

### Declaration of Results of e-voting and poll

The 24<sup>th</sup> Annual general Meeting of the members of Archies Limited was held on Tuesday, 23<sup>rd</sup> September, 2014 at 11.00 A.M. at Manesar Club, Sector-5, IMT Manesar, Gurgaon, Haryana-122050

As per the provisions of the Companies Act, 2013 and the Listing Agreement, the Company has provided the facility of e-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 24<sup>th</sup> Annual General Meeting (AGM). The e-voting was open from 16<sup>th</sup> September, 2014 to 18<sup>th</sup> September, 2014.

In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by MCA, voting by show of hands was not permitted at the general meeting where e-voting has been offered to the Shareholders. Therefore, at the 24<sup>th</sup> AGM, voting was conducted by means of poll.

The Board of Directors has appointed M/s P B & Associates, Practicing Company Secretary, as the Scrutinizer for the poll conducted at the AGM. The Scrutinizer(s) have carried out the scrutiny of all the electronic votes received upto 9.00 P.M. on 18<sup>th</sup> September, 2014 and poll received till the conclusion of the Meeting and submitted their reports on 19<sup>th</sup> September, 2014 and 24<sup>th</sup> September, 2014

The Consolidated Results as per the Scrutinizers' Report is as follows:

RESO NO.	RESOLUTION PASSED AT THE AGM	% Votes in favour	% Votes Against
<b>ORDINARY BUSINESS</b>			
1	To receive, consider and adopt Financial Statements and Report of Board of Directors and Auditors thereon for the financial year ended 31 <sup>st</sup> March, 2014.(ORDINARY RESOLUTION)	100	NIL
2	To declare dividend for the financial year ended 31 <sup>st</sup> March, 2014.(ORDINARY RESOLUTION)	100	NIL
3	Retirement of Mr. Pramod Arora, who retires by rotation and express his desire not to offer himself for reappointment.(ORDINARY RESOLUTION)	99.99997	0.00003
4	To appoint a director in place of Mr. Anil Moolchandani who retires by rotation and being eligible offers himself for re-appointment. (ORDINARY RESOLUTION)	99.99996	0.00004
5	To appoint M/s. Uberoi Sood & Kapoor, Chartered Accountants, New Delhi, as	99.999995	0.000005



**ARCHIES LIMITED**

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	Statutory Auditors of the Company. <b>.(ORDINARY RESOLUTION)</b>		
<b>SPECIAL BUSINESS</b>			
6	To appoint M/s V.D. Rupani & Co, Chartered Accountants as Branch Auditors of the Mumbai, Pune & Goa Branches of the Company. <b>.(ORDINARY RESOLUTION)</b>	99.999995	0.000005
7	To appoint M/s Sanjiv Shah & Associates, Chartered Accountants as Branch Auditor of the Chennai Branch of the Company. <b>(ORDINARY RESOLUTION)</b>	99.99997	0.00003
8	To appoint Mehul. V. Chalishajar & Co, Chartered Accountants as Branch Auditor of the Ahmedabad Branch of the Company. <b>(ORDINARY RESOLUTION)</b>	99.99997	0.00003
9	To appoint M/s Rajesh Chowdhury & Associates, Chartered Accountants as Branch Auditor of the Kolkatta & Bhubneshwar Branches of the Company. <b>(ORDINARY RESOLUTION)</b>	99.999995	0.000005
10	To appoint M/s Rajesh Adityaraj & Co, Chartered Accountants as Branch Auditor of the Indore Branch of the Company. <b>(ORDINARY RESOLUTION)</b>	99.999995	0.000005
11	To appoint M/s S Vijay Kumar, Chartered Accountants as Branch Auditor of the Bangalore Branch of the Company. <b>(ORDINARY RESOLUTION)</b>	99.999995	0.000005
12	To appoint M/s Ashok Shashi & Co, Chartered Accountants as Branch Auditor of the Ludhiana Branch of the Company. <b>(ORDINARY RESOLUTION)</b>	99.999995	0.000005
13	To appoint M/s Pramod G Gupta & Associates, Chartered Accountants as Branch Auditor of the Chandigarh Branch of the Company. <b>(ORDINARY RESOLUTION)</b>	100	NIL
14	To appoint M/s Suryanarayana & Suresh, Chartered Accountants as Branch Auditor of the Hyderabad Branch of the Company. <b>(ORDINARY RESOLUTION)</b>	100	NIL
15	To appoint M/s Shetty & Thomas, Chartered Accountants as Branch Auditor of the Kochi Branch of the Company. <b>(ORDINARY RESOLUTION)</b>	100	NIL

**ARCHIES LIMITED**

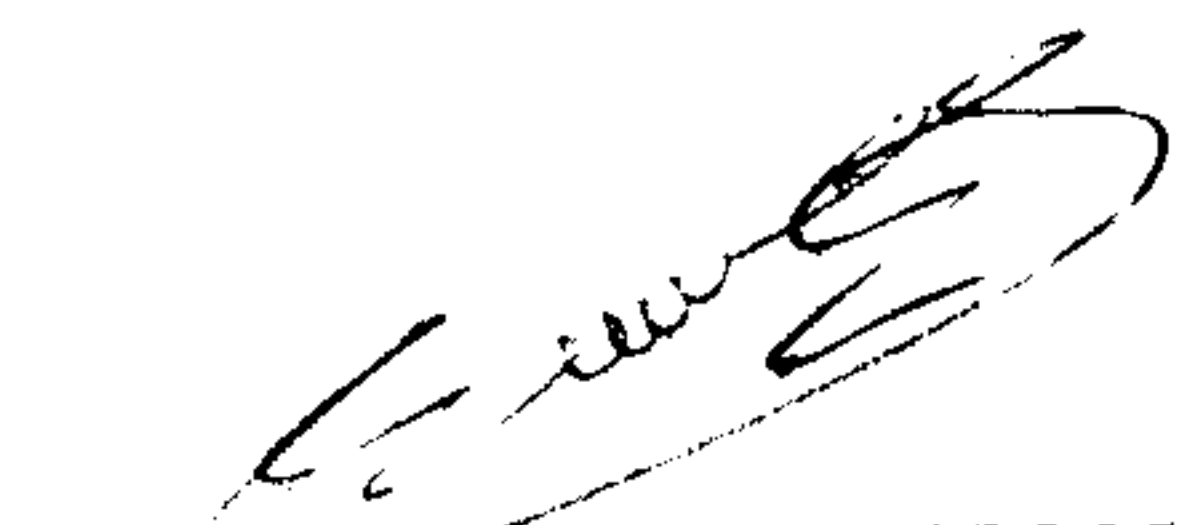
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16	To appoint Mr. Dilip Seth as Executive Director of Company for Three (3) Years. <b>(SPECIAL RESOLUTION)</b>	99.99997	0.00003
17	To appoint Mr. Sunil Behl as an Independent Director for Five (5) Years. <b>(SPECIAL RESOLUTION)</b>	100	NIL
18	To appoint Mr. Arun Singhal as an Independent Director for Five (5) Years. <b>(SPECIAL RESOLUTION)</b>	100	NIL
19	To appoint Mr. Prem Kumar Chadha as an Independent Director for Five (5) Years. <b>(SPECIAL RESOLUTION)</b>	99.99998	0.00002
20	To appoint Dr. Bhavna Chadha as an Independent Director for Two (2) Years. <b>(SPECIAL RESOLUTION)</b>	100	NIL
21	To appoint Mr. Deepak Thakkar as Non Executive Director for Two (2) Years. <b>(SPECIAL RESOLUTION)</b>	100	NIL
22	Authorization to Board of Directors to borrow money up to Rs. 100 Crores <b>(SPECIAL RESOLUTION)</b>	99.99998	0.00002

Based on the Reports of the Scrutinizer, all the Resolutions as set out in the Notice of 24<sup>th</sup> Annual General Meeting have been duly approved by the Shareholders with requisite majority.

**For ARCHIES LIMITED**



**VIKAS KUMAR TAK  
COMPANY SECRETARY**

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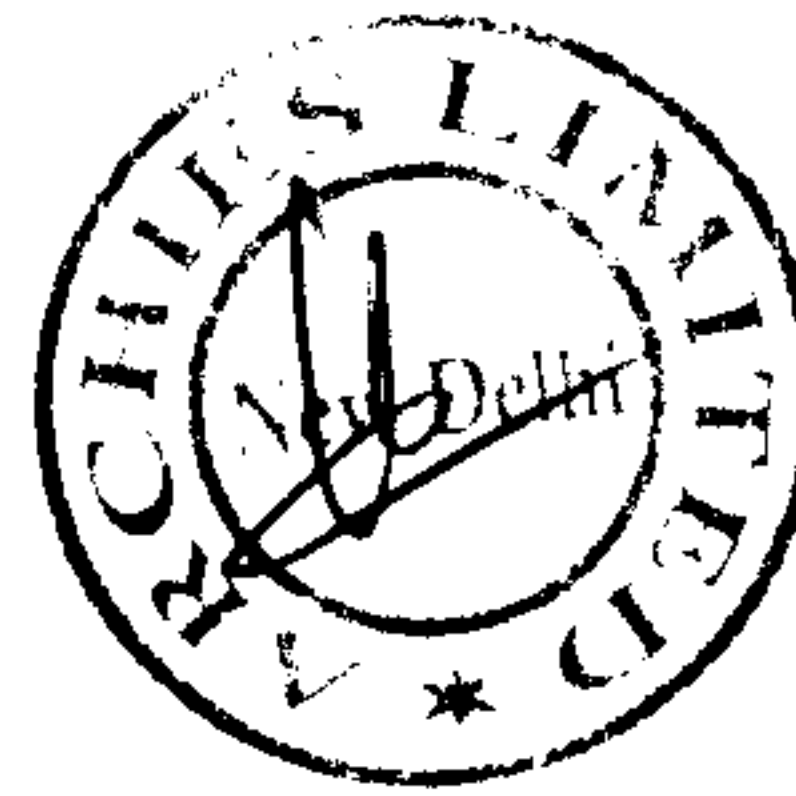
Date : 24<sup>th</sup> September, 2014

1) The Manager , Listing Department, National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai- 400 051 Scrip Code- ARCHIES	2) The Listing Department Corporate Relationship Department Bombay Stock Exchange limited 1 <sup>st</sup> Floor, New Trading Wing P.J. Towers Dalal Street Fort, Mumbai- 400 001 Scrip Code- 532212
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**Sub : Voting Results pursuant to clause 35A of the Listing Agreement**

With reference to the Annual General Meeting, we furnish below a report under clause 35A of the Listing Agreement

<b>Date of AGM/EGM</b>	23 <sup>rd</sup> September, 2014			
<b>Total number of shareholders on record date</b>	14642			
<b>No of shareholders present in the meeting either in person or through proxy:</b>	Promoters and Promoter Group		Public	
	In Person	Through Proxy	In Person	Through Proxy
	8	Nil	64	NIL
<b>No of shareholders attended the meeting through Video Conferencing</b>	Promoters and Promoter Group		Public	
	N.A.		N.A.	



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### Agenda Wise

The Mode of Voting for all the Resolutions was:

1. E-voting Conducted between 16th September, 2014 to 18th September, 2014.
2. Poll conducted (Ballot) at Meeting.

Given below is the resolution wise combined result of e-voting and Poll.

#### **RESOLUTION NO -1**

ADOPTION OF BALANCE SHEET & STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR 2013-14 ALONG WITH AUDITORS REPORT, DIRECTORS AND CORPORATE GOVERNANCE REPORT. **(ORDINARY RESOLUTION)**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
	1	2	3	4	5	6	7
Promoter and Promoter Group	20854600	20854600	100	20854600	0	100.00	0.00
Public – Institutional holders	116725	0	0	0	0	0.00	0.00
Public-Others	12808675	52538	0.410175135	52538	0	100.00	0.00
<b>Total</b>	<b>33780000</b>	<b>20907138</b>		<b>20907138</b>	<b>0</b>		

#### **RESOLUTION NO -2**

TO DECLARE DIVIDEND @ 20% EQUIVALENT TO RS 0.40/- PER EQUITY SHARE OF FACE VALUE OF RS 2/- FOR THE FINANCIAL YEAR 2013-14. **(ORDINARY RESOLUTION)**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
	1	2	3	4	5	6	7
Promoter and Promoter Group	20854600	20854600	100	20854600	0	100.00	0.00
Public – Institutional holders	116725	0	0	0	0	0.00	0.00
Public-Others	12808675	55548	0.433674834	55548	0	100.00	0.00
<b>Total</b>	<b>33780000</b>	<b>20910148</b>		<b>20910148</b>	<b>0</b>		

#### **RESOLUTION NO -3**

MR. PRAMOD ARORA WHO RETIRES BY ROTATION AND EXPRESSED HIS DESIRE NOT TO OFFER HIMSELF FOR REAPPOINTMENT, AT THE AGM AND RESULTING VACANCY NOT TO BE FILLED UP AT THE MEETING. **(ORDINARY RESOLUTION)**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
	1	2	3	4	5	6	7
Promoter and Promoter Group	20854600	20854600	100	20854600	0	100.00	0.00
Public – Institutional holders	116725	0	0	0	0	0.00	0.00
Public-Others	12808675	50548	0.39463879	50542	6	99.99	0.01
<b>Total</b>	<b>33780000</b>	<b>20905148</b>		<b>20905142</b>	<b>6</b>		



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**RESOLUTION NO -4**

TO REAPPOINT MR ANIL MOOLCHANDANI WHO RETIRES BY ROTATION, AT THE AGM. (ORDINARY RESOLUTION)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
	1	2	3	4	5	6	7
Promoter and Promoter Group	20854600	14060700	67.42253508	14060700	0	100.00	0.00
Public – Institutional holders	116725	0	0	0	0	0.00	0.00
Public-Others	12808675	55548	0.433674834	55542	6	99.99	0.01
<b>Total</b>	<b>33780000</b>	<b>14116248</b>		<b>14116242</b>	<b>6</b>		

**RESOLUTION NO -5**

TO REAPPOINT M/S UBEROI SOOD &amp; KAPOOR, CHARTERED ACCOUNTANTS AND TO FIX THEIR REMUNERATION. (ORDINARY RESOLUTION)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
	1	2	3	4	5	6	7
Promoter and Promoter Group	20854600	20854600	100	20854600	0	100.00	0.00
Public – Institutional holders	116725	0	0	0	0	0.00	0.00
Public-Others	12808675	55548	0.433674834	55547	1	99.9982	0.0018
<b>Total</b>	<b>33780000</b>	<b>20910148</b>		<b>20910147</b>	<b>1</b>		

**RESOLUTION NO -6**

APPOINTMENT OF M/S. V D RUPANI &amp; CO., CHARTERED ACCOUNTANTS AS BRANCH AUDITOR OF MUMBAI, PUNE AND GOA BRANCHES OF THE COMPANY (ORDINARY RESOLUTION)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
	1	2	3	4	5	6	7
Promoter and Promoter Group	20854600	20854600	100	20854600	0	100	0
Public – Institutional holders	116725	0	0	0	0	0	0
Public-Others	12808675	55548	0.433674834	55547	1	100.00	0.001800245
<b>Total</b>	<b>33780000</b>	<b>20910148</b>		<b>20910147</b>	<b>1</b>		

**RESOLUTION NO -7**

APPOINTMENT OF M/S. SANJIV SHAH &amp; ASSOCIATES, CHARTERED ACCOUNTANTS AS BRANCH AUDITOR OF CHENNAI BRANCH OF THE COMPANY (ORDINARY RESOLUTION)

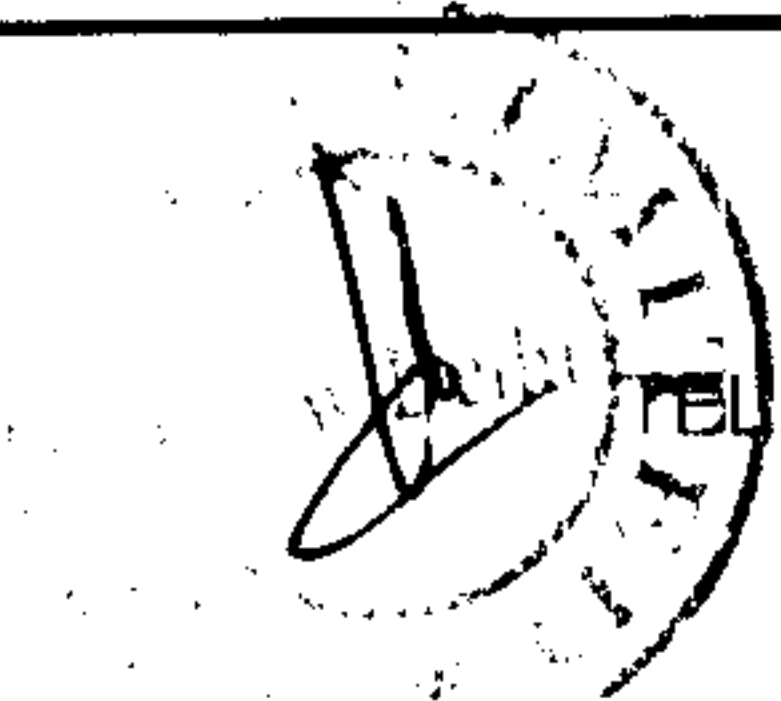
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
	1	2	3	4	5	6	7
Promoter and Promoter Group	20854600	20854600	100	20854600	0	100.00	0.00
Public – Institutional holders	116725	0	0	0	0	0.00	0.00
Public-Others	12808675	55548	0.433674834	55542	6	99.9892	0.0108
<b>Total</b>	<b>33780000</b>	<b>20910148</b>		<b>20910142</b>	<b>6</b>		

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**RESOLUTION NO -8**

APPOINTMENT OF M/S. MEHUL V CHALISHAJAR &amp; CO., CHARTERED ACCOUNTANTS AS BRANCH AUDITOR OF AHMEDABAD BRANCH OF THE COMPANY (ORDINARY RESOLUTION)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
	1	2	3	4	5	6	7
Promoter and Promoter Group	20854600	20854600	100	20854600	0	100.00	0.00
Public – Institutional holders	116725	0	0	0	0	0.00	0.00
Public-Others	12808675	55548	0.433674834	55542	6	99.99	0.01
<b>Total</b>	<b>33780000</b>	<b>20910148</b>		<b>20910142</b>	<b>6</b>		

**RESOLUTION NO -9**

APPOINTMENT OF M/S. RAJESH CHOWDHURY &amp; ASSOCIATES, CHARTERED ACCOUNTANTS AS BRANCH AUDITOR OF THE KOLKATTA &amp; BHUBNESHWAR BRANCHES OF THE COMPANY. (ORDINARY RESOLUTION)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
	1	2	3	4	5	6	7
Promoter and Promoter Group	20854600	20854600	100	20854600	0	100.00	0.00
Public – Institutional holders	116725	0	0	0	0	0.00	0.00
Public-Others	12808675	55548	0.433674834	55547	1	99.9982	0.0018
<b>Total</b>	<b>33780000</b>	<b>20910148</b>		<b>20910147</b>	<b>1</b>		

**RESOLUTION NO -10**

APPOINTMENT OF M/S. RAJESH ADITYARAJ &amp; CO., CHARTERED ACCOUNTANTS AS BRANCH AUDITOR OF INDORE BRANCH OF THE COMPANY. (ORDINARY RESOLUTION)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
	1	2	3	4	5	6	7
Promoter and Promoter Group	20854600	20854600	100	20854600	0	100.00	0.00
Public – Institutional holders	116725	0	0	0	0	0.00	0.00
Public-Others	12808675	55548	0.433674834	55547	1	99.9982	0.0018
<b>Total</b>	<b>33780000</b>	<b>20910148</b>		<b>20910147</b>	<b>1</b>		

**RESOLUTION NO -11**

APPOINTMENT OF M/S. S VIJAYKUMAR, CHARTERED ACCOUNTANTS AS BRANCH AUDITOR OF BANGALORE BRANCH OF THE COMPANY. (ORDINARY RESOLUTION)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
	1	2	3	4	5	6	7
Promoter and Promoter Group	20854600	20854600	100	20854600	0	100.00	0.00
Public – Institutional holders	116725	0	0	0	0	0.00	0.00
Public-Others	12808675	55548	0.433674834	55547	1	99.9982	0.0018
<b>Total</b>	<b>33780000</b>	<b>20910148</b>		<b>20910147</b>	<b>1</b>		


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**RESOLUTION NO -12**

APPOINTMENT OF M/S. ASHOK SHASHI & CO., CHARTERED ACCOUNTANTS AS BRANCH AUDITOR OF LUDHIANA BRANCH OF THE COMPANY. (ORDINARY RESOLUTION)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
	1	2	3	4	5	6	7
Promoter and Promoter Group	20854600	20854600	100	20854600	0	100.00	0.00
Public – Institutional holders	116725	0	0	0	0	0.00	0.00
Public-Others	12808675	55548	0.433674834	55547	1	99.9982	0.0018
<b>Total</b>	<b>33780000</b>	<b>20910148</b>		<b>20910147</b>	<b>1</b>		

**RESOLUTION NO -13**

APPOINTMENT OF M/S. PRAMOD G GUPTA & ASSOCIATES, CHARTERED ACCOUNTANTS AS BRANCH AUDITOR OF CHANDIGARH BRANCH OF THE COMPANY. (ORDINARY RESOLUTION)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
	1	2	3	4	5	6	7
Promoter and Promoter Group	20854600	20854600	100	20854600	0	100.00	0.00
Public – Institutional holders	116725	0	0	0	0	0.00	0.00
Public-Others	12808675	55533	0.433557726	55533	0	100.00	0.00
<b>Total</b>	<b>33780000</b>	<b>20910133</b>		<b>20910133</b>	<b>0</b>		

**RESOLUTION NO -14**

APPOINTMENT OF M/S. SURYANARAYANA & SURESH, CHARTERED ACCOUNTANTS AS BRANCH AUDITOR OF HYDERABAD BRANCH OF THE COMPANY. (ORDINARY RESOLUTION)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
	1	2	3	4	5	6	7
Promoter and Promoter Group	20854600	20854600	100	20854600	0	100.00	0.00
Public – Institutional holders	116725	0	0	0	0	0.00	0.00
Public-Others	12808675	55533	0.433557726	55533	0	100.00	0.00
<b>Total</b>	<b>33780000</b>	<b>20910133</b>		<b>20910133</b>	<b>0</b>		

**RESOLUTION NO -15**

APPOINTMENT OF M/S. SHETTY & THOMAS, CHARTERED ACCOUNTANTS AS BRANCH AUDITOR OF KOCHI BRANCH OF THE COMPANY. (ORDINARY RESOLUTION)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
	1	2	3	4	5	6	7
Promoter and Promoter Group	20854600	20854600	100	20854600	0	100.00	0.00
Public – Institutional holders	116725	0	0	0	0	0.00	0.00
Public-Others	12808675	55533	0.433557726	55533	0	100.00	0.00
<b>Total</b>	<b>33780000</b>	<b>20910133</b>		<b>20910133</b>	<b>0</b>		



**ARCHIES LIMITED**

C-113, NARAINA INDUSTRIAL AREA, PHASE - 1, NEW DELHI - 110028 (INDIA), CIN : L36999HR1990PLC041175  
 TEL.: 91-11- 41410000, 41412222, Fax : 91-11- 41410060, Email : archies@archiesonline.com, Website : www.archiesonline.com  
 REGISTERED OFFICE : PLOT NO. 191 - F, SECTOR - 4, I.M.T. MANESAR, GURGAON - 122050, HARYANA (INDIA)





**RESOLUTION NO -16**

APPOINTMENT OF MR. DILIP SETH AS AN EXECUTIVE DIRECTOR OF THE COMPANY FOR THREE (3) YEARS. (SPECIAL RESOLUTION)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
	1	2	3	4	5	6	7
Promoter and Promoter Group	20854600	20854600	100	20854600	0	100.00	0.00
Public – Institutional holders	116725	0	0	0	0	0.00	0.00
Public-Others	12808675	50158	0.391593978	50152	6	99.9880	0.0120
<b>Total</b>	<b>33780000</b>	<b>20904758</b>		<b>20904752</b>	<b>6</b>		

**RESOLUTION NO -17**

APPOINTMENT OF MR. SUNIL BEHL AS AN INDEPENDENT DIRECTOR FOR FIVE (5) YEARS. (SPECIAL RESOLUTION)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
	1	2	3	4	5	6	7
Promoter and Promoter Group	20854600	20854600	100	20854600	0	100.00	0.00
Public – Institutional holders	116725	0	0	0	0	0.00	0.00
Public-Others	12808675	55533	0.433557726	55533	0	100.00	0.00
<b>Total</b>	<b>33780000</b>	<b>20910133</b>		<b>20910133</b>	<b>0</b>		

**RESOLUTION NO -18**

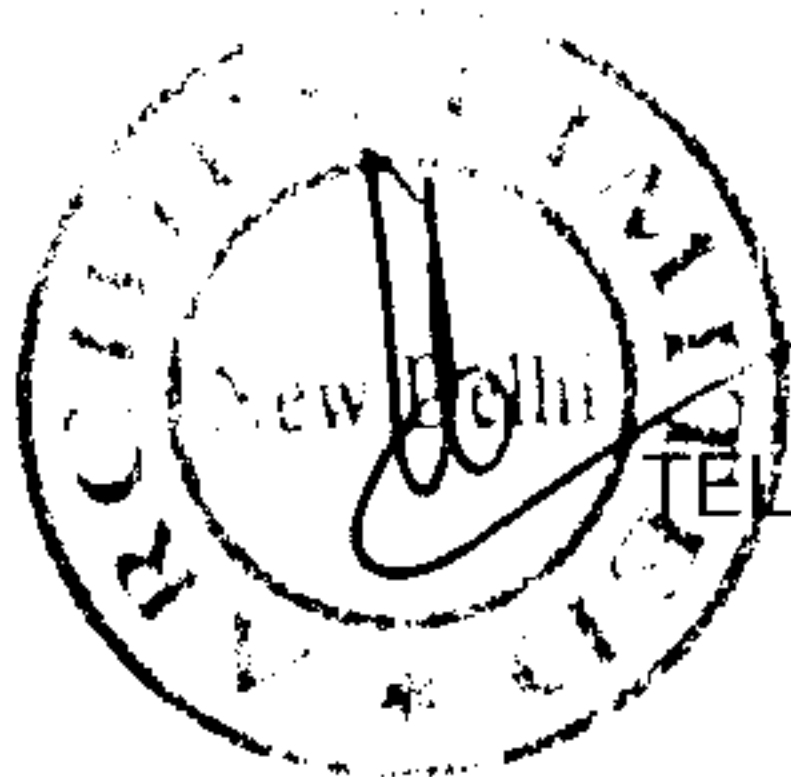
APPOINTMENT OF MR. ARUN SINGHAL AS AN INDEPENDENT DIRECTOR FOR FIVE (5) YEARS. (SPECIAL RESOLUTION)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
	1	2	3	4	5	6	7
Promoter and Promoter Group	20854600	20854600	100	20854600	0	100.00	0.00
Public – Institutional holders	116725	0	0	0	0	0.00	0.00
Public-Others	12808675	55533	0.433557726	55533	0	100.00	0.00
<b>Total</b>	<b>33780000</b>	<b>20910133</b>		<b>20910133</b>	<b>0</b>		

**RESOLUTION NO -19**

APPOINTMENT OF MR. PREM KUMAR CHADHA AS AN INDEPENDENT DIRECTOR FOR FIVE (5) YEARS. (SPECIAL RESOLUTION)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
	1	2	3	4	5	6	7
Promoter and Promoter Group	20854600	20854600	100	20854600	0	100.00	0.00
Public – Institutional holders	116725	0	0	0	0	0.00	0.00
Public-Others	12808675	55533	0.433557726	55528	5	99.9910	0.0090
<b>Total</b>	<b>33780000</b>	<b>20910133</b>		<b>20910128</b>	<b>5</b>		


**ARCHIES LIMITED**

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**RESOLUTION NO -20**

APPOINTMENT OF DR. BHAVNA CHADHA AS AN INDEPENDENT DIRECTOR FOR TWO (2) YEARS. (SPECIAL RESOLUTION)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
	1	2	3	4	5	6	7
Promoter and Promoter Group	20854600	20854600	100	20854600	0	100.00	0.00
Public – Institutional holders	116725	0	0	0	0	0.00	0.00
Public-Others	12808675	55533	0.433557726	55533	0	100.00	0.00
<b>Total</b>	<b>33780000</b>	<b>20910133</b>		<b>20910133</b>	<b>0</b>		

**RESOLUTION NO -21**

APPOINTMENT OF MR. DEEPAK THAKKAR AS NON-EXECUTIVE DIRECTOR FOR TWO (2) YEARS. (SPECIAL RESOLUTION)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
	1	2	3	4	5	6	7
Promoter and Promoter Group	20854600	20854600	100	20854600	0	100.00	0.00
Public – Institutional holders	116725	0	0	0	0	0.00	0.00
Public-Others	12808675	55533	0.433557726	55533	0	100.00	0.00
<b>Total</b>	<b>33780000</b>	<b>20910133</b>		<b>20910133</b>	<b>0</b>		

**RESOLUTION NO -22**

BORROW MONEY IN EXCESS OF PAID UP SHARE CAPITAL AND FREE RESERVE OF THE COMPANY. (SPECIAL RESOLUTION)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
	1	2	3	4	5	6	7
Promoter and Promoter Group	20854600	20854600	100	20854600	0	100.00	0.00
Public – Institutional holders	116725	0	0	0	0	0.00	0.00
Public-Others	12808675	55533	0.433557726	55528	5	99.99	0.01
<b>Total</b>	<b>33780000</b>	<b>20910133</b>		<b>20910128</b>	<b>5</b>		

You are kindly requested to receive and acknowledge the receipt

Thanking You

 Yours Faithfully  
 For Archies Limited


 Vikas Kumar Tak  
 Company Secretary

**ARCHIES LIMITED**

 C -113, NARAINA INDUSTRIAL AREA, PHASE - 1, NEW DELHI - 110028 (INDIA), CIN : L36999HR1990PLC041175  
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# PB & Associates

COMPANY SECRETARIES

## Scrutinizers' Report

(e-voting Process)

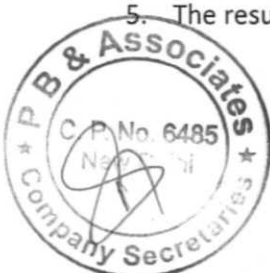
(Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 (3) (xi) of Companies (Management & Administration) Rules, 2014)

The Chairman  
Archies Limited  
Plot no 191 F, Sector-4, IMT Manesar  
Gurgaon, Haryana – 122050

Dear Sir,

I, Pooja Bhatia, Proprietor of M/s PB & Associates, Company Secretaries, having office at 'AASTHA', LP-11C, Pitampura, New Delhi – 110034, have been appointed as a scrutinizer of 'Archies Limited' (hereinafter referred to as 'the Company') for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out in as per the provisions of Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies (Management & Administration) Rules, 2014 in respect of the below mentioned resolution(s) at the 24<sup>th</sup> Annual General Meeting to be held on Tuesday, the 23<sup>rd</sup> day of September, 2014 at 11:00 a.m. at Manesar Club, Sector 5, IMT Manesar, Gurgaon, Haryana - 122050. We submit our report as under:

1. The e-voting period remained opened from 16<sup>th</sup> September, 2014 (9:00 a.m.) to 18<sup>th</sup> September, 2014 (9:00 p.m.)
2. The Shareholders holding shares as on the "cut off" date i.e. as on 25<sup>th</sup> August, 2014, were entitled to vote on the proposed resolutions (item no. 1 to 22 as set out in the notice of Archies Limited.)
3. The votes were unblocked on 19<sup>th</sup> September, 2014 at 9.30 am in the presence of two witnesses, Mr. Nitin Gupta and Ms. Jaspreet Kaur, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
4. Thereafter, the details containing, inter alia, list of equity shareholders, who voted "for" or "against", were downloaded from the e-voting website of Central Depository Services (India) Limited (<http://www.evotingindia.com>)
5. The result of the e-voting is as under:



(a) Resolution No. 1:

**Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Directors and Auditors for the Financial Year Ended March 31, 2014.**

(i) Voted in **favour** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid vote casted
21	20870132	100%

(ii) Voted in **against** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in against of the resolution	% of total number of valid vote casted
0	0	0

(iii) Invalid Votes

Total Number of members whose votes were declared invalid	Total No. of votes cast by them
	Nil

(b) Resolution No. 2:

**Approval of Dividend on equity shares.**

(i) Voted in **favour** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid vote casted
21	20870132	100%

(ii) Voted in **against** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in against of the resolution	% of total number of valid vote casted
0	0	0



(iii) Invalid Votes

Total Number of members whose votes were declared invalid	Total No. of votes cast by them
Nil	

(c) Resolution No. 3:

**Retirement of Mr. Pramod Arora, who retires by rotation and express his desire not to offer himself for reappointment.**

(i) Voted in **favour** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid vote casted
19	20870126	99.999971%

(ii) Voted in **against** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in against of the resolution	% of total number of valid vote casted
2	6	0.000029%

(iii) Invalid Votes

Total Number of members whose votes were declared invalid	Total No. of votes cast by them
Nil	

(d) Resolution No. 4:

**Appointment of Director in place of Mr. Anil Moolchandani who retires by rotation and being eligible offers himself for reappointment.**

(i) Voted in **favour** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid vote casted
19	20870126	67.446751%



(ii) Voted in **against** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in against of the resolution	% of total number of valid vote casted
2	6	0.000029%

(iii) Invalid Votes

Total Number of members whose votes were declared invalid	Total No. of votes cast by them
1	6793900

(e) Resolution No. 5:

**Appointment of M/s Uberoi Sood and Kapoor, Chartered Accountants as Statutory Auditors of the Company.**

(i) Voted in **favour** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid vote casted
20	20870131	99.9999952%

(ii) Voted in **against** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in against of the resolution	% of total number of valid vote casted
1	1	0.0000048%

(iii) Invalid Votes

Total Number of members whose votes were declared invalid	Total No. of votes cast by them
	Nil



(f) Resolution No. 6:

**Appointment of M/s V.D.Rupani and Co, Chartered Accountants as Branch Auditor of the Mumbai, Pune and Goa Branches of the Company.**

(i) Voted in **favour** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid vote casted
20	20870131	99.9999952%

(ii) Voted in **against** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in against of the resolution	% of total number of valid vote casted
1	1	0.0000048%

(iii) Invalid Votes

Total Number of members whose votes were declared invalid	Total No. of votes cast by them
	Nil

(g) Resolution No. 7:

**Appointment of M/s Sanjiv Shah and Associates, Chartered Accountants as Branch Auditor of the Chennai Branch of the Company.**

(i) Voted in **favour** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid vote casted
19	20870126	99.999971%

(ii) Voted in **against** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in against of the resolution	% of total number of valid vote casted
2	6	0.000029%



(iii) Invalid Votes

Total Number of members whose votes were declared invalid	Total No. of votes cast by them
Nil	

(h) Resolution No. 8:

**Appointment of M/s Mehul V Chalishajar and Co, Chartered Accountants as Branch Auditor of the Ahmedabad Branch of the Company.**

(i) Voted in **favour** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid vote casted
19	20870126	99.999971%

(ii) Voted in **against** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in against of the resolution	% of total number of valid vote casted
2	6	0.000029%

(iii) Invalid Votes

Total Number of members whose votes were declared invalid	Total No. of votes cast by them
Nil	

(i) Resolution No. 9:

**Appointment of M/s Rajesh Chowdhury and Associates, Chartered Accountants as Branch Auditor of the Kolkatta and Bhubneshwar Branches of the Company.**

(i) Voted in **favour** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid vote casted
20	20870131	99.9999952%





(ii) Voted in **against** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in against of the resolution	% of total number of valid vote casted
1	1	0.0000048%

(iii) Invalid Votes

Total Number of members whose votes were declared invalid	Total No. of votes cast by them
Nil	

(j) Resolution No. 10:

**Appointment of M/s Rajesh Adityaraj and Co, Chartered Accountants as Branch Auditor of the Indore Branch of the Company.**

(i) Voted in **favour** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid vote casted
20	20870131	99.9999952%

(ii) Voted in **against** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in against of the resolution	% of total number of valid vote casted
1	1	0.0000048%

(iii) Invalid Votes

Total Number of members whose votes were declared invalid	Total No. of votes cast by them
Nil	



(k) Resolution No. 11:

**Appointment of M/s S Vijay Kumar, Chartered Accountants as Branch Auditor of the Bangalore Branch of the Company.**

(i) Voted in **favour** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid vote casted
20	20870131	99.9999952%

(ii) Voted in **against** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in against of the resolution	% of total number of valid vote casted
1	1	0.0000048%

(iii) Invalid Votes

Total Number of members whose votes were declared invalid	Total No. of votes cast by them
	Nil

(l) Resolution No. 12:

**Appointment of M/s Ashok Shashi and Co, Chartered Accountants as Branch Auditor of the Ludhiana Branch of the Company.**

(i) Voted in **favour** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid vote casted
20	20870131	99.9999952%

(ii) Voted in **against** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in against of the resolution	% of total number of valid vote casted
1	1	0.0000048%



(iii) Invalid Votes

Total Number of members whose votes were declared invalid	Total No. of votes cast by them
Nil	

(m) Resolution No. 13:

**Appointment of M/s Pramod G Gupta and Associates, Chartered Accountants as Branch Auditor of the Chandigarh Branch of the Company.**

(i) Voted in **favour** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid vote casted
21	20870132	100%

(ii) Voted in **against** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in against of the resolution	% of total number of valid vote casted
0	0	0

(iii) Invalid Votes

Total Number of members whose votes were declared invalid	Total No. of votes cast by them
Nil	

(n) Resolution No. 14:

**Appointment of M/s Surya Narayana and Suresh, Chartered Accountants as Branch Auditor of the Hyderabad Branch of the Company.**

(i) Voted in **favour** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid vote casted
21	20870132	100%



(ii) Voted in **against** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in against of the resolution	% of total number of valid vote casted
0	0	0

(iii) Invalid Votes

Total Number of members whose votes were declared invalid	Total No. of votes cast by them
Nil	

(o) Resolution No. 15:

**Appointment of M/s Shetty and Thomas, Chartered Accountants as Branch Auditor of the Kochi Branch of the Company.**

(i) Voted in **favour** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid vote casted
21	20870132	100%

(ii) Voted in **against** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in against of the resolution	% of total number of valid vote casted
0	0	0

(iii) Invalid Votes

Total Number of members whose votes were declared invalid	Total No. of votes cast by them
Nil	

(p) Resolution No. 16:

**Appointment of Mr. Dilip Seth as Executive Director of Company for Three (3) Years.**



(i) Voted in **favour** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid vote casted
19	20870126	99.974217%

(ii) Voted in **against** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in against of the resolution	% of total number of valid vote casted
2	6	0.000029%

(iii) Invalid Votes

Total Number of members whose votes were declared invalid	Total No. of votes cast by them
2	5375

**(q) Resolution No. 17:**

**Appointment of Mr. Sunil Behl as an Independent Director for Five (5) Years.**

(i) Voted in **favour** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid vote casted
21	20870132	100%

(ii) Voted in **against** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in against of the resolution	% of total number of valid vote casted
0	0	0

(iii) Invalid Votes

Total Number of members whose votes were declared invalid	Total No. of votes cast by them
	Nil



(r) **Resolution No. 18:**

**Appointment of Mr. Arun Singhal as an Independent Director for Five (5) Years.**

(i) Voted in **favour** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid vote casted
21	20870132	100%

(ii) Voted in **against** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in against of the resolution	% of total number of valid vote casted
0	0	0

(iii) Invalid Votes

Total Number of members whose votes were declared invalid	Total No. of votes cast by them
	Nil

(s) **Resolution No. 19:**

**Appointment of Mr. Prem Kumar Chadha as an Independent Director for Five (5) Years.**

(i) Voted in **favour** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid vote casted
20	20870127	99.999976%

(ii) Voted in **against** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in against of the resolution	% of total number of valid vote casted
1	5	0.000024%



(iii) Invalid Votes

Total Number of members whose votes were declared invalid	Total No. of votes cast by them
Nil	

(t) Resolution No. 20:

**Appointment of Dr. Bhavna Chadha as an Independent Director for Two (2) Years.**

(i) Voted in **favour** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid vote casted
21	20870132	100%

(ii) Voted in **against** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in against of the resolution	% of total number of valid vote casted
0	0	0

(iii) Invalid Votes

Total Number of members whose votes were declared invalid	Total No. of votes cast by them
Nil	

(u) Resolution No. 21:

**Appointment of Mr. Deepak Thakkar as an Non Executive Director for Two (2) Years.**

(i) Voted in **favour** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid vote casted
21	20870132	100%



(ii) Voted in **against** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in against of the resolution	% of total number of valid vote casted
0	0	0

(iii) Invalid Votes

Total Number of members whose votes were declared invalid	Total No. of votes cast by them
Nil	

(v) **Resolution No. 22:**

**Approval of Resolution u/s 180 (1) (c) of the Companies Act, 2013 for authorizing Board of Directors to borrow money upto 100 Crores.**

(i) Voted in **favour** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid vote casted
20	20870127	99.999976%

(ii) Voted in **against** of the resolution

Numbers of Members voted through electronic voting system	Number of votes cast in against of the resolution	% of total number of valid vote casted
1	5	0.000024%

(iii) Invalid Votes

Total Number of members whose votes were declared invalid	Total No. of votes cast by them
Nil	

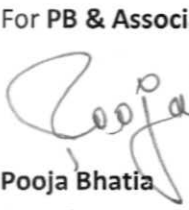




6. The register, all other papers and relevant records relating electronic voting shall remain in our safe custody until the chairman considers, approves, signs, the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully  
For PB & Associates

  
Pooja Bhatia  
Proprietor  
M. No. F7673  
COP No. 6485



Place: New Delhi  
Date: 19/09/2014

WITNESS



NITIN GUPTA  
S/O SH. I. K. GUPTA  
R/O 190/6-30, SECTOR-3,  
ROHINI, DELHI-110085

WITNESS



JASPREET KAUR  
D/O DR. ATAMJEET SINGH  
R/O D-41A, VIJAY NAGAR,  
NEW DELHI-110009

# P B & Associates

COMPANY SECRETARIES

## FORM No. MGT-13

### Report of Scrutinizer(s)

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

To,

The Chairman  
Archies Limited  
Plot no 191 F, Sector-4, IMT Manesar  
Gurgaon, Haryana – 122050

24<sup>th</sup> Annual General Meeting of the Equity Shareholders of M/s Archies Limited Held on 23<sup>rd</sup> day of September, 2014 at 11:00 a.m. at Manesar Club, Sector 5, IMT Manesar, Gurgaon, Haryana – 122050.

Dear Sir,

I, Pooja Bhatia, Practicing Company Secretary (Membership No. F7673) of M/s P B & Associates appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 24<sup>th</sup> Annual General Meeting of meeting of the Equity Shareholders of M/s Archies Limited, held on 23<sup>rd</sup> day of September, 2014 at 11:00 a.m. at Manesar Club, Sector 5, IMT Manesar, Gurgaon, Haryana - 122050, submit our report as under:

1. After the time fixed for the poll by the Chairman, the ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently open in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:



**RESOLUTION NO. 1:**

**Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Directors and Auditors for the Financial Year Ended March 31, 2014.**

**(i) Total Votes Casted for the Resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them
14	37016

**(ii) Valid Votes in favour of the Resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	37006	100

**(iii) Valid Votes against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

**(iv) Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	10

**(v) No. of members who abstain from voting:**

Total number of members who abstained from voting	Total number of votes
2	3010



**RESOLUTION NO. 2:**

**Approval of Dividend on equity shares.**

(i) Total Votes Casted for the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
16	40026

(ii) Valid Votes in **favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	40016	100

(iii) Valid Votes **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iv) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	10

(v) No. of members who **abstain** from voting:

Total number of members who abstained from voting	Total number of votes
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(a) RESOLUTION NO. 3:

Retirement of Mr. Pramod Arora, who retires by rotation and express his desire not to offer himself for reappointment.

(i) Total Votes Casted for the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
16	40026

(ii) Valid Votes in **favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
13	35016	100

(iii) Valid Votes **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iv) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	5010

(v) No. of members who **abstain** from voting:

Total number of members who abstained from voting	Total number of votes
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**RESOLUTION NO. 4:**

**Appointment of Director in place of Mr. Anil Moolchandani who retires by rotation and being eligible offers himself for reappointment.**

(i) Total Votes Casted for the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
16	40026

(ii) Valid Votes in **favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	40016	100

(iii) Valid Votes **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iv) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	10

(v) No. of members who **abstain** from voting:

Total number of members who abstained from voting	Total number of votes
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**RESOLUTION NO. 5:**

**Appointment of M/s Uberoi Sood and Kapoor, Chartered Accountants as Statutory Auditors of the Company.**

(i) Total Votes Casted for the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
16	40026

(ii) Valid Votes in **favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	40016	100

(iii) Valid Votes **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iv) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	10

(v) No. of members who **abstain** from voting:

Total number of members who abstained from voting	Total number of votes
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RESOLUTION NO. 6:

**Appointment of M/s V.D.Rupani and Co, Chartered Accountants as Branch Auditor of the Mumbai, Pune and Goa Branches of the Company.**

(i) Total Votes Casted for the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
16	40026

(ii) Valid Votes in **favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	40016	100

(iii) Valid Votes **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iv) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	10

(v) No. of members who **abstain** from voting:

Total number of members who abstained from voting	Total number of votes
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**RESOLUTION NO. 7:**

**Appointment of M/s Sanjiv Shah and Associates, Chartered Accountants as Branch Auditor of the Chennai Branch of the Company.**

(i) Total Votes Casted for the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
16	40026

(ii) Valid Votes in **favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	40016	100

(iii) Valid Votes **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iv) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	10

(v) No. of members who **abstain** from voting:

Total number of members who abstained from voting	Total number of votes
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**RESOLUTION NO. 8:**

**Appointment of M/s Mehul V Chalishajar and Co, Chartered Accountants as Branch Auditor of the Ahmedabad Branch of the Company.**

(i) Total Votes Casted for the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
16	40026

(ii) Valid Votes in **favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	40016	100%

(iii) Valid Votes **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iv) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	10

(v) No. of members who **abstain** from voting:

Total number of members who abstained from voting	Total number of votes
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**RESOLUTION NO. 9:**

**Appointment of M/s Rajesh Chowdhury and Associates, Chartered Accountants as Branch Auditor of the Kolkatta and Bhubneshwar Branches of the Company.**

(i) Total Votes Casted for the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
16	40026

(ii) Valid Votes in **favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	40016	100

(iii) Valid Votes **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iv) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	10

(v) No. of members who **abstain** from voting:

Total number of members who abstained from voting	Total number of votes
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**RESOLUTION NO. 10:**

**Appointment of M/s Rajesh Adityaraj and Co, Chartered Accountants as Branch Auditor of the Indore Branch of the Company.**

(i) Total Votes Casted for the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
16	40026

(ii) Valid Votes in **favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	40016	100

(iii) Valid Votes **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iv) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	10

(v) No. of members who **abstain** from voting:

Total number of members who abstained from voting	Total number of votes
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**RESOLUTION NO. 11:**

**Appointment of M/s S Vijay Kumar, Chartered Accountants as Branch Auditor of the Bangalore Branch of the Company.**

(i) Total Votes Casted for the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
16	40026

(ii) Valid Votes in **favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	40016	100%

(iii) Valid Votes **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iv) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	10

(v) No. of members who **abstain** from voting:

Total number of members who abstained from voting	Total number of votes
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**RESOLUTION NO. 12:**

**Appointment of M/s Ashok Shashi and Co, Chartered Accountants as Branch Auditor of the Ludhiana Branch of the Company.**

(i) Total Votes Casted for the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
16	40026

(ii) Valid Votes in **favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
14	40016	100%

(iii) Valid Votes **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iv) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	10

(v) No. of members who **abstain** from voting:

Total number of members who abstained from voting	Total number of votes
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**RESOLUTION NO. 13:**

**Appointment of M/s Pramod G Gupta and Associates, Chartered Accountants as Branch Auditor of the Chandigarh Branch of the Company.**

(i) Total Votes Casted for the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
14	40011

(ii) Valid Votes in **favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	40001	100

(iii) Valid Votes **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iv) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	10

(v) No. of members who **abstain** from voting:

Total number of members who abstained from voting	Total number of votes
2	15



**RESOLUTION NO. 14:**

**Appointment of M/s Surya Narayana and Suresh, Chartered Accountants as Branch Auditor of the Hyderabad Branch of the Company.**

(i) Total Votes Casted for the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
14	40011

(ii) Valid Votes in **favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	40001	100

(iii) Valid Votes **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iv) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	10

(v) No. of members who **abstain** from voting:

Total number of members who abstained from voting	Total number of votes
2	15





**RESOLUTION NO. 15:**

**Appointment of M/s Shetty and Thomas, Chartered Accountants as Branch Auditor of the Kochi Branch of the Company.**

(i) Total Votes Casted for the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
14	40011

(ii) Valid Votes in **favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	40001	100

(iii) Valid Votes **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iv) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	10

(v) No. of members who **abstain** from voting:

Total number of members who abstained from voting	Total number of votes
2	15



**RESOLUTION NO. 16:**

**Appointment of Mr. Dilip Seth as Executive Director of Company for Three (3) Years.**

(i) Total Votes Casted for the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
14	40011

(ii) Valid Votes in **favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	40001	100

(iii) Valid Votes **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iv) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	10

(v) No. of members who **abstain** from voting:

Total number of members who abstained from voting	Total number of votes
2	15



**RESOLUTION NO. 17:**

**Appointment of Mr. Sunil Behl as an Independent Director for Five (5) Years.**

(i) Total Votes Casted for the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
14	40011

(ii) Valid Votes in **favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	40001	100

(iii) Valid Votes **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iv) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	10

(v) No. of members who **abstain** from voting:

Total number of members who abstained from voting	Total number of votes
2	15



**RESOLUTION NO. 18:**

**Appointment of Mr. Arun Singhal as an Independent Director for Five (5) Years.**

(i) Total Votes Casted for the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
14	40011

(ii) Valid Votes in **favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	40001	100

(iii) Valid Votes **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iv) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	10

(v) No. of members who **abstain** from voting:

Total number of members who abstained from voting	Total number of votes
2	15



**RESOLUTION NO. 19:**

**Appointment of Mr. Prem Kumar Chadha as an Independent Director for Five (5) Years.**

(i) Total Votes Casted for the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
14	40011

(ii) Valid Votes in **favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	40001	100

(iii) Valid Votes **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iv) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	10

(v) No. of members who **abstain** from voting:

Total number of members who abstained from voting	Total number of votes
2	15



**RESOLUTION NO. 20:**

**Appointment of Dr. Bhavna Chadha as an Independent Director for Two (2) Years.**

(i) Total Votes Casted for the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
14	40011

(ii) Valid Votes in **favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	40001	100

(iii) Valid Votes **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iv) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	10

(v) No. of members who **abstain** from voting:

Total number of members who abstained from voting	Total number of votes
2	15



**RESOLUTION NO. 21:**

**Appointment of Mr. Deepak Thakkar as an Non Executive Director for Two (2) Years.**

(i) Total Votes Casted for the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
14	40011

(ii) Valid Votes in **favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	40001	100

(iii) Valid Votes **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iv) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	10

(v) No. of members who **abstain** from voting:

Total number of members who abstained from voting	Total number of votes
2	15



**RESOLUTION NO. 22:**

**Approval of Resolution u/s 180 (1) (c) of the Companies Act, 2013 for authorizing Board of Directors to borrow money upto 100 Crores.**

(i) Total Votes Casted for the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
14	40011

(ii) Valid Votes in **favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	40001	100

(iii) Valid Votes **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iv) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	10

(v) No. of members who **abstain** from voting:

Total number of members who abstained from voting	Total number of votes
2	15

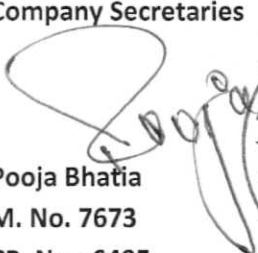




5. A Compact Disc (CD) containing a list of equity Shareholders who voted "FOR" "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,  
Yours faithfully,

For PB & Associates  
Company Secretaries

  
Pooja Bhatia  
M. No. 7673  
CP. No.: 6485



Place: New Delhi  
Date: 23/09/2014