

# MUNJAL SHOWA LTD.

Regd. Office & Works : 9-11, Maruti Industrial Area, Gurgaon - 122 015 (Haryana) INDIA

E-mail : msladmin@munjalshowa.net Website : www.munjalshowa.net

Corporate Identity Number : L34101HR1985PLC020934

Ph. : 0124-4783000, 4783100, 2341001 Fax : 0124-2341359

## Disclosure as per Clause 35A of the Listing Agreement to be submitted to Stock Exchanges

Date of AGM	28.08.2014
No. of shareholders on record date	9908
No. of Shareholders present in the meeting either in person or through proxy:	
- Promoters and Promoter Group:	2
- Public:	111
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable, as no video conferencing facility was made available
- Promoters and Promoter Group:	
- Public:	

### AGENDA WISE

The mode of voting for all the resolutions was:

1. E-voting conducted between August 21, 2014 to August 23, 2014 and
2. Poll conducted at the Meeting

Given below the resolution wise combined results of E-voting and Poll

### Resolution No. 1: Ordinary Resolution

Adoption of Audited Financial Statement of the Company for the financial year ended March 31, 2014 together with the reports of the Directors' and Auditors's thereon.

Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled (E-Voting & Poll)	% of votes against on votes polled (E-Voting & Poll)
	(1)	(2)	(3) = $\frac{(2)}{(1)} * 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} * 100$	(7) = $\frac{(5)}{(2)} * 100$
Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public -- Institutional holders	538405	0	0	0	0	-	-
Public others	13452595	3454	0.03	3454	0	100	0
Total	39995000	26003454	65.02	26003454	0	100	0

Based on the above, the Ordinary Resolution has been passed unanimously.



### **Resolution No. 2: Ordinary Resolution**

Declare Dividend of Rs. 3.50/- per equity share on 3,99,95,000 equity shares of Rs. 2 each fully paid up for the financial year 2013-14.

Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled (E-Voting & Poll)	% of votes against on votes polled (E-Voting & Poll)
	(1)	(2)	(3)= $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) $\frac{(4)}{(2)} \times 100$	(7)= $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public – Institutional holders	538405	0	0	0	0	-	-
Public others	13452595	3454	0.03	3454	0	100	0
Total	39995000	26003454	65.02	26003454	0	100	0

Based on the above, the Ordinary Resolution has been passed unanimously.

### **Resolution No. 3: Ordinary Resolution**

Appoint a director in place of Mr. Brijmohan Lall Munjal (DIN 00004134), who retires by rotation and being eligible, offers himself for re-appointment.

Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled (E-Voting & Poll)	% of votes against on votes polled (E-Voting & Poll)
	(1)	(2)	(3)= $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) $\frac{(4)}{(2)} \times 100$	(7)= $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public – Institutional holders	538405	0	0	0	0	-	-
Public others	13452595	3454	0.03	3454	0	100	0
Total	39995000	26003454	65.02	26003454	0	100	0

Based on the above, the Ordinary Resolution has been passed unanimously.



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**Resolution No. 4: Ordinary Resolution**

To appoint M/s S R Batliboi & Company LLP, Chartered Accountants, (ICAI Firm Registration No. 301003E), Gurgaon the retiring Auditors as Statutory Auditors of the Company for 3 (three) consecutive years from the date of the 29<sup>th</sup> Annual General Meeting for a term upto the conclusion of 32<sup>nd</sup> Annual General Meeting of the Company in the Calendar Year 2017 and to fix their remuneration.

Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled (E-Voting & Poll)	% of votes against on votes polled (E-Voting & Poll)
	(1)	(2)	(3) = $\frac{(2)}{(1)} * 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} * 100$	(7) = $\frac{(5)}{(2)} * 100$
Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public – Institutional holders	538405	0	0	0	0	-	-
Public others	13452595	3454	0.03	3454	0	100	0
Total	39995000	26003454	65.02	26003454	0	100	0

Based on the above, the Ordinary Resolution has been passed unanimously.

**Resolution No. 5: Ordinary Resolution**

Remuneration of the Cost Auditor for the Financial Year ended March 31, 2015

Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled (E-Voting & Poll)	% of votes against on votes polled (E-Voting & Poll)
	(1)	(2)	(3) = $\frac{(2)}{(1)} * 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} * 100$	(7) = $\frac{(5)}{(2)} * 100$
Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public – Institutional holders	538405	0	0	0	0	-	-
Public others	13452595	3454	0.03	3454	0	100	0
Total	39995000	26003454	65.02	26003454	0	100	0

Based on the above, the Ordinary Resolution has been passed unanimously.



### Resolution No. 6 : Ordinary Resolution

Appointment of Mrs. Charu Munjal (DIN03094545) as Director of the Company

Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled(E-Voting & Poll)	% of votes against on votes polled(E-Voting & Poll)
	(1)	(2)	(3)= $\frac{\{(2)/(1)\}}{*100}$	(4)	(5)	(6) $\frac{\{(4)/(2)\}}{*100}$	(7)= $\frac{\{(5)/(2)\}}{*100}$
Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public – Institutional holders	538405	0	0	0	0	-	-
Public others	13452595	3454	0.03	3454	0	100	0
Total	39995000	26003454	65.02	26003454	0	100	0

Based on the above, the Ordinary Resolution has been passed unanimously.

### Resolution No. 7: Ordinary Resolution

Appointment of Mr. Devi Singh (DIN 00015681) as an Independent Director

Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled(E-Voting & Poll)	% of votes against on votes polled(E-Voting & Poll)
	(1)	(2)	(3)= $\frac{\{(2)/(1)\}}{*100}$	(4)	(5)	(6) $\frac{\{(4)/(2)\}}{*100}$	(7)= $\frac{\{(5)/(2)\}}{*100}$
Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public – Institutional holders	538405	0	0	0	0	-	-
Public others	13452595	3454	0.03	3454	0	100	0
Total	39995000	26003454	65.02	26003454	0	100	0

Based on the above, the Ordinary Resolution has been passed unanimously.



### Resolution No. 8: Ordinary Resolution

Appointment of Mr. Nand Dhameja (DIN 02351762) as an Independent Director.

Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled(E-Voting & Poll)	% of votes against on votes polled(E-Voting & Poll)
	(1)	(2)	(3)= $\{(2)/(1)\}$ *100	(4)	(5)	(6) $\{(4)/(2)\}$ * 100	(7)= $\{(5)/(2)\}$ *100
Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public – Institutional holders	538405	0	0	0	0	-	-
Public others	13452595	3454	0.03	3454	0	100	0
Total	39995000	26003454	65.02	26003454	0	100	0

Based on the above, the Ordinary Resolution has been passed unanimously.

### Resolution No. 9: Ordinary Resolution

Appointment of Mr. Krishan Chand Sethi (DIN 00004471) as an Independent Director.

Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled(E-Voting & Poll)	% of votes against on votes polled(E-Voting & Poll)
	(1)	(2)	(3)= $\{(2)/(1)\}$ *100	(4)	(5)	(6) $\{(4)/(2)\}$ * 100	(7)= $\{(5)/(2)\}$ *100
Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public – Institutional holders	538405	0	0	0	0	-	-
Public others	13452595	3454	0.03	3454	0	100	0
Total	39995000	26003454	65.02	26003454	0	100	0

Based on the above, the Ordinary Resolution has been passed unanimously.



### Resolution No. 10: Ordinary Resolution

Appointment of Mr. Vinod Kumar Agrawal (DIN 00004463) as an Independent Director.

Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled(E-Voting & Poll)	% of votes against on votes polled(E-Voting & Poll)
	(1)	(2)	(3)= $\{(2)/(1)\}$ *100	(4)	(5)	(6) $\{(4)/(2)\}$ * 100	(7)= $\{(5)/(2)\}$ *100
Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public – Institutional holders	538405	0	0	0	0	-	-
Public others	13452595	3454	0.03	3454	0	100	0
Total	39995000	26003454	65.02	26003454	0	100	0

Based on the above, the Ordinary Resolution has been passed unanimously.

### Resolution No. 11: Ordinary Resolution

Appointment of Mr. Surinder Kumar Mehta (DIN 00002888) as an Independent Director.

Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled(E-Voting & Poll)	% of votes against on votes polled(E-Voting & Poll)
	(1)	(2)	(3)= $\{(2)/(1)\}$ *100	(4)	(5)	(6) $\{(4)/(2)\}$ * 100	(7)= $\{(5)/(2)\}$ *100
Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public – Institutional holders	538405	0	0	0	0	-	-
Public others	13452595	3454	0.03	3454	0	100	0
Total	39995000	26003454	65.02	26003454	0	100	0

Based on the above, the Ordinary Resolution has been passed unanimously.





**Resolution No. 12: Ordinary Resolution**

Variation in the Terms of Appointment of Mr. Isao Ito (DIN 05134031)-Joint Managing Director

Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled(E-Voting & Poll)	% of votes against on votes polled(E-Voting & Poll)
	(1)	(2)	(3)= $\{(2)/(1)\}$ *100	(4)	(5)	(6) $\{(4)/(2)\}$ * 100	(7)= $\{(5)/(2)\}$ *100
Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public – Institutional holders	538405	0	0	0	0	-	-
Public others	13452595	3454	0.03	3454	0	100	0
Total	39995000	26003454	65.02	26003454	0	100	0

**Based on the above, the Ordinary Resolution has been passed unanimously.****Resolution No. 13: Special Resolution**

Variation in Terms of Appointment of Mr. Yogesh Chander Munjal (DIN 00003491)- Managing Director.

Promoter/Public	No. of Shares Held	No of votes Polled (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor (E-Voting & Poll)	No of votes against (E-Voting & Poll)	% of votes in favor on votes polled(E-Voting & Poll)	% of votes against on votes polled(E-Voting & Poll)
	(1)	(2)	(3)= $\{(2)/(1)\}$ *100	(4)	(5)	(6) $\{(4)/(2)\}$ * 100	(7)= $\{(5)/(2)\}$ *100
Promoter and Promoter Group	26004000	26000000	99.98	26000000	0	100	0
Public – Institutional holders	538405	0	0	0	0	-	-
Public others	13452595	3454	0.03	3454	0	100	0
Total	39995000	26003454	65.02	26003454	0	100	0

**Based on the above, the Special Resolution has been passed unanimously.****FOR MUNJAL SHOWA LIMITED****(PANKAJ GUPTA)****CFO & COMPANY SECRETARY****MEMBERSHIP NO F5187**

**SCRUTINIZER'S REPORT-COMBINED**

**The Chairman of  
29<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
Munjal Showa Limited (the Company) held on 28<sup>th</sup> August, 2014 at  
9-11, Maruti Industrial Area, Sector 18,  
Gurgaon-122015**

Dear Sir,

1. I, Satyender Kumar, Company Secretary in Whole Time Practice, was appointed as Scrutinizer by
  - a) the Board of Directors of M/s Munjal Showa Limited for the purpose of scrutinizing the e-voting process in fair and transparent manner as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and
  - b) the Chairman of the Annual General Meeting (AGM) on the poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice of 29<sup>th</sup> Annual General Meeting of the members of the Company, held on 28<sup>th</sup> August, 2014 at 9-11, Maruti Industrial Area, Sector 18, Gurgaon-122015
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and Poll on the resolutions contained in the notice to the 29<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the evoting process and for poll is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the notice to the 29<sup>th</sup> Annual General Meeting (AGM), based on the reports generated from e-voting system provided by Central Depository Services (India) Limited(CDSL), the authorized agency to provide e-voting facilities, engaged by the Company and also at the time of Poll based on the records provided by the Registrar and Transfer Agents M/s MCS Limited, New Delhi at the AGM.
3. I have issued separate Scrutinizer's Report dated August 25, 2014 on e-voting and on Poll dated August 28, 2014 on the resolutions contained in the notice to the AGM. As requested by the management submit herewith my combined report on the results of e-voting together with that of Poll as under:

*Satyender  
Kumar,*



### Item No. 1

Ordinary Resolution to consider and adopt of the Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2014 including Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the Statement of Profit and Loss Account for the year ended on that date together with the reports of the Directors' and Auditors thereon.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	40	45	166	26003288	26003454	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	40	45	166	26003288	26003454	100.00%

Accordingly, out of 26003454, E- Votes and Poll Polled; 26003454 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 1 of Notice of the Annual General Meeting passed unanimously.

### Item No. 2

Ordinary Resolution to declare a dividend of Rs. 3.50/- per equity share on 3,99,95,000 equity shares of Rs. 2 each fully paid up for the financial year 2013-14.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	40	45	166	26003288	26003454	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	40	45	166	26003288	26003454	100.00%

Accordingly, out of 26003454, E- Votes and Poll Polled; 26003454 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 2 of Notice of the Annual General Meeting passed unanimously.

### Item No. 3

Ordinary Resolution to appoint a Director in place of Mr. Brijmohan Lall Munjal (DIN 00004134), who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	40	45	166	26003288	26003454	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	40	45	166	26003288	26003454	100.00%

*Satyender  
Kumar*

Accordingly, out of 26003454, E- Votes and Poll Polled; 26003454 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 3 of Notice of the Annual General Meeting passed unanimously.

**Item No. 4**

Ordinary Resolution to appoint M/s. S R Batliboi & Company LLP, Chartered Accountants, (ICAI Firm registration No. 301003E), Gurgaon the retiring Auditors as Statutory Auditors of the Company for 3 (three) consecutive years from the date of the 29<sup>th</sup> Annual General Meeting for a term upto the conclusion of 32<sup>nd</sup> Annual General Meeting of the Company in the Calendar year 2017 and to fix their remuneration.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
<b>Assent</b>	5	40	45	166	26003288	26003454	100.00%
<b>Dissent</b>	0	0	0	0	0	0	NIL
<b>Total</b>	5	40	45	166	26003288	26003454	100.00%

Accordingly, out of 26003454, E- Votes and Poll Polled; 26003454 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 4 of Notice of the Annual General Meeting passed unanimously.

**Item No. 5**

Ordinary Resolution for Remuneration of the Cost Auditors for the financial year ended March 31, 2015.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
<b>Assent</b>	5	40	45	166	26003288	26003454	100.00%
<b>Dissent</b>	0	0	0	0	0	0	NIL
<b>Total</b>	5	40	45	166	26003288	26003454	100.00%

Accordingly, out of 26003454, E- Votes and Poll Polled; 26003454 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 5 of Notice of the Annual General Meeting passed unanimously.

*Satyender  
Kumar*

**Item No. 6**

Ordinary Resolution for the appointment of Mrs. Charu Munjal as Director of the Company.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
<b>Assent</b>	5	40	45	166	26003288	26003454	100.00%
<b>Dissent</b>	0	0	0	0	0	0	NIL
<b>Total</b>	5	40	45	166	26003288	26003454	100.00%

Accordingly, out of 26003454, E- Votes and Poll Polled; 26003454 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 6 of Notice of the Annual General Meeting passed unanimously.

**Item No. 7**

Ordinary Resolution for the appointment of Mr. Devi Singh as an Independent Director.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
<b>Assent</b>	5	40	45	166	26003288	26003454	100.00%
<b>Dissent</b>	0	0	0	0	0	0	NIL
<b>Total</b>	5	40	45	166	26003288	26003454	100.00%

Accordingly, out of 26003454, E- Votes and Poll Polled; 26003454 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 7 of Notice of the Annual General Meeting passed unanimously.

**Item No. 8**

Ordinary Resolution for the appointment of Mr. Nand Dhameja as an Independent Director.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
<b>Assent</b>	5	40	45	166	26003288	26003454	100.00%
<b>Dissent</b>	0	0	0	0	0	0	NIL
<b>Total</b>	5	40	45	166	26003288	26003454	100.00%

Accordingly, out of 26003454, E- Votes and Poll Polled; 26003454 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled on the **Ordinary Resolution**.

*Satyender Kumar*

Thus, the **Ordinary Resolution** as contained in Item No. 8 of Notice of the Annual General Meeting passed unanimously.

**Item No. 9**

Ordinary Resolution for the appointment of Mr. Krishan Chand Sethi as an Independent Director.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	40	45	166	26003288	26003454	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	40	45	166	26003288	26003454	100.00%

Accordingly, out of 26003454, E- Votes and Poll Polled; 26003454 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 9 of Notice of the Annual General Meeting passed unanimously.

**Item No. 10**

Ordinary Resolution for the appointment of Mr. Vinod Kumar Agrawal as an Independent Director.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	40	45	166	26003288	26003454	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	40	45	166	26003288	26003454	100.00%

Accordingly, out of 26003454, E- Votes and Poll Polled; 26003454 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 10 of Notice of the Annual General Meeting passed unanimously.

**Item No. 11**

Ordinary Resolution for the appointment of Mr. Surinder Kumar Mehta as an Independent Director

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	40	45	166	26003288	26003454	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	40	45	166	26003288	26003454	100.00%

Accordingly, out of 26003454, E- Votes and Poll Polled; 26003454 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled on the **Ordinary Resolution**.

*Surinder Kumar*

Thus, the **Ordinary Resolution** as contained in Item No. 11 of Notice of the Annual General Meeting passed unanimously.

**Item No. 12**

Ordinary Resolution for the variation in the terms of appointment of Mr. Isao Ito-Joint Managing Director.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	40	45	166	26003288	26003454	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	40	45	166	26003288	26003454	100.00%

Accordingly, out of 26003454, E- Votes and Poll Polled; 26003454 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 12 of Notice of the Annual General Meeting passed unanimously.

**Item No. 13**

Special Resolution for the variation in the terms of appointment of Mr. Yogesh Chander Munjal - Managing Director

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	40	45	166	26003288	26003454	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	40	45	166	26003288	26003454	100.00%

Accordingly, out of 26003454, E- Votes and Poll Polled; 26003454 Votes were cast **ASSENTING** to the Special Resolution constituting 100.00% of the votes polled on the **Special Resolution**.

Thus, the **Special Resolution** as contained in Item No. 13 of Notice of the Annual General Meeting passed unanimously.

Thanking you,  
Yours Sincerely

  
**SATYENDER KUMAR**  
Company Secretary in Practice

FCS 4087  
C.P.NO. 5189

PLACE: GURGAON  
DATE: AUGUST 28, 2014