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TIMEX

TIMEX GROUP INDIA LIMITED

Studio No. 217, 2nd Floor,
International Home Deco Park,
Plot No. 7, Sector-127,
Noida - 201301, U.P. (India)
CIN NO. : L33301DL1988PLC033434
Tel. : 91-120-4741300
Fax : 91-120-4741440
Website : www.timexindia.com
E-mail : feedback@timexindia.com

16 August 2014

Bombay Stock Exchange Limited
PJ Towers, Rotunda Bldg.,
Dalal Street, Fort
Mumbai- 400 001

Dear Sir

We wish to inform you that the 26th Annual General Meeting (AGM) of the Company was held on 14th August 2014 at 4.30 P.M. at the Air Force Auditorium, Subroto Park, New Delhi 110010.

Pursuant to Clause 35B of the Listing Agreement and as per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, all the shareholders of the Company were given an opportunity to exercise their right to vote on all the resolutions set out in the Notice of the AGM through electronic voting (e-voting) during the period commencing from 8 August, 2014 9.00 am to 9 August, 2014 6.00 pm IST.

Further, the Company provided voting facility at the AGM venue through a physical ballot for those who had not exercised e-voting.


All the resolutions contained in the Notice of the aforementioned AGM were approved by requisite majority of shareholders. Accordingly all the resolutions were declared to be passed on 14th August 2014 which is the date of the Annual General Meeting.

In accordance with the Clause 35A of the Listing Agreement, please see enclosed the consolidated voting results in the prescribed format along with the scrutinizers report for e-voting and poll conducted through ballot forms at the AGM venue.

Kindly take the above information on record and acknowledge receipt.

Thanking you,

Your faithfully
For Timex Group India Limited


Shilpa Verma
Company Secretary

Details of Voting results in respect of 26th Annual General Meeting of Timex Group India Limited pursuant to Clause 35A of the Listing Agreement

Date of the AGM/EGM	14 th August 2014
Total number of shareholders on record date	69,495 (As on the cut-off date- 4 th July 2014)
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	20135
No. of Shareholders attended the meeting through Video Conferencing	No Video Conferencing
Promoters and Promoter Group:	
Public:	

Agenda-wise Results

In case of Poll/Postal ballot/E-voting:

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

1. Receive, consider and adopt the financial statement of the Company for the year ended 31 March 2014 and the Report of the Auditors and Directors thereon. (**ORDINARY RESOLUTION**)

Promoter/Public	No. of shares held (1) (Note A)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and Promoter Group	75645100	75645100	100.00	75645100	0	100	0
Public – Institutional Holders	285200	0	0	0	0	0	0
Public-Others	25019700	18988	00.08	18988	0	100	0
Total	100950000	75664088	74.95	75664088	0	100	0

2. Re-appointment of Mr. M.K. Bandyopadhyay, Director who retires by rotation. (ORDINARY RESOLUTION)

Promoter/Public	No. of shares held (1) (Note A)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	75645100	75645100	100.00	75645100	0	100	0
Public – Institutional Holders	285200	0	0	0	0	0	0
Public-Others	25019700	18988	00.08	17788	1200	93.68	6.32
Total	100950000	75664088	74.95	75662888	1200	99.99841	0.001586

3. Appointment of Auditors and fixing their Remuneration. (ORDINARY RESOLUTION)

Promoter/Public	No. of shares held (1) (Note A)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	75645100	75645100	100.00	75645100	0	100	0
Public – Institutional Holders	285200	0	0	0	0	0	0
Public-Others	25019700	18988	00.08	18988	0	100	0
Total	100950000	75664088	74.95	75664088	0	100	0

4. Appointment of Mr. Robert Obed Barberi (ORDINARY RESOLUTION)

Promoter/PUBLIC	No. of shares held (1) (Note A)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	75645100	75645100	100.00	75645100	0	100	0
Public – Institutional Holders	285200	0	0	0	0	0	0
Public-Others	25019700	18988	00.08	17788	1200	93.68	6.32
Total	100950000	75664088	74.95	7566288	1200	99.99841	0.001586

5. Appointment of Ms. Sharmila Sahai as a Director(ORDINARY RESOLUTION)

Promoter/PUBLIC	No. of shares held (1) (Note A)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	75645100	75645100	100.00	75645100	0	100	0
Public – Institutional Holders	285200	0	0	0	0	0	0
Public-Others	25019700	18988	00.08	17988	1000	94.73	5.27
Total	100950000	75664088	74.95	75663088	1000	99.9986	0.0013

6. Appointment of Mr. Anil Malhotra as a Director (ORDINARY RESOLUTION)

Promoter/PUBLIC	No. of shares held (1) (Note A)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	75645100	75645100	100.00	75645100	0	100	0
Public – Institutional Holders	285200	0	0	0	0	0	0
Public-Others	25019700	18988	00.08	17988	1000	94.73	5.27
Total	100950000	75664088	74.95	75663088	1000	99.9986	0.0013

7. Appointment of Ms. Gagan Singh as an Independent Director (ORDINARY RESOLUTION)

Promoter/PUBLIC	No. of shares held (1) (Note A)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	75645100	75645100	100.00	75645100	0	100	0
Public – Institutional Holders	285200	0	0	0	0	0	0
Public-Others	25019700	18988	00.08	17988	1000	94.73	5.27
Total	100950000	75664088	74.95	75663088	1000	99.9986	0.0013

8. Appointment of Mr. Bijou Kurien as an Independent Director (ORDINARY RESOLUTION)

Promoter/PUBLIC	No. of shares held (1) (Note A)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	75645100	75645100	100.00	75645100	0	100	0
Public – Institutional Holders	285200	0	0	0	0	0	0
Public-Others	25019700	18988	00.08	17988	1000	94.73	5.27
Total	100950000	75664088	74.95	75663088	1000	99.9986	0.0013

9. Appointment of Mr. Daya Dhaon as an Independent Director (ORDINARY RESOLUTION)

Promoter/PUBLIC	No. of shares held (1) (Note A)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	75645100	75645100	100.00	75645100	0	100	0
Public – Institutional Holders	285200	0	0	0	0	0	0
Public-Others	25019700	18988	00.08	17788	1200	93.68	6.32
Total	100950000	75664088	74.95	75662888	1200	99.99841	0.001586

10. Appointment of Mr. Pradeep Mukerjee as an Independent Director (ORDINARY RESOLUTION)

Promoter/PUBLIC	No. of shares held (1) (Note A)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	75645100	75645100	100.00	75645100	0	100	0
Public – Institutional Holders	285200	0	0	0	0	0	0
Public-Others	25019700	18988	00.08	17988	1000	94.73	5.27
Total	100950000	75664088	74.95	75663088	1000	99.9986	0.0013

11. Appointment of Mr. M.K. Bandyopadhyay as a Whole-Time Director (SPECIAL RESOLUTION)

Promoter/PUBLIC	No. of shares held (1) (Note A)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	75645100	75645100	100.00	75645100	0	100	0
Public – Institutional Holders	285200	0	0	0	0	0	0
Public-Others	25019700	18988	00.08	17788	1200	93.68	6.32
Total	100950000	75664088	74.95	75662888	1200	99.99841	0.001586

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CIN NO. : L33301DL1988PLC033434
Tel. : 91-120-4741300
Fax : 91-120-4741440
Website : www.timexindia.com
E-mail : feedback@timexindia.com

12. Contracts/ arrangement/ agreements between the Company and Related parties of the Company. (SPECIAL RESOLUTION)

Promoter/Public	No. of shares held (1) (Note A)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	75645100	0	0	0	0	0	0
Public – Institutional Holders	285200	0	0	0	0	0	0
Public-Others	25019700	18988	00.08	17988	1000	94.73	5.27
Total	100950000	18988	00.08	17988	1000	94.73	5.27

Note A: Holding is as on the cutoff date i.e. 4 July 2014

Note: All the aforesaid resolutions were passed by requisite majority

Report of Scrutinizer

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman
Timex Group India Limited
JA 1203, 12th Floor, DLF Tower A
Jasola, New Delhi-110025

Dear Sir,

I, Neelesh Kr. Jain, Practicing Company Secretary, had been appointed as Scrutinizer by the Board of Directors of Timex Group India Limited (the Company) vide Board Resolution dated 29.05.2014 for the purpose of scrutinizing the e-voting process in a fair and transparent manner in respect of the below mentioned resolutions deemed to be passed at the 26th Annual General Meeting of the Shareholders of the Company to be held on Thursday, August 14, 2014 at 4.30 P.M. at the Air Force Auditorium, Subroto Park, New Delhi-110010, submit my report as under:

1. The notice dated May 29, 2014 convening Annual General Meeting of the Company along with the statement under section 102 of the Companies Act, 2013, setting out the material facts and disclosures as required to be stated under Rule 20(3)(iii) and (iv) of the Companies (Management and Administration) Rules, 2014, was duly sent to the shareholders in respect to the below mentioned resolutions to be passed at the said Annual General Meeting to be held on August 14, 2014.
2. The Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the shareholders.
3. In accordance with the Notice sent to the shareholders of the Company and the advertisement published pursuant to Rule 20(3)(v) of the Companies (Management and Administration) Rules, 2014 on 21st July, 2014, the e-voting commenced at 9:00 AM on August 08, 2014 and remained open up to 6:00 PM on August 9, 2014.
4. The shareholders of the Company holding shares as on July 04, 2014 "cut off date" were entitled to vote on the proposed resolutions as set out in the Notice of the 26th Annual General Meeting of the Company.



5. The votes were unblocked at Scrutinizer's office at New Delhi in the presence of two witnesses, Ms. Nupur Gupta and Ms. Priya Bari who were not in the employment of the Company, and who have signed below as witness to the unblocking of the votes.
6. The e-voting results/list of shareholders who have voted "For" and "Against" were downloaded from the e-voting website of Central Depository Services (India) Limited (CDSL) and the same are being handed over to the Chairman.
7. The result of voting through electronic means in respect to the proposed resolutions is as under :

a) **Resolution-1 : Ordinary Resolution**

To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2014 and the Report of the Auditors and Directors thereon.

- i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them (shares)	% of total number of valid votes cast
7	2025	100

- ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them (shares)	% of total number of valid votes cast
0	0	-

- iii. **Invalid** votes:

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

b) **Resolution-2 : Ordinary Resolution**

Re-appointment of Mr. M. K. Bandyopadhyay as Director of the Company who retires by rotation.

- i. Voted **in favour** of the resolution:



Number of members present and voting (in person or by proxy)	Number of Votes cast by them (shares)	% of total numbers of valid votes cast
5	825	40.74

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
2	1200	59.26

iii. **Invalid** votes:

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

c) Resolution-3 : Ordinary Resolution

To appoint M/s. BSR & Co., Chartered Accountants as Auditors of the Company to hold office from the Conclusion of this Annual General Meeting to the conclusion of the next Annual General 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 (shares)	% of total numbers of valid votes cast
7	2025	100

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
0	0	-

iii. **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared	Total number of votes cast by them (Shares)



invalid	
NIL	NIL

d) **Resolution-4 : Ordinary Resolution**

Appointment of Mr. Robert Obed Barberi as Director of the Company, liable to retire by rotation.

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
5	825	40.74

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
2	1200	59.26

iii. **Invalid** votes:

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

e) **Resolution-5 : Ordinary Resolution**

Appointment of Ms. Sharmila Sahai as Director of the Company, not liable to retire by rotation.

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
6	1025	50.62

ii. Voted **against** the resolution:



Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
1	1000	49.38

iii. **Invalid** votes:

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

f) **Resolution-6 : Ordinary Resolution**

Appointment of Mr. Anil Malhotra as Director of the Company, liable to retire by rotation

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
6	1025	50.62

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
1	1000	40.38

iii. **Invalid** votes:

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

g) **Resolution-7 : Ordinary Resolution**

Appointment of Mr. Gagan Singh as an Independent Director of the Company to hold office up to 31st March, 2019, not liable to retire by rotation.

i. Voted **in favour** of the resolution:



Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
6	1025	50.62

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
1	1000	49.38

iii. **Invalid** votes:

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

h) **Resolution-8 : Ordinary Resolution**

Appointment of Mr. Bijou Kurien as an Independent Director to hold office up to 31st March, 2019, not liable to retire by rotation.

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
6	1025	50.62

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
1	1000	49.38

iii. **Invalid** votes:

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



NIL	NIL
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i) **Resolution-9 : Ordinary Resolution**

Appointment of Mr. Daya Dhaon as an Independent Director to hold office up to 31st March, 2019, not liable to retire by rotation

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
5	825	40.74

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
2	1200	59.26

iii. **Invalid** votes:

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

j) **Resolution-10 : Ordinary Resolution**

Appointment of Mr. Pradeep Mukerjee as an Independent Director to hold office up to 31st March, 2019, not liable to retire by rotation

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
6	1025	50.62

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast



person or by proxy)		
1	1000	49.38

iii. **Invalid** votes:

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

k) **Resolution-11 : Special Resolution**

Appointment of Mr. M. K. Bandyopadhyay as a Whole-time Director of the Company from 1st August, 2014 to 20th November, 2014.

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
5	825	40.74

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
2	1200	59.26

iii. **Invalid** votes:

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

l) **Resolution-12 : Special Resolution**

Approval to continue with the contract/ arrangements/agreements entered into between the Company and related parties of the Company.

i. Voted **in favour** of the resolution:



Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
6	1025	50.62

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
1	1000	49.38

iii. **Invalid** votes:

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

8. All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 26th Annual General Meeting and the same shall be handed over thereafter to the Chairman for safe keeping.

Thanking You,

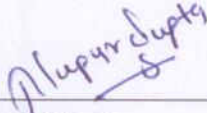
Place: New Delhi
Date: 11th August, 2014



Yours Faithfully,


Scrutinizer
Name: NEELESH KR. JAIN
Proprietor
NKJ & Associates
Membership No.: FCS 5593
Certificate of Practice No.: 5233

We, the undersigned witnesseth that the votes were unblocked from the e-voting website of Central Depository Services (India) Limited (CDSL) in our presence at F-130, GF, Street No. 7, Pandav Nagar, Delhi-110091 at the office of the Scrutinizer.



Nupur Gupta
A-46, Jitar Nagar, Parwana Road
New Delhi-110051

Place: New Delhi
Dated: August 11, 2014



Priya Bari
529, Gha/93, Lakhan Marg, Kalyanpur
Lucknow-226022

Place: New Delhi
Dated: August 11, 2014



F-130, Ground Floor, Street No. 7,
Pandav Nagar, Delhi - 110091
Tel 011-22752570, 9312284670
Email : Nilesh676@gmail.com
Website: www.nkj.co.in

NKJ & ASSOCIATES
COMPANY SECRETARIES

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
Timex Group India Limited
JA 1203, 12th Floor, DLF Tower A
Jasola, New Delhi-110025

The 26th Annual General Meeting of the Equity Shareholders of Timex Group India Limited held on Thursday, August 14, 2014 at 4.30 P.M. at the Air Force Auditorium, Subroto Park, New Delhi-110010

Dear Sir,

I, Neelesh Kr. Jain, Practicing Company Secretary, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 26th Annual General Meeting of the Equity Shareholders of Timex Group India Limited held on Thursday, August 14, 2014 at 4.30 P.M. at the Air Force Auditorium, Subroto Park, New Delhi-110010, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 2 (Two) ballot box kept for polling was locked in my presence with due identification mark placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were 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 poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

a) **Resolution-1 : Ordinary Resolution**



To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2014 and the Report of the Auditors and Directors thereon.

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them (shares)	% of total number of valid votes cast
349	75662063	100

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them (shares)	% of total number of valid votes cast
0	0	0

iii. **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
82	67

b) **Resolution-2 : Ordinary Resolution**

Re-appointment of Mr. M. K. Bandyopadhyay as Director of the Company who retires by rotation.

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of Votes cast by them (shares)	% of total numbers of valid votes cast
349	75662063	100

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
0	0	0

iii. **Invalid** votes:



Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
82	67

c) **Resolution-3 : Ordinary Resolution**

To appoint M/s. BSR & Co., Chartered Accountants as Auditors of the Company to hold office from the Conclusion of this Annual General Meeting to the conclusion of the next Annual General 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 (shares)	% of total numbers of valid votes cast
349	75662063	100

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
0	0	0

iii. **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
82	67

d) **Resolution-4 : Ordinary Resolution**

Appointment of Mr. Robert Obed Barberi as Director of the Company, liable to retire by rotation.

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
349	75662063	100



ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
0	0	0

iii. **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
82	67

e) **Resolution-5 : Ordinary Resolution**

Appointment of Ms. Sharmila Sahai as Director of the Company, not liable to retire by rotation.

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
349	75662063	100

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
0	0	0

iii. **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
82	67

f) **Resolution-6 : Ordinary Resolution**

Appointment of Mr. Anil Malhotra as Director of the Company, liable to retire by rotation



i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
349	75662063	100

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
0	0	0

iii. **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
82	67

g) **Resolution-7 : Ordinary Resolution**

Appointment of Mr. Gagan Singh as an Independent Director of the Company to hold office up to 31st March, 2019, not liable to retire by rotation.

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
349	75662063	100

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
0	0	0

iii. **Invalid** votes:



Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
82	67

h) Resolution-8 : Ordinary Resolution

Appointment of Mr. Bijou Kurien as an Independent Director to hold office up to 31st March, 2019, not liable to retire by rotation.

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
349	75662063	100

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
0	0	0

iii. **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
82	67

i) Resolution-9 : Ordinary Resolution

Appointment of Mr. Daya Dhaon as an Independent Director to hold office up to 31st March, 2019, not liable to retire by rotation

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
349	75662063	100

ii. Voted **against** the resolution:



Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
0	0	0

iii. **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
82	67

j) **Resolution-10 : Ordinary Resolution**

Appointment of Mr. Pradeep Mukerjee as an Independent Director to hold office up to 31st March, 2019, not liable to retire by rotation

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
349	75662063	100

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
0	0	0

iii. **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
82	67

k) **Resolution-11 : Special Resolution**

Appointment of Mr. M. K. Bandyopadhyay as a Whole-time Director of the Company from 1st August, 2014 to 20th November, 2014.



i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
349	75662063	100

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
0	0	0

iii. **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
82	67

l) **Resolution-12 : Special Resolution**

Approval to continue with the contract/ arrangements/agreements entered into between the Company and related parties of the Company.

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
348	16963	100

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them (shares)	% of total numbers of valid votes cast
0	0	0



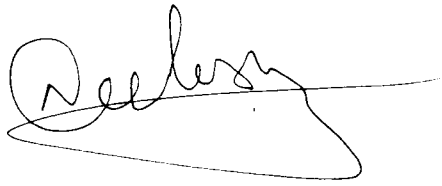
iii. **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them (shares)
82	67

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.

Thanking You,

Yours Faithfully,



Scrutinizer
Name: NEELESH KR. JAIN
Proprietor
Membership No.: FCS 5593
Certificate of Practice No.: 5233

Place: New Delhi
Date: 16th August, 2014