

**RESULTS OF POSTAL BALLOT/ E-VOTING**

It is hereby notified to the Members of the Company and all other concerned authorities that the Company conducted the process of Postal Ballot including E-Voting in terms of the Notice dated 02.11.2014, for passing a Special Resolution under Section 188 of the Companies Act, 2013, read with the Companies (passing of the Resolution by Postal Ballot) Rules, 2011(as amended), for seeking consent of the members by way of Special Resolutions for approval of transactions with Schneider Electric India Private Limited, a related party.

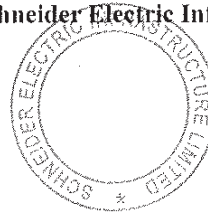
The Company appointed Mr. Nesar Ahmad, a Practising Company Secretary, as Scrutinizer for conducting the Postal Ballot including E- Voting, who has submitted his Report. The detail of the Postal Ballot Result is as follows:-

**Special Resolution: Approval of transactions with Schneider Electric India Private Limited, a related party.**

<b>Particulars</b>	<b>Item No. 1</b>
Number of valid Postal Ballots Forms/E-Votes received (in nos.)	406
Total Number of valid Ballot Votes/E-Votes (in shares)	13,838,779
Ballot Votes/E-Votes cast in favour of the Resolution (in shares)	13,824,072
Ballot Votes/E-Votes cast in against of the Resolution (in shares)	14,707
Requisite majority of votes for carrying resolution as a Special Resolution	75%
Percentage of Votes cast in favour of the Resolution	99.89%
Percentage of Votes cast against the Resolution	0.11%
Number of invalid Postal Ballots/E-Votes	20
Number of invalid Votes (in shares)	11,240

The above Resolutions have been passed with the requisite majority.

For Schneider Electric Infrastructure Limited




**Sameet Gambhir**  
Company Secretary

Noida  
27.12.2014