#### **Details of Voting Results**

| Date of AGM:   | 25th September, 2014 |  |
|--|----------------------|--|
| Total number of shareholders on record date<br>(i.e. 22 <sup>nd</sup> August, 2014- cut off date for e-voting<br>purpose): | 21,897               |  |
| No. of Shareholders present in the meeting either in person or through proxy:  |                      |  |
| Promoter and Promoter Group:   | 7                    |  |
| Public:  | 169                  |  |
| No. of Shareholders attended the meeting<br>through Video Conferencing   | Not Arranged         |  |
| Promoter and Promoter Group:   |                      |  |
| Public:  |                      |  |

#### Agenda-wise

#### In case of Poll/ Postal Ballot/ E-voting:

The Mode of voting for all resolution was E-voting and Poll conducted at the Meeting.

Resolution 1: Adoption of the Audited Profit & loss Account for the year ended March 31, 2014, and the Balance Sheet as at date and the report of the Board of Directors and the Auditors of the Company thereon. (Ordinary Resolution)

| Promoter/Public                   | No. of shares<br>held |           | % of Votes Police<br>on outstanding<br>shares | No. of Votes<br>- in favour | No. of Votes<br>- against | % of Votes in<br>favour on votes<br>polled | % of Votes<br>against on<br>votes polled  |
|-----------------------------------|-----------------------|-----------|---|-----------------------------|---------------------------|--|---|
|                                   | (1)                   | (2)       | (3)=[(2)/(1)]*100                             | (4)                         | (5)                       | (6)=<br>[(4)/(2)]*100                      | (7)=<br>[(5)/(2)]*100                     |
| Promoter and<br>Promoter Group    | 83,28,439             | 83,28,439 | 100.00  | 83,28,439                   | 0                         | 100.00                                     | 0   |
| Public – Institutional<br>holders | 10,880                | NIL.      | NIL   | NIL                         | NIL                       | NIL  | NIL                                       |
| Public-Others                     | 1,11,00,757           | 1,63,762  | 1.47  | 1,63,762                    | NIL.                      | 100.00                                     | NIL                                       |
| Total                             | 1,94,40,076           | 84,92,201 | 43.68   | 84,92,201                   | 0                         | 100.00                                     | 0   |
|                                   |                       |           |   |                             | 4                         |  | A. C. |

Resolution 2: Declaration of Dividend on equity Shares (Ordinary Resolution)

| Promoter/Public                   | No. of shares<br>held | No. of votes<br>polled | % of Votes Polled<br>on outstanding<br>shares | No. of Votes<br>- in favour | No. of Votes<br>- against | % of Votes in<br>favour on votes<br>polled | % of Votes<br>against on<br>votes polled |
|-----------------------------------|-----------------------|------------------------|---|-----------------------------|---------------------------|--|--|
|                                   | (1)                   | (2)                    | (3)=[(2)/(1)]*100                             | (4)                         | (5)                       | (6)=<br>[(4)/(2)]*100                      | (7)=<br>[(5)/(2)]*100                    |
| Promoter and<br>Promoter Group    | 8,32,8439             | 83,28,439              | 100.00  | 8,32,8439                   | 0                         | 100.00                                     | 0  |
| Public – Institutional<br>holdera | 10,880                | NIL                    | NIL.  | NIL                         | NII.                      | NIL  | NIL                                      |
| Public-Others                     | 1,11,00,757           | 1,63,762               | 1.47  | 1,63,762                    | NIL                       | 100.00                                     | NIL                                      |
| Total                             | 1,94,40,076           | 84,92,201              | 43.68   | 84,92,201                   | 0                         | 100.00                                     | 0  |

#### Resolution 3: Reappointment of Mr. Rajeev Gupta who retires by rotation. (Ordinary Resolution)

| Promoter/Public No. of shares<br>held | beld        | No. of votes<br>polled | % of Votes Polled<br>on outstanding<br>shares | No. of Votes<br>- in favour | No. of Votes<br>- against | % of Votes in<br>favour on votes<br>polled | % of Votes<br>against on<br>votes polled |
|---------------------------------------|-------------|------------------------|---|-----------------------------|---------------------------|--|--|
|                                       | (2)         | (3)=[(2)/(1)]*100      | (4)   | (5)                         | (6)=<br>[(4)/(2)]*100     | (7)=<br>[(5)/(2)]*100                      |  |
| Promoter and<br>Promoter Group        | 8,32,8439   | 83,28,439              | 100.00  | 8,32,8439                   | 0                         | 100.00                                     | 0  |
| Public – Institutional<br>holders     | 10,880      | NIL                    | NIL   | NIL                         | NII.                      | NIL  | NIL                                      |
| Public-Others                         | 1,11,00,757 | 1,63,762               | 1.47  | 1,63,762                    | NIL                       | 100.00                                     | NIL                                      |
| Total                                 | 1,94,40,076 | 84,92,201              | 43.68   | 84,92,201                   | 0                         | 100.00                                     | 0  |

## Resolution 4: Appointment of M/s. Walker Chandiok & Co. LLP, Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration. (Ordinary Resolution)

| Promoter/Public | No. of shares<br>held | 2012-1-100 E-11 | % of Votes Polled<br>on outstanding<br>shares | No. of Votes<br>- in favour | 12150 at 25 at 27 by |                       | % of Votes<br>against on<br>votes polled |
|-----------------|-----------------------|-----------------|---|-----------------------------|----------------------|-----------------------|--|
|                 | (1)                   | (2)             | (3)= (2)/(1) *100                             | (4)                         | (5)                  | (6)=<br>[(4)/(2)]*100 | (7) <del>=</del><br>[(5)/(2)]*100        |

| Promoter and<br>Promoter Group    | 8,32,8439   | 83,28,439 | 100.00 | 8,32,8439 | 0   | 100.00 | 0   |
|-----------------------------------|-------------|-----------|--------|-----------|-----|--------|-----|
| Public – Institutional<br>holders | 10,880      | NIL       | NIL    | NIL       | NIL | NII.   | NIL |
| Public-Others                     | 1,11,00,757 | 1,63,762  | 1.47   | 1,63,762  | NIL | 100.00 | NIL |
| Total                             | 1,94,40,076 | 84,92,201 | 43.68  | 84,92,201 | 0.  | 100.00 | 0   |

## Resolution 5: Appointment of Mr. Har Kishanlai Agrawal as an Independent Director for a period of five years. (Ordinary Resolution)

| Promoter/Public No. of shares held | 10 C C C C C C C C C C C C C C C C C C C | No. of votes<br>polled | % of Votes Polled<br>on outstanding<br>shares | No. of Votes<br>- in favour | No. of Votes<br>- against | % of Votes in<br>favour on votes<br>polled | % of Votes<br>against on<br>votes polled |
|------------------------------------|--|------------------------|---|-----------------------------|---------------------------|--|--|
|                                    | (2)                                      | (3)=[(2)/(1)]*100      | (4)   | (5)                         | (6)=<br>[(4)/(2)]*100     | (7)=<br>[(5)/(2)]*100                      |  |
| Promoter and<br>Promoter Group     | 8,32,8439                                | 83,28,439              | 100.00  | 8,32,8439                   | 0                         | 100.00                                     | 0  |
| Public – Institutional<br>holders  | 10,880                                   | NIL                    | NIL   | NIL                         | NIL                       | NIL  | NIL                                      |
| Public-Others                      | 1,11,00,757                              | 1,63,762               | 1.47  | 1,63,762                    | NIL                       | 100.00                                     | NIL                                      |
| Total                              | 1,94,40,076                              | 84,92,201              | 43.68   | 84,92,201                   | 0                         | 100,00                                     | 0  |

## Resolution 6: Appointment of Mr. Suresh Rajpal as an Independent Director for a period of five years. (Ordinary Resolution)

| Promoter/Public No. of shares held  (1) |             | No. of votes<br>polled | % of Votes Polled<br>on outstanding<br>shares | No. of Votes<br>- in favour | No. of Votes<br>- against | % of Votes in<br>favour on votes<br>polled | % of Votes<br>against on<br>votes polled |
|---|-------------|------------------------|---|-----------------------------|---------------------------|--|--|
|   | (2)         | (3)- (2)/(1)]*100      | (4)   | (5)                         | (6)=<br> (4)/(2) *100     | (7)=<br>[(5)/(2)]*100                      |  |
| Promoter and<br>Promoter Group          | 8,32,8439   | 83,28,439              | 100.00  | 8,32,8439                   | 0                         | 100.00                                     | 0  |
| Public – Institutional<br>holders       | 10,880      | NIL                    | NIL   | NIL                         | NIL                       | NIL  | NIL                                      |
| Public-Others                           | 1,11,00,757 | 1,63,762               | 1.47  | 1,63,761                    | 1                         | 99.99                                      | 0.00                                     |
| Total                                   | 1,94,40,076 | 84,92,201              | 43.68   | 84,92,200                   | 1                         | 99.99                                      | 0.00                                     |

Resolution 7: Appointment of Mr. R. Vasudevan as an Independent Director for a period of five years. (Ordinary Resolution)

| Promoter/Public                   | No. of shares<br>held | No. of votes<br>polied | % of Votes Polled<br>on outstanding<br>shares | No. of Votes<br>- in favour | No. of Votes<br>- against | % of Votes in<br>favour on votes<br>polled | % of Votes<br>against on<br>votes polled |
|-----------------------------------|-----------------------|------------------------|---|-----------------------------|---------------------------|--|--|
|                                   | (1)                   | (2)                    | (3)=[(2)/(1)]*100                             | (4)                         | (5)                       | (6)=<br>[(4)/(2)]*100                      | (7)=<br>[(5)/(2)]*100                    |
| Promoter and<br>Promoter Group    | 8,32,8439             | 83,28,439              | 100.00  | 8,32,8439                   | 0                         | 100.00                                     | 0  |
| Public – Institutional<br>holders | 10,880                | NIL                    | NIL   | NIL                         | NIL                       | NIL  | NIL                                      |
| Public-Others                     | 1,11,00,757           | 1,63,762               | 1.47  | 1,63,761                    | 1)                        | 99.99                                      | 0.00                                     |
| Total                             | 1,94,40,076           | 84,92,201              | 43.68   | 84,92,200                   | 1                         | 99.99                                      | 0.00                                     |

## Resolution 8: Appointment of Mr. Ramakant Dwivedi as an Independent Director for a period of five years. (Ordinary Resolution)

| Promoter/Public No. of shares held | No. of shares<br>held | No. of votes<br>polled | % of Votes Police<br>on outstanding<br>shares | No. of Votes<br>- in favour | No. of Votes<br>- against | % of Votes in<br>favour on votes<br>polled | % of Votes<br>against on<br>votes polled |
|------------------------------------|-----------------------|------------------------|---|-----------------------------|---------------------------|--|--|
|                                    | (2)                   | (3)-[(2)/(1)]*100      | (4)   | (5)                         | (6)=<br>[(4)/(2)]*100     | (7)=<br>[(5)/(2)]*100                      |  |
| Promoter and<br>Promoter Group     | 8,32,8439             | 83,28,439              | 100.00  | 8,32,8439                   | 0.                        | 100.00                                     | 0  |
| Public - Institutional<br>holders  | 10,880                | NIL                    | NIL   | NIL                         | NIL                       | NIL  | NIL                                      |
| Public-Others                      | 1,11,00,757           | 1,63,762               | 1.47  | 1,63,761                    | 1                         | 99.99                                      | 0.00                                     |
| Total                              | 1,94,40,076           | 84,92,201              | 43.68   | 84,92,200                   | 1                         | 99,99                                      | 0.00                                     |

### Resolution 9: Appointment of Mr. Ashish Guha as an Independent Director for a period of five years, (Ordinary Resolution)

| Promoter/Public                | No. of shares<br>held | Ext. (200 ) (200 ) (400 ) | % of Votes Polled<br>on outstanding<br>shares | No. of Votes<br>- in favour | No. of Votes<br>- against | % of Votes in<br>favour on votes<br>polled | % of Votes<br>against on<br>votes polled |
|--------------------------------|-----------------------|---------------------------|---|-----------------------------|---------------------------|--|--|
|                                | (1)                   | (2)                       | (3)~{(2)/(1)]*100                             | (4)                         | (5)                       | (6)=<br>[(4)/(2)]*100                      | (7)=<br>[(5)/(2)]*100                    |
| Promoter and<br>Promoter Group | 8,32,8439             | 83,28,439                 | 100.00  | 8,32,8439                   | 0                         | 100.00                                     | 0  |

| Public – Institutional<br>holders | 10,880      | NIL       | NIL   | NIL       | NIL | NIL   | NIL  |
|-----------------------------------|-------------|-----------|-------|-----------|-----|-------|------|
| Public-Others                     | 1,11,00,757 | 1,63,762  | 1.47  | 1,63,761  | 1   | 99.99 | 0.00 |
| Total                             | 1,94,40,076 | 84,92,201 | 43.68 | 84,92,200 | 1   | 99,99 | 0.00 |

### Resolution 10: Appointment of Ms. Alpana Parida as Director. (Ordinary Resolution)

| Promoter/Public                   | No. of shares<br>held | No. of votes<br>polied | % of Votes Polled<br>on outstanding<br>shares | No. of Votes<br>- in favour | 1-570000000           | % of Votes in<br>favour on votes<br>polled | % of Votes<br>against on<br>votes polled |
|-----------------------------------|-----------------------|------------------------|---|-----------------------------|-----------------------|--|--|
| (1)                               | (2)                   | (3)=[(2)/(1)]*100      | (4)   | (5)                         | (6)=<br>[(4)/(2)]*100 | (7)=<br>[(5)/(2)]*100                      |  |
| Promoter and<br>Promoter Group    | 8,32,8439             | 83,28,439              | 100.00  | 8,32,8439                   | 0                     | 100.00                                     | 0  |
| Public – Institutional<br>bolders | 10,880                | NIL                    | NIL   | NIL                         | NIL                   | NIL  | NIL                                      |
| Public-Others                     | 1,11,00,757           | 1,63,762               | 1.47  | 1,63,762                    | NIL                   | 100.00                                     | NIL                                      |
| Fotal                             | 1,94,40,076           | 84,92,201              | 43.68   | 84,92,201                   | 0                     | 100.00                                     | 0  |

### Resolution 11: Re-appointment of Mr. Ashok Jaipuria as Managing Director (Ordinary Resolution)

| Promoter/Public                | No. of shares<br>held | No. of votes<br>polled | % of Votes Polled<br>on outstanding<br>shares | No. of Votes<br>- in favour  |                       | % of Votes in<br>favour on votes<br>polled | % of Votes<br>against on<br>votes polled |
|--------------------------------|-----------------------|------------------------|---|--|-----------------------|--|--|
| (1)                            | (2)                   | (3)={(2)/(1)]*100      | (4)   | I de la constante de la consta | (6)~<br>[(4)/(2)]*100 | (7)=<br>[(5)/(2)]*100                      |  |
| Promoter and<br>Promoter Group | 8,32,8439             | 83,28,439              | 100.00  | 8,32,8439  | 0                     | 100.00                                     | 0  |
| Destar and the second          | 10,880                | NIL                    | NIL   | NIL  | NIL                   | NIL  | NIL                                      |
| Public-Others                  | 1,11,00,757           | 1,63,762               | 1.47  | 1,63,762   | NIL                   | 100.00                                     | NIL                                      |
| l'otal                         | 1,94,40,076           | 84,92,201              | 43.68   | 84,92,201  | 0                     | 100.00                                     | 0  |

# Resolution 12: Re-appointment of Mr. Anil Kumar Jain as Director - Corporate Affairs (Ordinary Resolution)

| Promoter/Public | No. of shares<br>held | poned | % of Votes Polled<br>on outstanding<br>shares | No. of Votes<br>- in favour | - against | % of Votes in<br>favour on votes<br>polled | % of Votes<br>against on<br>votes polled |
|-----------------|-----------------------|-------|---|-----------------------------|-----------|--|--|
|                 | (1)                   | (2)   | (3)~[(2)/(1)]*100                             | (4)                         | 2.000     | (6)=<br>[(4)/(2)]*100                      | (7)=<br>{(5)/(2)}*100                    |

| Promoter and<br>Promoter Group    | 8,32,8439   | 83,28,439 | 100.00 | 8,32,8439 | 0   | 100.00 | 0   |
|-----------------------------------|-------------|-----------|--------|-----------|-----|--------|-----|
| Public – Institutional<br>holders | 10,880      | NIL       | NIL    | NIL       | NIL | NIL    | NIL |
| Public-Others                     | 1,11,00,757 | 1,63,762  | 1.47   | 1,63,762  | NIL | 100.00 | NIL |
| Total                             | 1,94,40,076 | 84,92,201 | 43.68  | 84,92,201 | 0   | 100.00 | .0  |

# Resolution 13: Approval of remuneration of Mr. Anil Kumar Jain for the period from April 1, 2013 to March, 31<sup>st</sup>, 2014. (Special Resolution)

| Promoter/Public                   | No. of shares<br>held | polled    | % of Votes Polled<br>on outstanding<br>shares | No. of Votes<br>- in favour | No. of Votes<br>- against | % of Votes in<br>favour on votes<br>polled | % of Votes<br>against on<br>votes polled |
|-----------------------------------|-----------------------|-----------|---|-----------------------------|---------------------------|--|--|
| (1)                               | (1)                   | (2)       | (3)-[(2)/(1)]*100                             | (4)                         | (5)                       | (6)=<br>[(4)/(2)]*100                      | (7) <del></del><br>[(5)/(2)]*100         |
| Promoter and<br>Promoter Group    | 8,32,8439             | 83,28,439 | 100.00  | 8,32,8439                   | 0                         | 100.00                                     | 0  |
| Public – Institutional<br>holders | 10,880                | NIL       | NIL   | NII.                        | NIL                       | NIL  | NIL                                      |
| Public-Others                     | 1,11,00,757           | 1,63,762  | 1.47  | 1,63,761                    | 1                         | 99.99                                      | 0.00                                     |
| Total                             | 1,94,40,076           | 84,92,201 | 43.68   | 84,92,200                   | 1                         | 99.99                                      | 0.00                                     |

# Resolution 14: Approval of payment of Managerial Remuneration in case of no profit or inadequate profit. (Special Resolution)

| Promoter/Public                   | No. of shares<br>held | No. of votes<br>polled | % of Votes Polled<br>on outstanding<br>shares | No, of Votes<br>- in favour | No. of Votes<br>- against | % of Votes in<br>favour on votes<br>polled | % of Votes<br>against on<br>votes polled |
|-----------------------------------|-----------------------|------------------------|---|-----------------------------|---------------------------|--|--|
| (1)                               | (1)                   | (2)                    | (3)=[(2)/(1)]*100                             | (4)                         | (5)                       | (6)=<br>[(4)/(2)]*100                      | (7)=<br>{(5)/(2)]*100                    |
| Promoter and<br>Promoter Group    | 8,32,8439             | 83,28,439              | 100.00  | 8,32,8439                   | 0                         | 100.00                                     | 0  |
| Public - Institutional<br>holders | 10,880                | NIL                    | NIL   | NIL                         | NIL                       | NIL  | NIL                                      |
| Public-Others                     | 1,11,00,757           | 1,63,762               | 1.47  | 1,63,661                    | 101                       | 99.93                                      | 0.07                                     |
| Total                             | 1,94,40,076           | 84,92,201              | 43.68   | 84,92,100                   | 101                       | 99.99                                      | 0.001                                    |

Resolution 15: Creation of Charge, Mortgage etc. (Special Resolution)

| Promoter/Public                   | No. of shares<br>held | No. of votes<br>polled | % of Votes Poller<br>on outstanding<br>shares | No. of Votes<br>- in favour | No. of Votes<br>- against | % of Votes in<br>favour on votes<br>polled | % of Votes<br>against on<br>votes polled |
|-----------------------------------|-----------------------|------------------------|---|-----------------------------|---------------------------|--|--|
| (1)                               | (2)                   | (3)=[(2)/(1)]*100      | (4)   | (5)                         | (6)=<br>[(4)/(2)]*100     | (7)=<br>[(5)/(2)]*100                      |  |
| Promoter and<br>Promoter Group    |                       | 83,28,439              | 100.00  | 8,32,8439                   | 0                         | 100.00                                     | 0  |
| Public – Institutional<br>holders | 10,880                | NIL                    | NIL   | NIL                         | NIL                       | NIL  | NIL                                      |
| Public-Others                     | 1,11,00,757           | 1,63,762               | 1.47  | 1,63,762                    | NIL                       | 100.00                                     | NIL                                      |
| Total                             | 1,94,40,076           | 84,92,201              | 43.68   | 84,92,201                   | 0                         | 100.00                                     | 0  |

#### Resolution 16: Approval of Borrowing Limits. (Special Resolution)

| Promoter/Public                   | No. of shares<br>held |                   | % of Votes Polled<br>on outstanding<br>shares | No. of Votes<br>- in favour | No. of Votes<br>- against | % of Votes in<br>favour on votes<br>polled | % of Votes<br>against on<br>votes polled |
|-----------------------------------|-----------------------|-------------------|---|-----------------------------|---------------------------|--|--|
| (1)                               | (2)                   | (3)=[(2)/(1)]*100 | (4)   | (5)                         | (6)=<br>[(4)/(2)]*100     | (7)=<br>[(5)/(2)]*100                      |  |
| Promoter and<br>Promoter Group    | 8,32,8439             | 83,28,439         | 100.00  | 8,32,8439                   | 0                         | 100.00                                     | 0  |
| Public – Institutional<br>holders | 10,880                | NIL               | NIL   | NIL                         | NIL                       | NIL  | NII.                                     |
| Public-Others                     | 1,11,00,757           | 1,63,762          | 1.47  | 1,63,762                    | NIL                       | 100.00                                     | NIL                                      |
| Total                             | 1,94,40,076           | 84,92,201         | 43.68   | 84,92,201                   | 0                         | 100.00                                     | 0  |

### Resolution 17: Approval of the remuneration of Cost Auditors. (Ordinary Resolution)

| Promoter/Public                   | No. of shares<br>held | No. of votes<br>polled | % of Votes Police<br>on outstanding<br>shares | No. of Votes<br>- in favour | 19250 7500 6500 | % of Votes in<br>favour on votes<br>polled | % of Votes<br>against on<br>votes polled |
|-----------------------------------|-----------------------|------------------------|---|-----------------------------|-----------------|--|--|
| (1)                               | (1)                   | (2)                    | (3)=[(2)/(1)]*100                             | (4)                         | (5)             | (6)=<br>[(4)/(2)]*100                      | (7)=<br>[(5)/(2)]*100                    |
| Promoter and<br>Promoter Group    | 8,32,8439             | 83,28,439              | 100.00  | 8,32,8439                   | 0               | 100.00                                     | 0  |
| Public – Institutional<br>holders | 10,880                | NIL                    | NIL   | NIL                         | NIL             | NIL  | NIL                                      |
| Public-Others                     | 1,11,00,757           | 1,63,762               | 1.47  | 1,63,762                    | NIL             | 100.00                                     | NIL                                      |

| Total | 1,94,40,076 | 84,92,201 | 43.68 | 84,92,201      | 0 | 100.00  | 0 |
|-------|-------------|-----------|-------|----------------|---|---------|---|
|       | 2 10 50     | ,75 (9)   |       | _ SS/Rechirold |   | 5309008 |   |

#### Resolution 18: Adoption of new Articles of Association of the Company. (Special Resolution)

| Promoter/Public No. of shineld    | THE RESERVE THE PARTY OF THE PA | No. of votes<br>polied | % of Votes Polled<br>on outstanding<br>shares | No. of Votes<br>- in favour | No. of Votes<br>- against | % of Votes in<br>favour on votes<br>polled | % of Votes<br>against on<br>votes polled |
|-----------------------------------|--|------------------------|---|-----------------------------|---------------------------|--|--|
|                                   | (1)  | (2)                    | (3)=[(2)/(1)]*100                             | (4)                         | (5)                       | (6)=<br> (4)/(2)]*100                      | (7)=<br>[(5)/(2)]*100                    |
| Promoter and<br>Promoter Group    | 8,32,8439  | 83,28,439              | 100.00  | 8,32,8439                   | 0                         | 100.00                                     | 0  |
| Public – Institutional<br>holders | 10,880   | NIL                    | NIL   | NIL                         | NIL                       | NIL  | NIL                                      |
| Public-Others                     | 1,11,00,757  | 1,63,762               | 1.47  | 1,63,762                    | NII.                      | 100.00                                     | NIL                                      |
| Total                             | 1,94,40,076  | 84,92,201              | 43.68   | 84,92,201                   | 0                         | 100.00                                     | 0  |

## Resolution 19: Approval of Limits of contribution by the Company to any bonafide and charitable funds etc. (Ordinary Resolution)

| Promoter/Public                   | No. of shares<br>held | No. of votes<br>polled | % of Votes Polled<br>on outstanding<br>shares | No. of Votes<br>- in favour | No. of Votes<br>- against | % of Votes in<br>favour on votes<br>polled | % of Votes<br>against on<br>votes polled |
|-----------------------------------|-----------------------|------------------------|---|-----------------------------|---------------------------|--|--|
| (1)                               | (1)                   | (2)                    | (3)={(2)/(1)}*100                             | (4)                         | (5)                       | (6)=<br>[(4)/(2)]*100                      | (7)=<br>[(5)/(2)]*100                    |
| Promoter and<br>Promoter Group    | 8,32,8439             | 83,28,439              | 100.00  | 8,32,8439                   | 0                         | 100.00                                     | 0  |
| Public - Institutional<br>holders | 10,880                | NIL                    | NIL   | NII.                        | NIL                       | NIL  | NIL.                                     |
| Public-Others                     | 1,11,00,757           | 1,63,762               | 1.47  | 1,63,761                    | 1                         | 99.99                                      | 0.00                                     |
| Total                             | 1,94,40,076           | 84,92,201              | 43,68   | 84,92,200                   | 1                         | 99.99                                      | 0.00                                     |



Note: All the aforesaid resolutions were passed with requisite majority.

You are requested to take note of the same.

Yours faithfully for Cosmo Films Limited

Company Secretary



#### CFL/SEC/SE/VV/2014-15/07

Email/Fax No.-022-222723121

September 27, 2014

The Manager (Listing)
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001

#### Sub: Cosmo Films Limited- Consolidated Report of E-Voting & Poll

Dear Sir,

Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014) please find enclosed herewith consolidated report as provided by the scrutinizer with respect to E-Voting and Voting conducted through ballot (physical) at the Annual General Meeting of the Company.

This is for your information & records.

Thanking you

Cosmo Films Limited

for Jyoti dixit

Company Secretary

Encl: As Stated

3/7-B, Asal Ali Road. 1st Floor, Fist No. 4, New Deihl - 110002.

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E-mail: bkshroffdelhi@yahoo.com

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#### Consolidated Report of Scrutinizer

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

To,
The Chairman Thirty Seventh Annual General Meeting of the Equity
Shareholders of COSMO FILMS LTD., held on 25th day of September,2014 at
4.00 p.m." at Shah Auditorium, 2, Raj Niwas Marg, Civil Lines, Delhi –
110 054

Dear Sir.

I, SANJIV AGGARWAL, Practicing Chartered Accountant as Partner of M/s. B. K. SHROFF & CO., Chartered Accountants, having office at 3/7B, Asaf Ali Road, New Delhi – 110 002 have been appointed as Scrutinizer of COSMO FILMS Limited ("the Company") for the purpose of poli taken on the below mentioned resolution (s) at the Thirty Seventh Annual General Meeting of the Equity Shareholders of COSMO FILMS Limited, held on 25th Day of September, 2014 at 4.00 p.m. at Shah Auditorium, 2, Raj Niwas Marg, Civil Lines, Delhi – 110 054 I submit our consolidated report of E-Voting and Voting through ballot (Physical) as under:

The Consolidated result are as under:

- Ordinary Resolution to Consider and Adopt audited Profit & Less Account for the year ended March 31, 2014, and the Balance Sheet as at that date and the Report of the Board of Directors and the Auditors of the Company thereon
- Voted in favour of the resolution:

| Number of members voting<br>(in person or by proxy or<br>through E-Voting) | Number of votes cast by them | % of total<br>number of valid<br>votes cast |
|--|------------------------------|---|
| 62   | 8492201                      | 43.68%                                      |

(ii) Voted against the resolution:

| Number of members voting (in<br>person or by proxy or through<br>E-Voting) |     | % of total number<br>of valid votes cast |
|--|-----|--|
| NIL  | NIL | NIL                                      |

(iii) Invalid Votes

| Total number of members (in person or by<br>proxy) whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| 1  | 2                                  |

Kolkata Address : 23-A. Netaji Subhash Road, Kolkata - 700001 p Phones : 22300751, 22300752 p Fax : 22300680

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bloshroffdeihi@rediff.com

#### 2 Ordinary Resolution for Declaration of Dividend on Equity Shares

(i) Voted in favour of the resolution:

| Number of members voting<br>(in person or by proxy or<br>through E-Voting) | Number of votes cast in<br>by them | % of total<br>number of valid<br>votes cast |
|--|------------------------------------|---|
| 62   | 8492201                            | 43.68%                                      |

#### (ii) Voted against the resolution:

| Number of members voting (in<br>person or by proxy or through<br>E-Voting) | The second secon |    | votes | cast | U.5455. | total<br>otes c |     | of |
|--|--|----|-------|------|---------|-----------------|-----|----|
| NIL  |  | NI | L     |      |         |                 | NIL |    |

#### (iii) Invalid Votes

| Total number of members (in person or by<br>proxy) whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
|  | 2                                  |

#### Ordinary Resolution for Re-appointment of Mr. Rajeev Gupta who retires by rotation

#### (i) Voted in favour of the resolution:

| Number of members voting (in<br>person or by proxy or through<br>E-Voting) | A STATE OF THE STA |     | votes | cast | 25.7 | total<br>i votes | number<br>cast |
|--|--|-----|-------|------|------|------------------|----------------|
| 62   | 8  | 492 | 201   |      |      | 43.6             | 8%             |

#### (ii) Voted against the resolution:

| Number of members voting (in<br>person or by proxy or through<br>E-Voting) | 100 | of votes | % of total number of valid votes cast |
|--|-----|----------|---------------------------------------|
| NIL  |     | NIL      | NIL                                   |

#### (iii) Invalid Votes

| Total number of members (in person or<br>by proxy) whose votes were declared<br>invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1   | 2                                  |



#### B. K. SHROFF & CO. Chartered Accountants

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E-mail: bkshrolfdelhi@yahoo.com

bkshroffdeihi@rediff.com

- Ordinary Resolution for Appointment of M/s. Walkar Chandlok & Co. LLP. Chartered Accountants, as Independent Auditors and fixing their remuneration
  - (i) Voted in favour of the resolution:

| Number of members voting<br>(in person or by proxy or<br>through E-Voting) | Number of votes cast in<br>by them | % of total<br>number of valid<br>votes cast |
|--|------------------------------------|---|
| 62   | 8492201                            | 43.68%                                      |

(ii) Voted against the resolution:

| Number of members voting<br>(in person or by praxy or<br>through E-Voting) | Number<br>by them | of votes | % of total number<br>of valid votes cast |
|--|-------------------|----------|--|
| NIL  |                   | NIL      | NIL                                      |

(iii) Invalid Votes

| Total number of members (in person or by<br>proxy) whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| 1  | . 2                                |

- 5. Ordinary resolution for Appointment of Mr. Har Kishanlal Agarwal as an Independent Director
  - (i) Voted infavour of the resolution:

| Number of members voting (in<br>person or by proxy or through<br>E-Voting) | Number of votes cast in by them | % of total<br>number of valid<br>votes cast |
|--|---------------------------------|---|
| 62   | 8492201                         | 43.68%                                      |

(ii) Voted against the resolution:

| Number of members voting (in<br>person or by proxy or through<br>E-Voting) | Number<br>by them | of | votes | cast | <br> | total<br>votes |    |
|--|-------------------|----|-------|------|------|----------------|----|
| NIL  |                   | NI | L     |      | -    | NI             | L' |

(iii) Invalid Votes

| Total number of members (in person<br>or by proxy) whose votes were<br>declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1   | 2                                  |

Kolkata Arkrass 93-A Netali Subhash Road, Kolkata - 700001 D Phones : 22300751, 22300752 D Fax : 22300680

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#### Ordinary Resolution for Appointment of Mr. Suresh Rajpal as an Independent Director

#### (i) Voted infavour of the resolution:

| Number of members voting (in<br>person or by proxy or through<br>E-Voting) | Number of votes cast in by them | % of total<br>number of valid<br>votes cast |
|--|---------------------------------|---|
| 61   | 8492200                         | 43.58%                                      |

#### (ii) Voted against the resolution:

| Number of members voting (in<br>person or by proxy or through<br>E-Voting) |   | % of total number<br>of valid votes cast |
|--|---|--|
| 1  | 1 | NIL                                      |

#### (iii) Invalid Votes

| Total number of members (in<br>person or by proxy) whose votes<br>were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1   | 2                                  |

#### Ordinary Resolution for Appointment of Ms. R. Vasudevan as an Independent Director

#### (i) Voted in favour of the resolution:

| Number of members voting (in<br>person or by proxy or through<br>E-Voting) | Number of votes cast in<br>by them | % of total<br>number of valid<br>votes cast |
|--|------------------------------------|---|
| 61   | 8492200                            | 43.68%                                      |

#### (ii) Voted against the resolution:

| Number of members voting (in<br>person or by proxy or through<br>E-Voting) | CONTRACTOR IN COLUMN ASSESSMENT | The second second | total number<br>I votes cast |
|--|---------------------------------|-------------------|------------------------------|
| 1  | 1                               |                   | NIL                          |

#### (iii) Invalid Votes

| Total number of members (in<br>person or by proxy) whose votes<br>were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1   | 2                                  |

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Chartered Accountants

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### 8. Ordinary Resolution for Appointment of Ms. Rama Kant Dwivedi as Independent Director

(i) Voted in favour of the resolution:

| Number of members voting (in<br>person or by proxy or through<br>E-Voting) | Number of votes cast in<br>by them | % of total<br>number of valid<br>votes cast |
|--|------------------------------------|---|
| 61   | 8492200                            | 43.68%                                      |

#### (ii) Voted against the resolution:

| Number of members voting (in<br>person or by proxy or through<br>E-Voting) |   | % of total number<br>of valid votes cast |
|--|---|--|
| 1  | 1 | <br>NIL                                  |

#### (iii) Invalid Votes

| Total number of members (in<br>person or by proxy) whose votes<br>were declared invalid  | Total number of votes cast by them |
|--|------------------------------------|
| ACTION CONTRACTOR OF THE PERSON OF THE PERSO | 2                                  |

#### Ordinary Resolution for Appointment of Mr. Ashish Guha as independent Director

(i) Voted infavour of the resolution:

| Number of members voting (in<br>person or by proxy or through<br>E-Voting) | Number of votes cast in by,them | % of total<br>number of valid<br>votes cast |
|--|---------------------------------|---|
| 61   | 8492200                         | 43.68%                                      |

#### (ii) Voted against the resolution:

| Number of members voting (in<br>person or by proxy or through<br>E-Voting) | CAROLINA CARACTERS | af | votes | 20.00 | 4. | total<br>i votes |   |
|--|--------------------|----|-------|-------|----|------------------|---|
| 1  |                    | -  |       |       |    | N                | L |

#### (iii) Invalid Votes

| Total number of members (in person or by<br>proxy) whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| 1  | 2                                  |



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bkshroffdeihi@rediff.com

#### 10. Ordinary Resolution for Appointment of Ms. Alpana Parida as Director

(i) Voted in favour of the resolution:

| Number of members voting (in<br>person or by proxy or through<br>E-Voting) | Number of votes cast in<br>by them | % of total<br>number of valid<br>votes cast |
|--|------------------------------------|---|
| 62   | 8492201                            | 43,68%                                      |

#### (ii) Voted against the resolution:

| Number of members voting (in<br>person or by proxy or through<br>E-Voting) |     | cast | of total<br>alid votes |   |
|--|-----|------|------------------------|---|
| NIL  | NIL |      | NI                     | L |

#### (iii) Invalid Votes

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

#### Ordinary Resolution for Reappointment Mr. Ashok Jalpuria as Managing Director

(i) Voted in favour of the resolution:

|    | Number of votes cast in<br>by them | % of total<br>number of valid<br>votes cast |
|----|------------------------------------|---|
| 62 | . 8492201                          | 43.68%                                      |

#### (ii) Voted against the resolution:

| Number of members voting (in<br>person or by proxy or through<br>E-Voting) |     | % of total number<br>of valid votes cast |
|--|-----|--|
| NIL  | NIL | NIL -                                    |

#### (iii) Invalid Vote

| Total number of members (in person or by<br>proxy) whose votes were declared invalid | Total number of votes cast by them |
|--|------------------------------------|
| 1  | 2                                  |



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### 12. Ordinary Resolution for Reappointment Mr. Anil Kumar Jain as a Whole-time Director

#### (i) Voted infavour of the resolution:

| Number of members voting (in<br>person or by proxy or through<br>E-Voting) | Number of votes cast in by them | % of total<br>number of valid<br>votes cast |
|--|---------------------------------|---|
| 82   | 8492201                         | 43.68%                                      |

#### (ii) Voted against the resolution:

| Number of members voting (in<br>person or by proxy or through<br>E-Voting) | TRACT CARREST CONTROL | of | votes | cast | 10000 | total<br>i votes |   |
|--|-----------------------|----|-------|------|-------|------------------|---|
| NIL  |                       | NI | L     |      |       | N                | L |

#### - (iii) Invalid Votes

| Total number of members (in<br>person or by proxy) whose votes<br>were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1   | 2                                  |

#### Special Resolution for Approval of remuneration of Mr. Anil Kumar Jain for the period from April 01,2013 to March 31, 2014

#### (i) Voted infavour of the resolution:

| Number of members voting (in<br>person or by proxy or through<br>E-Voting) | Number of votes cast in by them | % of total<br>number of valid<br>votes cast |
|--|---------------------------------|---|
| 61   | 8492200                         | 43.68%                                      |

#### (ii) Voted against the resolution:

| Number of members voting (in<br>person or by proxy or through<br>E-Voting) | the state of the s | 7.74 | votes |  | 10000 | -05-N |  | number<br>cast |
|--|--|------|-------|--|-------|-------|--|----------------|
| 1  | 1  |      | NIL   |  |       | L     |  |                |

#### (iii) Invalid Votes

| Total number of members (in<br>person or by proxy) whose votes<br>were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1   | 2                                  |

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#### Special Resolution for Approval of Payment of Managerial Remuneration in case of no profit or inadequate profit.

#### (i) Voted in favour of the resolution:

| Number of members voting (in<br>person or by proxy or through<br>E-Voting) | Number of votes cast in<br>by them | % of total<br>number of valid<br>votes cast |
|--|------------------------------------|---|
| 60   | 8492100                            | 43,68%                                      |

#### (ii) Voted against the resolution:

| Number of members voting (in<br>person or by proxy or through<br>E-Voting) | The second secon | of | votes | cast |   | total<br>d votes | number<br>cast |
|--|--|----|-------|------|---|------------------|----------------|
| 2  |  | 10 | 1     |      | 3 | N                | L              |

#### (iii) Invalid Votes

| Total number of members (in<br>person or by proxy) whose votes<br>were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1   | 2                                  |

#### 15. Special Resolution for Creation of Charge, Mortgage etc

#### (i) Voted in favour of the resolution:

| Number of members v<br>person or by proxy or<br>E-Voting) | The second second | Number of votes<br>by them | cast in | % of total<br>number of valid<br>votes cast |
|---|-------------------|----------------------------|---------|---|
| 62  |                   | 8492201                    |         | 43.68%                                      |

#### (ii) Voted against the resolution:

| Number of members voting (in<br>person or by proxy or through<br>E-Voting) |     | votes | cast |  |   | number<br>cast |
|--|-----|-------|------|--|---|----------------|
| NIL.   | NIL |       |      |  | N | L              |

#### (iii) Invalid Votes

| Total number of members (in<br>person or by proxy) whose votes<br>were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1   | 2                                  |



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#### 16. Special Resolution for Approval of Borrowing Limits

(i) Voted in favour of the resolution:

| Number of members voting (in<br>person or by proxy or through<br>E-Voting) | Number of votes cast in by them | % of total<br>number of valid<br>votes cast |
|--|---------------------------------|---|
| 62   | 8492201                         | 43.68%                                      |

(ii) Voted against the resolution:

| Number of members voting (in<br>person or by proxy or through<br>E-Voting) |    | votes | <br>1000 |   | number<br>cast |
|--|----|-------|----------|---|----------------|
| NIL  | NI | L     |          | N | L              |

(iii) Invalid Votes

| Total number of members (in<br>person or by proxy) whose votes<br>were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
|   | 2                                  |

#### 17. Ordinary Resolution for Approval of the remuneration of the Cost Auditors

(i) Voted infavour of the resolution:

| Number of members voting (in<br>person or by proxy or through<br>E-Voting) | Number of votes cast in<br>by them | % of total<br>number of valid<br>votes cast |
|--|------------------------------------|---|
| 82   | 8492201                            | 43.68%                                      |

(ii) Voted against the resolution:

| Number of members voting (in<br>person or by proxy or through<br>E-Voting) | LUMBER OF BUILDING STOCKS |    | votes | cast | 0.00 | total<br>votes |   |
|--|---------------------------|----|-------|------|------|----------------|---|
| NIL  |                           | NI | L     |      |      | N              | L |

(iii) Invalid Votes

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1   | 2                                  |



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#### 18. Special Resolution for Adoption of new Articles of Association of the Company

(i) Voted in favour of the resolution:

|    | Number of votes cast in<br>by them | % of total number of<br>valid votes cast |
|----|------------------------------------|--|
| 62 | 8492201                            | 43,68%                                   |

(ii) Voted against the resolution:

| Number of members<br>voting (in person or by<br>proxy or through E-Voting) | Number of votes cast<br>by them | % of total number<br>of valid votes cast |
|--|---------------------------------|--|
| NIL  | NIL                             | NIL                                      |

(iii) Invalid Votes

| Total number of members (in<br>person or by proxy) whose<br>votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 1   | 2                                  |

- Ordinary Resolution for Approval of Limits of Contribution by the Company to any bonafide and Charitable funds etc.
- (i) Voted infavour of the resolution:

| Number of members voting<br>(in person or by proxy or<br>through E-Voting) | Number of votes cast in<br>by them | % of total<br>number of valid<br>votes cast |
|--|------------------------------------|---|
| 61   | 8492200                            | 43.68%                                      |

(ii) Voted against the resolution:

| Number of members voting (in<br>person or by proxy or through<br>E-Voting) | 11 1 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 | 100 | votes | cast | <br>10000 |   | number<br>cast |
|--|--|-----|-------|------|-----------|---|----------------|
| 1  |  | 1   |       |      |           | N | L              |

(iii) Invalid Votes

| Total number of members<br>person or by proxy) who<br>were declared invalid   | CALL COST | Total number of votes cast by them |
|---|-----------|------------------------------------|
| Charles Contract the Contract | 5.0       | 2                                  |

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The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and 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 B. K. SHROFF & CO. & CO.,

Chartered Accountants

Firm Registration No: 302166E

SANJIV AGGARWAL

Partner

Membership No: 85128

Place : New Delhi

Dated: 25/9/2014

