	85492597	24666876	28.85	24666876	0	100	0

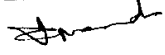
G. Ratifies the Investments made, Inter-Corporate Loans/Guarantees/Securities given to all Body Corporate(s) including WOS, Subsidiaries, JVs and Others from time to time of Rs.25.17 crores upto 31st March, 2014 in pursuant to provisions of Section 186 and Rule 13 of the Companies (Meetings of Board and its Powers) Rules, 2014 and that the Board be and is hereby authorized to agree, make and accept all such terms, conditions alteration(s), modification(s) deeds and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto.

Category of Shareholders	Nos. of shares held	Nos. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on Votes polled	% of Votes against on votes polled
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Public - Insttl. holders	31159070	0	0	0	0	0	0
Public - Others	29667637	986	0.003	986	0	100	0
Total	85492597	24666876	28.85	24666876	0	100	0

H. To enter into contracts and/or arrangements with Related Parties as defined under the Act with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, property of any kind, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate Company or any other transaction of whatever nature with Related Parties in pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and subject to such approvals, consents, sanctions and permissions as may be necessary.

Category of Shareholders	Nos. of shares held	Nos. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on Votes polled	% of Votes against on votes polled
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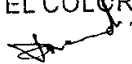
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	(1)	(2)	(3)	(4)	(5)	(6)	(7)
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