

**A.K.GOYAL**  
Company Secretary

**" COCUSAN CHAAMBERS"**  
D-62 Laxmi Nagar, Vikas Marg,  
DELHI-110092  
Ph. 22094974,9810483669

Date : 22<sup>nd</sup> July, 2014

The Chairman  
Bharat Seats Limited,  
D-188, Okhla Industrial Area,  
Phase – 1, New Delhi – 110 020

**Sub: Scrutinizer's Report on the E voting and Ballot for Shareholder's Resolution under different Section(s) of the Companies Act, 2013 as set out in the Annual General Meeting (AGM) Notice Dated 16<sup>th</sup> April, 2014.**

Dear Sir,

1. The Board of Directors of the Company at its meeting held on 16<sup>th</sup> April, 2014 appointed me as a Scrutinizer for conducting the e voting and ballot voting process.
2. I hereby submit my report as under:

The Company has completed, the dispatch of AGM Notice on 10-06-2014 by email/Registered Post/Speed Post along with pre-paid stamp expenses on postage business reply envelope to its members whose names appeared on the Register of Members as on the Record Date, i.e.30-05-2014. Total 20,877 number of Notices were dispatched to Shareholders of the company as per the Register of Members.

3. Ballot forms were kept under my safe custody in a sealed and tamper proof box before commencing the scrutiny of such postal ballot forms.

The specially made ballot box was opened in my presence and e-voting details were downloaded from the Website on 21.07.2014 after the process of ballot was over .

- i) Total 19 folios e- voted for the resolutions covering 186,95,008 no. of votes.
- ii) Total 4,553 Ballots were received from 101 shareholders of the Company at the venue of AGM out of which 20 ballots covering 48 number of shares were found to be invalid.



# ANNEXURE- A

| BHARAT SEATS LIMITED                  |             |             |             |             |             |             |             |             |             |             |             |
|---------------------------------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|
| Date of Polling as on date 21/07/2014 |             |             |             |             |             |             |             |             |             |             |             |
| Resolution                            | 1           | 2           | 3           | 4           | 5           | 6           | 7           | 8           | 9           | 10          | 11          |
| Voted For                             | 4505        | 4505        | 4505        | 4305        | 4505        | 4205        | 4205        | 4505        | 4305        | 4305        | 4505        |
| Voted Against                         |             |             |             | 200         |             | 300         | 300         |             | 200         | 200         |             |
| <b>Grand Total</b>                    | <b>4505</b> | <b>4505</b> | <b>4505</b> | <b>4505</b> | <b>4505</b> | <b>4505</b> | <b>4505</b> | <b>4505</b> | <b>4505</b> | <b>4505</b> | <b>4505</b> |

| Particulars         | No. of Holders | No. of Shares |
|---------------------|----------------|---------------|
| Share Holders Voted | 101            | 4553          |

|             |    |      |
|-------------|----|------|
| Valid Votes | 81 | 4505 |
|-------------|----|------|

|                 |    |    |
|-----------------|----|----|
| Invalid Votes * | 20 | 48 |
|-----------------|----|----|

| * Summary of Invalid Votes |               |                          |
|----------------------------|---------------|--------------------------|
| No. Of Cases               | No. Of Shares | Reason Remarks           |
| 2                          | 11            | Duplicate Entry          |
| 2                          | 37            | Voted more than holding. |
| 16                         | 0             | Records Are Not Correct  |



# ANNEXURE- A

Date of the AGM: 21 th Jul 2014

Total number of shareholders on record date: '20877'  
No. of Shares: '31400000'

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group : 16 No. of Shares: 14043608  
Public : 15270 No. of Shares: 173450

Detail of the Agenda:

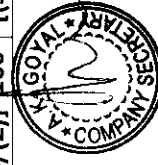
| Promoter/Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|-----------------|--------------------|---------------------|--|--------------------------|------------------------|---|---|
|                 | (1)                | (2)                 |  | (4)                      | (5)                    |   |   |

## 1. Adoption of financial Statement for the year ended 31st March, 2014

### ORDINARY BUSINESS

#### Mode of voting: (E-voting)

|                                |                 |                 |              |                 |          |               |             |
|--------------------------------|-----------------|-----------------|--------------|-----------------|----------|---------------|-------------|
| Promoter and Promoter Group    | 23343608        | 18693608        | 80.08        | 18693608        | 0        | 100.00        | 0.00        |
| Public – Institutional holders | 35000           | 0               | 0.00         | 0               | 0        | 0.00          | 0.00        |
| Public-Others                  | 8021392         | 1400            | 0.02         | 1400            | 0        | 100.00        | 0.00        |
| <b>Total (A) ( 19 FOLIOS)</b>  | <b>31400000</b> | <b>18695008</b> | <b>59.54</b> | <b>18695008</b> | <b>0</b> | <b>100.00</b> | <b>0.00</b> |



## ANNEXURE- A

| Mode of voting: (Poll)         |                 |             |             |             |          |               |             |             |             |
|--------------------------------|-----------------|-------------|-------------|-------------|----------|---------------|-------------|-------------|-------------|
| Promoter and Promoter Group    | 23343608        | 0           | 0.00        | 0           | 0        | 0.00          | 0.00        | 0.00        | 0.00        |
| Public – Institutional holders | 35000           | 0           | 0.00        | 0           | 0        | 0.00          | 0.00        | 0.00        | 0.00        |
| Public-Others                  | 8021392         | 4505        | 0.06        | 4505        | 0        | 100.00        | 0.00        | 0.00        | 0.00        |
| <b>Total (B) (81 FOLIOS)</b>   | <b>31400000</b> | <b>4505</b> | <b>0.01</b> | <b>4505</b> | <b>0</b> | <b>100.00</b> | <b>0.00</b> | <b>0.00</b> | <b>0.00</b> |

|                                  |                 |                 |              |                 |          |            |             |             |             |
|----------------------------------|-----------------|-----------------|--------------|-----------------|----------|------------|-------------|-------------|-------------|
| <b>Result (A+B) ( 100 FOLIS)</b> | <b>31400000</b> | <b>18699513</b> | <b>59.55</b> | <b>18699513</b> | <b>0</b> | <b>100</b> | <b>0.00</b> | <b>0.00</b> | <b>0.00</b> |
|----------------------------------|-----------------|-----------------|--------------|-----------------|----------|------------|-------------|-------------|-------------|

### 2. Declaration of Dividend

#### ORDINARY BUSINESS

##### Mode of voting: (E-voting)

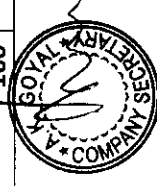
|                                |                 |                 |              |                 |          |               |             |             |             |
|--------------------------------|-----------------|-----------------|--------------|-----------------|----------|---------------|-------------|-------------|-------------|
| Promoter and Promoter Group    | 23343608        | 18693608        | 80.08        | 18693608        | 0        | 100.00        | 0.00        | 0.00        | 0.00        |
| Public – Institutional holders | 35000           | 0               | 0.00         | 0               | 0        | 0.00          | 0.00        | 0.00        | 0.00        |
| Public-Others                  | 8021392         | 1400            | 0.02         | 1400            | 0        | 100.00        | 0.00        | 0.00        | 0.00        |
| <b>Total (A) ( 19 FOLIOS)</b>  | <b>31400000</b> | <b>18695008</b> | <b>59.54</b> | <b>18695008</b> | <b>0</b> | <b>100.00</b> | <b>0.00</b> | <b>0.00</b> | <b>0.00</b> |

##### Mode of voting: (Poll)

|                                |                 |             |             |             |          |               |             |             |             |
|--------------------------------|-----------------|-------------|-------------|-------------|----------|---------------|-------------|-------------|-------------|
| Promoter and Promoter Group    | 23343608        | 0           | 0.00        | 0           | 0        | 0.00          | 0.00        | 0.00        | 0.00        |
| Public – Institutional holders | 35000           | 0           | 0.00        | 0           | 0        | 0.00          | 0.00        | 0.00        | 0.00        |
| Public-Others                  | 8021392         | 4505        | 0.06        | 4505        | 0        | 100.00        | 0.00        | 0.00        | 0.00        |
| <b>Total (B) (81 FOLIOS)</b>   | <b>31400000</b> | <b>4505</b> | <b>0.01</b> | <b>4505</b> | <b>0</b> | <b>100.00</b> | <b>0.00</b> | <b>0.00</b> | <b>0.00</b> |

##### Result (A+B) ( 100 FOLIOS)

|  |                 |                 |              |                 |          |            |             |             |             |
|--|-----------------|-----------------|--------------|-----------------|----------|------------|-------------|-------------|-------------|
| <b>3. Re-appointment of Mr. Narinder Dev Relan, Director who retires by rotation</b> | <b>31400000</b> | <b>18699513</b> | <b>59.55</b> | <b>18699513</b> | <b>0</b> | <b>100</b> | <b>0.00</b> | <b>0.00</b> | <b>0.00</b> |
| <b>ORDINARY BUSINESS</b>   |                 |                 |              |                 |          |            |             |             |             |
| <b>Mode of voting: (E-voting)</b>  |                 |                 |              |                 |          |            |             |             |             |
| Promoter and Promoter Group  | 23343608        | 18693608        | 80.08        | 18693608        | 0        | 100.00     | 0.00        | 0.00        | 0.00        |



## ANNEXURE- A

|                                |                 |                 |              |                 |          |               |             |
|--------------------------------|-----------------|-----------------|--------------|-----------------|----------|---------------|-------------|
| Public – Institutional holders | 35000           | 0               | 0.00         | 0               | 0        | 0.00          | 0.00        |
| Public-Others                  | 8021392         | 1400            | 0.02         | 1400            | 0        | 100.00        | 0.00        |
| <b>Total (A) ( 19 FOLIOS)</b>  | <b>31400000</b> | <b>18695008</b> | <b>59.54</b> | <b>18695008</b> | <b>0</b> | <b>100.00</b> | <b>0.00</b> |

| Mode of voting: (Poll)         |                 |             |             |             |          |               |             |
|--------------------------------|-----------------|-------------|-------------|-------------|----------|---------------|-------------|
| Promoter and Promoter Group    | 23343608        | 0           | 0.00        | 0           | 0        | 0.00          | 0.00        |
| Public – Institutional holders | 35000           | 0           | 0.00        | 0           | 0        | 0.00          | 0.00        |
| Public-Others                  | 8021392         | 4505        | 0.06        | 4505        | 0        | 100.00        | 0.00        |
| <b>Total (B) (81 FOLIOS)</b>   | <b>31400000</b> | <b>4505</b> | <b>0.01</b> | <b>4505</b> | <b>0</b> | <b>100.00</b> | <b>0.00</b> |

|                                  |                 |                 |              |                 |          |            |             |
|----------------------------------|-----------------|-----------------|--------------|-----------------|----------|------------|-------------|
| <b>Result (A+B) ( 100 FOLIS)</b> | <b>31400000</b> | <b>18699513</b> | <b>59.55</b> | <b>18699513</b> | <b>0</b> | <b>100</b> | <b>0.00</b> |
|----------------------------------|-----------------|-----------------|--------------|-----------------|----------|------------|-------------|

4. Re-appointment of Mr. Ajay Relan, Director who retires by rotation

### ORDINARY BUSINESS

Mode of voting: (E-voting)

|                                |                 |                 |              |                 |          |               |             |
|--------------------------------|-----------------|-----------------|--------------|-----------------|----------|---------------|-------------|
| Promoter and Promoter Group    | 23343608        | 18693608        | 80.08        | 18693608        | 0        | 100.00        | 0.00        |
| Public – Institutional holders | 35000           | 0               | 0.00         | 0               | 0        | 0.00          | 0.00        |
| Public-Others                  | 8021392         | 1400            | 0.02         | 1400            | 0        | 100.00        | 0.00        |
| <b>Total (A) ( 19 FOLIOS)</b>  | <b>31400000</b> | <b>18695008</b> | <b>59.54</b> | <b>18695008</b> | <b>0</b> | <b>100.00</b> | <b>0.00</b> |

Mode of voting: (Poll)

|                                |                 |             |             |             |            |              |             |
|--------------------------------|-----------------|-------------|-------------|-------------|------------|--------------|-------------|
| Promoter and Promoter Group    | 23343608        | 0           | 0.00        | 0           | 0          | 0.00         | 0.00        |
| Public – Institutional holders | 35000           | 0           | 0.00        | 0           | 0          | 0.00         | 0.00        |
| Public-Others                  | 8021392         | 4505        | 0.06        | 4305        | 200        | 95.56        | 4.44        |
| <b>Total (B) (81 FOLIOS)</b>   | <b>31400000</b> | <b>4505</b> | <b>0.01</b> | <b>4305</b> | <b>200</b> | <b>95.56</b> | <b>4.44</b> |

|                                   |                 |                 |              |                 |            |            |             |
|-----------------------------------|-----------------|-----------------|--------------|-----------------|------------|------------|-------------|
| <b>Result (A+B) ( 100 FOLIOS)</b> | <b>31400000</b> | <b>18699513</b> | <b>59.55</b> | <b>18699313</b> | <b>200</b> | <b>100</b> | <b>0.00</b> |
|-----------------------------------|-----------------|-----------------|--------------|-----------------|------------|------------|-------------|

5. Re-appointment of M/s S.S.Kothari Mehta & Co.,



## ANNEXURE- A

Chartered Accountants, the retiring Auditors of the Company and fixing their remuneration

### ORDINARY BUSINESS

#### Mode of voting: (E-voting)

|                                 |                 |                 |                 |              |                 |          |               |             |
|---------------------------------|-----------------|-----------------|-----------------|--------------|-----------------|----------|---------------|-------------|
| Promoter and Promoter Group     | 23343608        | 18693608        | 18693608        | 80.08        | 18693608        | 0        | 100.00        | 0.00        |
| Public -- Institutional holders | 35000           | 0               | 0               | 0.00         | 0               | 0        | 0.00          | 0.00        |
| Public-Others                   | 8021392         | 1400            | 1400            | 0.02         | 1400            | 0        | 100.00        | 0.00        |
| <b>Total (A) ( 19 FOLIOS)</b>   | <b>31400000</b> | <b>18695008</b> | <b>18695008</b> | <b>59.54</b> | <b>18695008</b> | <b>0</b> | <b>100.00</b> | <b>0.00</b> |

#### Mode of voting: (Poll)

|                                 |                 |             |             |             |             |          |               |             |
|---------------------------------|-----------------|-------------|-------------|-------------|-------------|----------|---------------|-------------|
| Promoter and Promoter Group     | 23343608        | 0           | 0           | 0.00        | 0           | 0        | 0.00          | 0.00        |
| Public -- Institutional holders | 35000           | 0           | 0           | 0.00        | 0           | 0        | 0.00          | 0.00        |
| Public-Others                   | 8021392         | 4505        | 4505        | 0.06        | 4505        | 0        | 100.00        | 0.00        |
| <b>Total (B) (81 FOLIOS)</b>    | <b>31400000</b> | <b>4505</b> | <b>4505</b> | <b>0.01</b> | <b>4505</b> | <b>0</b> | <b>100.00</b> | <b>0.00</b> |

#### Result (A+B) ( 100 FOLIOS)

|  |          |          |          |       |          |   |     |      |
|--|----------|----------|----------|-------|----------|---|-----|------|
|  | 31400000 | 18699513 | 18699513 | 59.55 | 18699513 | 0 | 100 | 0.00 |
|--|----------|----------|----------|-------|----------|---|-----|------|

6. Appointment of Mr.Girish Narain Mehra as an Independent Director of the Company

### ORDINARY RESOLUTIONS:

#### Mode of voting: (E-voting)

|                                 |                 |                 |                 |              |                 |          |               |             |
|---------------------------------|-----------------|-----------------|-----------------|--------------|-----------------|----------|---------------|-------------|
| Promoter and Promoter Group     | 23343608        | 18693608        | 18693608        | 80.08        | 18693608        | 0        | 100.00        | 0.00        |
| Public -- Institutional holders | 35000           | 0               | 0               | 0.00         | 0               | 0        | 0.00          | 0.00        |
| Public-Others                   | 8021392         | 1400            | 1400            | 0.02         | 1400            | 0        | 100.00        | 0.00        |
| <b>Total (A) ( 19 FOLIOS)</b>   | <b>31400000</b> | <b>18695008</b> | <b>18695008</b> | <b>59.54</b> | <b>18695008</b> | <b>0</b> | <b>100.00</b> | <b>0.00</b> |

#### Mode of voting: (Poll)

|                                 |          |   |   |      |   |   |      |      |
|---------------------------------|----------|---|---|------|---|---|------|------|
| Promoter and Promoter Group     | 23343608 | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public -- Institutional holders | 35000    | 0 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |



## ANNEXURE- A

|                              |          |      |      |      |     |       |      |
|------------------------------|----------|------|------|------|-----|-------|------|
| Public-Others                | 8021392  | 4505 | 0.06 | 4205 | 300 | 93.34 | 6.66 |
| <b>Total (B) (81 FOLIOS)</b> | 31400000 | 4505 | 0.01 | 4205 | 300 | 93.34 | 6.66 |

|                                   |          |          |       |          |     |        |      |
|-----------------------------------|----------|----------|-------|----------|-----|--------|------|
| <b>Result (A+B) ( 100 FOLIOS)</b> | 31400000 | 18699513 | 59.55 | 18699213 | 300 | 100.00 | 0.00 |
|-----------------------------------|----------|----------|-------|----------|-----|--------|------|

**7. Appointment of Mr.Prateep Kumar Lahiri as an Independent Director of the Company**

**ORDINARY RESOLUTIONS:**

**Mode of voting: (E-voting)**

|                                |          |          |       |          |   |        |      |
|--------------------------------|----------|----------|-------|----------|---|--------|------|
| Promoter and Promoter Group    | 23343608 | 18693608 | 80.08 | 18693608 | 0 | 100.00 | 0.00 |
| Public – Institutional holders | 35000    | 0        | 0.00  | 0        | 0 | 0.00   | 0.00 |
| Public-Others                  | 8021392  | 1400     | 0.02  | 1400     | 0 | 100.00 | 0.00 |
| <b>Total (A) ( 19 FOLIOS)</b>  | 31400000 | 18695008 | 59.54 | 18695008 | 0 | 100.00 | 0.00 |

**Mode of voting: (Poll)**

|                                |          |      |      |      |     |       |      |
|--------------------------------|----------|------|------|------|-----|-------|------|
| Promoter and Promoter Group    | 23343608 | 0    | 0.00 | 0    | 0   | 0.00  | 0.00 |
| Public – Institutional holders | 35000    | 0    | 0.00 | 0    | 0   | 0.00  | 0.00 |
| Public-Others                  | 8021392  | 4505 | 0.06 | 4205 | 300 | 93.34 | 6.66 |
| <b>Total (B) (81 FOLIOS)</b>   | 31400000 | 4505 | 0.01 | 4205 | 300 | 93.34 | 6.66 |

**Result (A+B) ( 100 FOLIOS)**

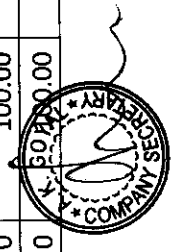
|  |          |          |       |          |     |        |      |
|--|----------|----------|-------|----------|-----|--------|------|
|  | 31400000 | 18699513 | 59.55 | 18699213 | 300 | 100.00 | 0.00 |
|--|----------|----------|-------|----------|-----|--------|------|

**8. Appointment of Mr.Ravindra Gupta as an Independent Director of the Company**

**ORDINARY RESOLUTIONS:**

**Mode of voting: (E-voting)**

|                                |          |          |       |          |   |        |      |
|--------------------------------|----------|----------|-------|----------|---|--------|------|
| Promoter and Promoter Group    | 23343608 | 18693608 | 80.08 | 18693608 | 0 | 100.00 | 0.00 |
| Public – Institutional holders | 35000    | 0        | 0.00  | 0        | 0 | 0.00   | 0.00 |
| Public-Others                  | 8021392  | 1400     | 0.02  | 1400     | 0 | 100.00 | 0.00 |
| <b>Total (A) ( 19 FOLIOS)</b>  | 31400000 | 18695008 | 59.54 | 18695008 | 0 | 100.00 | 0.00 |



## ANNEXURE- A

| Mode of voting: (Poll)         |                 |             |             |             |          |               |               |             |             |
|--------------------------------|-----------------|-------------|-------------|-------------|----------|---------------|---------------|-------------|-------------|
| Promoter and Promoter Group    | 23343608        | 0           | 0.00        | 0           | 0        | 0.00          | 0.00          | 0.00        | 0.00        |
| Public – Institutional holders | 35000           | 0           | 0.00        | 0           | 0        | 0.00          | 0.00          | 0.00        | 0.00        |
| Public-Others                  | 8021392         | 4505        | 0.06        | 4505        | 0        | 100.00        | 100.00        | 0.00        | 0.00        |
| <b>Total (B) (81 FOLIOS)</b>   | <b>31400000</b> | <b>4505</b> | <b>0.01</b> | <b>4505</b> | <b>0</b> | <b>100.00</b> | <b>100.00</b> | <b>0.00</b> | <b>0.00</b> |

|                                   |                 |                 |              |                 |          |               |               |             |             |
|-----------------------------------|-----------------|-----------------|--------------|-----------------|----------|---------------|---------------|-------------|-------------|
| <b>Result (A+B) ( 100 FOLIOS)</b> | <b>31400000</b> | <b>18699513</b> | <b>59.55</b> | <b>18699513</b> | <b>0</b> | <b>100.00</b> | <b>100.00</b> | <b>0.00</b> | <b>0.00</b> |
|-----------------------------------|-----------------|-----------------|--------------|-----------------|----------|---------------|---------------|-------------|-------------|

**9. Appointment of Mr. Kishan Nagin Parikh as an Independent Director of the Company**

### ORDINARY RESOLUTIONS:

#### Mode of voting: (E-voting)

|                                |                 |                 |              |                 |          |               |               |             |             |
|--------------------------------|-----------------|-----------------|--------------|-----------------|----------|---------------|---------------|-------------|-------------|
| Promoter and Promoter Group    | 23343608        | 18693608        | 80.08        | 18693608        | 0        | 100.00        | 100.00        | 0.00        | 0.00        |
| Public – Institutional holders | 35000           | 0               | 0.00         | 0               | 0        | 0.00          | 0.00          | 0.00        | 0.00        |
| Public-Others                  | 8021392         | 1400            | 0.02         | 1400            | 0        | 100.00        | 100.00        | 0.00        | 0.00        |
| <b>Total (A) ( 19 FOLIOS)</b>  | <b>31400000</b> | <b>18695008</b> | <b>59.54</b> | <b>18695008</b> | <b>0</b> | <b>100.00</b> | <b>100.00</b> | <b>0.00</b> | <b>0.00</b> |

#### Mode of voting: (Poll)

|                                |                 |             |             |             |            |              |              |             |             |
|--------------------------------|-----------------|-------------|-------------|-------------|------------|--------------|--------------|-------------|-------------|
| Promoter and Promoter Group    | 23343608        | 0           | 0.00        | 0           | 0          | 0.00         | 0.00         | 0.00        | 0.00        |
| Public – Institutional holders | 35000           | 0           | 0.00        | 0           | 0          | 0.00         | 0.00         | 0.00        | 0.00        |
| Public-Others                  | 8021392         | 4505        | 0.06        | 4305        | 200        | 95.56        | 95.56        | 4.44        | 4.44        |
| <b>Total (B) (81 FOLIOS)</b>   | <b>31400000</b> | <b>4505</b> | <b>0.01</b> | <b>4305</b> | <b>200</b> | <b>95.56</b> | <b>95.56</b> | <b>4.44</b> | <b>4.44</b> |

#### Result (A+B) ( 100 FOLIOS)

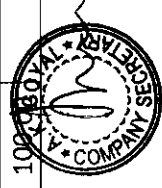
|                                   |                 |                 |              |                 |            |               |               |             |             |
|-----------------------------------|-----------------|-----------------|--------------|-----------------|------------|---------------|---------------|-------------|-------------|
| <b>Result (A+B) ( 100 FOLIOS)</b> | <b>31400000</b> | <b>18699513</b> | <b>59.55</b> | <b>18699313</b> | <b>200</b> | <b>100.00</b> | <b>100.00</b> | <b>0.00</b> | <b>0.00</b> |
|-----------------------------------|-----------------|-----------------|--------------|-----------------|------------|---------------|---------------|-------------|-------------|

**10. Remuneration of Mr Rohit Relan, Managing Director**

### SPECIAL RESOLUTION :

#### Mode of voting: (E-voting)

|                             |          |          |       |          |   |        |        |      |      |
|-----------------------------|----------|----------|-------|----------|---|--------|--------|------|------|
| Promoter and Promoter Group | 23343608 | 18693608 | 80.08 | 18693608 | 0 | 100.00 | 100.00 | 0.00 | 0.00 |
|-----------------------------|----------|----------|-------|----------|---|--------|--------|------|------|





## ANNEXURE- A

|                                |                 |                 |              |                 |          |               |               |             |
|--------------------------------|-----------------|-----------------|--------------|-----------------|----------|---------------|---------------|-------------|
| Public – Institutional holders | 35000           | 0               | 0.00         | 0               | 0        | 0.00          | 0.00          | 0.00        |
| Public-Others                  | 8021392         | 1400            | 0.02         | 1400            | 0        | 100.00        | 100.00        | 0.00        |
| <b>Total (A) ( 19 FOLIOS)</b>  | <b>31400000</b> | <b>18695008</b> | <b>59.54</b> | <b>18695008</b> | <b>0</b> | <b>100.00</b> | <b>100.00</b> | <b>0.00</b> |

| Mode of voting: (Poll)         |                 |             |             |             |            |              |              |             |
|--------------------------------|-----------------|-------------|-------------|-------------|------------|--------------|--------------|-------------|
| Promoter and Promoter Group    | 23343608        | 0           | 0.00        | 0           | 0          | 0.00         | 0.00         | 0.00        |
| Public – Institutional holders | 35000           | 0           | 0.00        | 0           | 0          | 0.00         | 0.00         | 0.00        |
| Public-Others                  | 8021392         | 4505        | 0.06        | 4305        | 200        | 95.56        | 95.56        | 4.44        |
| <b>Total (B) (81 FOLIOS)</b>   | <b>31400000</b> | <b>4505</b> | <b>0.01</b> | <b>4305</b> | <b>200</b> | <b>95.56</b> | <b>95.56</b> | <b>4.44</b> |

|                                   |                 |                 |              |                 |            |               |               |             |
|-----------------------------------|-----------------|-----------------|--------------|-----------------|------------|---------------|---------------|-------------|
| <b>Result (A+B) ( 100 FOLIOS)</b> | <b>31400000</b> | <b>18699513</b> | <b>59.55</b> | <b>18699313</b> | <b>200</b> | <b>100.00</b> | <b>100.00</b> | <b>0.00</b> |
|-----------------------------------|-----------------|-----------------|--------------|-----------------|------------|---------------|---------------|-------------|

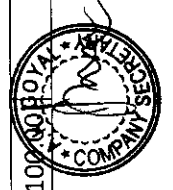
**11. Remuneration of Mr.S.N.Balasubramanian, Cost Accountant in Practice for conducting Cost Audit of the Company**

### ORDINARY RESOLUTION:

| Mode of voting: (E-voting)     |                 |                 |              |                 |          |               |               |             |
|--------------------------------|-----------------|-----------------|--------------|-----------------|----------|---------------|---------------|-------------|
| Promoter and Promoter Group    | 23343608        | 18693608        | 80.08        | 18693608        | 0        | 100.00        | 100.00        | 0.00        |
| Public – Institutional holders | 35000           | 0               | 0.00         | 0               | 0        | 0.00          | 0.00          | 0.00        |
| Public-Others                  | 8021392         | 1400            | 0.02         | 1400            | 0        | 100.00        | 100.00        | 0.00        |
| <b>Total (A) ( 19 FOLIOS)</b>  | <b>31400000</b> | <b>18695008</b> | <b>59.54</b> | <b>18695008</b> | <b>0</b> | <b>100.00</b> | <b>100.00</b> | <b>0.00</b> |

| Mode of voting: (Poll)         |                 |             |             |             |          |               |               |             |
|--------------------------------|-----------------|-------------|-------------|-------------|----------|---------------|---------------|-------------|
| Promoter and Promoter Group    | 23343608        | 0           | 0.00        | 0           | 0        | 0.00          | 0.00          | 0.00        |
| Public – Institutional holders | 35000           | 0           | 0.00        | 0           | 0        | 0.00          | 0.00          | 0.00        |
| Public-Others                  | 8021392         | 4505        | 0.06        | 4505        | 0        | 100.00        | 100.00        | 0.00        |
| <b>Total (B) (81 FOLIOS)</b>   | <b>31400000</b> | <b>4505</b> | <b>0.01</b> | <b>4505</b> | <b>0</b> | <b>100.00</b> | <b>100.00</b> | <b>0.00</b> |

|                                   |                 |                 |              |                 |          |               |               |             |
|-----------------------------------|-----------------|-----------------|--------------|-----------------|----------|---------------|---------------|-------------|
| <b>Result (A+B) ( 100 FOLIOS)</b> | <b>31400000</b> | <b>18699513</b> | <b>59.55</b> | <b>18699513</b> | <b>0</b> | <b>100.00</b> | <b>100.00</b> | <b>0.00</b> |
|-----------------------------------|-----------------|-----------------|--------------|-----------------|----------|---------------|---------------|-------------|



All the 4553 ballot forms were received up to the close of the AGM on 21.07.2014.

No envelope containing ballot forms / e-voting details were received after 21<sup>st</sup> July, 2014.

I did not find any defaced or mutilated ballot paper except 20 (Twenty) Nos. of invalid ballot papers .

4. The summary of the e voting and ballot forms totaling to 100 Nos. received is enclosed herewith as per **Annexure-A**.
5. Particulars of all e voting and ballot forms received from the members have been entered in to a register maintained separately for the purpose.
6. I have handed over the ballot forms, e- voting records and other related papers / registers and records for safe custody to Ms. Ritu Bakshi, Company Secretary of the Company and authorized by the Board to supervise the ballot process.

You may accordingly declare the result of the voting by Ballot, including voting by electronic means.

Thanking You.



(A.K. Goyal)

Company Secretary in Practice



Place : New Delhi

Date : 22-07-2014