

EXIDE INDUSTRIES LIMITED  
Date of the AGM : 22nd July, 2014

Total number of shareholders on record date : 78857

No. of Shareholders present in the meeting either in person or through proxy\* : (\* Based on shareholders registering attendance)

Promoters and Promoter Group : 1  
Public : 1929

No. of Shareholders attended the meeting through Video Conferencing :

Promoters and Promoters Group : Not Applicable

Public : Not Applicable

Details of Agenda :

Promoter/Public

No. of shares held (1)	No. of 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
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Resolution No :1 - Adoption of Profit & Loss Account for the year ended 31st March, 2014 and the Balance Sheet as at that date along with the consolidated financial statements of the Company as on 31st March, 2014

Resolution required (Ordinary)

Mode of voting : (E-voting)

Promoter and Promoter Group	390954666	390954666	100.00	390954666	0	100.00	0.00
Public - Institutional holders	294092600	156135144	53.09	156075998	59146	99.96	0.04
Public - Others	164952734	39287104	23.81	39286704	400	99.99	0.01
<b>Total (A)</b>	<b>850000000</b>	<b>586376914</b>	<b>68.99</b>	<b>586317368</b>	<b>59546</b>	<b>99.99</b>	<b>0.01</b>

Mode of voting : (Poll)

Promoter and Promoter Group	390954666	0	0.00	0	0	0.00	0.00
Public - Institutional holders	294092600	62282265	21.18	62282265	0	100.00	0.00
Public - Others	164952734	1166225	0.71	1166225	0	100.00	0.00
<b>Total (B)</b>	<b>850000000</b>	<b>63448490</b>	<b>7.46</b>	<b>63448490</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

Result (A+B)

Promoter and Promoter Group	390954666	390954666	100.00	390954666	0	100.00	0.00
Public - Institutional holders	294092600	218417409	74.21	218358263	59146	99.97	0.03
Public - Others	164952734	40453329	24.52	40452929	400	99.99	0.01
<b>Total</b>	<b>850000000</b>	<b>649825404</b>	<b>76.45</b>	<b>649765858</b>	<b>59546</b>	<b>99.99</b>	<b>0.01</b>



Promoter/Public

No. of shares held (1)

No. of votes polled (2)

% of Votes Polled on outstanding shares (3) =  $[(2)/(1)] * 1.00$

No. of Votes - in favour (4)

No. of Votes against (5)

% of Votes in favour on votes polled (6) =  $[(4)/(2)] * 1.00$

% of Votes against on votes polled (7) =  $[(5)/(2)] * 1.00$

Resolution No :2: Declaration of dividend

Resolution required (Ordinary)

Mode of voting : (E-voting)

Promoter and Promoter Group	390954666	390954666	100.00	390954666	0	100.00	0.00
Public - Institutional holders	294092600	168635144	57.34	168635144	0	100.00	0
Public -Others	164952734	39286854	23.81	39286858	196	99.99	0.01
<b>Total (A)</b>	<b>850000000</b>	<b>598876664</b>	<b>70.46</b>	<b>598876468</b>	<b>196</b>	<b>99.99</b>	<b>0.01</b>

Mode of voting : (Poll)

Promoter and Promoter Group	390954666	0	0.00	0	0	0.00	0.00
Public - Institutional holders	294092600	62282265	21.18	62282265	0	100.00	0.00
Public -Others	164952734	1166225	0.71	1166225	0	100.00	0.00
<b>Total (B)</b>	<b>850000000</b>	<b>63448490</b>	<b>7.46</b>	<b>63448490</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

Result (A+B)

Promoter and Promoter Group	390954666	390954666	100.00	390954666	0	100.00	0.00
Public - Institutional holders	294092600	230917409	78.52	230917409	0	100.00	0.00
Public -Others	164952734	40453079	24.52	40452883	196	99.99	0.01

<b>Total</b>	<b>850000000</b>	<b>662325154</b>	<b>77.92</b>	<b>662324958</b>	<b>196</b>	<b>99.99</b>	<b>0.01</b>
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Resolution No :3 Re-appointment of Mr. R.B. Raheja , who retires by rotation and, being eligible, offers himself for re-appointment.

Resolution required (Ordinary)

Mode of voting : (E-voting)

Promoter and Promoter Group	390954666	390954666	100.00	390954666	0	100.00	0.00
Public - Institutional holders	294092600	168635144	57.34	107808862	60826282	63.93	36.07
Public -Others	164952734	39286115	23.81	39283645	2470	99.99	0.01
<b>Total (A)</b>	<b>850000000</b>	<b>598875925</b>	<b>70.46</b>	<b>538047173</b>	<b>60828752</b>	<b>89.84</b>	<b>10.16</b>

Promoter and Promoter Group	390954666	0	0.00	0	0	0.00	0.00
Public - Institutional holders	294092600	62282265	21.18	62096107	186158	99.70	0.30
Public -Others	164952734	1166225	0.71	1166163	62	99.99	0.01
<b>Total (B)</b>	<b>850000000</b>	<b>63448490</b>	<b>7.46</b>	<b>63262270</b>	<b>186220</b>	<b>99.71</b>	<b>0.29</b>

Result (A+B)

Promoter and Promoter Group	390954666	390954666	100.00	390954666	0	100.00	0.00
Public - Institutional holders	294092600	230917409	78.52	169904969	61012440	73.58	26.42
Public -Others	164952734	40452340	24.52	40449808	2532	99.99	0.01
<b>Total</b>	<b>850000000</b>	<b>662324415</b>	<b>77.92</b>	<b>601309443</b>	<b>61014972</b>	<b>90.79</b>	<b>9.21</b>



Resolution No :4 Appointment of Auditors .

Resolution required (Ordinary)

	Mode of voting : (E-voting)						
Promoter and Promoter Group	390954666	390954666	100.00	390954666	0	100.00	0.00
Public - Institutional holders	294092600	168635144	57.34	156003153	12631991	92.51	7.49
Public -Others	164952734	39285352	23.81	39283336	2016	99.99	0.01
<b>Total (A)</b>	<b>850000000</b>	<b>598875162</b>	<b>70.46</b>	<b>586241155</b>	<b>12634007</b>	<b>97.89</b>	<b>2.11</b>

	Mode of voting : (Poll)						
Promoter and Promoter Group	390954666	0	0.00	0	0	0.00	0.00
Public - Institutional holders	294092600	62282265	21.18	62282265	0	100.00	0.00
Public -Others	164952734	1166225	0.71	1166216	9	99.99	0.01
<b>Total (B)</b>	<b>850000000</b>	<b>63448490</b>	<b>7.46</b>	<b>63448481</b>	<b>9</b>	<b>99.99</b>	<b>0.01</b>

Result (A+B)

Promoter and Promoter Group	390954666	390954666	100.00	390954666	0	100.00	0.00
Public - Institutional holders	294092600	230917409	78.52	218285418	12631991	94.53	5.47
Public -Others	164952734	40451577	24.52	40449552	2025	99.99	0.01
<b>Total</b>	<b>850000000</b>	<b>662323652</b>	<b>77.92</b>	<b>649689636</b>	<b>12634016</b>	<b>98.09</b>	<b>1.91</b>



Special Resolution No :5 Ratification of remuneration payable to Cost Auditors for 2014-15

Resolution required (Special)

Mode of voting : (E-voting)

Promoter and Promoter Group	390954666	390954666	100.00	390954666	0	100.00	0.00
Public - Institutional holders	294092600	168635144	57.34	168635144	0	100.00	0.00
Public -Others	164952734	39286789	23.81	39286789	2242	99.99	0.01
<b>Total (A)</b>	<b>850000000</b>	<b>598876599</b>	<b>70.46</b>	<b>598874357</b>	<b>2242</b>	<b>99.99</b>	<b>0.01</b>

Mode of voting : (Poll)

Promoter and Promoter Group	390954666	0	0.00	0	0	0.00	0.00
Public - Institutional holders	294092600	62282265	21.18	62282265	0	100.00	0.00
Public -Others	164952734	1166172	0.71	1166172	0	100.00	0.00
<b>Total (B)</b>	<b>850000000</b>	<b>63448437</b>	<b>7.46</b>	<b>63448437</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

Result (A+B)

Promoter and Promoter Group	390954666	390954666	100.00	390954666	0	100.00	0.00
Public - Institutional holders	294092600	230917409	78.52	230917409	0	100.00	0.00
Public -Others	164952734	40452961	24.52	40450719	2242	99.99	0.01

<b>Total</b>	<b>850000000</b>	<b>662325036</b>	<b>77.92</b>	<b>662322794</b>	<b>2242</b>	<b>99.99</b>	<b>0.01</b>
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Special Resolution No :6 Appointment of Mr. R.G.Kapadia as on Independent Director

Resolution required (Special)

Mode of voting : (E-voting)

Promoter and Promoter Group	390954666	390954666	100.00	390954666	0	100.00	0.00
Public - Institutional holders	294092600	167919945	57.10	129871358	38048587	77.34	2.66
Public -Others	164952734	39285595	23.81	39283067	2528	99.99	0.01
<b>Total (A)</b>	<b>850000000</b>	<b>598160206</b>	<b>70.37</b>	<b>560109091</b>	<b>38051115</b>	<b>93.64</b>	<b>6.36</b>

Mode of voting : (Poll)

Promoter and Promoter Group	390954666	0	0.00	0	0	0.00	0.00
Public - Institutional holders	294092600	62282265	21.18	62282265	0	100.00	0.00
Public -Others	164952734	1166225	0.71	1166172	53	99.99	0.01
<b>Total (B)</b>	<b>850000000</b>	<b>63448490</b>	<b>7.46</b>	<b>63448437</b>	<b>53</b>	<b>99.99</b>	<b>0.01</b>

Result (A+B)

Promoter and Promoter Group	390954666	390954666	100.00	390954666	0	100.00	0.00
Public - Institutional holders	294092600	230202210	78.28	192153623	38048587	83.47	16.53
Public -Others	164952734	40451820	24.52	40449239	2581	99.99	0.01

<b>Total</b>	<b>850000000</b>	<b>661608696</b>	<b>77.83</b>	<b>623557528</b>	<b>38051168</b>	<b>94.25</b>	<b>5.75</b>
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Special Resolution No :7 Appointment of Mr. Vijay Aggarwal as an Independent Director.

Resolution required (Special)

Mode of voting : (E-voting)

Promoter and Promoter Group	390954666	390954666	100.00	390954666	0	100.00	0.00
Public - Institutional holders	294092600	158593550	53.93	129856942	28696608	81.91	18.09
Public -Others	164952734	39285195	23.81	39282772	2423	99.99	0.01
<b>Total (A)</b>	<b>850000000</b>	<b>588833411</b>	<b>69.27</b>	<b>560134380</b>	<b>28699031</b>	<b>95.13</b>	<b>4.87</b>

Mode of voting : (Poll)

Promoter and Promoter Group	390954666	0	0.00	0	0	0.00	0.00
Public - Institutional holders	294092600	62282265	21.18	62282265	0	100.00	0.00
Public -Others	164952734	1166225	0.71	1166172	53	99.99	0.01
<b>Total (B)</b>	<b>850000000</b>	<b>63448490</b>	<b>7.46</b>	<b>63448437</b>	<b>53</b>	<b>99.99</b>	<b>0.01</b>

Result (A+B)

Promoter and Promoter Group	390954666	390954666	100.00	390954666	0	100.00	0.00
Public - Institutional holders	294092600	220875815	75.11	192179207	28696608	87.01	12.99
Public -Others	164952734	40451420	24.52	40448944	2476	99.99	0.01
<b>Total</b>	<b>850000000</b>	<b>652281901</b>	<b>76.73</b>	<b>623582817</b>	<b>28699084</b>	<b>95.60</b>	<b>4.40</b>



Special Resolution No :8 Appointment of Ms. Mona n Desai as an Independent Director.

Resolution required (Special)

Mode of voting : (E-voting)

Promoter and Promoter Group	390954666	390954666	100.00	390954666	0	100.00	0.00
Public - Institutional holders	294092600	167919945	57.10	94566716	73353229	56.32	43.68
Public -Others	164952734	39285245	23.81	39283092	2153	99.99	0.01
<b>Total (A)</b>	<b>850000000</b>	<b>598159856</b>	<b>70.37</b>	<b>524804474</b>	<b>73355382</b>	<b>87.73</b>	<b>12.27</b>

Mode of voting : (Poll)

Promoter and Promoter Group	390954666	0	0.00	0	0	0.00	0.00
Public - Institutional holders	294092600	62282265	21.18	62096107	186158	99.70	0.30
Public -Others	164952734	1166225	0.71	1166172	53	99.99	0.01
<b>Total (B)</b>	<b>850000000</b>	<b>63448490</b>	<b>7.46</b>	<b>63262279</b>	<b>186211</b>	<b>99.71</b>	<b>0.29</b>

Result (A+B)

Promoter and Promoter Group	390954666	390954666	100.00	390954666	0	100.00	0.00
Public - Institutional holders	294092600	230202210	78.28	156662823	73539387	68.05	31.95
Public -Others	164952734	40451470	24.52	40449264	2206	99.99	0.01

<b>Total</b>	<b>850000000</b>	<b>661608346</b>	<b>77.83</b>	<b>588066753</b>	<b>73541593</b>	<b>88.88</b>	<b>11.12</b>
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Special Resolution No :9 Appointment of Mr. Sudhir Chand as an Independent Director.

Resolution required (Special)

Mode of voting : (E-voting)

Promoter and Promoter Group	390954666	390954666	100.00	390954666	0	100.00	0.00
Public - Institutional holders	294092600	167919945	57.10	167919945	0	100.00	0.00
Public -Others	164952734	39284995	23.81	39282543	2452	99.99	0.01
<b>Total (A)</b>	<b>850000000</b>	<b>598159606</b>	<b>70.37</b>	<b>598157154</b>	<b>2452</b>	<b>99.99</b>	<b>0.01</b>

Mode of voting : (Poll)

Promoter and Promoter Group	390954666	0	0.00	0	0	0.00	0.00
Public - Institutional holders	294092600	62282265	21.17	62282265	0	100.00	0.00
Public -Others	164952734	1166225	0.71	1166163	62	99.99	0.01
<b>Total (B)</b>	<b>850000000</b>	<b>63448490</b>	<b>7.46</b>	<b>63448428</b>	<b>62</b>	<b>99.99</b>	<b>0.01</b>

Result (A+B)

Promoter and Promoter Group	390954666	390954666	100.00	390954666	0	100.00	0.00
Public - Institutional holders	294092600	230202210	78.27	230202210	0	100.00	0.00
Public -Others	164952734	40451220	24.52	40448706	2514	99.99	0.01
<b>Total</b>	<b>850000000</b>	<b>661608096</b>	<b>77.83</b>	<b>661605582</b>	<b>2514</b>	<b>99.99</b>	<b>0.01</b>



Special Resolution No :10 Payment of remuneration by way of Commission of Mr. R.G.Kapadia , Non-Executive Director.

Resolution Required (Special )

	Mode of voting : (E-voting)						
Promoter and Promoter Group	390954666	390954666	100.00	390954666	0	100.00	0.00
Public - Institutional holders	294092600	167919945	57.10	155044885	12875060	92.33	7.67
Public -Others	164952734	39285690	23.81	39280971	4719	99.99	0.01
<b>Total (A)</b>	<b>850000000</b>	<b>598160301</b>	<b>70.37</b>	<b>585280522</b>	<b>12879779</b>	<b>97.84</b>	<b>2.16</b>

	Mode of voting : (Poll)						
Promoter and Promoter Group	390954666	0	0.00	0	0	0.00	0.00
Public - Institutional holders	294092600	62282265	21.17	62282265	0	100.00	0.00
Public -Others	164952734	1166172	0.71	1166163	9	99.99	0.01
<b>Total (B)</b>	<b>850000000</b>	<b>63448437</b>	<b>7.46</b>	<b>63448428</b>	<b>9</b>	<b>99.99</b>	<b>0.01</b>

	Result (A+B)						
Promoter and Promoter Group	390954666	390954666	100.00	390954666	0	100.00	0.00
Public - Institutional holders	294092600	230202210	78.27	217327150	12875060	94.41	5.59
Public -Others	164952734	40451862	24.52	40447134	4728	99.99	0.01
<b>Total</b>	<b>850000000</b>	<b>661608738</b>	<b>77.83</b>	<b>648728950</b>	<b>12879788</b>	<b>98.05</b>	<b>1.95</b>



**FINAL COMBINED REPORT OF THE SCRUTINIZER**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies  
(Management and Administration) Rules, 2014

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

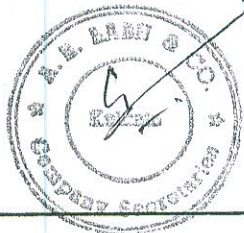
**The Chairman**  
**Exide Industries Limited**  
"Exide House",  
59E, Chowringhee Road,  
Kolkata-700 020

*Dear Sir,*

I, Atul Kumar Labh, Practising Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with 67<sup>th</sup> Annual General Meeting of the members of "**Exide Industries Limited**" ("*Company*") held on Tuesday, 22<sup>nd</sup> July 2014 at 10 A.M. at Kala Mandir, 48, Shakespeare Sarani, Kolkata- 700 017 for the purpose of scrutinizing the e-voting and ballot form processes in a fair and transparent manner and ascertaining the requisite majority on e-voting and ballot form processes carried out as per the provisions of the Companies Act, 2013 and sub-rule (xi) of Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014 respectively on the resolutions referred to in this report.

I submit my report as under :

1. The report on e-voting process has been separately submitted vide my report dated 21.07.2014.
2. The report on e-voting process has been separately submitted vide my report dated 22.07.2014.





3. The result of the e-voting is as under:

<A> **ORDINARY BUSINESS ::**a) **Resolution 1****Adoption of Accounts for the year ended 31.03.2014**

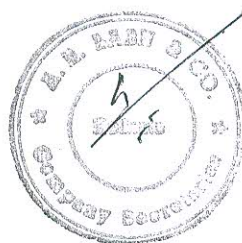
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
586376914	586317368 (99.99%)	59546 (0.01%)	Carried by majority

b) **Resolution 2****Declaration of Dividend**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
598876664	598876468 (99.99%)	196 (0.01%)	Carried by majority

c) **Resolution 3****Reappointment of Mr. R B Raheja as a Director**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
598875925	538047173 (89.84%)	60828752 (10.16%)	Carried by majority



**d) Resolution 4****Appointment of Auditors**

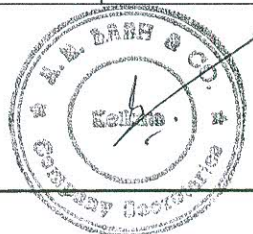
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
598875162	586241155 (97.89%)	12634007 (2.11%)	Carried by majority

**<B> SPECIAL BUSINESS ::****e) Resolution 5****Ratification of remuneration payable to the Cost Auditors for the financial year 2014-2015****Type of Resolution: Ordinary Resolution**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
598876599	598874357 (99.99%)	2242 (0.01%)	Carried by majority

**f) Resolution 6****Appointment of Mr. R G Kapadia as an Independent Director****Type of Resolution: Ordinary Resolution**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
598160206	560109091 (93.64%)	38051115 (6.36%)	Carried by majority



**g) Resolution 7****Appointment of Mr. Vijay Agarwal as an Independent Director****Type of Resolution: Ordinary Resolution**

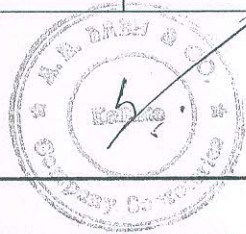
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
588833411	560134380 (95.13%)	28699031 (4.87%)	Carried by majority

**h) Resolution 8****Appointment of Ms. Mona N Desai as an Independent Director****Type of Resolution: Ordinary Resolution**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
598159856	524804474 (87.73%)	73355382 (12.27%)	Carried by majority

**i) Resolution 9****Appointment of Mr. Sudhir Chand as an Independent Director****Type of Resolution: Ordinary Resolution**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
598159606	598157154 (99.99%)	2452 (0.01%)	Carried by majority



**j) Resolution 10**

Payment of remuneration by way of Commission to Mr. R G Kapadia

**Type of Resolution: Special Resolution**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
598160301	585280522 (97.84%)	12879779 (2.16%)	Carried by requisite majority

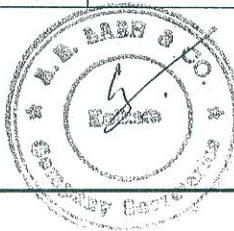
4. The result of the Poll is as under:

**<A> ORDINARY BUSINESS ::****a) Resolution 1****Adoption of Accounts for the year ended 31.03.2014**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
63448490	63448490 (100.00%)	-	Carried unanimously

**b) Resolution 2****Declaration of Dividend**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
63448490	63448490 (100.00%)	-	Carried unanimously



**c) Resolution 3****Reappointment of Mr. R B Raheja as a Director**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
63448490	63262270 (99.71%)	186220 (0.29%)	Carried by majority

**d) Resolution 4****Appointment of Auditors**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
63448490	63448481 (99.99%)	9 (0.01%)	Carried by majority

**<B> SPECIAL BUSINESS ::****e) Resolution 5****Ratification of remuneration payable to the Cost Auditors for the financial year 2014-2015****Type of Resolution: Ordinary Resolution**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
63448437	63448437 (100.00%)	-	Carried unanimously





**f) Resolution 6****Appointment of Mr. R G Kapadia as an Independent Director****Type of Resolution: Ordinary Resolution**

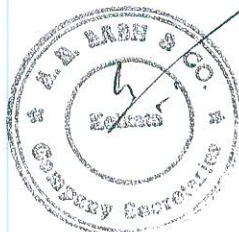
<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast in against</i>	<i>Result</i>
63448490	63448437 (99.99%)	53 (0.01%)	Carried by majority

**g) Resolution 7****Appointment of Mr. Vijay Agarwal as an Independent Director****Type of Resolution: Ordinary Resolution**

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast in against</i>	<i>Result</i>
63448490	63448437 (99.99%)	53 (0.01%)	Carried by majority

**h) Resolution 8****Appointment of Ms. Mona N Desai as an Independent Director****Type of Resolution: Ordinary Resolution**

<i>Total No. of votes cast</i>	<i>Total No. of votes cast in favour</i>	<i>Total No. of votes cast in against</i>	<i>Result</i>
63448490	63262279 (99.71%)	186211 (0.29%)	Carried by majority



**i) Resolution 9****Appointment of Mr. Sudhir Chand as an Independent Director****Type of Resolution: Ordinary Resolution**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
63448490	63448428 (99.99%)	62 (0.01%)	Carried by majority

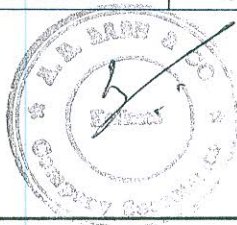
**j) Resolution 10****Payment of remuneration by way of Commission to Mr. R G Kapadia****Type of Resolution: Special Resolution**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
63448437	63448428 (99.99%)	9 (0.01%)	Carried by requisite majority

5. The final result on the resolutions as proposed in the AGM is as under:

**<A> ORDINARY BUSINESS ::****a) Resolution 1****Adoption of Accounts for the year ended 31.03.2014**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
649825404	649765858 (99.99%)	59546 (0.01%)	Carried by majority



**b) Resolution 2****Declaration of Dividend**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
662325154	662324958 (99.99%)	196 (0.01%)	Carried by majority

**c) Resolution 3****Reappointment of Mr. R B Raheja as a Director**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
662324415	601309443 (90.79%)	61014972 (9.21%)	Carried by majority

**d) Resolution 4****Appointment of Auditors**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
662323652	649689636 (98.09%)	12634016 (1.91%)	Carried by majority



**<B> SPECIAL BUSINESS ::****e) Resolution 5**

Ratification of remuneration payable to the Cost Auditors for the financial year 2014-2015

**Type of Resolution: Ordinary Resolution**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
662325036	662322794 (99.99%)	2242 (0.01%)	Carried by majority

**f) Resolution 6**

Appointment of Mr. R G Kapadia as an Independent Director

**Type of Resolution: Ordinary Resolution**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
661608696	623557528 (94.25%)	38051168 (5.75%)	Carried by majority

**g) Resolution 7**

Appointment of Mr. Vijay Agarwal as an Independent Director

**Type of Resolution: Ordinary Resolution**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
652281901	623582817 (95.60%)	28699084 (4.40%)	Carried by majority



**h) Resolution 8****Appointment of Ms. Mona N Desai as an Independent Director****Type of Resolution: Ordinary Resolution**

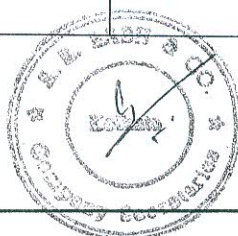
Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
661608346	588066753 (88.88%)	73541593 (11.12%)	Carried by majority

**i) Resolution 9****Appointment of Mr. Sudhir Chand as an Independent Director****Type of Resolution: Ordinary Resolution**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
661608096	661605582 (99.99%)	2514 (0.01%)	Carried by majority

**j) Resolution 10****Payment of remuneration by way of Commission to Mr. R G Kapadia****Type of Resolution: Special Resolution**

Total No. of votes cast	Total No. of votes cast in favour	Total No. of votes cast in against	Result
661608738	648728950 (98.05%)	12879788 (1.95%)	Carried by requisite majority



# A. K. LABH

M.Com., MBA, FCS, ACMA (ICAI), ACSI (Lond)  
DIM, DHRD, PGHDSM, DIRPM  
*Practising Company Secretary*



# A. K. LABH & Co.

*Company Secretaries*

40, Weston Street, 3rd Floor, Kolkata - 700 013  
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Mobile : 9 8 3 0 0 - 5 5 6 8 9 / 9 8 3 0 0 - 5 7 6 8 9  
e-mail aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

6. The Registers, all other papers and relevant records relating to electronic voting and ballot forms are duly returned herewith.

Thanking You,

Yours truly

For A. K. LABH & Co.

*Company Secretaries*

(CS A. K. LABH)

*Practising Company Secretary*

FCS - 4848 / CP No. - 3238



Place : Kolkata

Dated : 22.07.2014