

**Report on Clause 35A of the Listing Agreement**

Date of AGM	24.12.2014		
Total no. of shareholders on record	807		
No. of Shareholders present in Meeting in person or through proxy			
Shareholders	In person	Proxy	Total
Promoter & Promoter Group	4	-	4
Public	4	-	4
Total	8	-	8
No. of Shareholders attend the meeting through Video Conferencing	-		

**Details of agenda**

**Resolution no. 1:**

**Resolution Required:** Ordinary Resolution

**Mode of voting:** Poll & E-voting

To consider and adopt the audited financial statement of the Company for the year ended 30<sup>th</sup> June, 2014.

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstandin g Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes	% of votes against on valid votes
(1)	(2)	(3)	(4)	(5)	[6 = (3/2)*100]	(7)	(8)	[9 = (7/4)*10 0]	[10 =( 8/4)*100]
Promoter and Promoter Group	8909720	7625320	7625320	0	85.58%	7625320	0	100%	0
Public Institution al holders	265200	0	0	0	0	0	0	0	0
Public Others	7611480	211907	211902	5	2.78%	211902	0	100%	0
Total	16786400	7837227	7837222	5	46.69%	7837222	0	100%	0

**Resolution no. 2 :**

**Resolution Required:** Ordinary Resolution

**Mode of voting:** Poll & E-voting

To declare a dividend on Equity Shares for the year ended 30<sup>th</sup> June, 2014



Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstandin g Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes	% of votes against on valid votes
(1)	(2)	(3)	(4)	(5)	[6 = (3/2)*100]	(7)	(8)	[9 = (7/4)*10 0]	[10 =( 8/4)*100]
Promoter and Promoter Group	8909720	7625320	7625320	0	85.58%	7625320	0	100%	0
Public Institution al holders	265200	0	0	0	0	0	0	0	0
Public Others	7611480	211907	211902	5	2.78%	211902	0	100%	0
Total	16786400	7837227	7837222	5	46.69%	7837222	0	100%	0

**Resolution No. 3:**

**Resolution Required:** Ordinary Resolution

**Mode of voting:** Poll & E-voting

To appoint a Director in place of Mr. Kanwarlal Rathi (DIN: 06441986), who retires by rotation and being eligible, offers himself for re-appointment.

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstandin g Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes	% of votes against on valid votes
(1)	(2)	(3)	(4)	(5)	[6 = (3/2)*100]	(7)	(8)	[9 = (7/4)*10 0]	[10 =( 8/4)*100]
Promoter and Promoter Group	8909720	7625320	7625320	0	85.58%	7625320	0	100%	0
Public Institution al holders	265200	0	0	0	0	0	0	0	0
Public Others	7611480	211907	211902	5	2.78%	211902	0	100%	0
Total	16786400	7837227	7837222	5	46.69%	7837222	0	100%	0



**Resolution No. 4:****Resolution Required:** Ordinary Resolution**Mode of voting:** Poll & E-voting

To re-appoint M/s. Sudhir M Desai &amp; Co., Chartered Accountants (Reg.No. 041999) as the Statutory Auditors of the Company.

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstandin g Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes	% of votes against on valid votes
(1)	(2)	(3)	(4)	(5)	[6 = (3/2)*100]	(7)	(8)	[9 = (7/4)*10 0]	[10 =( 8/4)*100]
Promoter and Promoter Group	8909720	7625320	7625320	0	85.58%	7625320	0	100%	0
Public Institution al holders	265200	0	0	0	0	0	0	0	0
Public Others	7611480	211907	211902	5	2.78%	211902	0	100%	0
<b>Total</b>	<b>16786400</b>	<b>7837227</b>	<b>7837222</b>	<b>5</b>	<b>46.69%</b>	<b>7837222</b>	<b>0</b>	<b>100%</b>	<b>0</b>

**Resolution no. 5 :****Resolution Required:** Ordinary Resolution**Mode of voting:** Poll & E-voting

To re-appoint Mr. Kamal Ahuja (DIN 00005195) as an Independent Director.

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstandin g Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes	% of votes against on valid votes
(1)	(2)	(3)	(4)	(5)	[6 = (3/2)*100]	(7)	(8)	[9 = (7/4)*100]	[10 =( 8/4)*100]
Promoter and Promoter Group	8909720	7625320	7625320	0	85.58%	7625320	0	100%	0
Public Institution al holders	265200	0	0	0	0	0	0	0	0
Public Others	7611480	211907	211902	5	2.78%	211902	0	100%	0
<b>Total</b>	<b>16786400</b>	<b>7837227</b>	<b>7837222</b>	<b>5</b>	<b>46.69%</b>	<b>7837222</b>	<b>0</b>	<b>100%</b>	<b>0</b>



**Resolution no. 6 :**

**Resolution Required:** Ordinary Resolution

**Mode of voting:** Poll & E-voting

To re-appoint Mr. Shivesh Singh (DIN 01476976) as an Independent Director.

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstandin g Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes	% of votes against on valid votes
(1)	(2)	(3)	(4)	(5)	[6 = (3/2)*100]	(7)	(8)	[9 = (7/4)*10 0]	[10 =( 8/4)*100]
Promoter and Promoter Group	8909720	7625320	7625320	0	85.58%	7625320	0	100%	0
Public Institution al holders	265200	0	0	0	0	0	0	0	0
Public Others	7611480	211907	211902	5	2.78%	211902	0	100%	0
Total	16786400	7837227	7837222	5	46.69%	7837222	0	100%	0

**Resolution no. 7 :**

**Resolution Required:** Ordinary Resolution

**Mode of voting:** Poll & E-voting

To re-appoint Ms. Pooja Bhardwaj (DIN 05158206) as an Independent Director.

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstandin g Shares	No. of Votes in Favour	No. of Votes again t	% of Votes in Favour on valid votes	% of votes against on valid votes
(1)	(2)	(3)	(4)	(5)	[6 = (3/2)*100]	(7)	(8)	[9 = (7/4)*10 0]	[10 =( 8/4)*100]
Promoter and Promoter Group	8909720	7625320	7625320	0	85.58%	7625320	0	100%	0
Public Institution al holders	265200	0	0	0	0	0	0	0	0
Public Others	7611480	211907	211902	5	2.78%	211902	0	100%	0
Total	16786400	7837227	7837222	5	46.69%	7837222	0	100%	0



**Resolution no. 8 :**

**Resolution Required:** Ordinary Resolution

**Mode of voting:** Poll & E-voting

To revise the terms of remuneration of Mr. Tilokchand Kothari, Managing Director.

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstandin g Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes	% of votes against on valid votes
(1)	(2)	(3)	(4)	(5)	[6 = (3/2)*100]	(7)	(8)	[9 = (7/4)*10 0]	[10 =( 8/4)*100]
Promoter and Promoter Group	8909720	7625320	7625320	0	85.58%	7625320	0	100%	0
Public Institution al holders	265200	0	0	0	0	0	0	0	0
Public Others	7611480	211907	211902	5	2.78%	211902	0	100%	0
Total	16786400	7837227	7837222	5	46.69%	7837222	0	100%	0

**Resolution no. 9 :**

**Resolution Required:** Special Resolution

**Mode of voting:** Poll & E-voting

To adopt New Articles of Associations of the Company containing Regulations in conformity with the Companies Act, 2013.



Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstandin g Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes	% of votes against on valid votes
(1)	(2)	(3)	(4)	(5)	[6 = (3/2)*100]	(7)	(8)	[9 = (7/4)*10 0]	[10 =( 8/4)*100]
Promoter and Promoter Group	8909720	7625320	7625320	0	85.58%	7625320	0	100%	0
Public Institution al holders	265200	0	0	0	0	0	0	0	0
Public Others	7611480	211907	211902	5	2.78%	211902	0	100%	0
<b>Total</b>	<b>16786400</b>	<b>7837227</b>	<b>7837222</b>	<b>5</b>	<b>46.69%</b>	<b>7837222</b>	<b>0</b>	<b>100%</b>	<b>0</b>

FOR VISAGAR POLYTEX LTD

  
(Tilokchand Kothari)



Managing Director

Encl: A/a.