

**MINUTES OF ANNUAL GENERAL MEETING OF MEMBERS OF BHARAT GEARS LIMITED HELD ON FRIDAY, THE 1<sup>ST</sup> AUGUST, 2014 AT 11.30 A.M. AT HUDA CONVENTION CENTRE, SECTOR-12, FARIDABAD-121007 (HARYANA)**

**PRESENT:****MEMBERS:**

IN PERSON : 1519 (including 4 Corporate Members)  
(As per Attendance Slips received)

THROUGH PROXIES : 24  
(As per Proxy Register)

**DIRECTORS:**

Mr. Surinder P. Kanwar	Chairman & Managing Director
Mr. Sameer Kanwar	Joint Managing Director
Dr. Ram S. Tarneja	Director
Mr. N.J. Kamath	Director
Mr. V.K. Pargal	Director
Mr. W.R. Schilha	Director
Mr. Rakesh Chopra	Director
Mr. S.G. Awasthi	Director
Ms. Hiroo Suresh Advani	Director

**IN ATTENDANCE:**

Mr. Milind Pujari	Chief Financial Officer
Mr. Prashant Khattry	Head (Legal) & Company Secretary

Following registers were placed before the meeting:

1. Register of Members
2. Proxy Register
3. Register of Directors' Shareholding

The Chairman welcomed the members to the 42<sup>nd</sup> Annual General Meeting of the Company. He introduced the Directors, Chief Financial Officer and Company Secretary seated on the dais to the Shareholders. He declared that the necessary quorum was present and called the meeting to order.

The Chairman, after welcoming the shareholders present, gave his keynote address:

**QUOTE:**

It is my privilege to address you on the 42<sup>nd</sup> annual meet.

The gone by year was not particularly a good year for the Indian economy thus for the Indian Industry.

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However, I am happy to inform you that with our diversified marketing approach in different geographies we have survived a bad year.

During the year we have taken many initiatives, firstly to upgrade our technology of Gear manufacturing in line with the best in the world.

Notwithstanding the poor performance of our national economy, now the change that we are witnessing in our New Government, economic policies, inspire us to feel confident that the ensuing year will restore our prime status of the leading automotive gear manufacture both at home and in the Global markets

Our main customer group of Commercial Vehicles, off highway vehicle etc. are now gearing up to partake in the infrastructure projects in the ensuing year which our government is emphasising in its new policies.

Certainly, the present market slowdown has affected our business. However, with long term goals we have built large capacity in our manufacturing. The revival of business of our customer in the changed economic environment gives us an advantage to be able to undertake larger orders and it inspire us to look forward to a better phase in our business.

There is also some good news from the global economy. Global economic activity had strengthened in the second half of 2013. Given present trends, global growth is likely to be in the vicinity of 3.5% in 2014, about half a percentage point higher than in 2013. The expansion in global output is expected to be led by advanced economies (AEs), especially the US.

Bharat Gears has taken some initial steps to align its processes and business methodologies to meet these growing requirements. To begin with, the facility at Lonand has been developed not only to augment capacities but also to be closer to one of our primary customers and better service their demand. It gives me pleasure in reporting that this facility has progressed well and commenced production from 31 March 2014. We are fast developing a slew of our transmission gears at this plant.

In addition, the Company proposes to invest in land in Madhya Pradesh to be part of a vendor cluster for a customer who is also setting up a manufacturing facility in that region.

At Bharat Gears, we are doing all the strategic and the on ground things required to be in a position to meet the requirements of the next decade. I am optimistic of an economic turnaround in the very near future in India

I would like to acknowledge the contribution of the worker, the officers and management at Bharat Gears for their contribution to the Company's performance in FY 2014. The challenges will be tough but I have confidence in the people at Bharat Gears to take the Company to the next level.

  
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Let me take this opportunity to thank our partners, customers and other stakeholders for their cooperation. And, I extend my hearty gratitude to you, the shareholders, for your continued faith in the Company.

Surinder P. Kanwar  
Chairman & Managing Director

*Thank you and best wishes*

**UNQUOTE:**

Thereafter, on the request of the Chairman, Mr. Prashant Khattry, Head (Legal) & Company Secretary read out the Auditors' Report before the Members present. With the permission of members present, the Notice of the 42<sup>nd</sup> Annual General Meeting was taken as read.

The Chairman announced that voting by show of hands will not be available to the members, members can cast their votes by polling paper in terms of the new Companies Act, 2013. The Company has provided e-voting facility to members to vote. Those members attending the AGM and eligible to vote were also given opportunity to vote through voting by Poll.

The Chairman informed the members that the Board of Directors of the Company in its meeting held on 28<sup>th</sup> May, 2014 appointed Mr. Ajay Garg, FCS, LLB as Scrutinizer & Mr. Nitin Rawat, B.Com, ACS as Alternate Scrutinizer for the e-voting and poll process at the AGM.

The Chairman further stated that the results of the resolutions passed at the AGM shall be declared within forty eight hours of conclusion of the meeting upon receiving the consolidated report of E-voting, Postal Ballot and Poll process by the Scrutinizer and authorized Mr. Prashant Khattry, Head (Legal) and Company Secretary to announce the results.

Subsequently, the Chairman took up resolutions for the ordinary and special businesses as set out in Item Nos. 1 to 9 in the notice of 42<sup>nd</sup> Annual General Meeting as follows, for consideration of the members:

**ORDINARY BUSINESS:**

**1. ADOPTION OF ANNUAL ACCOUNTS**

"RESOLVED THAT the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2014, Statement of Profit & Loss Account along with Notes forming part of the financial statements and Cash Flow Statement for the year ended on that date and the reports of the Directors' & Auditors' thereon be and are hereby adopted."

**2. DECLARATION OF DIVIDEND ON EQUITY SHARES**

"RESOLVED THAT pursuant to the recommendation of the Board of Directors, dividend on equity shares @ Rs.1.00/- per equity share for the year 2013-14 be and is hereby declared out of the accumulated profits/ General Reserve of the Company for the year 2013-2014.

**RESOLVED FURTHER THAT** Equity dividend will be paid to the Members whose names appear in the Register of Members of the Company after giving effect to all

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valid share transfers in physical form lodged with the Company or its Registrar on 25<sup>th</sup> July, 2014 and in respect of shares held in electronic form, the dividend will be paid to those 'beneficiaries' whose names appear on the statements of beneficial ownership furnished by NSDL and CDSL for this purpose, at the end of business hours on 25<sup>th</sup> July, 2014."

### 3. RE-APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY

"**RESOLVED THAT** in terms of the provisions of Sections 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s Deloitte Haskins & Sells(DHS)- Ahmedabad, Chartered Accountants, registered with The Institute of Chartered Accountants of India vide Membership No. 117365W be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting to the conclusion of the third consecutive Annual General Meeting in the Calender year 2017 (subject to the ratification by members at every Annual General Meeting) at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors, plus service tax and out of pocket expenses."

### SPECIAL BUSINESS:

#### 4. APPOINTMENT OF DR. RAM S. TARNEJA AS AN INDEPENDENT DIRECTOR

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Dr. Ram S. Tarneja (holding DIN 00009395), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying their intention to propose Dr. Ram S. Tarneja as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to the conclusion of the 47<sup>th</sup> Annual General Meeting of the Company in the calender year 2019."

#### 5. APPOINTMENT OF MR. S.G. AWASTHI AS AN INDEPENDENT DIRECTOR

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. S.G. Awasthi (holding DIN 00023073), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying their intention to propose Mr. S.G. Awasthi as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to the conclusion of the 47<sup>th</sup> Annual General Meeting of the Company in the calender year 2019."

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REGD.**6. APPOINTMENT OF MS. HIROO SURESH ADVANI AS AN INDEPENDENT DIRECTOR**

"RESOLVED THAT Ms. Hiroo Suresh Advani (holding DIN 00265233), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30th January, 2014, in terms of Section 260 of the Companies Act, 1956 [Corresponding to Section 161(1) of the Companies Act, 2013] and Article 97 of the Articles of Association(AOA) of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying their intention to propose Ms. Hiroo Suresh Advani as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to the conclusion of the 47th Annual General Meeting of the Company in the calendar year 2019 pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013."

**7. APPROVAL OF REMUNERATION PAYABLE TO M/S M.K. KULSHRESTHA & ASSOCIATES, COST AUDITORS OF THE COMPANY**

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s M.K. Kulshrestha & Associates, the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

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

**8. CONSIDERATION AND APPROVAL OF THE PAYMENT OF REMUNERATION TO MR. SAMEER KANWAR, JOINT MANAGING DIRECTOR OF THE COMPANY, FOR FURTHER PERIOD OF 2(TWO) YEARS W.E.F 1<sup>ST</sup> JUNE, 2014 OF HIS PRESENT TENURE**

"RESOLVED THAT pursuant to the provisions under Section 196, 197, 198, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") including any statutory amendments, modifications or re-enactment thereof and subject to the approval of the Central Government, if required in case the Company approaches the Central Government for the proposed remuneration over and above the minimum remuneration as per Schedule V, and further subject to such other requisite approvals, as may be required in this regard, the consent of the Shareholders be and is hereby accorded for the payment of remuneration to Mr. Sameer Kanwar, Joint Managing Director of the Company for a further period of 2(Two) years of his tenure w.e.f. 1st June, 2014

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on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and as set out in the explanatory statement which forms part of this resolution notwithstanding that the remuneration may exceed the limits prescribed in the provisions of Sections 197, 198 and Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the remuneration as set out in the explanatory statement which forms part of this resolution, payable to Mr. Sameer Kanwar, Joint Managing Director for a further period of 2(Two) years of his tenure w.e.f. 1<sup>st</sup> June, 2014, is subject to the condition that:

- a. the total remuneration payable in any financial year by way of salary, perquisites, commission and other allowances shall not exceed the overall limit of five percent (5%) of the net profits of the Company as applicable to each of the Managing/Whole-time Directors of the Company and/or ten percent (10%) of the net profits of the Company for all Managing/Whole-time Directors in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V including any statutory amendments, modifications or re-enactments thereof, as may be made thereto and for the time being in force or
- b. if the Remuneration exceeds the limits as prescribed in the provisions of Section 197, 198 and Schedule V of the Companies Act, 2013, the remuneration payable shall be specifically approved by the Central Government.

**RESOLVED FURTHER THAT** notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequacy of profits in any financial year, the salary, perquisites and statutory benefits (except commission), as set out in the explanatory statement which forms a part of this resolution, be paid as minimum remuneration to Mr. Sameer Kanwar, Joint Managing Director subject to the approval of Central Government, if required.

**RESOLVED FURTHER THAT** in absence of the approval of the Central Government for the payment of the remuneration to Mr. Sameer Kanwar, Joint Managing Director exceeding the limits specified in Section 197, 198 and Schedule V of the Companies Act, 2013, as amended from time to time, he shall be entitled to draw remuneration within the limits prescribed in Section 197, 198 and Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

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## 9. CONSIDERATION AND APPROVAL OF INCREASE IN BORROWING POWERS OF THE COMPANY

"RESOLVED THAT in supersession of earlier resolution passed at the Annual General Meeting of the Company held on 12th August, 1996 and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the shareholders be and is hereby accorded to the Board of Directors to borrow moneys from time to time for the purpose of the Company from the financial institutions, Company's bankers and/or from any person or persons, firms, bodies corporate, whether by way of loans, advances, deposits, bills discounting, issue of debentures, bonds or any financial instruments or otherwise and whether secured or unsecured notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves, provided that the total amount of moneys borrowed at any time shall not exceed Rs. 200 Crores (Rupees Two Hundred Crores Only)."

### Conduct of Poll

Mr. Nitin Rawat, Scrutinizer appointed for the purpose assisted the members for casting their votes through Poll. Before start of voting on Poll, the Polling papers were distributed to the Members and proxies. Empty Ballot box was shown to the Members and thereafter the Ballot Box was locked and sealed in the presence of Members and proxies. After ensuring that all members and proxies participating in the Poll had casted their votes, the Scrutinizer closed the Poll. The Scrutinizer then took custody of ballot box.

### Results of the Electronic Voting and Poll on the Ordinary and Special Businesses at the Annual General Meeting of the Company held on Friday, 1<sup>st</sup> August, 2014

The Consolidated report on e-voting along with the results of the Poll received from the Scrutinizer:

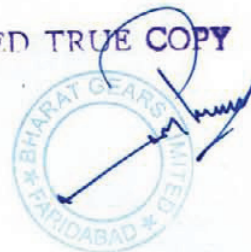
### SCRUTINIZER'S REPORT (Consolidated)

Dear Sir,

I, **Ajay Garg MBA, FCS, LLB (Corporate Counsel and Lawyer)** having office at 1<sup>st</sup> Floor 970, Sector- 21D, Faridabad- 121001, have been appointed as Scrutinizer for the purpose of scrutinizing e-voting, postal Ballot & as well as poll on the day of 42<sup>nd</sup> Annual General Meeting.

1. E-voting, postal ballot and Poll have been carried out in fair and transparent manner.
2. Brief summary of the poll is as under:

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DETAILS	INFORMATION		
Dates and timing of E-voting	From 9.00 am on 26 <sup>th</sup> July and closed at 6.00 pm on 28 <sup>th</sup> July, 2014		
Date and timing of A.G.M	11.30 a.m on 1 <sup>st</sup> August, 2014		
Total Number of Shares on Record Date	78,17,833		
Last date of casting votes through E-voting	28 <sup>th</sup> July, 2014		
Number of Votes casted through E-voting	3802		
Last Date of Postal Ballot voting	28 <sup>th</sup> July, 2014		
Number of Valid Votes casted through Postal Ballot	38,52,732		
Number of Votes casted in Poll at AGM	33		
Total Number of Valid Votes Polled	2,93,726		
Total Votes Consolidated	4151462		
Resolution 1 (as per Notice)	For	Against	Invalid
	4150260	105	1097
Resolution 2 (as per Notice)	For	Against	Invalid
	4150235	130	1097
Resolution 3 (as per Notice)	For	Against	Invalid
	4150230	135	1097
Resolution 4 (as per Notice)	For	Against	Invalid
	4149930	435	1097
Resolution 5 (as per Notice)	For	Against	Invalid

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	4149930	435	1097
Resolution 6 (as per Notice)	For	Against	Invalid
	4149935	430	1097
Resolution 7 (as per Notice)	For	Against	Invalid
	4150085	280	1097
Resolution 8 (as per Notice)	For	Against	Invalid
	4149870	495	1097
Resolution 9 (as per Notice)	For	Against	Invalid
	4150040	325	1097

3. This Consolidated report has been prepared in consonance with the Scrutinizer's Report for e-voting dated 29<sup>th</sup> July, 2014, Postal Ballot Report in lieu of E-voting dated 29<sup>th</sup> July, 2014 and Scrutinizer's Report for poll dated 1<sup>st</sup> August, 2014.
4. The facts have been corroborated and verified by two examiners **Ms. Tanu Tyagi**, B. Com, Qualified Company Secretary residing at FCA-165, Mukesh Colony, Ballabgarh, Faridabad-121004 & **Ms. Chanchal Gupta**, B. Com(Hons.), MBA Residing at H.No.-6/17 B, Jhankar Gali, Main Market, Old Faridabad, Haryana-121002 who are not in the employment of the company they have signed below in confirmation of votes being unblocked in their presence.

Sd/-

Sd/-

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Ms. Tanu Tyagi

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Ms. Chanchal Gupta

5. The Chairman may proceed to declare the results as per his convenience and subject to compliance of the timelines prescribed in the Companies Act, 2013. The same along with Scrutinizers report need to uploaded on the website of the Company, if any and also on the website of NSDL (agency) within two days of passing of resolution.

The Scrutinizer hereby registers his appreciation towards management in carrying out the whole process in fair and transparent manner.

Thanking You,  
Yours faithfully,

Sd/-

(Ajay Garg)

Scrutinizer to the E-voting, Postal Ballot & Poll

Place: Faridabad  
Date : 01.08.2014

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**Results of E-voting (Including Postal Ballot in lieu of E-Voting)/Poll**

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
<b>Resolution No. 1:</b> To receive, consider and adopt the Audited Accounts of the Company for the year ended March 31, 2014 together with Reports of the Auditors and Directors thereon. Resolution required: (Ordinary)							
Promoter and Promoter Group	4141738	4141133	99.99	4141133	0	100.00	0.00
Public - Institutional holders	0	0	0.00	0	0	0.00	0.00
Public - Others	9232	9232	100.00	9127	105	98.86	1.14
<b>Total</b>	<b>4150970</b>	<b>4150365</b>	<b>99.99</b>	<b>4150260</b>	<b>105</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)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Resolution No. 2:</b> To declare dividend on Equity Shares @ Rs. 1.00 per share out of the Accumulated Profits/ General Reserve of the Company for the year 2013-2014. Resolution required: (Ordinary)							
Promoter and Promoter Group	4141738	4141133	99.99	4141133	0	100.00	0.00
Public - Institutional holders	0	0	0.00	0	0	0.00	0.00
Public - Others	9232	9232	100.00	9102	130	98.59	1.41
<b>Total</b>	<b>4150970</b>	<b>4150365</b>	<b>99.99</b>	<b>4150235</b>	<b>130</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)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Resolution No. 3:</b> To re-appoint M/s Deloitte Haskins & Sells Ahmadabad (ICAI Registration No. 117365W) Chartered Accountants, as statutory auditors of the company for the period of 3(Three) years till the conclusion of Annual General Meeting of the company in the calendar year 2017. Resolution required: (Ordinary)							
Promoter and Promoter Group	4141738	4141133	99.99	4141133	0	100.00	0.00
Public - Institutional holders	0	0	0.00	0	0	0.00	0.00
Public - Others	9232	9232	100.00	9097	135	98.54	1.46
<b>Total</b>	<b>4150970</b>	<b>4150365</b>	<b>99.99</b>	<b>4150230</b>	<b>135</b>	<b>99.99</b>	<b>0.01</b>

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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. 4:** To consider appointment of Mr. Ram S. Tarneja, Director of the company, as an Independent Director of the Company to hold office for the five consecutive years for a term upto 47<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019  
Resolution required: (Ordinary)

Promoter and Promoter Group	4141738	4141133	99.99	4141133	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	9232	9232	100.00	8797	435	95.29	4.71
<b>Total</b>	<b>4150970</b>	<b>4150365</b>	<b>99.99</b>	<b>4149930</b>	<b>435</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)] *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. 5:** To consider appointment of Mr. S.G. Awasthi, Director of the company, as an Independent Director of the Company to hold office for the five consecutive years for a term upto 47<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019  
Resolution required: (Ordinary)

Promoter and Promoter Group	4141738	4141133	99.99	4141133	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	9232	9232	100.00	8797	435	95.29	4.71
<b>Total</b>	<b>4150970</b>	<b>4150365</b>	<b>99.99</b>	<b>4149930</b>	<b>435</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)] *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. 6:** To consider appointment of Ms. Hiroo Suresh Advani, Additional Director of the company, as an Independent Director of the Company to hold office for the five consecutive years for a term upto 47<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019.  
Resolution required: (Ordinary)

Promoter and Promoter Group	4141738	4141133	99.99	4141133	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	9232	9232	100.00	8802	430	95.34	4.66
<b>Total</b>	<b>4150970</b>	<b>4150365</b>	<b>99.99</b>	<b>4149935</b>	<b>430</b>	<b>99.99</b>	<b>0.01</b>

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Promoter/Public	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100

**Resolution No. 7:** To approve the remuneration payable to M/s M.K. Kulshrestha & Associates, Cost Auditors of the Company for the financial year 2014-2015.  
Resolution required: (Ordinary)

Promoter and Promoter Group	4141738	4141133	99.99	4141133	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	9232	9232	100.00	8952	280	96.97	3.03
<b>Total</b>	<b>4150970</b>	<b>4150365</b>	<b>99.99</b>	<b>4150085</b>	<b>280</b>	<b>99.99</b>	<b>0.01</b>

Promoter/Public	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100

**Resolution No. 8:** To consider and approve remuneration to Mr. Sameer Kanwar, Joint Managing Director of the Company for a further period of 2(two) years of his present tenure w.e.f. 1<sup>st</sup> June, 2014.  
Resolution required: (Special)

Promoter and Promoter Group	4141738	4141133	99.99	4141133	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	9232	9232	100.00	8737	495	94.64	5.36
<b>Total</b>	<b>4150970</b>	<b>4150365</b>	<b>99.99</b>	<b>4149870</b>	<b>495</b>	<b>99.99</b>	<b>0.01</b>

Promoter/Public	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100

**Resolution No. 9:** To consider and approve borrowing powers of the Company.  
Resolution required: (Special)

Promoter and Promoter Group	4141738	4141133	99.99	4141133	0	100.00	0.00
Public – Institutional holders	0	0	0.00	0	0	0.00	0.00
Public – Others	9232	9232	100.00	8907	325	96.48	3.52
<b>Total</b>	<b>4150970</b>	<b>4150365</b>	<b>99.99</b>	<b>4150040</b>	<b>325</b>	<b>99.99</b>	<b>0.01</b>

Place: FAD.

Date: 29/08/2014

CERTIFIED TRUE COPY

CHAIRMAN

CHAIRMAN'S INITIALS

