

**MINUTES OF PROCEEDINGS OF 45<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF LAKSHMI PRECISION SCREWS LTD. HELD ON SATURDAY, THE 30<sup>TH</sup> DAY OF SEPTEMBER, 2014 AT 11.30 A.M AT THE REGISTERED OFFICE OF THE COMPANY.**

**PRESENT**

1. Mr. Lalit Kumar Jain	Chairman and Managing Director & Member
2. Mr. Dinesh Kumar Jain	Vice Chairman and Managing Director & Member
3. Mr. Vijay Kumar Jain	Joint Managing Director & Member
4. Mr. Keshwa Nand Rattan	Director (Chairman of the Audit Committee) & Member

59 Members were present in person and 8 members were represented through proxy.

**IN ATTENDANCE**

1. Mr. Naveen Kakkar	Company Secretary
2. Mr. Manish Gupta, Partner M/s. RMG & Associates	Scrutinizer
3. Mr. Kanai Lal Ghorui	AVP-Finance (CFO)
4. Mr. Rajan Bansal, Partner M/s. V.R. Bansal & Associates	Statutory Auditor

**Thereafter, Mr. Lalit Kumar Jain, Chairman and Managing Director took the chair and conducted the proceedings.**

Since the necessary quorum was present, the Chairman called the meeting in order.

Pursuant to Clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company has provided facility to its Members for exercise their right to vote by electronic means and the business were transacted through e-Voting Services provided by National Securities Depository Limited (NSDL). The e-voting period was commenced on Wednesday, 24th September, 2014 at 9:00 am and ends on Friday, 26th September, 2014 at 5:00 pm. The e-voting module was disabled for voting after 5:00 pm on Friday, 26th September, 2014. The Company has appointed Mr. Manish Gupta Practicing

Company Secretary, New Delhi (Membership No.FCS 5123 & COP No.4095) to act as scrutinizer for conducting the electronic voting process in a fair and transparent manner. The scrutinizer has submitted his report to the Chairman of the meeting. Considering the report of scrutinizer all the resolutions carried.

With the permission of the members, notice convening the Annual General Meeting along with Directors' and Auditors' Report were taken as read. Thereafter, the following Ordinary and Special Business items were taken up for consideration and adoption of members.

The Chairman then requested Mr. Naveen Kakkar, Company Secretary and Mr. Manish Gupta, Scrutinizers to conduct the poll as per the applicable statutory requirements.

Thereafter, Mr. Manish Gupta inspected, locked and sealed the ballot boxes in the presence of members and proxies and requested the members to cast their vote and put the poll papers in the ballot boxes. After ensuring that all members and proxies participating in the poll had cast their votes, the scrutinizers closed the poll and took the custody of polling boxes.

The Chairman then thanked the members for their participation, suggestions and comments.

**Result of the electronic voting and poll on the Ordinary and Special business transacted at the Annual General Meeting of the Company held on Tuesday, September 30, 2014.**

On the basis of the scrutinizer's report for the e-voting dated September 29, 2014 and scrutinizers' report for the poll dated September 30, 2014, the summary of which is mentioned hereunder. Mr. Naveen Kakkar, authorized representative of the Chairman announced the following results of voting on October 01, 2014:

**Resolution 1 – Ordinary Resolution**

Adoption of Audited Balance Sheet as at March 31, 2014 and Statement of Profit & Loss Accounts for the year ended on that date and the Reports of the Board of Directors and Auditors thereon:

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
<b>Mode of Voting: (E-Voting)</b>							
Promoter and Promoter Group	0	0	0	0	0	0	0

Public – Institutional Holders	0	0	0	0	0	0	0
Public-Others	410	410	100	410	0	100	0
<b>Total (A)</b>	<b>410</b>	<b>410</b>	<b>100</b>	<b>410</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	6911020	3957361	57.26	3957361	0	0	0
Public – Institutional Holders	3875	0	0	0	0	0	0
Public-Others	4026362	858252	21.32	858252	0	100	0
<b>Total (B)</b>	<b>10941257</b>	<b>4815613</b>	<b>44.01</b>	<b>4815613</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Result (A+B)</b>	<b>10941667</b>	<b>4816023</b>	<b>44.02</b>	<b>4816023</b>	<b>0</b>	<b>100</b>	<b>0</b>

### Agenda Item-2- Ordinary Resolution

Appointment of Smt. Sushila Devi Jain (DIN: 00150952) who retires by rotation and offers herself for reappointment as Director of the Company.

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-Voting)</b>							
Promoter and Promoter Group	0	0	0	0	0	0	0
Public – Institutional Holders	0	0	0	0	0	0	0
Public-Others	410	410	100	410	0	100	0
<b>Total (A)</b>	<b>410</b>	<b>410</b>	<b>100</b>	<b>410</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	6911020	3957361	57.26	3957361	0	0	0
Public – Institutional Holders	3875	0	0	0	0	0	0
Public-Others	4026362	858252	21.32	858252	0	100	0
<b>Total (B)</b>	<b>10941257</b>	<b>4815613</b>	<b>44.01</b>	<b>4815613</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Result (A+B)</b>	<b>10941667</b>	<b>4816023</b>	<b>44.02</b>	<b>4816023</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Agenda Item-3- Ordinary Resolution**

Appointment of Mr. Rajesh Jain (DIN: 00096176) who retires by rotation and offers himself for reappointment as Director of the Company.

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-Voting)</b>							
Promoter and Promoter Group	0	0	0	0	0	0	0
Public – Institutional Holders	0	0	0	0	0	0	0
Public-Others	410	410	100	410	0	100	0
<b>Total (A)</b>	<b>410</b>	<b>410</b>	<b>100</b>	<b>410</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	6911020	3957361	57.26	3957361	0	0	0
Public – Institutional Holders	3875	0	0	0	0	0	0
Public-Others	4026362	858252	21.32	858252	0	100	0
<b>Total (B)</b>	<b>10941257</b>	<b>4815613</b>	<b>44.01</b>	<b>4815613</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Result (A+B)</b>	<b>10941667</b>	<b>4816023</b>	<b>44.02</b>	<b>4816023</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Agenda Item-4- Ordinary Resolution**

Appointment of M/s. V.R. Bansal & Associates, Chartered Accountants, Noida as Statutory Auditors of the Company.

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-Voting)</b>							
Promoter and Promoter Group	0	0	0	0	0	0	0
Public – Institutional Holders	0	0	0	0	0	0	0
Public-Others	410	410	100	410	0	100	0
<b>Total (A)</b>	<b>410</b>	<b>410</b>	<b>100</b>	<b>410</b>	<b>0</b>	<b>100</b>	<b>0</b>

Mode of Voting: (Poll)							
Promoter and Promoter Group	6911020	3957361	57.26	3957361	0	0	0
Public – Institutional Holders	3875	0	0	0	0	0	0
Public-Others	4026362	858252	21.32	858252	0	100	0
<b>Total (B)</b>	<b>10941257</b>	<b>4815613</b>	<b>44.01</b>	<b>4815613</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Result (A+B)</b>	<b>10941667</b>	<b>4816023</b>	<b>44.02</b>	<b>4816023</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Agenda Item-5- Special Resolution**

Obtain post-facto approval of the contract for purchase of industrial fasteners items from M/s. Sudhir Automotive Industries Pvt. Ltd.

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-Voting)</b>							
Promoter and Promoter Group	0	0	0	0	0	0	0
Public – institutional Holders	0	0	0	0	0	0	0
Public-Others	410	410	100	410	0	100	0
<b>Total (A)</b>	<b>410</b>	<b>410</b>	<b>100</b>	<b>410</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	6911020	3957361	57.26	3957361	0	0	0
Public – Institutional Holders	3875	0	0	0	0	0	0
Public-Others	4026362	858252	21.32	858252	0	100	0
<b>Total (B)</b>	<b>10941257</b>	<b>4815613</b>	<b>44.01</b>	<b>4815613</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Result (A+B)</b>	<b>10941667</b>	<b>4816023</b>	<b>44.02</b>	<b>4816023</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Agenda Item-6- Ordinary Resolution**

Appointment of Mr. Jamshed Rustomji Desai (DIN: 00196667) as Independent Director of the Company.

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-Voting)</b>							
Promoter and Promoter Group	0	0	0	0	0	0	0
Public – Institutional Holders	0	0	0	0	0	0	0
Public-Others	410	410	100	410	0	100	0
<b>Total (A)</b>	<b>410</b>	<b>410</b>	<b>100</b>	<b>410</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	6911020	3957361	57.26	3957361	0	0	0
Public – Institutional Holders	3875	0	0	0	0	0	0
Public-Others	4026362	858252	21.32	858252	0	100	0
<b>Total (B)</b>	<b>10941257</b>	<b>4815613</b>	<b>44.01</b>	<b>4815613</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Result (A+B)</b>	<b>10941667</b>	<b>4816023</b>	<b>44.02</b>	<b>4816023</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Agenda Item-7- Ordinary Resolution**

Appointment of Mr. Keshwa Nand Rattan (DIN:0322533) as Independent Director of the Company.

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-Voting)</b>							
Promoter and Promoter Group	0	0	0	0	0	0	0
Public – Institutional Holders	0	0	0	0	0	0	0
Public-Others	410	410	100	410	0	100	0
<b>Total (A)</b>	<b>410</b>	<b>410</b>	<b>100</b>	<b>410</b>	<b>0</b>	<b>100</b>	<b>0</b>

Mode of Voting: (Poll)							
Promoter and Promoter Group	6911020	3957361	57.26	3957361	0	0	0
Public – Institutional Holders	3875	0	0	0	0	0	0
Public-Others	4026362	858252	21.32	858252	0	100	0
<b>Total (B)</b>	<b>10941257</b>	<b>4815613</b>	<b>44.01</b>	<b>4815613</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Result (A+B)</b>	<b>10941667</b>	<b>4816023</b>	<b>44.02</b>	<b>4816023</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Agenda Item-8- Ordinary Resolution**

Appointment of Mr. Ajay Kumar Chakraborty (DIN: 00133604) as Independent Director of the Company.

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-Voting)</b>							
Promoter and Promoter Group	0	0	0	0	0	0	0
Public – Institutional Holders	0	0	0	0	0	0	0
Public-Others	410	410	100	410	0	100	0
<b>Total (A)</b>	<b>410</b>	<b>410</b>	<b>100</b>	<b>410</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	6911020	3957361	57.26	3957361	0	0	0
Public – Institutional Holders	3875	0	0	0	0	0	0
Public-Others	4026362	858252	21.32	858252	0	100	0
<b>Total (B)</b>	<b>10941257</b>	<b>4815613</b>	<b>44.01</b>	<b>4815613</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Result (A+B)</b>	<b>10941667</b>	<b>4816023</b>	<b>44.02</b>	<b>4816023</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Agenda Item-9- Ordinary Resolution**

Appointment of Mr. Bhagwan Das Narang (DIN: 00038052) as Independent Director of the Company.

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-Voting)</b>							
Promoter and Promoter Group	0	0	0	0	0	0	0
Public – Institutional Holders	0	0	0	0	0	0	0
Public-Others	410	410	100	410	0	100	0
<b>Total (A)</b>	<b>410</b>	<b>410</b>	<b>100</b>	<b>410</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	6911020	3957361	57.26	3957361	0	0	0
Public – Institutional Holders	3875	0	0	0	0	0	0
Public-Others	4026362	858252	21.32	858252	0	100	0
<b>Total (B)</b>	<b>10941257</b>	<b>4815613</b>	<b>44.01</b>	<b>4815613</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Result (A+B)</b>	<b>10941667</b>	<b>4816023</b>	<b>44.02</b>	<b>4816023</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Agenda Item-10- Ordinary Resolution**

Appointment of Mr. Yudhisthir Lal Madan (DIN: 05123237) as Independent Director of the Company.

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-Voting)</b>							
Promoter and Promoter Group	0	0	0	0	0	0	0
Public – Institutional Holders	0	0	0	0	0	0	0
Public-Others	410	410	100	410	0	100	0
<b>Total (A)</b>	<b>410</b>	<b>410</b>	<b>100</b>	<b>410</b>	<b>0</b>	<b>100</b>	<b>0</b>



Mode of Voting: (Poll)							
Promoter and Promoter Group	6911020	3957361	57.26	3957361	0	0	0
Public – Institutional Holders	3875	0	0	0	0	0	0
Public-Others	4026362	858252	21.32	858252	0	100	0
<b>Total (B)</b>	<b>10941257</b>	<b>4815613</b>	<b>44.01</b>	<b>4815613</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Result (A+B)</b>	<b>10941667</b>	<b>4816023</b>	<b>44.02</b>	<b>4816023</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Agenda Item-11- Ordinary Resolution**

Variation in terms of appointment of Mr. Lalit Kumar Jain, Chairman & Managing Director of the Company.

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-Voting)</b>							
Promoter and Promoter Group	0	0	0	0	0	0	0
Public – Institutional Holders	0	0	0	0	0	0	0
Public-Others	410	410	100	410	0	100	0
<b>Total (A)</b>	<b>410</b>	<b>410</b>	<b>100</b>	<b>410</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	6911020	3957361	57.26	3957361	0	0	0
Public – Institutional Holders	3875	0	0	0	0	0	0
Public-Others	4026362	858252	21.32	858252	0	100	0
<b>Total (B)</b>	<b>10941257</b>	<b>4815613</b>	<b>44.01</b>	<b>4815613</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Result (A+B)</b>	<b>10941667</b>	<b>4816023</b>	<b>44.02</b>	<b>4816023</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Agenda Item-12- Ordinary Resolution**

Variation in terms of appointment of Mr. Dinesh Kumar Jain, Vice Chairman & Managing Director of the Company.

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
<b>Mode of Voting: (E-Voting)</b>							
Promoter and Promoter Group	0	0	0	0	0	0	0
Public – Institutional Holders	0	0	0	0	0	0	0
Public-Others	410	410	100	410	0	100	0
<b>Total (A)</b>	<b>410</b>	<b>410</b>	<b>100</b>	<b>410</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	6911020	3957361	57.26	3957361	0	0	0
Public – Institutional Holders	3875	0	0	0	0	0	0
Public-Others	4026362	858252	21.32	858252	0	100	0
<b>Total (B)</b>	<b>10941257</b>	<b>4815613</b>	<b>44.01</b>	<b>4815613</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Result (A+B)</b>	<b>10941667</b>	<b>4816023</b>	<b>44.02</b>	<b>4816023</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Agenda Item-13- Ordinary Resolution**

Variation in terms of appointment of Mr. Vijay Kumar Jain, Joint Managing Director of the Company.

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
<b>Mode of Voting: (E-Voting)</b>							
Promoter and Promoter Group	0	0	0	0	0	0	0
Public – Institutional Holders	0	0	0	0	0	0	0
Public-Others	410	410	100	410	0	100	0
<b>Total (A)</b>	<b>410</b>	<b>410</b>	<b>100</b>	<b>410</b>	<b>0</b>	<b>100</b>	<b>0</b>

Mode of Voting: (Poll)							
Promoter and Promoter Group	6911020	3957361	57.26	3957361	0	0	0
Public – Institutional Holders	3875	0	0	0	0	0	0
Public-Others	4026362	858252	21.32	858252	0	100	0
<b>Total (B)</b>	<b>10941257</b>	<b>4815613</b>	<b>44.01</b>	<b>4815613</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Result (A+B)</b>	<b>10941667</b>	<b>4816023</b>	<b>44.02</b>	<b>4816023</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Agenda Item-14- Ordinary Resolution**

Approval of remuneration of Cost Auditors of the Company.

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-Voting)							
Promoter and Promoter Group	0	0	0	0	0	0	0
Public – Institutional Holders	0	0	0	0	0	0	0
Public-Others	410	310	100	310	0	100	0
<b>Total (A)</b>	<b>410</b>	<b>410</b>	<b>100</b>	<b>310</b>	<b>0</b>	<b>100</b>	<b>0</b>
Mode of Voting: (Poll)							
Promoter and Promoter Group	6911020	3957361	57.26	3957361	0	0	0
Public – Institutional Holders	3875	0	0	0	0	0	0
Public-Others	4026362	858252	21.32	858252	0	100	0
<b>Total (B)</b>	<b>10941257</b>	<b>4815613</b>	<b>44.01</b>	<b>4815613</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Result (A+B)</b>	<b>10941667</b>	<b>4815923</b>	<b>44.01</b>	<b>4815923</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Agenda Item-15- Special Resolution**

Approval of new set of Articles of Association of the Company.

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
<b>Mode of Voting: (E-Voting)</b>							
Promoter and Promoter Group	0	0	0	0	0	0	0
Public – Institutional Holders	0	0	0	0	0	0	0
Public-Others	410	410	100	410	0	100	0
<b>Total (A)</b>	<b>410</b>	<b>410</b>	<b>100</b>	<b>410</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	6911020	3957361	57.26	3957361	0	0	0
Public – Institutional Holders	3875	0	0	0	0	0	0
Public-Others	4026362	858252	21.32	858252	0	100	0
<b>Total (B)</b>	<b>10941257</b>	<b>4815613</b>	<b>44.01</b>	<b>4815613</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Result (A+B)</b>	<b>10941667</b>	<b>4816023</b>	<b>44.02</b>	<b>4816023</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Agenda Item-16- Special Resolution**

Authority to borrow under Section 180(1)(c).

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
<b>Mode of Voting: (E-Voting)</b>							
Promoter and Promoter Group	0	0	0	0	0	0	0
Public – Institutional Holders	0	0	0	0	0	0	0
Public-Others	410	410	100	410	0	100	0
<b>Total (A)</b>	<b>410</b>	<b>410</b>	<b>100</b>	<b>410</b>	<b>0</b>	<b>100</b>	<b>0</b>

Mode of Voting: (Poll)							
Promoter and Promoter Group	6911020	3957361	57.26	3957361	0	0	0
Public – Institutional Holders	3875	0	0	0	0	0	0
Public-Others	4026362	858252	21.32	858252	0	100	0
<b>Total (B)</b>	<b>10941257</b>	<b>4815613</b>	<b>44.01</b>	<b>4815613</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Result (A+B)</b>	<b>10941667</b>	<b>4816023</b>	<b>44.02</b>	<b>4816023</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Agenda Item-17- Special Resolution**

Authority to hypothecate/ mortgage and/ or charge the assets of the Company under Section 180(1)(a).

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-Voting)							
Promoter and Promoter Group	0	0	0	0	0	0	0
Public – Institutional Holders	0	0	0	0	0	0	0
Public-Others	410	410	100	410	0	100	0
<b>Total (A)</b>	<b>410</b>	<b>410</b>	<b>100</b>	<b>410</b>	<b>0</b>	<b>100</b>	<b>0</b>
Mode of Voting: (Poll)							
Promoter and Promoter Group	6911020	3957361	57.26	3957361	0	0	0
Public – Institutional Holders	3875	0	0	0	0	0	0
Public-Others	4026362	858252	21.32	858252	0	100	0
<b>Total (B)</b>	<b>10941257</b>	<b>4815613</b>	<b>44.01</b>	<b>4815613</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Result (A+B)</b>	<b>10941667</b>	<b>4816023</b>	<b>44.02</b>	<b>4816023</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Agenda Item-18- Special Resolution**

Appointment and revision in the remuneration package of Mr. Sudesh Kumar Jain as Executive Vice President (Marketing), relative of one of the Directors of the Company.

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-Voting)</b>							
Promoter and Promoter Group	0	0	0	0	0	0	0
Public – Institutional Holders	0	0	0	0	0	0	0
Public-Others	410	410	100	410	0	100	0
<b>Total (A)</b>	<b>410</b>	<b>410</b>	<b>100</b>	<b>410</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	6911020	3705361	53.62	3705361	0	0	0
Public – Institutional Holders	3875	0	0	0	0	0	0
Public-Others	4026362	858252	21.32	858252	0	100	0
<b>Total (B)</b>	<b>10941257</b>	<b>4563613</b>	<b>41.71</b>	<b>4563613</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Result (A+B)</b>	<b>10941667</b>	<b>4564023</b>	<b>41.71</b>	<b>4564023</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Agenda Item-19- Special Resolution**

Appointment and revision in the remuneration package of Mr. Nikhlesh Kumar Jain as Vice President (Marketing), relative of one of the Directors of the Company.

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-Voting)</b>							
Promoter and Promoter Group	0	0	0	0	0	0	0
Public – Institutional Holders	0	0	0	0	0	0	0
Public-Others	410	410	100	410	0	100	0
<b>Total (A)</b>	<b>410</b>	<b>410</b>	<b>100</b>	<b>410</b>	<b>0</b>	<b>100</b>	<b>0</b>

Mode of Voting: (Poll)							
Promoter and Promoter Group	6911020	3705361	53.62	3705361	0	0	0
Public – Institutional Holders	3875	0	0	0	0	0	0
Public-Others	4026362	858252	21.32	858252	0	100	0
<b>Total (B)</b>	<b>10941257</b>	<b>4563613</b>	<b>41.71</b>	<b>4563613</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Result (A+B)</b>	<b>10941667</b>	<b>4564023</b>	<b>41.71</b>	<b>4564023</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Agenda Item-20- Special Resolution**

Appointment and revision in the remuneration package of Mr. Amit Kumar Jain as Vice President (Exports), relative of some of the Directors of the Company.

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-Voting)</b>							
Promoter and Promoter Group	0	0	0	0	0	0	0
Public – institutional Holders	0	0	0	0	0	0	0
Public-Others	410	410	100	410	0	100	0
<b>Total (A)</b>	<b>410</b>	<b>410</b>	<b>100</b>	<b>410</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	6911020	2429547	35.15	2429547	0	0	0
Public – Institutional Holders	3875	0	0	0	0	0	0
Public-Others	4026362	858252	21.32	858252	0	100	0
<b>Total (B)</b>	<b>10941257</b>	<b>3287799</b>	<b>30.05</b>	<b>3287799</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Result (A+B)</b>	<b>10941667</b>	<b>3288209</b>	<b>30.05</b>	<b>3288209</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Agenda Item-21- Special Resolution**

Appointment and revision in the remuneration package of Mr. Gagan Jain as Vice President (Operations), relative of some of the Directors of the Company.

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-Voting)</b>							
Promoter and Promoter Group	0	0	0	0	0	0	0
Public – Institutional Holders	0	0	0	0	0	0	0
Public-Others	410	410	100	410	0	100	0
<b>Total (A)</b>	<b>410</b>	<b>410</b>	<b>100</b>	<b>410</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Mode of Voting: (Poll)</b>							
Promoter and Promoter Group	6911020	2402762	34.77	2402762	0	0	0
Public – Institutional Holders	3875	0	0	0	0	0	0
Public-Others	4026362	858252	21.32	858252	0	100	0
<b>Total (B)</b>	<b>10941257</b>	<b>3261014</b>	<b>29.80</b>	<b>3261014</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Result (A+B)</b>	<b>10941667</b>	<b>3261424</b>	<b>29.81</b>	<b>3261424</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Agenda Item-22- Special Resolution**

Appointment and revision in the remuneration package of Mr. Gautam Jain, Vice President (Business Development), relative of some of the Directors of the Company.

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Mode of Voting: (E-Voting)</b>							
Promoter and Promoter Group	0	0	0	0	0	0	0
Public – Institutional Holders	0	0	0	0	0	0	0
Public-Others	410	410	100	410	0	100	0
<b>Total (A)</b>	<b>410</b>	<b>410</b>	<b>100</b>	<b>410</b>	<b>0</b>	<b>100</b>	<b>0</b>



Mode of Voting: (Poll)							
Promoter and Promoter Group	6911020	2402762	34.77	2402762	0	0	0
Public – Institutional Holders	3875	0	0	0	0	0	0
Public-Others	4026362	858252	21.32	858252	0	100	0
<b>Total (B)</b>	<b>10941257</b>	<b>3261014</b>	<b>29.80</b>	<b>3261014</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Result (A+B)</b>	10941667	3261424	29.81	3261424	0	100	0

**Agenda Item-23- Special Resolution**

Appointment and revision in the remuneration package of Mr. Rahul Jain, Vice President (Supply Chain), relative of some of the Directors of the Company:

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Mode of Voting: (E-Voting)							
Promoter and Promoter Group	0	0	0	0	0	0	0
Public – Institutional Holders	0	0	0	0	0	0	0
Public-Others	410	410	100	410	0	100	0
<b>Total (A)</b>	<b>410</b>	<b>410</b>	<b>100</b>	<b>410</b>	<b>0</b>	<b>100</b>	<b>0</b>
Mode of Voting: (Poll)							
Promoter and Promoter Group	6911020	3651694	52.84	3651694	0	0	0
Public – Institutional Holders	3875	0	0	0	0	0	0
Public-Others	4026362	858252	21.32	858252	0	100	0
<b>Total (B)</b>	<b>10941257</b>	<b>4509946</b>	<b>41.22</b>	<b>4509946</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Result (A+B)</b>	10941667	4510356	41.22	4510356	0	100	0

## **Ordinary Business**

- 01. Received, considered and adopted the Audited Balance Sheet as at March 31, 2014 and Profit & Loss Account for the year ended on the even date along with reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)**

"RESOLVED THAT Audited Balance Sheet as at March 31, 2014 and Profit & Loss Account for the year ended on that date and Directors' Report and Auditors' Report thereon have already been circulated to the members and produced at the meeting be and are hereby received, approved and adopted."

- 02. Re-appointed Smt. Sushila Devi Jain, retiring Director. (Ordinary Resolution)**

"RESOLVED THAT Smt. Sushila Devi Jain, who retires by rotation and being eligible offers herself for re-appointment be and is hereby appointed as Director of the Company."

- 03. Re-appointed Mr. Rajesh Jain, retiring Director. (Ordinary Resolution)**

"RESOLVED THAT Mr. Rajesh Jain, who retires by rotation and being eligible offers himself for reappointment be and is hereby appointed as Director of the Company."

- 04. Appointed Statutory Auditors of the Company. (Ordinary Resolution)**

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 the retiring auditors of the Company M/s. V.R. Bansal & Associates, Chartered Accountants, Noida, be and are hereby appointed as the Auditors of the Company, to hold office from the conclusion of 45<sup>th</sup> Annual General Meeting until the conclusion of the 48<sup>th</sup> Annual General Meeting of the Company on such remuneration (including tax audit fees) plus out of pocket expenses as shall be fixed by the Audit Committee/ Board of Directors in consultation with them later on."

## **Special Business**

- 05. Obtained post-facto approval of the contract for purchase of Industrial Items from M/s. Sudhir Automotive Industries Pvt. Ltd. (Special Resolution)**

"RESOLVED THAT in accordance with the provisions of Section 297(1) of the Companies Act, 1956, the post-facto approval of the members of the Company be and is hereby accorded for entering into the enhanced contract limits for purchase of industrial fasteners items from M/s. Sudhir Automotive Industries Pvt. Ltd. as sanctioned by the Central Government upon the terms and

conditions as set out in the Explanatory Statement to the Notice convening the Annual General Meeting."

**06. Appointed Mr. Jamshed Rustomji Desai as Independent Director of the Company. (Ordinary Resolution)**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Jamshed Rustomji Desai (DIN 00196667), who was appointed as a Director liable to retire by rotation, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years from the conclusion of 45th Annual General Meeting until the conclusion of 50th Annual General Meeting of the Company upon the term and conditions as set out in the Explanatory Statement to the Notice convening the Annual General Meeting."

**07. Appointed Mr. Keshwa Nand Rattan as Independent Director of the Company. (Ordinary Resolution)**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Keshwa Nand Rattan (DIN 0322533), who was appointed as a Director liable to retire by rotation, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years from the conclusion of 45th Annual General Meeting until the conclusion of 50th Annual General Meeting of the Company upon the term and conditions as set out in the Explanatory Statement to the Notice convening the Annual General Meeting."

Mr. Rattan as a Member was interested in passing of above said resolution and did not remain present in the meeting at the time of discussion.

**08. Appointed Mr. Ajay Kumar Chakraborty as Independent Director of the Company. (Ordinary Resolution)**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Ajay Kumar Chakraborty (DIN 00133604), who was appointed as a Director liable to retire by rotation, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years from the conclusion of 45th Annual General Meeting until the conclusion of 50th Annual General Meeting of the Company upon the term and conditions as set out in the Explanatory Statement to the Notice convening the Annual General Meeting."

**09. Appointed Mr. Bhagwan Dass Narang as Independent Director of the Company. (Ordinary Resolution)**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Bhagwan Das Narang (DIN 00038052), who was appointed as a Director liable to retire by rotation, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years from the conclusion of 45th Annual General Meeting until the conclusion of 50th Annual General Meeting of the Company upon the term and conditions as set out in the Explanatory Statement to the Notice convening the Annual General Meeting."

**10. Appointed Mr. Yudhisthir Lal Madan as Independent Director of the Company. (Ordinary Resolution)**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Yudhisthir Lal Madan (DIN 05123237), who was appointed as a Director liable to retire by rotation, in respect of whom the Company has received a notice in writing under

Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years from the conclusion of 45th Annual General Meeting until the conclusion of 50th Annual General Meeting of the Company upon the term and conditions as set out in the Explanatory Statement to the Notice convening the Annual General Meeting."

**11. Approved the variation in terms of appointment of Mr. Lalit Kumar Jain, Chairman & Managing Director of the Company. (Ordinary Resolution)**

"RESOLVED THAT in partial modification of the earlier resolution in relation to appointment of Mr. Lalit Kumar Jain as Chairman & Managing Director ("**CMD**") of the Company and subject to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("**New Act**") and rules made there under or any statutory modifications or re-enactment thereof and subject to such consents and permissions as may be required, the consent of the members of the Company be and is hereby accorded to vary the resolution passed by the members of the Company on 29.09.2012 in relation to appointment of Mr. Lalit Kumar Jain for the limited purpose of complying with the provisions of Section 152 of the New Act by making him liable to retire by rotation in terms of Section 152(6) of the New Act however not causing a break in the continuity of office for the unexpired period of his appointment and all other terms and conditions of his appointment remaining the same including payment of remuneration till his remaining tenure of appointment.

FURTHER RESOLVED THAT Board of Directors of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, expedient or desirable in order to give effect to the foregoing resolution."

Members interested in passing the above said resolution did not remain present in the meeting at the time of discussion. Being interested member Mr. Lalit Kumar Jain did not occupy Chair for above said resolution and Mr. Dinesh Kumar Jain, Director & Member took the chair only for this resolution.

**12. Approved the variation in terms of appointment of Mr. Dinesh Kumar Jain, Vice Chairman & Managing Director of the Company. (Ordinary Resolution)**

"RESOLVED THAT in partial modification of the earlier resolution in relation to appointment of Mr. Dinesh Kumar Jain as Vice Chairman & Managing Director ("**VCMD**") of the Company and subject to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("**New Act**") and rules made there under or any statutory modifications or

re-enactment thereof and subject to such consents and permissions as may be required, the consent of the members of the Company be and is hereby accorded to vary the resolutions passed by the members of the Company on 29.09.2012 in relation to appointment of Mr. Dinesh Kumar Jain to the limited purpose of complying with the provisions of Section 152 of the New Act by making him liable to retire by rotation in terms of Section 152(6) of the New Act however not causing a break in the continuity of office for the unexpired period of his appointment and all other terms and conditions of his appointment remaining the same including payment of remuneration till his remaining tenure of appointment.

FURTHER RESOLVED THAT Board of Directors of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, expedient or desirable in order to give effect to the foregoing resolution.”

Mr. Dinesh Kumar Jain, Member was interested in passing of above said resolution and did not remain present in the meeting at the time of discussion.

**13. Approved the variation in terms of appointment of Mr. Vijay Kumar Jain, Joint Managing Director of the Company. (Ordinary Resolution)**

“RESOLVED THAT in partial modification of the earlier resolution in relation to appointment of Mr. Vijay Kumar Jain as Joint Managing Director (“JMD”) of the Company and subject to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“New Act”) and rules made there under or any statutory modifications or re-enactment thereof and subject to such consents and permissions as may be required, the consent of the members of the Company be and is hereby accorded to vary the resolution passed by the members of the Company on 29.09.2012 in relation to appointment of Mr. Vijay Kumar Jain to the limited purpose of complying with the provisions of Section 152 of the New Act by making him liable to retire by rotation in terms of Section 152(6) of the New Act however not causing a break in the continuity of office for the unexpired period of his appointment and all other terms and conditions of his appointment remaining the same till his remaining tenure.

FURTHER RESOLVED THAT Board of Directors of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, expedient or desirable in order to give effect to the foregoing resolution.”

Members interested in passing of the above said resolution did not remain present in the meeting at the time of discussion. Being interested member Mr. Lalit Kumar Jain did not occupy Chair for above said resolution and Mr. Dinesh Kumar Jain, Director & Member took the chair only for this resolution.

**14. Approved the remuneration of the Cost Auditors of the Company. (Ordinary Resolution)**

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, if any and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, be paid a remuneration of Rs.200000/- (Rs. Two lacs only) plus out of pocket expenses to M/s HMVN & Associates, Cost Auditors of the Company for the financial year 2014-15, be and is hereby ratified and approved.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

**15. Approved the new set of Articles of Association of the Company. (Special Resolution)**

"RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof), the new set of Articles of Association of the Company, be and is hereby approved and adopted as the new set of Articles of Association of the Company, in substitution for, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect this resolution".

**16. Authorised to borrow under Section 180(1)(c). (Special Resolution)**

"RESOLVED THAT in supersession of the Ordinary Resolution adopted at the 42nd Annual General Meeting held on 29th September, 2011 and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification (s) or re-enactment thereof for the time being in force), and that of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company ("the Board") to borrow any sum or sums of money from time to time for the purposes of the business of the Company upon such terms and conditions with or without security, as the Board may in its absolute discretion think fit,

Notwithstanding that the money or moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained/ to be obtained from Company's bankers in the ordinary course of business) including rupee equivalent of foreign currency loans (such rupee equivalent being calculated at the exchange rate prevailing as on the date of the relevant foreign currency agreement) may exceed at any time, the aggregate of the paid-up Capital of the Company and its free reserves, PROVIDED HOWEVER, THAT the total amount so borrowed in excess of the aggregate of the paid-up capital of the Company and its free reserves shall not at any time exceed Rs. 250 Crores (Rs. Two Hundred and Fifty Crores only).

FURTHER RESOLVED THAT the Board of Directors of the Company, be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company and to do all such acts, deeds, matters and things as may be deemed necessary, expedient or desirable in order to give effect to the foregoing resolution.”

**17. Authorised to hypothecate/ mortgage and/ or charge the assets of the Company under Section 180(1)(a). (Special Resolution)**

“RESOLVED THAT in supersession of the Ordinary Resolution adopted at the 42nd Annual General Meeting of the Company held on 29th September 2011 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and that of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (“the Board”) to hypothecate/ mortgage and/ or charge and/ or encumber in addition to the hypothecation/ mortgages and/ or charges and/ or encumbrances created by the Company, in such form and manner and with such ranking and at such time(s) and on such terms as the Board may determine, all or any part of the movable and/or immovable properties of the Company wherever situated both present and future, and/or create a floating charge on all or any part of the immovable properties of the Company and the whole or any part of the undertaking(s) of the Company, together with power to take over the management of the business and concern of the Company in certain events of default, in favour of the Company's Bankers/ Financial Institutions/ other investing agencies and trustees for the holders of Debentures/ Bonds/ other instruments/ securities to secure any Rupee/Foreign currency Loans, Guarantee assistance, Standby Letter of Credit / Letter of Credit, and/or any issue of Non-Convertible Debentures, and/ or Compulsorily or Optionally, Fully or Partly Convertible Debentures and/ or Bonds, and/ or any other Non-Convertible and/ or other Partly/ Fully Convertible instruments/ securities, which shall not, at any time exceed the ceiling of Rs.250 Crores (Rs. Two Hundred and Fifty Crores only) as approved in terms of Section 180(1)(c) of the Companies Act, 2013.



FURTHER RESOLVED THAT Board of Directors of the Company, be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company and to do all such acts, deeds, matters and things as may be deemed necessary, expedient or desirable in order to give effect to the foregoing resolutions.”

**18. Approved the appointment and revision in the remuneration package of Mr. Sudesh Kumar Jain as Executive Vice President (Marketing), relative of one of the Directors of the Company. (Special Resolution)**

“RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded for appointment and revision in the remuneration package of Mr. Sudesh Kumar Jain, a relative of one of the Directors of the Company, for holding and continuing to hold the office or place of profit designated as Executive Vice President (Marketing) w.e.f. 01.10.2014 for a period of 5 years upon the terms and conditions relating to remuneration as set out in the Explanatory Statement.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms and conditions relating to the payment of remuneration to him and as further agreed between the Board of Directors and Mr. Sudesh Kumar Jain, without any further reference to the Company in General Meeting.

FURTHER RESOLVED THAT the Company Secretary of the Company be and is hereby authorized to do all such acts and things as may be deemed necessary for the compliance of the above said resolution.”

Mr. Dinesh Kumar Jain, Member was interested in passing of above said resolution and did not remain present in the meeting at the time of discussion.

**19. Approved the appointment and revision in the remuneration package of Mr. Nikhlesh Kumar Jain as Vice President (Marketing), relative of one of the Directors of the Company. (Special Resolution)**

“RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded for appointment and revision in the remuneration package of Mr. Nikhlesh Kumar Jain, a relative of one of the Directors of the Company, for holding and continuing to hold the office or place of profit designated as Vice President (Marketing) w.e.f. 01.10.2014 for a period of 5 years upon the terms and conditions relating to remuneration as set out in the Explanatory Statement.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms and conditions relating to the payment of remuneration to him and as further agreed between the Board of Directors and Mr. Nikhlesh Kumar Jain, without any further reference to the Company in General Meeting.

FURTHER RESOLVED THAT the Company Secretary of the Company be and is hereby authorized to do all such acts and things as may be deemed necessary for the compliance of the above said resolution.”

Mr. Dinesh Kumar Jain, Member was interested in passing of above said resolution and did not remain present in the meeting at the time of discussion.

**20. Approved the appointment and revision in the remuneration package of Mr. Amit Kumar Jain as Vice President (Exports), relative of some of the Directors of the Company. (Special Resolution)**

“RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded for appointment and revision in the remuneration package of Mr. Amit Kumar Jain, a relative of one of the Directors of the Company, for holding and continuing to hold the office or place of profit designated as Vice President (Exports) w.e.f. 01.10.2014 for a period of 5 years upon the terms and conditions relating to remuneration as set out in the Explanatory Statement.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms and conditions relating to the payment of remuneration to him and as further agreed between the Board of Directors and Mr. Amit Kumar Jain, without any further reference to the Company in General Meeting.

FURTHER RESOLVED THAT the Company Secretary of the Company be and is hereby authorized to do all such acts and things as may be deemed necessary for the compliance of the above said resolution.”

Members interested in passing of the above said resolution did not remain present in the meeting at the time of discussion.

**21. Approved the appointment and revision in the remuneration package of Mr. Gagan Jain as Vice President (Operations), relative of some of the Directors of the Company. (Special Resolution)**

“RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded for appointment and

revision in the remuneration package of Mr. Gagan Jain, a relative of one of the Directors of the Company, for holding and continuing to hold the office or place of profit designated as Vice President (Operations) w.e.f. 01.10.2014 for a period of 5 years upon the terms and conditions relating to remuneration as set out in the Explanatory Statement.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms and conditions relating to the payment of remuneration to him and as further agreed between the Board of Directors and Mr. Gagan Jain, without any further reference to the Company in General Meeting.

FURTHER RESOLVED THAT the Company Secretary of the Company be and is hereby authorized to do all such acts and things as may be deemed necessary for the compliance of the above said resolution.”

Members interested in passing of the above said resolution did not remain present in the meeting at the time of discussion. Being interested member Mr. Lalit Kumar Jain did not occupy Chair for above said resolution and Mr. Dinesh Kumar Jain, Director & Member took the chair only for this resolution.

**22. Approved the appointment and revision in the remuneration package of Mr. Gautam Jain, Vice President (Business Development), relative of some of the Directors of the Company. (Special Resolution)**

“RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded for appointment and revision in the remuneration package of Mr. Gautam Jain, a relative of one of the Directors of the Company, for holding and continuing to hold the office or place of profit designated as Vice President (Business Development) w.e.f. 01.10.2014 for a period of 5 years upon the terms and conditions relating to remuneration as set out in the Explanatory Statement.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms and conditions relating to the payment of remuneration to him and as further agreed between the Board of Directors and Mr. Gautam Jain, without any further reference to the Company in Annual General Meeting.

FURTHER RESOLVED THAT the Company Secretary of the Company be and is hereby authorized to do all such acts and things as may be deemed necessary for the compliance of the above said resolution.”

Members interested in passing of the above said resolution did not remain present in the meeting at the time of discussion. Being interested member

Mr. Lalit Kumar Jain did not occupy Chair for above said resolution and Mr. Dinesh Kumar Jain, Director & Member took the chair only for this resolution.

**23. Approved the appointment and revision in the remuneration package of Mr. Rahul Jain, Vice President (Supply Chain), relative of some of the Directors of the Company. (Special Resolution)**

“RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded for the appointment and revision in the remuneration package of Mr. Rahul Jain, a relative of one of the Directors of the Company, for holding and continuing to hold the office or place of profit designated as Vice President (Supply Chain) w.e.f. 01.10.2014 for a period of 5 years upon the terms and conditions relating to remuneration as set out in the Explanatory Statement.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms and conditions relating to the payment of remuneration to him and as further agreed between the Board of Directors and Mr. Rahul Jain, without any further reference to the Company in Annual General Meeting.

FURTHER RESOLVED THAT the Company Secretary of the Company be and is hereby authorized to do all such acts and things as may be deemed necessary for the compliance of the above said resolution.”

Members interested in passing of the above resolution did not remain present in the meeting at the time of discussion.

All the above resolutions, which were put to vote, were passed with requisite majority.

**24. Vote of thanks.**

Thereafter, the meeting concluded with a vote of thanks to the Chair.