



**Details of Voting Results**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Date of the AGM	29 <sup>th</sup> July, 2014
2.	Total Number of shareholders as on record date	17,629
3.	No. of shareholders present in the meeting either in person or through proxy :	
	Promoters and Promoter Group :	2
	Public : Members	98
	Proxy	19
4.	No. of shareholders attended the meeting through Video Conferencing:	Not arranged
	Promoters and Promoter Group :	
	Public	

**For V-GUARD INDUSTRIES LTD.**

**Company Secretary**



**Resolution No. 1**

**Adoption of Financial Statements for the year ended 31<sup>st</sup> March, 2014 (Ordinary Resolution)**

Promoter/Public	No. of shares held	No. 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
Promoter and Promoter Group	19766860	19766860	100	19766860	0	100	0
Public – Institutional Holders	6683654	3814294	57.07	3814294	0	100	0
Public Others	3397006	87040	2.56	87040	0	100	0
<b>Grand Totals</b>	<b>29847520</b>	<b>23668194</b>	<b>79.30</b>	<b>23668194</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Resolution No. 2**

**Declare final dividend for the FY 2013-14 (Ordinary Resolution)**

Promoter/Public	No. of shares held	No. 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
Promoter and Promoter Group	19766860	19766860	100	19766860	0	100	0
Public – Institutional Holders	6683654	3814294	57.07	3814294	0	100	0
Public Others	3397006	85316	2.51	85316	0	100	0
<b>Grand Totals</b>	<b>29847520</b>	<b>23666470</b>	<b>79.29</b>	<b>23666470</b>	<b>0</b>	<b>100</b>	<b>0</b>





**Resolution No. 3**

**Reappointment of Mr. Mithun k Chittilappilly , who retires by rotation (Ordinary Resolution)**

Promoter/Public	No.of shares held	No. 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
Promoter and Promoter Group	19766860	19766860	100	19766860	0	100	0
Public Institutional Holders	6683654	3814294	57.07	3814294	0	100	0
Public Others	3397006	87004	2.57	86924	80	99.91	0.09
<b>Grand Totals</b>	<b>29847520</b>	<b>23668158</b>	<b>79.30</b>	<b>23668078</b>	<b>80</b>	<b>99.99</b>	<b>0.00</b>

**Resolution No. 4**

**Reappoint of M/s. S R Batliboi & Associates LLP, Chartered Accountants with firm registration no. 101049W as the Statutory Auditors of the Company and fixing their remuneration (Ordinary Resolution)**

Promoter/Public	No.of shares held	No. 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
Promoter and Promoter Group	19766860	19766860	100	19766860	0	100	0
Public Institutional Holders	6683654	3814294	57.07	3814294	0	100	0
Public Others	3397006	86914	2.56	86914	0	100	0
<b>Grand Totals</b>	<b>29847520</b>	<b>23668068</b>	<b>79.30</b>	<b>23668068</b>	<b>0</b>	<b>100</b>	<b>0</b>





**Resolution No. 5**

**Appointment of Mrs. Joshna Mithun as a Director under the category of Non Executive Director  
(Ordinary Resolution)**

Promoter/Public	No.of shares held	No. of votes polled	%of votes, 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
Promoter and Promoter Group	19766860	19766860	100	19766860	0	100	0
Public – Institutional Holders	6683654	3814294	57.07	3814294	0	100	0
Public Others	3397006	86914	2.56	86814	100	99.88	0.16
<b>Grand Totals</b>	<b>29847520</b>	<b>23668068</b>	<b>79.30</b>	<b>23667968</b>	<b>100</b>	<b>99.99</b>	<b>0.00</b>

**Resolution No. 6**

**Appointment of Mr. Ullas K Kamth as an Independent Director (Ordinary Resolution)**

Promoter/Public	No.of shares held	No. of votes polled	%of votes, 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
Promoter and Promoter Group	19766860	19766860	100	19766860	0	100	0
Public – Institutional Holders	6683654	3814294	57.07	3814294	0	100	0
Public Others	3397006	86914	2.56	86914	0	100	0
<b>Grand Totals</b>	<b>29847520</b>	<b>23668068</b>	<b>79.30</b>	<b>23668068</b>	<b>0</b>	<b>100</b>	<b>0</b>





**Resolution No. 7**

**Appointment of Mr. C J George as an Independent Director (Ordinary Resolution)**

Promoter/Public	No. of shares held	No. 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
Promoter and Promoter Group	19766860	19766860	100	19766860	0	100	0
Public – Institutional Holders	6683654	3814294	57.07	3664615	149679	96.08	3.92
Public Others	3397006	86914	2.56	86854	60	99.93	0.07
<b>Grand Totals</b>	<b>29847520</b>	<b>23668068</b>	<b>79.30</b>	<b>23668008</b>	<b>149739</b>	<b>99.99</b>	<b>0.01</b>

**Resolution No. 8**

**Appointment of Mr. A K Nair as an Independent Director (Ordinary Resolution)**

Promoter/Public	No. of shares held	No. 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
Promoter and Promoter Group	19766860	19766860	100	19766860	0	100	0
Public – Institutional Holders	6683654	3814294	57.07	3814294	0	100	0
Public Others	3397006	86914	2.56	86854	60	99.93	0.07
<b>Grand Totals</b>	<b>29847520</b>	<b>23668068</b>	<b>79.30</b>	<b>23668068</b>	<b>60</b>	<b>99.99</b>	<b>0.00</b>



**V-GUARD****Resolution No. 9****Appointment of Mr. Cherian N Punnoose as an Independent Director (Ordinary Resolution)**

Promoter/Public	No. of shares held	No. 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
Promoter and Promoter Group	19766860	19766860	100	19766860	0	100	0
Public – Institutional Holders	6683654	3814294	57.07	3814294	0	100	0
Public Others	3397006	86914	2.56	86914	0	100	0
<b>Grand Totals</b>	<b>29847520</b>	<b>23668068</b>	<b>79.30</b>	<b>23668068</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Resolution No. 10****To ratify the audit fee payable to the Cost Auditors for the financial year 2013-14 (Ordinary Resolution)**

Promoter/Public	No. of shares held	No. 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
Promoter and Promoter Group	19766860	19766860	100	19766860	0	100	0
Public – Institutional Holders	6683654	3814294	57.07	3814294	0	100	0
Public Others	3397006	86914	2.56	86914	0	100	0
<b>Grand Totals</b>	<b>29847520</b>	<b>23668068</b>	<b>79.30</b>	<b>23668068</b>	<b>0</b>	<b>100</b>	<b>0</b>





**Resolution No. 11**

To give consent u/s 180(1)(c) to borrow funds upto an amount of Rs. 350 crores which is in excess of the aggregate of paid up capital and free reserves of the Company(Special Resolution)

Promoter/Public	No. of shares held	No. 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)	$(6)=(4)/(2)*100$	$(7)=(5)/(2)*100$
Promoter and Promoter Group	19766860	19766860	100	19766860	0	100	0
Public – Institutional Holders	6683654	3814294	57.07	3814294	0	100	0
Public Others	3397006	86914	2.56	86322	592	99.32	0.68
<b>Grand Totals</b>	<b>29847520</b>	<b>23668068</b>	<b>79.30</b>	<b>23667476</b>	<b>592</b>	<b>99.99</b>	<b>0.00</b>

For V-Guard Industries Limited

Jayasree K  
Company Secretary

**VANGUARD**

RESULT OF VOTING THROUGH ELECTRONIC MEANS CONDUCTED 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 POLL CONDUCTED PURSUANT TO SECTION 109 OF THE COMPANIES ACT, 2013 AND RULE 21(2) OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 FOR THE EIGHTEENTH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON TUESDAY, 29<sup>TH</sup> JULY, 2014 AT 4.00 P.M.

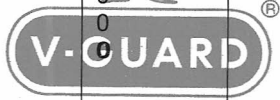
Res. No	Subject Matter of Resolution	Particulars of Business	Votes in favor of the resolution		Votes against the resolution	
			Nos.	%	Nos.	%
1	Adoption of Annual Accounts	E-voting Poll <b>Total</b>	23630492 37702 <b>23668194</b>	100 100 <b>100</b>	0 0 <b>0</b>	0 0 <b>0</b>
2	Declaration of Dividend	E-voting Poll <b>Total</b>	23630492 35978 <b>23666470</b>	100 100 <b>100</b>	0 0 <b>0</b>	0 0 <b>0</b>
3	Re-appointment of Mr. Mithun K. Chittilappilly, who retires by rotation.	E-voting Poll <b>Total</b>	23630492 37586 <b>23668078</b>	100 99.79 <b>99.99</b>	0 80 <b>80</b>	0 0.21 <b>0.01</b>
4	Re-appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants, Kochi as Statutory Auditors of the Company and fixing their remuneration.	E-voting Poll <b>Total</b>	23630492 37576 <b>23668068</b>	100 100 <b>100</b>	0 0 <b>0</b>	0 0 <b>0</b>
5	Appointment of Mrs. Joshna Mithun, as a Non - Executive Director, liable to retire by rotation.	E-voting Poll <b>Total</b>	23630492 37476 <b>23667968</b>	100 99.73 <b>99.99</b>	0 100 <b>100</b>	0 0.27 <b>0.01</b>
6	Appointment of Mr. Ullas K. Kamath, as Independent Director.	E-voting Poll <b>Total</b>	23630492 37576 <b>23668068</b>	100 100 <b>100</b>	0 0 <b>0</b>	0 0 <b>0</b>
7	Appointment of Mr. C. J. George, as Independent Director.	E-voting Poll <b>Total</b>	23480813 37516 <b>23518329</b>	99.37 99.84 <b>99.37</b>	149679 60 <b>149739</b>	0.63 0.16 <b>0.63</b>
8	Appointment of Mr. A. K. Nair, as Independent Director.	E-voting Poll <b>Total</b>	23630488 37516 <b>23668004</b>	99.99 99.84 <b>99.99</b>	0 60 <b>60</b>	0 0.16 <b>0.01</b>
9	Appointment of Mr. Cherian N. Punnoose, as Independent Director.	E-voting Poll <b>Total</b>	23630492 37576 <b>23668068</b>	100 100 <b>100</b>	0 0 <b>0</b>	0 0 <b>0</b>







10	To approve the payment of remuneration to the Cost Auditors for the financial year ended 31.03.2015.	E-voting Poll <b>Total</b>	23630492 37576 <b>23668068</b>	100 100 <b>100</b>	0 0 <b>0</b>	0 0 <b>0</b>
11	Increase of borrowing power of the Company up to Rs. 350 Crores exceeding the aggregate of paid - up capital and free reserves of the Company pursuant to section 180 (1) (c) of the Companies Act, 2013.	E-voting Poll <b>Total</b>	23630492 36984 <b>23667476</b>	100 98.42 <b>99.99</b>	0 592 <b>592</b>	0 1.58 <b>0.01</b>



Based on the above, the Resolutions has been passed with requisite majority.

For V-Guard Industries Limited

Jayasree K  
Company Secretary

**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

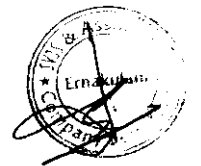
**The Chairman**

18<sup>th</sup> Annual General Meeting of the Shareholders of **M/s V Guard Industries Limited** held  
on Tuesday, 29<sup>th</sup> July, 2014 at Hotel "The Renai Cochin", Palarivattom P.O., Kochi-682025

Dear Sir,

I, CS Jayan K., Company Secretary in Practice, holding Membership Number: ACS- 20203  
and Certificate of Practice Number - 7363, Partner, SVJS & Associates, Company  
Secretaries, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala - 682 016,  
appointed as Scrutinizer for the purpose of the poll taken on the below mentioned  
resolution(s), at the 18<sup>th</sup> Annual General Meeting of the Shareholders of M/s. V Guard  
Industries Limited (CIN : L31200KL1996PLC010010), held on Tuesday, 29<sup>th</sup> July, 2014 at  
"The Renai Cochin", Palarivattom P.O., Kochi - 682025, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling  
was locked in my presence with due identification marks placed by me.
2. The locked ballot box was 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 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**

**To receive, consider and adopt the Audited Balance Sheet as on 31<sup>st</sup> March 2014 and Statement of Profit and Loss of the Company for the year ended on that date, together with Cash Flow Statement, the reports of the Directors and Auditors thereon.**

(i) Voted **in favor** 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 cast
79	37702	99.43

(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 cast
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
9	315

**(b) Resolution 2**

**Declaration of Dividend.**

(i) Voted **in favor** 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 cast
75	35978	94.88

(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 cast
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
13	1939

**(c) Resolution 3**

**Re-appointment of Mr. Mithun K. Chittilappilly, who retires by rotation.**

(i) Voted **in favor** 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 cast
79	37586	99.12

(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 cast
1	80	.21

(iii) **Invalid Votes**

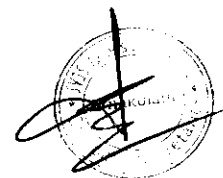
Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
8	251

**(d) Resolution 4**

**Re-appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants, Kochi as Statutory Auditors of the Company and fixing their remuneration.**

(i) Voted **in favor** 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 cast
78	37576	99.1



(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 cast
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
10	341

**(e) Resolution 5**

**Appointment of Mrs. Joshna Mithun, as a Non - Executive Director, liable to retire by rotation.**

(i) Voted **in favor** 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 cast
77	37476	98.83

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

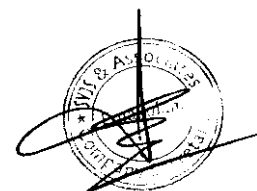
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	100	.26

(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
10	341

**(f) Resolution 6**

**Appointment of Mr. Ullas K. Kamath, as Independent Director.**



(i) Voted **in favor** 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 cast
78	37576	99.1

(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 cast
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
10	341

**(g) Resolution 7**

**Appointment of Mr. C. J. George, as Independent Director.**

(i) Voted **in favor** 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 cast
77	37516	98.94

(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 cast
1	60	.16

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
10	341



**(h) Resolution 8**

**Appointment of Mr. A. K. Nair, as Independent Director.**

(i) Voted **in favor** 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 cast
77	37516	98.94

(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 cast
1	60	.16

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
10	341

**(i) Resolution 9**

**Appointment of Mr. Cherian N. Punnoose, as Independent Director.**

(i) Voted **in favor** 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 cast
78	37576	99.1

(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 cast
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
10	341

(j) **Resolution 10**

**To approve the payment of remuneration to the Cost Auditors for the financial year ended 31.03.2015.**

(i) Voted **in favor** 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 cast
78	37576	99.1

(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 cast
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
10	341

(k) **Resolution 11**

**Increase of borrowing power of the Company up to Rs. 350 Crores exceeding the aggregate of paid - up capital and free reserves of the Company pursuant to section 180 (1) (c) of the Companies Act, 2013.**

(i) Voted **in favor** 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 cast
75	36984	97.53





(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 cast
3	592	1.56

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
10	341

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 for safe keeping.

Thanking You,

Yours faithfully,



CS Jayan K.

ACS: 20203; CP: 7363.



Kochi  
30.07.2014

**Corp. Office :** 39/3519 B, 1st Floor  
Padmam Apartments, Ravipuram, Kochi  
Ernakulam, Kerala, India - 682 016

www.svjs.in  
info@svjs.in / svjsassociates@gmail.com

Tele - Fax : +91 484 4030578  
+91 484 2356449 (Regd. Office)  
+91 484 2357039 (Corp. Office)

26.07.2014

To

**The Chairman**

M/s. V Guard Industries Limited  
33/2905 F, Vennala High School Road  
Vennala, Ernakulam, Kerala - 682028

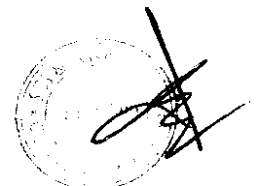
Sir,

**Sub: Report of the Scrutinizer on Electronic Voting**

I, CS Jayan K., Company Secretary in Practice, holding Membership Number : ACS - 20203 and Certificate of Practice Number - 7363, Partner, SVJS & Associates, Company Secretaries, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala - 682 016, has been appointed by the Board of Directors of M/s. V Guard Industries Limited (CIN : L31200KL1996PLC010010), 33/2905 F, Vennala High School Road, Vennala, Ernakulam, Kerala - 682028, as the Scrutinizer for the Electronic Voting of the resolutions included in the notice calling the Annual General Meeting of the Company to be held on 29th July, 2014.

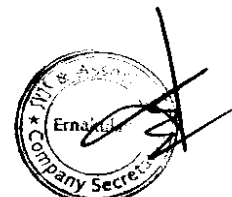
As the Scrutinizer, I report that in compliance of the provisions of Rule 20 (3) (vi) of the Companies (Management and Administration) Rules 2014, the above electronic voting remained open to the members from 24.07.2014 (9.00 A.M.) to 25.07.2014 (6.00 P.M.). Further the e-voting period was completed three days prior to the date of meeting, as per the above Rules.

On completion of the e-voting period, in compliance of the provisions of Rule 20 (3) (xi) of the Companies (Management and Administration) Rules 2014, I have unblocked the votes on 25<sup>th</sup> July 2014, in the presence of two witnesses, who were not the employees of the Company. The names and signatures of the witnesses appear elsewhere in this report.



The following is the summary of E-voting result: (EVSN – CDSL: 140630019)

Resolu- -tion No.	Subject Matter of Resolution	Total No. of shares through E- voting	ASSENT / IN FAVOUR OF			DISSENT / AGAINST	
			No. of Votes through E- voting	% of votes in favour on votes through E-voting	% of Paid Up Capital	No. of Votes through E-voting	% of votes against on votes through E- voting
<b>ORDINARY BUSINESS</b>							
1	Adoption of audited Financial Statements together with Cash Flow Statement, Directors' Report and Auditors' Report	23630492	23630492	100	79.17	0	0
2	Declaration of Dividend	23630492	23630492	100	79.17	0	0
3	Re-appointment of Mr. Mithun K. Chittilappilly, who retires by rotation	23630492	23630492	100	79.17	0	0
4	Re-appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants, Kochi as Statutory Auditors	23630492	23630492	100	79.17	0	0
<b>SPECIAL BUSINESS – ORDINARY RESOLUTION</b>							
5	Appointment of Mrs. Joshna Mithun, as Non - Executive Director, liable to retire by rotation	23630492	23630492	100	79.17	0	0
6	Appointment of Mr. Ullas K. Kamath, as Independent Director	23630492	23630492	100	79.17	0	0
7	Appointment of Mr. C. J. George, as Independent Director	23630492	23480813	99.37	78.67	149679	0.63
8	Appointment of Mr. A. K. Nair, as Independent Director	23630492	23630488	99.99	79.17	0	0
9	Appointment of Mr. Cherian N. Punnoose, as Independent Director	23630492	23630492	100	79.17	0	0

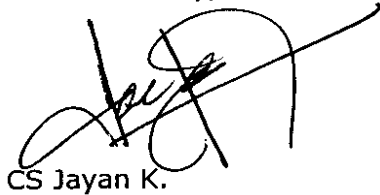


10	Approving payment of remuneration to the Cost Auditors for the financial year ended 31.03.2015	23630492	23630492	100	79.17	0	0
<b>SPECIAL BUSINESS – SPECIAL RESOLUTION</b>							
11	Increase of borrowing power of the Company exceeding the aggregate of paid-up capital and free reserves of the Company, but not exceeding Rs. 350 Crores	23630492	23630492	100	79.17	0	0

Out of the votes casted under e-voting, 100% (i.e. 79.17% of the Paid-up Capital of the Company) favours Resolution Numbers 1, 2, 3, 4, 5, 6, 9, 10 and 11. With respect to Resolution Number 7, 99.37% (i.e. 78.67% of the Paid-up Capital of the Company) of the votes casted assented the Resolution. Resolution Number 8 has been assented by 99.99% (i.e. 79.17% of the Paid-up Capital of the Company) of the votes casted.

Thank you very much.

Yours faithfully,



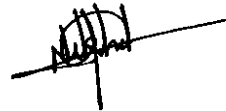
CS Jayan K.

ACS: 20203, CP: 7363



Witnesses to the unblocking of votes:

1. Nikhil George Pinto  
Breeze Cottage, Perumanoor  
Kochi, Kerala – 682015



2. Jyothi Mary Jacob  
42, Jawahar Nagar, Kadavanthra  
Kochi - 682020

