



August 16, 2014

The Manager - Listing,  
BSE Ltd.  
Phiroze Jeejeebhoy Towers,  
Dalai Street, Mumbai – 400001

The Manager Listing  
National Stock Exchange of India Limited,  
Exchange Plaza, Bandra kurla Complex,  
Bandra (East), Mumbai-400051

Dear Sirs,

**Sub: Proceedings of the Annual General meeting held on 14<sup>th</sup> August, 2014 Pursuant to 35A of the listing Agreement and scrutinizer report on e-voting and poll.**

Pursuant to Clause 35A of the listing Agreement, we give below the details of voting results

S.No.	Description	Particulars			
1.	Date of AGM	14 <sup>th</sup> August, 2014			
2.	Total No. of shareholders as on record Date	37186			
3.	No. of shareholders present in the meeting either in person or through proxy				
	Shareholders	Present in Person	Present through proxy	Total	Shares
	Promoter and Promoter Group	1	-	1	95153872
	Public	39	7	46	369297
	Total	40	7	47	95523169
4.	No. of shareholders attended the meeting through video conferencing	NIL			



**WHIRLPOOL OF INDIA LIMITED**

CIN No. : L29191PN1960PLC020063

'WHIRLPOOL HOUSE' PLOT NO. 40, SECTOR-44, GURGAON-122002 (HARYANA), INDIA TEL. : (91)-124-4591300 FAX : (91)-124-4591301  
REGD. OFF. : PLOT NO. A-4 MIDC, RANJANGAON, TAL. SHIRUR, DIST. PUNE-419 204 TEL. : (91) 2138-660100 FAX : (91) 2138-232376

[www.whirlpoolindia.com](http://www.whirlpoolindia.com)



### **Outcome of 53<sup>rd</sup> Annual General Meeting of the Shareholders of the Company**

The 53<sup>rd</sup> Annual General Meeting of the shareholders of the Company was held on Wednesday, 14th August 2014 at 11 A.M. at the registered office of the Company at Plot No. A-4, MIDC, Taluka - Shirur, Ranjangaon, Pune-412220 to transact the business as per the Notice dated July 19, 2014. The mode of voting was by way of Poll & E-voting. The outcome of the meeting is attached herewith.

All the resolutions as per the said notice were passed by the requisite majority.

### **Result of E-voting & Poll at 53<sup>rd</sup> Annual General Meeting**

The reports of scrutinizer for e-voting, poll and consolidated report as per section 108 and 109 of the Companies Act 2013 are also attached herewith.

Request you to kindly take the same on record.

Thanking you,  
Yours Sincerely,

**For Whirlpool of India Limited**

  
**Vinay Kumar**  
**Asst. Company Secretary**





Agenda – Wise Outcome of 53<sup>rd</sup> Annual General Meeting of the Shareholders of the Company

The Mode of voting for all resolutions were E-voting and Poll.

Resolution 1 : Adoption of financial statements of the company for the year ended 31st March 2014 including audited Balance Sheet as at 31st March 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)

Category	No. of Shares Held (1)	No. of Votes Cast (2)	% of Votes Cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favor (4)	No. of Votes – against (5)	% of Votes in favour on votes Cast (6)=[(4)/(2)]*100	% of Votes against on votes Cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	95153872	95153872	100.00	95153872	0	100	0
Public Institutional holders	18091127	6452764	35.7	6452764	0	100	0
Public- Others	13626831	416995	3.1	416980	15	100.0	0.0
Total	126871830	102023631	80.4	102023616	15	100.0	0.0

Resolution 2 : Re-appointment of Mr. Anil Berera (DIN 00306485), as Director who retires by rotation. (Ordinary Resolution)

Category	No. of Shares Held (1)	No. of Votes Cast (2)	% of Votes Cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favor (4)	No. of Votes – against (5)	% of Votes in favour on votes Cast (6)=[(4)/(2)]*100	% of Votes against on votes Cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	95153872	95153872	100	95153872	0	100	0
Public Institutional holders	18091127	6827464	37.7	5361415	1466049	78.5	21.5
Public- Others	13626831	659995	4.8	659930	65	100.0	0.0
Total	126871830	102641331	80.9	101175217	1466114	98.6	1.4





Resolution 3 : Appointment of M/s R. Batliboi & Co. LLP, Chartered Accountants, (Firm registration No. 301003E) as Statutory Auditors of the Company for a term of three consecutive years from conclusion of 53rd AGM up to the conclusion of 56th AGM. (Ordinary Resolution)

Category	No. of Shares Held (1)	No. of Votes Cast (2)	% of Votes Cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favor (4)	No. of Votes – against (5)	% of Votes in favour on votes Cast (6)=[(4)/(2)]*100	% of Votes against on votes Cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	95153872	95153872	100	95153872	0	100.0	0.0
Public Institutional holders	18091127	6371958	35.2	6101958	270000	95.8	4.2
Public- Others	13626831	659995	4.8	659979	16	100.0	0.0
Total	126871830	102185825	80.5	101915809	270016	99.7	0.3

Resolution 4 : Re-appointment of Mr. Anand Narain Bhatia (DIN 148983) as an Independent Director for five consecutive years for a term up to 31<sup>st</sup> March, 2019. (Ordinary Resolution)

Category	No. of Shares Held (1)	No. of Votes Cast (2)	% of Votes Cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favor (4)	No. of Votes – against (5)	% of Votes in favour on votes Cast (6)=[(4)/(2)]*100	% of Votes against on votes Cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	95153872	95153872	100	95153872	0	100.0	0.0
Public Institutional holders	18091127	6719658	37.1	6433296	286362	95.7	4.3
Public- Others	13626831	659995	4.8	659929	66	100.0	0.0
Total	126871830	102533525	80.8	102247097	286428	99.7	0.3





Resolution 5 : Re-appointment of Mr. Simon J. Scarff (DIN 176450) as an Independent Director for five consecutive years for a term up to 31<sup>st</sup> March, 2019. (Ordinary Resolution)

Category	No. of Shares Held (1)	No. of Votes Cast (2)	% of Votes Cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favor (4)	No. of Votes – against (5)	% of Votes in favour on votes Cast (6)=[(4)/(2)]*100	% of Votes against on votes Cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	95153872	95153872	100	95153872	0	100.0	0.0
Public Institutional holders	18091127	6719658	37.1	6433296	286362	95.7	4.3
Public- Others	13626831	659995	4.8	659929	66	100.0	0.0
Total	126871830	102533525	80.8	102247097	286428	99.7	0.3

Resolution 6 : Re-appointment of Mr. Sanjiv Verma (DIN 00079498) as an Independent Director for five consecutive years for a term up to 31<sup>st</sup> March, 2019. (Ordinary Resolution)

Category	No. of Shares Held (1)	No. of Votes Cast (2)	% of Votes Cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favor (4)	No. of Votes – against (5)	% of Votes in favour on votes Cast (6)=[(4)/(2)]*100	% of Votes against on votes Cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	95153872	95153872	100	95153872	0	100.0	0.0
Public Institutional holders	18091127	6827464	37.7	6827464	0	100.0	0.0
Public- Others	13626831	659995	4.8	659980	15	100.0	0.0
Total	126871830	102641331	80.9	102641316	15	100.0	0.0





Resolution 7 : Appointment of Ms. Sonu Bhasin (DIN 02872234) as an Independent Director for a period of five years up to March 31, 2019. (Ordinary Resolution)

Category	No. of Shares Held (1)	No. of Votes Cast (2)	% of Votes Cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favor (4)	No. of Votes – against (5)	% of Votes in favour on votes Cast (6)=[(4)/(2)]*100	% of Votes against on votes Cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	95153872	95153872	100	95153872	0	100.0	0.0
Public Institutional holders	18091127	6827464	37.7	6827464	0	100.0	0.0
Public- Others	13626831	659995	4.8	659980	15	100.0	0.0
Total	126871830	102641331	80.9	102641316	15	100.0	0.0

Resolution 8 : Variation in terms of remuneration of Mr. Arvind Uppal (DIN 104992) as Chairman & Managing Director. (Special Resolution)

Category	No. of Shares Held (1)	No. of Votes Cast (2)	% of Votes Cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favor (4)	No. of Votes – against (5)	% of Votes in favour on votes Cast (6)=[(4)/(2)]*100	% of Votes against on votes Cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	95153872	95153872	100	95153872	0	100.0	0.0
Public Institutional holders	18091127	6723420	37.2	6726703	0	100.0	0.0
Public- Others	13626831	659995	4.8	659930	65	100.0	0.0
Total	126871830	102537287	80.8	102537222	65	100.0	0.0

Resolution 9 : Re-appointment of M/s R. J. Goel & Co., Cost Accountants (Firm Registration No. 00026) as Cost auditor for the financial year 2014-15 and approval of terms of his remuneration. (Ordinary Resolution)

Category	No. of Shares Held (1)	No. of Votes Cast (2)	% of Votes Cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favor (4)	No. of Votes – against (5)	% of Votes in favour on votes Cast (6)=[(4)/(2)]*100	% of Votes against on votes Cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	95153872	95153872	100	95153872	0	100.0	0.0
Public Institutional holders	18091127	6827464	37.7	6827464	0	100.0	0.0
Public- Others	13626831	659995	4.8	659980	15	100.0	0.0
Total	126871830	102641331	80.9	102641316	15	100.0	0.0





**N. C. KHANNA**  
Company Secretaries

21 C/GH-10, Paschim Vihar,  
New Delhi-110087  
Tel.: 45636486  
Mobile : 9810894311  
E-mail : nckhanna12@gmail.com

COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR WHIRLPOOL OF INDIA

To,  
The Chairman,  
WHIRLPOOL OF INDIA LIMITED  
A-4, MIDC, RANJANGAON,  
TALUKA-SHIRUR,  
DIST: PUNE, Maharashtra-412220

**Sub: Passing the resolution through electronic & poll conducted at the Annual General Meeting of Whirlpool of India held on August 14, 2014.**

The Board of the company at its meeting held on May 19, 2014 had appointed me as scrutinizer for the e-voting held between August 08, 2014 and August 10, 2014, the chairman of the Annual General Meeting has appointed me as the Scrutinizer of the Poll held at the AGM of the company on August 14, 2014.

The company has appointed Central Depository Services Limited (CDSL) as the service provider, for extending the facility of electronic voting to the shareholders of the company from 08<sup>th</sup> August 2014 till 10<sup>th</sup> August, 2014. The e-voting results were unblocked by me on August 11, 2014 in the presence of two witnesses. For further details, kindly refer my scrutinizer's report dated August 11, 2014 attached herewith.

At the AGM of the company held on August 14, 2014, the chairman of the company had suo motto called for Poll to facilitate the members present in the meeting who could not participate in the e - voting to record their votes through the poll process. The chairman of the AGM had appointed me as a scrutinizer for the same. For the further details, kindly refer to my scrutinizer's report in form MGT-13 dated August 14, 2014.

The result of the e- voting together with that of the Poll is as under:





No. of members who cast their votes	Total no. of share held by them	Resolutions
E voting 52	E voting 102536638	Various as mentioned under each of the Resolutions
Poll 40	Poll 104895	

Item of notice	Particular of business	Votes in Favor of resolution		Votes in against of resolution		Invalid votes	
		No.	%	No.	%	No.	%
Item no 1 of the business (As An Ordinary Resolution)	E-voting	101918923	100%	15	0.00%	0	0
	Poll	104693	100%	0	0.00%	202	0.00%
	TOTAL	102023616	100%	15		202	0.00%
Item no 2 of the business (As an Ordinary Resolution)	E- voting	101171285	98.67%	1365353	1.33%	0	0
	Poll	3932	4%	100761	96%	202	0.00%
	TOTAL	101175217	98.57	1466114	1.43	202	0.00%
Item no 3 of the Business ( As an Ordinary Resolution)	E- voting	101811116	99.73%	270016	0.27%	0	0
	Poll	104693	100%	0	0.00%	202	0.00%
	TOTAL	101915809	99.74%	270016	0.26%	202	0.00%
Item no 4 of the Business ( As an Ordinary Resolution)	E- voting	102142404	99.72%	286428	0.28%	0	0
	Poll	104693	100%	0	0.00%	202	0.00%
	TOTAL	102247097	99.72%	286428	0.28%	202	0.00%
Item no 5 of the Business ( As an Ordinary Resolution)	E- voting	102142404	99.72%	286428	0.28%	0	0
	Poll	104693	100%	0	0.00%	202	0.00%
	TOTAL	102247097	99.72%	286428	0.28%	202	0.00%



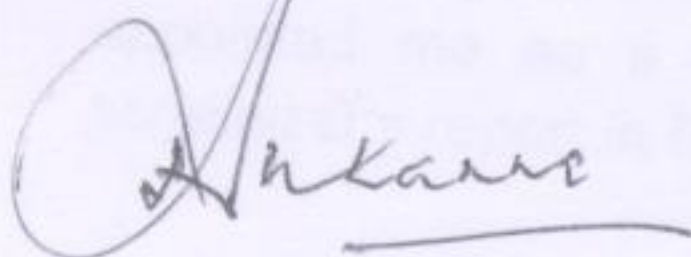


Item no 6 of the Business ( As an Ordinary Resolution)	E- voting	102536623	100%	15	0.00%	0	0
	Poll	104693	100%	0	0.00%	202	0.00%
	TOTAL	102641316	100%	15	0.00%	202	0.00%
Item no 7 of the Business ( As an Ordinary Resolution)	E- voting	102536623	100%	15	0.00%	0	0
	Poll	104693	100%	0	0.00%	202	0.00%
	TOTAL	102641316	100%	15	0.00%	202	0.00%
Item no 8 of the Business ( As a Special Resolution)	E- voting	102432529	100%	65	0.00%	0	0
	Poll	104693	100%	0	0.00%	202	0.00%
	TOTAL	102537222	100%	65	0.00%	202	0.00%
Item no9 of the Business ( As an Ordinary Resolution)	E- voting	102536623	100%	15	0.00%	0	0
	Poll	104693	100%	0	0.00%	202	0.00%
	TOTAL	102641316	100%	15	0.00%	202	0.00%

All the resolutions stand passed under e-voting and poll with the requisite majority.

I handover the registers that are provided by the service provider both electronically and manually in respect of votes cast through e-voting and poll by the shareholders.

Thanking You,  
Yours faithfully,



N.C Khanna



Place: Pune

Date: August 14, 2014



**Scrutinizer's Report on e- voting carried out for Whirlpool of India**

To,  
The Chairman,  
Whirlpool of India  
A-4, MIDC, RANJANGAON,  
TALUKA-SHIRUR,  
DIST: PUNE  
Mharashtra-412200

AGM of the Equity shareholders of Whirlpool of India to be held on August 14, 2014.

**Sub: Passing of the Resolution(s) through electronic voting pursuant to section 108 of the companies Act 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014.**

Pursuant to the Resolution passed by the Board of Whirlpool of India (hereinafter referred to as the "Company") on 19<sup>th</sup> May 2014. I have been appointed as a Scrutinizer for the e-voting process as mentioned under clause (ix) of sub rule 3 of rule 20 of the companies (Management and Administration) rules, 2014. I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the SEBI Circular dated 17<sup>th</sup> April 2014 issued in this regard.

The company has appointed CDSL as the Service provider, for extending the facility of electronic voting to the shareholders of the company. The service provider had provided a system for recording the votes electronically on all businesses (special and ordinary) sought to be transacted in the AGM of the company which is scheduled to be held on August 14, 2014. The company had uploaded all the items of business to be transacted on the website of the company and also to the service provider to facilitate their shareholders to cast their vote through E- voting.

As on the cutoff date there were 37186 shareholders of the Company. Notice of the AGM was sent by e-mail to shareholders whose e-mail id was made available by the two depositories and for those holding in physical form to the extent it was available with the RTA.

The cut- off date (record date) for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for the approval of the shareholders was 04<sup>th</sup> July 2014. As prescribed in the aforesaid rules, the e- voting facility was kept open for three days from August 8, 2014 to August 10, 2014.

As prescribed in the clause (v) of sub – rule 3 of the Rule 20, the company also released an advertisement on July 21, 2014.

At the end of the voting period on 10 August 2014, the voting portal of the service provider was blocked forthwith. On August 11, 2014 the votes cast by e-voting were unblocked by me as scrutinizer in the





presence of Ms. Preeti Puri and Mr. Pritesh Jain who acted as witnesses, as prescribed in sub rule 3(xi) of the said rule 20.

As a Scrutinizer, the report of the e – voting carried out by the shareholders was duly compiled, the details of which are as follows:

There are in all 52 shareholders holding 102536638 equity shares of the company, who have participated in the e- voting process carried out by the company.

The result of the e – voting is as under:-

(Item No. 1) Consideration and adoption of Annual Accounts as on March 31, 2014 and Reports of directors and Auditors thereon.

	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Votes in favor of the resolution	41	101918923	100%
(ii) Votes against the resolution	2	15	00.0%
iii) Invalid votes	Nil	Nil	Nil

(Item No. 2) Re-appointment of Mr. Anil Berera, the director who retires by rotation

	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Votes in favor of the resolution	35	101171285	98.67%
(ii) Votes against the resolution	17	1365353	1.33%
iii) Invalid votes	Nil	Nil	Nil





(Item No. 3) Appointment of m/s S.R Batliboi & Co. LLP as Statutory Auditors of the company for a period of Three years

	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Votes in favor of the resolution	36	101811116	99.73%
(ii) Votes against the resolution	4	270016	0.26%
iii) Invalid votes	Nil	Nil	Nil

(Item No. 4) Appointment of Mr. Anand Narain Bhatia as an Independent Director of the company

	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Votes in favor of the resolution	43	102142404	99.72%
(ii) Votes against the resolution	6	286428	0.28%
iii) Invalid votes	Nil	Nil	Nil

(Item No. 5) Appointment of Mr. Simon J Scarff as an Independent Director of the company

	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(iii) Votes in favor of the resolution	43	102142404	99.72%
(iv) Votes against the resolution	6	286428	0.28%





iii) Invalid votes	Nil	Nil	Nil
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(Item No. 6) Appointment of Mr. Sanjiv Verma as an Independent Director of the company

	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(v) Votes in favor of the resolution	50	102536623	100%
(vi) Votes against the resolution	2	15	0.00%
iii) Invalid votes	Nil	Nil	Nil

(Item No. 7) Appointment of M<sup>r</sup>. Sonu Bhasin as an Independent Director of the company

	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(vii) Votes in favor of the resolution	50	102536623	100%
(viii) Votes against the resolution	2	15	0.00%
iii) Invalid votes	Nil	Nil	Nil

(Item No. 8) Approval of variation in terms of remuneration, designation of Mr. Arvind Uppal (DIN 104992)

	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(ix) Votes in favor of the	47	102432529	100%





	resolution			
(x)	Votes against the resolution	3	65	0.00%
	iii) Invalid votes	Nil	Nil	Nil

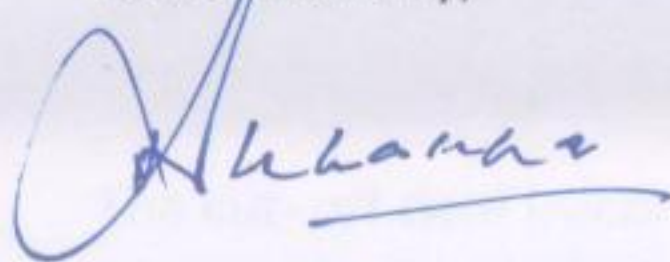
(Item No.9) Re-Appointment of M/s R. J Goel & Co., Cost accountants of the company

		Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(xi)	Votes in favor of the resolution	50	102536623	100%
(xii)	Votes against the resolution	2	15	0.00%
	iii) Invalid votes	Nil	Nil	Nil

All the resolutions stand passed under e-voting with the requisite majority.

The register of e-voting will be e-mailed to the chairperson and the company secretary of the company after the chairperson considers, approves and signs the minutes of the Annual General Meeting in compliance with Rule 20(3)(Xiii) of the Companies (Management & Administration) Rules, 2014.

Thanking You,  
Yours faithfully,



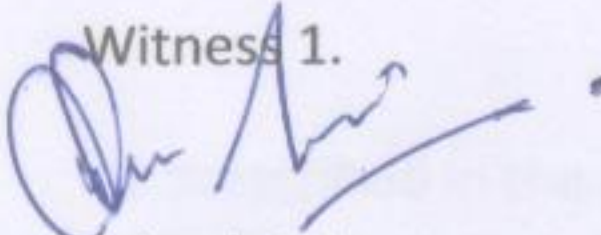
N.C Khanna



Place: New Delhi

Date: 11<sup>th</sup> August, 2014

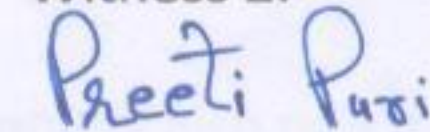
Witness 1.



Pritesh Jain

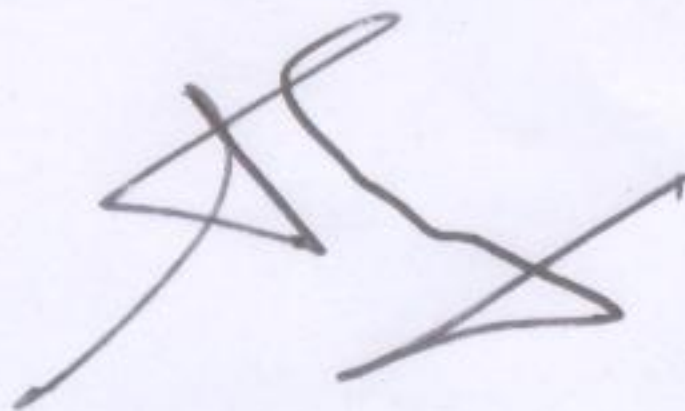
T/266, Uttam Nagar, New Delhi

Witness 2.



Preeti Puri

3/12 Old Rajinder Nagar, New Delhi






FORM NO. : MGT – 13

**REPORT OF SCRUTINIZER**

[Pursuant to section 109 of Companies Act 2013 and Rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To,

The chairman,

AGM of the Equity shareholders of whirlpool of India Ltd held on August 14, 2014 at  
A-4, MIDC, RANJANGAON,  
TALUKA-SHIRUR,  
DIST: PUNE, Mharashtra-412220

Dear Sir,

I, CS N C Khanna, appointed as scrutinizer for the purpose of the poll taken on the below mentioned resolution(s) at the AGM of the Equity shareholders of whirlpool Of India Ltd held on August 14, 2104 at Ranjangaon, Pune, submit my report as under :-

1. After the time fixed for closing of the poll by the Chairman, two – (2) Postal Ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked boxes were subsequently opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled the records maintained by the Registrar and Transfer Agents of the company and the authorizations / proxies lodged with the company.
3. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The Result of the poll is as under:-





(Item no.1) Consideration and adoption of Annual Accounts as on March 31, 2014 and Reports of Directors and Auditors thereon.

	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Votes in favor of the resolution	37	104693	100%
(ii) Votes against the resolution	0	0	0
(iii) Invalid votes	3	202	

(Item No. 2) Re-appointment of Mr. Anil Berera, the director who retires by rotation

	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Votes in favor of the resolution	33	3932	4%
(ii) Votes against the resolution	4	100761	96%
(iii) Invalid votes	3	202	

(Item No. 3) Appointment of M/s S .R Batliboi & Co. LLP as Statutory Auditors of the company for a period of Three years





	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Votes in favor of the resolution	37	104693	100%
(ii) Votes against the resolution	0	0	0
(iii) Invalid votes	3	202	

(Item No.4) Appointment of Mr. Anand Narain Bhatia as an Independent Director of the company

	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Votes in favor of the resolution	37	104693	100%
(ii) Votes against the resolution	0	0	0
(iii) Invalid votes	3	202	

(Item No. 5) Appointment of Mr. Simon J Scarff as an Independent Director of the company

	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Votes in favor of the resolution	37	104693	100%





(ii)	Votes against the resolution	0	0	0
(iii)	Invalid votes	3	202	

(Item No. 6) Appointment of Mr. Sanjiv Verma as an Independent Director of the company

		Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i)	Votes in favor of the resolution	37	104693	100%
(ii)	Votes against the resolution	0	0	0
(iii)	Invalid votes	3	202	

(Item No. 7) Appointment of Ms. Sonu Bhasin as an Independent Director of the company

		Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i)	Votes in favor of the resolution	37	104693	100%
(ii)	Votes against the resolution	0	0	0
(iii)	Invalid votes	3	202	0





(Item No. 8) Approval of variation in terms of remuneration, designation of Mr. Arvind Uppal

	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Votes in favor of the resolution	37	104693	100%
(ii) Votes against the resolution	0	0	0
(iii) Invalid votes	3	202	

(Item No. 9) Re-appointment of M/s R. J. Goel & Co., as Cost Auditors of the company

	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
(i) Votes in favor of the resolution	37	104693	100%
(ii) Votes against the resolution	0	0	0
(iii) Invalid votes	3	202	

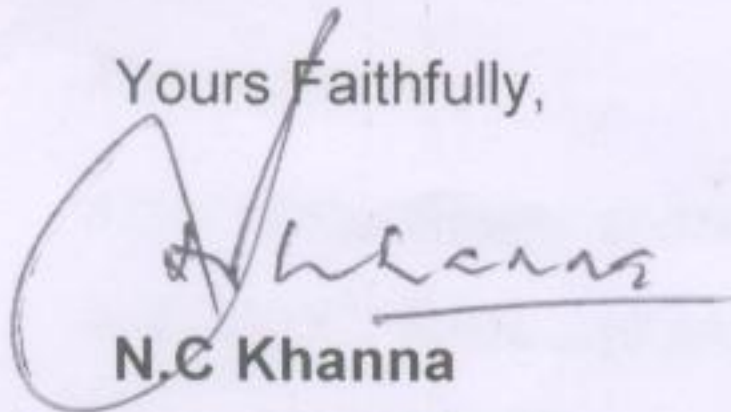




5. A compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company.

Thanking you,

Yours Faithfully,




N.C Khanna

(Practicing Company Secretary)

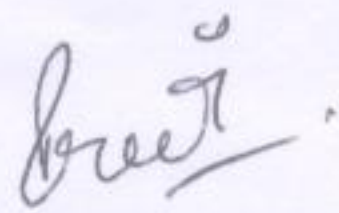
C.P No. : 5143



Witness 1

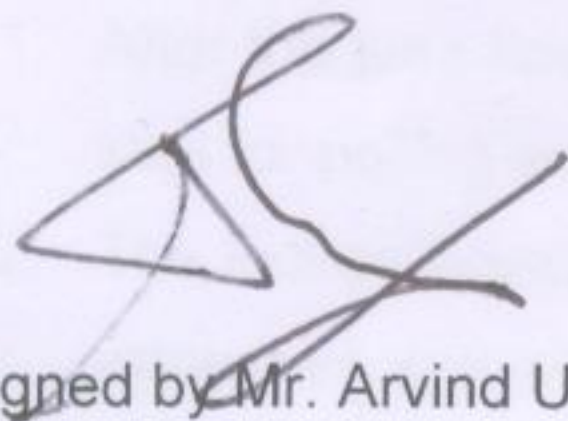
  
\_\_\_\_\_  
(PRADEEP KAPUR)

Witness 2

  
\_\_\_\_\_  
(PREETI YADAV)

Place: Pune

Date: August 14, 2014



Signed by Mr. Arvind Uppal

Chairman of the meeting in respect of

Item no. 1 to 7 and 9



Signed by Mr. Anil Berera

Chairman of the meeting in respect of

Item no. 8