

September 18, 2015

<b>BSE Limited</b> 1 <sup>st</sup> Floor, New Trading Ring Rotunda Building P J Towers Dalal Street, Fort Mumbai- 400 001  <b>BSE Scrip Code- 500370</b>	<b>National Stock Exchange of India Limited</b> Exchange Plaza, 5 <sup>th</sup> Floor Plot No. C/1, G Block Bandra-Kurla Complex, Bandra(E) Mumbai 400 051  <b>NSE Scrip Code- SALORINTL</b>
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Dear Sir/Madam,

**Sub.: Out Come of the 46<sup>th</sup> Annual General Meeting**

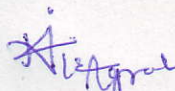
We would like to inform that at the 46<sup>th</sup> Annual General Meeting of the Company held on Friday, September 18, 2015 at 11.00 A.M. at Lok Kala Manch, Lodhi Institutional Area, 20 Lodhi Road, New Delhi – 110 003, the Chairman ordered a poll on all 8 (eight) resolutions mentioned in the Notice of the AGM. The details of voting results of the Poll ordered at AGM and e-voting on all the resolutions contained in the Notice, shall be forwarded to you on the receipt of the report of the Scrutinizer.

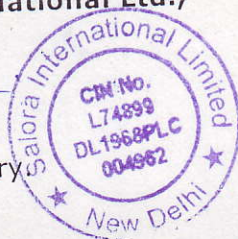
Proceedings of the AGM under Clause 31 will be sent to you in due course.

This is for your information and record.

Thanking you,

Yours faithfully,  
For **Salora International Ltd.,**

  
(Nitin Agrahari)  
Company Secretary



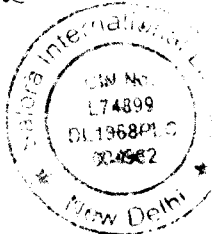
Sitting on the Dias

Shri Gopal Sitaram Jiwrajka	Chairman & Managing Director
Shri Gautam Khaitan	Independent Director, Chairman of Audit Committee
Shri P. N. Mehta	Independent Director, Chairman of Risk Management Committee
Shri Sanjeev Kaul Duggal	Independent Director
Shri Tarun Jiwrajka	Whole Time Director
Shri Ashok K. Kucheria	Chief Financial Officer
Shri Nitin Agrahari	Company Secretary

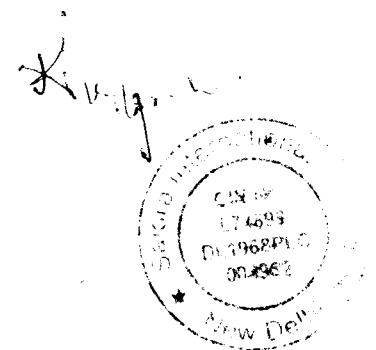
Agenda-wise

1.	Detail of the Agenda:  Resolution required: Mode of voting:	To receive, consider and adopt Financial Statements of the Company as at 31 <sup>st</sup> March, 2015 including audited Balance Sheet as at 31 <sup>st</sup> March, 2015 and Statement of Profit & Loss Account for the year ended on that date and the Reports of Board of Directors and Auditor's thereon. Ordinary Passed with requisite majority by e-voting and votes cast on poll.
2.	Detail of Agenda:  Resolution required: Mode of voting:	Re-appointment of Shri Prem Nath Mehta (DIN: 00277303), who retires by rotation and being eligible offers himself for re-appointment. Ordinary Passed with requisite majority by e-voting and votes cast on poll.
3.	Detail of Agenda:  Resolution required: Mode of voting:	To ratify the appointment of M/s. K. Prasad & Co., Chartered Accountants (ICAI Registration No. FRN002755N) as the Auditors of the company and to fix their remuneration. Ordinary Passed with requisite majority by e-voting and votes cast on poll.
4.	Detail of Agenda:  Resolution required: Mode of voting:	Appointment of Smt. Susmita Shekhar (DIN: 02284266) as an Independent Director of the Company for a term of 5 (five) years. Ordinary Passed with requisite majority by e-voting and votes cast on poll.

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5.	Detail of Agenda:	Approval of remuneration paid to M/s. Gurvinder Chopra & Co., Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016.
	Resolution required:	Ordinary
	Mode of voting:	Passed with requisite majority by e-voting and votes cast on poll.
6.	Detail of Agenda:	Re-appointment of Shri Taran Jiwrajka (DIN 00386240) as Whole Time Director of the Company for a term of five years and to fix his remuneration.
	Resolution required:	Special
	Mode of voting:	Passed with requisite majority by e-voting and votes cast on poll.
7.	Detail of Agenda:	To borrow money in excess to the aggregate of the paid-up capital of the company and its free reserves u/s 180(1) (c) of Companies Act, 2013.
	Resolution required:	Special
	Mode of voting:	Passed with requisite majority by e-voting and votes cast on poll.
8.	Detail of Agenda:	To create such mortgage and / or charge and / or hypothecations by the way of first charge and / or second charge/ subservient charge and / or pari-passu, in addition to the mortgages / charges/ hypothecations created or to be created by the company.
	Resolution required:	Special
	Mode of voting:	Passed with requisite majority by e-voting and votes cast on poll.



PROCEEDINGS OF THE 46<sup>th</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 18<sup>th</sup> September, 2015 AT 11.00 A.M. AT LOK KALA MANCH, LODHI INSTITUTIONAL AREA, 20 LODHI ROAD, NEW DELHI - 110 003.

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As per the Notice, the 46<sup>th</sup> Annual General Meeting (AGM) was held on Friday, September 18, 2015 at 11.00 A.M. at Lok Kala Manch, Lodhi Institutional Area, 20 Lodhi Road, New Delhi - 110 003.

Company Secretary welcomed the Shareholders and requested the Chairman & Managing Director, Shri Gopal Sitaram Jiwarajka to chair the meeting.

Chairman, other Directors and Key Managerial Personnels took the chair.

Chairman welcomed all the Shareholders, Directors and others at the 46<sup>th</sup> Annual General Meeting and introduced the persons sitting at the Dais.

A total of 139 Members attended the AGM including 23 Members being present through proxy, as per the Members attendance register.

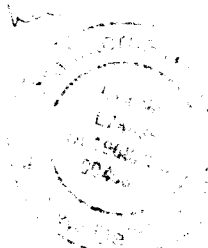
All the Directors of the Company except Shri P.G. Keswani and Smt. Sushmita Shekhar, were present at the AGM. The Chairman explained that Smt. Sushmita Shekhar, who was appointed as Additional Director in the category of non-executive independent and Shri P.G. Keswani, Independent Director, were pre-occupied with other commitments and therefore could not attend the Meeting. The representatives of Statutory and Secretarial Auditors were also present at the AGM. Shri Sanjay Grover, Scrutinizer from Sanjay Grover and Associates was present during the Meeting.

The quorum being present he declared the meeting open.

Thereafter the Notice of AGM and Directors Report were taken as read by the shareholders of the Company.

The Chairman presented his speech in which he gave an overview of the financial performance of the Company for the Financial year ended 31<sup>st</sup> March, 2015 and its future outlook.

The Company Secretary read the Auditors' Report.

*[Handwritten Signature]*  




Salora International Ltd.

Company Secretary informed to the Members that pursuant to the Companies Act, 2013 and Rules made thereunder and under Clause 35B of the Listing Agreement, the Company had provided facility to cast votes for the AGM through remote e-voting for the period commencing from 15th September, 2015 to 17th September, 2015 (both days inclusive).

Mr. Sanjay Grover was appointed as the Scrutinizer for the purpose of carrying out the e-voting process and voting through Poll at AGM in a fair and transparent manner.

In view of giving similar voting rights to the members present in the AGM, a Poll was ordered by the Chairman for the voting on all the 8 (Eight) Resolutions of Ordinary and Special businesses as set out in the Notice of AGM.

The members were informed that the Results will be declared after receipt of the result of voting through poll at the AGM and through remote e-voting done by other members along with the Scrutinizer's Report. They were also informed that the Results will also be submitted to the Stock Exchanges (NSE and BSE) within 48 hours of the conclusion of the AGM and be placed on the website of the Company and NSDL.

The Chairman then explained the objectives and implications of the Resolutions before putting them to vote at the AGM.

Each of the 8 (eight) resolutions were proposed and seconded by a Members present at the Meeting.

During the course of Meeting, on an occasion, Chairman being interested in respect of Resolution No. 6, which pertained to Reappointment of the Mr. Tarun Jiwarajka, Whole Time Director, entrusted the conduct of the proceedings to Shri Gautam Khaitan, Disinterested Director, and resumed the Chair after the respective item of business was transacted.

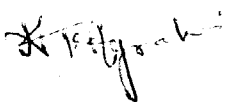
Before ordering Poll the Chairman invited the Shareholders for their queries and observations.

Thereafter the Chairman ordered the Poll requesting all the Members present to cast their votes using the ballot papers handed over to them in this regard.

The Chairman thanked the shareholders and others for attending the Meeting.

The Company Secretary proposed a vote of thanks to the Chair and the meeting ended.

For SALORA INTERNATIONAL LTD.

  
Nitin Agrahari  
Company Secretary





**Details of Voting Results under Clause 35A of the Listing Agreement at the 46<sup>th</sup> Annual General Meeting**

<b>SALORA INTERNATIONAL LIMITED</b>	
<b>CIN: L74899DL1968PLC004962</b>	
Date of AGM : FRIDAY , September 18 , 2015	
Total Number of Shareholders as on cut-off date (September 11, 2015)	5,008
No. of Shareholders present in the meeting either personally or through Proxy*	
(*Based on shareholders registering Attendance)	
Promoter and Promoter Group	5
Public Shareholders:	134
No. of Shareholders attended the meeting through video conferencing	N. A.

Resolution 1: To receive, consider and adopt Balance Sheet of the Company as at 31st March, 2015 and Statement of Profit & Loss Account for the year ended on that date and the Reports of Board of Directors and Auditors' thereon.

Ordinary Resolution

Category	No. of shares Held	Mode of Voting	No of Valid 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 and Promoter Group	5,876,216	e-voting	4,259,515	72.4874	4,259,515	-	100.0000	0.0000
		Poll	1,616,651	27.5118	1,616,651	-	100.0000	0.0000
		<b>Sub-total</b>	<b>5,876,166</b>	<b>99.9991</b>	<b>5,876,166</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutional	700	e-voting	-	0.0000	-	-	0.0000	0.0000
		Poll	-	0.0000	-	-	0.0000	0.0000
		<b>Sub-total</b>	<b>-</b>	<b>0.0000</b>	<b>-</b>	<b>-</b>	<b>0.0000</b>	<b>0.0000</b>
Public Others	2,930,384	e-voting	1,100	0.0375	1,100	-	100.0000	0.0000
		Poll	2,377	0.0811	1,554	823	65.3765	34.6235
		<b>Sub-total</b>	<b>3,477</b>	<b>0.1187</b>	<b>2,654</b>	<b>823</b>	<b>76.3302</b>	<b>23.6698</b>
<b>Total</b>	<b>8,807,300</b>		<b>5,879,643</b>	<b>66.7587</b>	<b>5,878,820</b>	<b>823</b>	<b>99.9860</b>	<b>0.0140</b>

Resolution 2: To appoint a director in place of Shri Prem Nath Mehta (holding DIN 00277303), who retires by rotation and being eligible offers himself for re-appointment.

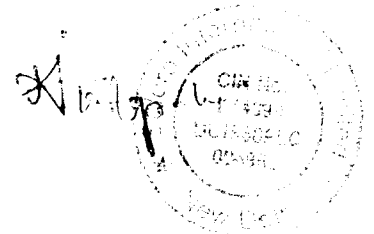
Ordinary Resolution

Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding	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 and Promoter Group	5,876,216	e-voting	4,259,515	72.4874	4,259,515	-	100.0000	0.0000
		Poll	1,616,651	27.5118	1,616,651	-	100.0000	0.0000
		<b>Sub-total</b>	<b>5,876,166</b>	<b>99.9991</b>	<b>5,876,166</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutional	700	e-voting	-	0.0000	-	-	0.0000	0.0000
		Poll	-	0.0000	-	-	0.0000	0.0000
		<b>Sub-total</b>	<b>-</b>	<b>0.0000</b>	<b>-</b>	<b>-</b>	<b>0.0000</b>	<b>0.0000</b>
Public-Others	2,930,384	e-voting	1,100	0.0375	300	800	27.2727	72.7273
		Poll	2,377	0.0811	2,177	200	91.5860	8.4140
		<b>Sub-total</b>	<b>3,477</b>	<b>0.1187</b>	<b>2,477</b>	<b>1,000</b>	<b>71.2396</b>	<b>28.7604</b>
<b>Total</b>	<b>8,807,300</b>		<b>5,879,643</b>	<b>66.7587</b>	<b>5,878,643</b>	<b>1,000</b>	<b>99.9830</b>	<b>0.0170</b>

Resolution 3: To ratify the appointment of M/s K. Prasad & Company Chartered Accountants (ICAI Registration No. FRN002755N) to hold office of the Auditors of the Company.

Ordinary Resolution

Category	No. of shares Held	Mode of Voting	No of Valid 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 and Promoter Group	5,876,216	e-voting	4,259,515	72.4874	4,259,515	-	100.0000	0.0000
		Poll	1,616,651	27.5118	1,616,651	-	100.0000	0.0000
		<b>Sub-total</b>	<b>5,876,166</b>	<b>99.9991</b>	<b>5,876,166</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutional	700	e-voting	-	0.0000	-	-	0.0000	0.0000
		Poll	-	0.0000	-	-	0.0000	0.0000
		<b>Sub-total</b>	<b>-</b>	<b>0.0000</b>	<b>0</b>	<b>-</b>	<b>0.0000</b>	<b>0.0000</b>
Public-Others	2,930,384	e-voting	1,100	0.0375	1,100	100	100.0000	0.0000
		Poll	2,377	0.0811	2,277	100	95.7930	4.2070
		<b>Sub-total</b>	<b>3,477</b>	<b>0.1187</b>	<b>3,377</b>	<b>100</b>	<b>97.1240</b>	<b>2.8760</b>
<b>Total</b>	<b>8,807,300</b>		<b>5,879,643</b>	<b>66.7587</b>	<b>5,879,543</b>	<b>100</b>	<b>99.9983</b>	<b>0.0017</b>



Resolution 4: Appointment of Smt. Sushmita Shekhar (DIN 02284266) as an independent Director.

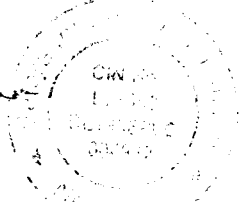
Ordinary Resolution

Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding	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 and Promoter Group	5,876,216	e-voting	4,259,515	72.4874	4,259,515	-	100.0000	0.0000
		Poll	1,616,651	27.5118	1,616,651	-	100.0000	0.0000
		Sub-total	5,876,166	99.9991	5,876,166	-	100.0000	0.0000
Public-Institutional	700	e-voting	-	0.0000	-	-	0.0000	0.0000
		Poll	-	0.0000	-	-	0.0000	0.0000
		Sub-total	-	0.0000	0	-	0.0000	0.0000
Public-Others	2,930,384	e-voting	1,100	0.0375	300	800	27.2727	72.7273
		Poll	2,377	0.0811	2,177	200	91.5860	8.4140
		Sub-total	3,477	0.1187	2,477	1,000	71.2396	28.7604
<b>Total</b>	<b>8,807,300</b>		<b>5,879,643</b>	<b>66.7587</b>	<b>5,878,643</b>	<b>1,000</b>	<b>99.9830</b>	<b>0.0170</b>

Resolution 5: Appointment of M/s. Gurvinder Chopra & Co., Cost Accountants as the Cost Auditor of the company and to approve their remuneration.

Ordinary Resolution

Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding	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 and Promoter Group	5,876,216	e-voting	4,259,515	72.4874	4,259,515	-	100.0000	0.0000
		Poll	1,616,651	27.5118	1,616,651	-	100.0000	0.0000
		Sub-total	5,876,166	99.9991	5,876,166	-	100.0000	0.0000
Public Institutional	700	e-voting	-	0.0000	-	-	0.0000	0.0000
		Poll	-	0.0000	-	-	0.0000	0.0000
		Sub-total	-	0.0000	0	-	0.0000	0.0000
Public-Others	2,930,384	e-voting	1,100	0.0375	300	800	27.2727	72.7273
		Poll	2,377	0.0811	2,277	100	95.7930	4.2070
		Sub-total	3,477	0.1187	2,577	900	74.1156	25.8844
<b>Total</b>	<b>8,807,300</b>		<b>5,879,643</b>	<b>66.7587</b>	<b>5,878,743</b>	<b>900</b>	<b>99.9847</b>	<b>0.0153</b>

*[Handwritten Signature]*  




**Resolution 6: Re-appointment of Sh. Tarun Jiwarajka (DIN 00386240) as whole-time director of the company.**

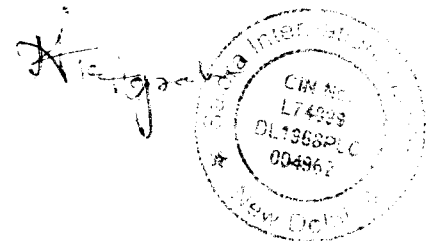
**Special Resolution**

Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding	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 and Promoter Group	5,876,216	e-voting	-	0.0000	-	-	0.0000	0.0000
		Poll	-	0.0000	-	-	0.0000	0.0000
		<b>Sub-total</b>	-	0.0000	-	-	0.0000	0.0000
Public-Institutional	700	e-voting	-	0.0000	-	-	0.0000	0.0000
		Poll	-	0.0000	-	-	0.0000	0.0000
		<b>Sub-total</b>	-	0.0000	-	-	0.0000	0.0000
Public-Others	2,930,384	e-voting	1,100	0.0375	300	800	27.2727	72.7273
		Poll	2,377	0.0811	2,377	-	100.0000	0.0000
		<b>Sub-total</b>	3,477	0.1187	2,677	800	76.9917	23.0083
<b>Total</b>	<b>8,807,300</b>		<b>3,477</b>	<b>0.0395</b>	<b>2,677</b>	<b>800</b>	<b>76.9917</b>	<b>23.0083</b>

**Resolution 7: To borrow money in excess to the aggregate of the paid-up capital of the company and its free reserves u/s 180(1) (c) of Companies Act, 2013.**

**Special Resolution**

Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding	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 and Promoter Group	5,876,216	e-voting	4,259,515	72.4874	4,259,515	-	100.0000	0.0000
		Poll	1,616,651	27.5118	1,616,651	-	100.0000	0.0000
		<b>Sub-total</b>	5,876,166	99.9991	5,876,166	-	100.0000	0.0000
Public-institutional	700	e-voting	-	0.0000	-	-	0.0000	0.0000
		Poll	-	0.0000	-	-	0.0000	0.0000
		<b>Sub-total</b>	-	0.0000	-	-	0.0000	0.0000
Public-Others	2,930,384	e-voting	1,100	0.0375	1,100	-	100.0000	0.0000
		Poll	2,277	0.0777	2,277	-	100.0000	0.0000
		<b>Sub-total</b>	3,377	0.1152	3,377	-	100.0000	0.0000
<b>Total</b>	<b>8,807,300</b>		<b>5,879,543</b>	<b>66.7576</b>	<b>5,879,543</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>



Resolution 8: To create such mortgage and / or charge and / or hypothecations by the way of first charge and / or second charge/ subservient charge and / or pari-passu, in addition to the mortgages / charges/ hypothecations created or to be created by the company .

Special Resolution

Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding	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 and Promoter Group	5,876,216	e-voting	4,259,515	72.4874	4,259,515	-	100.0000	0.0000
		Poll	1,616,651	27.5118	1,616,651	-	100.0000	0.0000
		<b>Sub-total</b>	<b>5,876,166</b>	<b>99.9991</b>	<b>5,876,166</b>	<b>-</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutional	700	e-voting	-	0.0000	-	-	0.0000	0.0000
		Poll	-	0.0000	-	-	0.0000	0.0000
		<b>Sub-total</b>	<b>-</b>	<b>0.0000</b>	<b>-</b>	<b>-</b>	<b>0.0000</b>	<b>0.0000</b>
Public-Others	2,930,384	e-voting	1,100	0.0375	1,100	-	100.0000	0.0000
		Poll	2,377	0.0811	1,554	823	65.3765	34.6235
		<b>Sub-total</b>	<b>3,477</b>	<b>0.1187</b>	<b>2,654</b>	<b>823</b>	<b>76.3302</b>	<b>23.6698</b>
<b>Total</b>	<b>8,807,300</b>		<b>5,879,643</b>	<b>66.7587</b>	<b>5,878,820</b>	<b>823</b>	<b>99.9860</b>	<b>0.0140</b>

All resolutions as set out in the Notice of 46<sup>th</sup> Annual General Meeting of Salora International Limited were duly approved & passed by the Shareholders with requisite majority.

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*K. B. Singh*



# SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1<sup>st</sup> Floor, Defence Colony, New Delhi – 110 024  
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e-mail: [contact@cssanjaygrover.in](mailto:contact@cssanjaygrover.in)  
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## Consolidated Scrutinizer's Report

[Pursuant to Section 108, 109 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended till date]

To  
The Chairman  
SALORA INTERNATIONAL LIMITED  
(CIN: L74899DL1968PLC004962)  
D – 13/4, Okhla Industrial Area,  
Phase – II, New Delhi – 110020

Dear Sir,

I, Sanjay Grover of M/s Sanjay Grover & Associates, Practicing Company Secretaries having its office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as a scrutinizer for the purpose of scrutinizing AGM voting process, i.e. remote e-Voting and voting through ballot paper (Poll) at AGM, under the provisions of Section 108 of the Companies Act, 2013 read with amended Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended till date, on the resolution(s) mentioned in Notice dated July 2, 2015 for 46<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of the Company held on Friday, September 18, 2015 at 11:00 A.M. at Lok Kala Manch, 20, Lodhi Institutional Area, Lodhi Road, New Delhi -110 003.

I submit my report as under:-

1. The remote e-voting period commenced on Tuesday, September 15, 2015 at 9:00 A.M. and ended on Thursday, September 17, 2015 at 5:00 P.M. on the designated website '[www.evoting.nsdl.com](http://www.evoting.nsdl.com)' via NSDL e-Voting Platform.
2. The Shareholders of the Company as on the "cut off" date i.e. September 11, 2015 were entitled to avail the facility of remote e-voting as well as polling paper in the AGM on the proposed resolution(s) (item no. 1 to 8) as set out in the Notice of AGM dated Tuesday, July 2, 2015.
3. The total paid up Equity Share Capital of the Company as on September 11, 2015 was Rs. 8,80,73,000/- (Rupees Eight Crores Eighty Lakhs Seventy Three Thousand) divided into 88,07,300 (Eighty Eight Lacs Seven Thousand Three Hundred) equity shares of Rs. 10/- each (Rupee Ten only).



4. The Chairman ordered for poll at AGM as per Rule 20 & 21 of Companies (Management and Administration) Rules, 2014, as amended till date.
5. A ballot box was kept for polling and the ballot box was locked in my presence.
6. After completion of Poll at the AGM at Lok Kala March, 20, Lodhi Institutional Area, Lodhi Road, New Delhi- 110 003, the Ballot box was opened in my presence and ballots were diligently scrutinized. Thereafter, ballots were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company. A detailed register was maintained containing the particulars of the shareholders who participated in poll at AGM.
7. The ballots, which were incomplete and/or which were otherwise found defective or if signature of any shareholder did not match with the records have been treated as invalid and were kept separately.
8. Therefore, the votes cast through remote e-voting were unblocked after completion of poll at the AGM in the presence of two witnesses, Mr. Nitesh Arora R/o 3H/26, NIT Faridabad-121001 (Haryana) and Mr. Mahaveer Singh R/O 1E, Vasant Nagar, Vasant Vihar, New Delhi-110057 who were not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

*Nitesh*

Nitesh Arora

*Mahaveer*

Mahaveer Singh

9. The consolidated summary of results of remote e-voting and poll at the AGM are as under:
  - a. **Resolution No. 1-** To receive, consider and adopt Balance Sheet of the Company as at 31<sup>st</sup> March, 2015 and Statement of Profit & Loss Account for the year ended on that date and the Reports of Board of Directors and Auditors' thereon.

Ordinary Resolution				
Particulars	Number of Votes			Percentage
	e-Votes	Poll	Total	
Assent	4,260,615	1,618,205	5,878,820	99.9860
Dissent	-	823	823	0.0140
Total	4,260,615	1,619,028	5,879,643	100

Therefore, the resolution No. 1 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure A**.



- b. **Resolution No. 2-** To appoint a director in place of Shri Prem Nath Mehta (holding DIN 00277303), who retires by rotation and being eligible offers himself for re-appointment.

Ordinary Resolution				
Particulars	Number of Votes			Percentage
	e-Votes	Poll	Total	
Assent	4,259,815	1,618,828	5,878,643	99.9830
Dissent	800	200	1,000	0.0170
Total	4,260,615	1,619,028	5,879,643	100

Therefore, the resolution No. 2 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure B**.

- c. **Resolution No. 3-** To ratify the appointment of M/s K. Prasad & Company, Chartered Accountants (ICAI Registration No.FRN002755N) to hold office of the Auditors of the Company.

Ordinary Resolution				
Particulars	Number of Votes			Percentage
	e-Votes	Poll	Total	
Assent	4,260,615	1,618,928	5,879,543	99.9983
Dissent	-	100	100	0.0017
Total	4,260,615	1,619,028	5,879,643	100

Therefore, the resolution No. 3 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure C**.

- d. **Resolution No. 4-** Appointment of Smt. Sushmita Shekhar (DIN 02284266) as an independent Director.

Ordinary Resolution				
Particulars	Number of Votes			Percentage
	e-Votes	Poll	Total	
Assent	4,259,815	1,618,828	5,878,643	99.9830
Dissent	800	200	1,000	0.0170
Total	4,260,615	1,619,028	5,879,643	100

Therefore, the resolution No. 4 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure D**.

- d. **Resolution No. 5**- Approval of remuneration paid to M/s. Gurvinder Chopra & Co., Cost Accountants to conduct the Audit of the cost records of the Company.

Ordinary Resolution				
Particulars	Number of Votes			Percentage
	e-Votes	Poll	Total	
Assent	4,259,815	1,618,928	5,878,743	99.9847
Dissent	800	100	900	0.0153
Total	4,260,615	1,619,028	5,879,643	100

Therefore, the resolution No. 5 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure E**.

- e. **Resolution No. 6\***- Re-appointment of Sh. Tarun Jiwarajka (DIN 00386240) as whole-time director of the company.

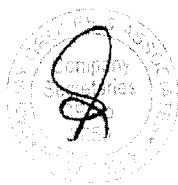
Special Resolution				
Particulars	Number of Votes			Percentage
	e-Votes	Poll	Total	
Assent	300	2,377	2,677	76.9917
Dissent	800	0	800	23.0083
Total	1,100	2,377	3,477	100

Therefore, the resolution No. 6 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure F**.

\* Voting by Promoters and Promoters group, being the related parties as per the provisions of Listing Agreement, are not considered.

- f. **Resolution No. 7**- To borrow money in excess to the aggregate of the paid-up capital of the company and its free reserves u/s 180(1) (c) of Companies Act, 2013.

Special Resolution				
Particulars	Number of Votes			Percentage
	e-Votes	Poll	Total	
Assent	4,260,615	1,618,928	5,879,543	100





Dissent	-	-	-	0
Total	4,260,615	1,618,928	5,879,543	100

Therefore, the resolution No. 7 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure G**.

g. **Resolution No. 8-** To create mortgage and / or charge and / or hypothecations by the way of first charge and / or second charge/ subservient charge and / or pari-passu, in addition to the mortgages / charges/ hypothecations created or to be created by the company u/s 180(1) (a) of Companies Act, 2013.

Special Resolution				
Particulars	Number of Votes			Percentage
	e-Votes	Poll	Total	
Assent	4,260,615	1,618,205	5,878,820	99.9860
Dissent	-	823	823	0.0140
Total	4,260,615	1,619,028	5,879,643	100

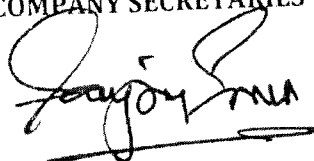
Therefore, the resolution No. 8 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure H**.

10. The register and all other papers relating to voting by electronic means shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the Scrutinizer shall hand over the register and other related papers to the company.

Thank you,

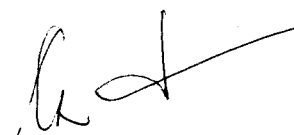
Yours faithfully,

For SANJAY GROVER & ASSOCIATES  
COMPANY SECRETARIES



Sanjay Grover  
Scrutinizer  
CP No 3850

Countersigned By



Chairman



New Delhi  
September 19, 2015

**Annexure - A**

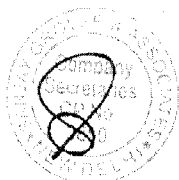
Details of remote e-voting & poll at AGM for Resolution No. 1 are as under:

**A1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	44	1,619,030	16,190,300	18.3828
b) Less: Invalid Votes	2	2	20	0.0000
c) Net Valid votes cast	42	1,619,028	16,190,280	18.3828
d) Votes with assent for the Resolution	40	1,618,205	16,182,050	18.3735
e) Votes with dissent for the Resolution	2	823	8,230	0.0093

**A2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	6	4,260,615	42,606,150	48.3759
(b) Votes with Assent	6	4,260,615	42,606,150	48.3759
(c) Votes with dissent	0	0	0	0



**Annexure - B**

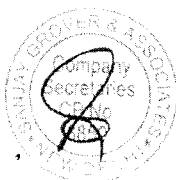
Details of remote e-voting & poll at AGM for Resolution No. 2 are as under:

**B1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	44	1,619,030	16,190,300	18.3828
b) Less: Invalid Votes	2	2	20	0.0000
c) Net Valid votes cast	42	1,619,028	16,190,280	18.3828
d) Votes with assent for the Resolution	40	1,618,828	16,188,280	18.3805
e) Votes with dissent for the Resolution	2	200	2,000	0.0023

**B2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	6	4,260,615	42,606,150	48.3759
(b) Votes with Assent	5	4,259,815	42,598,150	48.3669
(c) Votes with dissent	1	800	8,000	0.0091



**Annexure - C**

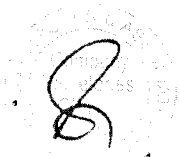
Details of remote e-voting & poll at AGM for Resolution No. 3 are as under:

**C1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	44	1,619,030	16,190,300	18.3828
b) Less: Invalid Votes	2	2	20	0.0000
c) Net Valid votes cast	42	1,619,028	16,190,280	18.3828
d) Votes with assent for the Resolution	41	1,618,928	16,189,280	18.3817
e) Votes with dissent for the Resolution	1	100	1,000	0.0011

**C2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	6	4,260,615	42,606,150	48.3759
(b) Votes with Assent	6	4,260,615	42,606,150	48.3759
(c) Votes with dissent	0	0	0	0



**Annexure - D**

Details of remote e-voting & poll at AGM for Resolution No. 4 are as under:

**D1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	44	1,619,030	16,190,300	18.3828
b) Less: Invalid Votes	2	2	20	0.0000
c) Net Valid votes cast	42	1,619,028	16,190,280	18.3828
d) Votes with assent for the Resolution	40	1,618,828	16,188,280	18.3805
e) Votes with dissent for the Resolution	2	200	2,000	0.0023

**D2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	6	4,260,615	42,606,150	48.3759
(b) Votes with Assent	5	4,259,815	42,598,150	48.3669
(c) Votes with dissent	1	800	8,000	0.0091

**Annexure - E**

Details of remote e-voting & poll at AGM for Resolution No. 5 are as under:

**E1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	44	1,619,030	16,190,300	18.3828
b) Less: Invalid Votes	2	2	20	0.0000
c) Net Valid votes cast	42	1,619,028	16,190,280	18.3828
d) Votes with assent for the Resolution	41	1,618,928	16,189,280	18.3817
e) Votes with dissent for the Resolution	1	100	1,000	0.0011

**E2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	6	4,260,615	42,606,150	48.3759
(b) Votes with Assent	5	4,259,815	42,598,150	48.3669
(c) Votes with dissent	1	800	8,000	0.0091





**Annexure - F**

Details of remote e-voting & poll at AGM for Resolution No. 6 are as under:

**F1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	40	2,379	23,790	0.0270
b) Less: Invalid Votes	2	2	20	0.0000
c) Net Valid votes cast	38	2,377	23,770	0.0270
d) Votes with assent for the Resolution	38	2,377	23,770	0.0270
e) Votes with dissent for the Resolution	0	0	0	0.0000

**F2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	3	1,100	11,000	0.0125
(b) Votes with Assent	2	300	3,000	0.0034
(c) Votes with dissent	1	800	8,000	0.0091



**Annexure - G**

Details of remote e-voting & poll at AGM for Resolution No. 7 are as under:

**G1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	44	1,619,030	16,190,300	18.3828
b) Less: Invalid Votes	3	102	1,020	0.0012
c) Net Valid votes cast	41	1,618,928	16,189,280	18.3817
d) Votes with assent for the Resolution	41	1,618,928	16,189,280	18.3817
e) Votes with dissent for the Resolution	0	0	0	0.0000

**G2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	6	4,260,615	42,606,150	48.3759
(b) Votes with Assent	6	4,260,615	42,606,150	48.3759
(c) Votes with dissent	0	0	0	0



## Annexure - H

Details of remote e-voting & poll at AGM for Resolution No. 8 are as under:

### H1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	44	1,619,030	16,190,300	18.3828
b) Less: Invalid Votes	2	2	20	0.0000
c) Net Valid votes cast	42	1,619,028	16,190,280	18.3828
d) Votes with assent for the Resolution	40	1,618,205	16,182,050	18.3735
e) Votes with dissent for the Resolution	2	823	8,230	0.0093

### H2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	6	4,260,615	42,606,150	48.3759
(b) Votes with Assent	6	4,260,615	42,606,150	48.3759
(c) Votes with dissent	0	0	0	0

