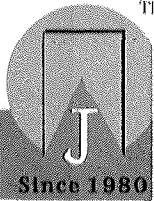


# J. Kumar Infraprojects Ltd.

We dream ... So we achieve...

Regd. Off.: 16-A, Andheri Industrial Estate, Veera Desai Road, Andheri (W), Mumbai - 400053. INDIA  
Ph.: +91-22-6774 3555. Fax : 91-22-2673 0814. E-mail : info@jkumar.com Website: www.jkumar.com



**J. Kuma**

ISO 9001:2008  
ISO 14001:2004  
OHSAS 18001:2007

To,

18<sup>th</sup> September, 2014

The General Manager  
Department of Corporate Services,  
Bombay Stock Exchange Limited  
P J Towers  
Dalal Street  
Mumbai - 400 001

The Manager  
Listing Department  
The National Stock  
Exchange of India Limited  
Bandra Kurla Complex  
Mumbai - 400051

**Scrip Code: JKIL/532940**

**Pursuant to clause 35A of the Listing Agreement- details of voting results of E-voting and poll in respect of 15<sup>th</sup> Annual General Meeting of the Company.**

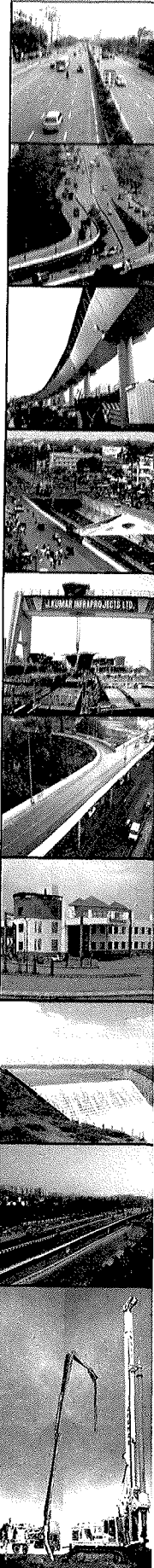
With reference to the above captioned subject we wish to inform you that the Chairman declared results at 3.30 p.m on Thursday 18<sup>th</sup> September 2014 on the basis of report submitted by the Scrutinizer and the following resolutions stands passed with the requisite majority.

### **Ordinary Business:**

1. The Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2014 including the Audited Balance Sheet as at 31<sup>st</sup> march, 2014, the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon were adopted.
2. The dividend recommended by the Board of Directors at the rate of Rs 3.75 (Rupees Three and Seventy Five paise only) per equity share was declared by the Shareholders.
3. Mr. Jagdishkumar M Gupta (Din no01112887), who retired by rotation at the aforesaid Annual General Meeting was reappointed as Director.
4. M/s Gupta Saharia & Co, Chartered Accountants (Firm registration no 103446W) the Statutory Auditors of the Company were reappointed to hold office from the conclusion of the 15<sup>th</sup> Annual General Meeting until the conclusion of the next Annual General Meeting on a remuneration to be fixed by the Board of Directors.

### **Special Business:**

5. Dr. R. Srinivasan (holding Din No 00003968) was appointed as a non-executive Independent Director of the Company to hold office for five (5)



# J. Kumar Infraprojects Ltd.

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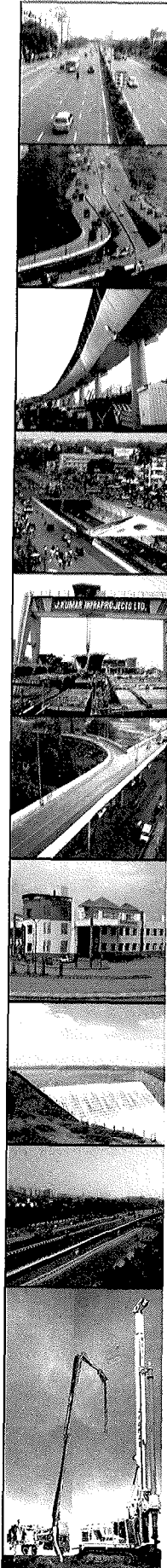
Regd. Off.: 16-A, Andheri Industrial Estate, Veera Desai Road, Andheri (W), Mumbai - 400053. INDIA  
Ph.: +91-22-6774 3555. Fax : 91-22-2673 0814. E-mail : info@jkumar.com Website: www.jkumar.com



**J. Kumar**

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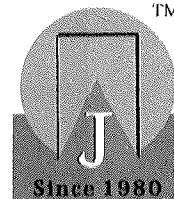
- consecutive years with effect from AGM i.e 16<sup>th</sup> September 2014 and he shall not be liable to retire by rotation.
6. Mr. P.P.Vora (holding Din No 00003192) was appointed as a non-executive Independent Director of the Company to hold office for five (5) consecutive years with effect from AGM i.e 16<sup>th</sup> September 2014 and he shall not be liable to retire by rotation.
  7. Mr. Ashwani Kumar (holding Din No 02863328) was appointed as a non-executive Independent Director of the Company to hold office for five (5) consecutive years with effect from AGM i.e 16<sup>th</sup> September 2014 and he shall not be liable to retire by rotation.
  8. Mr. Ajit Singh Chatha (Holding Din No 02289613) was appointed as a non-executive Independent Director of the Company to hold office for five (5) consecutive years with effect from AGM i.e 16<sup>th</sup> September 2014 and he shall not be liable to retire by rotation.
  9. Mrs Kusum J Gupta (holding DIN No 3138909) was appointed as a Director and she is wife of Mr. Jagdishkumar Gupta, Executive Chairman of the Company and she shall be liable to retire by rotation.
  10. Shareholders accorded their consent by way of Special Resolution for appointment of Shri Jagdishkumar Gupta (holding DIN No 01112887) as Executive Chairman for a period of 5 (Five ) years from May 20, 2014, at the remuneration recommended by the Nomination and Remuneration Committee of the Board.
  11. Shareholders accorded their consent by way of Ordinary Resolution for appointment of Shri Kamal J Gupta (holding DIN No 00628053) as Managing Director for a period of 5 (Five ) years from May 20, 2014, at the remuneration recommended by the Nomination and Remuneration Committee of the Board.
  12. Shareholders accorded their consent by way of Ordinary Resolution for appointment Shri Nalin J Gupta (holding DIN No 00627832) as Managing Director for a period of 5 (Five ) years from May 20, 2014, at the remuneration recommended by the Nomination and Remuneration Committee of the Board.
  13. Approved/ratified the remuneration to the Cost Auditors.



# J. Kumar Infraprojects Ltd.

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**J. Kumar**

ISO 9001:2008  
ISO 14001:2004  
OHSAS 18001:2007

14. The new set of Articles of Association as per the provisions of the Companies Act, 2013 was approved and adopted by the Shareholders by way of Special Resolution.

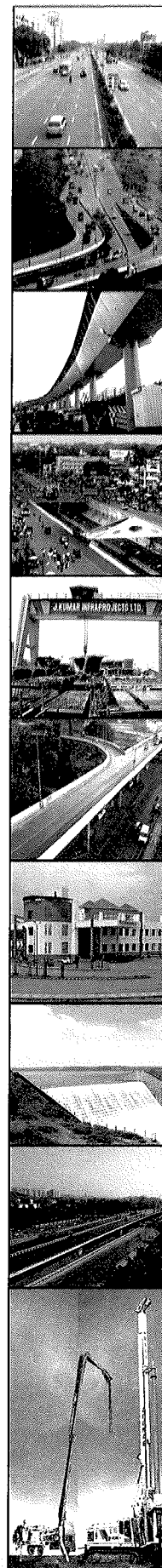
15. Approved by the Shareholders by way of Special Resolution to keep the Register of members and related books at a place other than the registered office of the company.

Further we enclose herewith the report submitted by the scrutinizer.

Thanking You.

Yours faithfully,  
For J. Kumar Infraprojects Limited

Poornima Reddy  
Poornima Reddy  
Company Secretary



**Form No. MGT – 13**

**Report of Scrutinizer**

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

To

The Chairman,  
J. KUMAR INFRA PROJECTS LIMITED  
16 – A, Andheri Industrial Estate,  
Veera Desai Road, Andheri (West),  
Mumbai – 400053

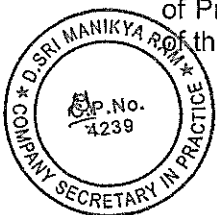
15<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company

Dear Sir,

I, DSM Ram, Company Secretary in Practice (Membership No. 14939) and Proprietor of DSMR & Associates, Company Secretaries was appointed as Scrutinizer for the purpose of the e-Voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions proposed at the 15<sup>th</sup> Annual General Meeting of the Equity Shareholders of J. KUMAR INFRA PROJECTS PRIVATE LIMITED to be held on 16<sup>th</sup> September, 2014 at GMS Community Hall, Sitladevi Complex, 1<sup>st</sup> Floor, D. N. Nagar, Opp. Indian Oil Nagar on link Road, Andheri (W), Mumbai – 400053, submit my report as under:

1. The e-Voting period opened on 10<sup>th</sup> September, 2014 at 9.00 A. M., and closed on 11<sup>th</sup> September, 2014 at 6.00 P. M.
2. The Shareholders holding the shares as on the "cut off" date i.e., 14<sup>th</sup> August, 2014 were entitled to vote on the proposed resolutions (Item No. 1 to 15 as set out in the AGM Notice of the 15<sup>th</sup> Annual General Meeting)
3. The votes were unblocked on 11<sup>th</sup> July, 2014 around 10.50 p. m., in the presence of two witnesses, Mr. K. Srikar and Mr. M. D. Rafeeq, 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" and "Against", were downloaded from the e-Voting website of Karvy Computershare Private Limited (<https://evoting.karvy.com>)
5. The result of e-Voting is as under:

(1) Resolution No. 1 – Adoption of Balance Sheet as at 31<sup>st</sup> March, 2014 and Statement of Profit and Loss Account for the year ended on that date together with the reports of the Board of Directors and the Auditors thereon.



(i) Voted in favour of the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 26   | 8,657,128                    | 100.00                                |

(ii) Voted against the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL  | NIL                          | NIL                                   |

(iii) Invalid Votes

| Total number of members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| 1   | 135,000                            |

(2) Resolution No. 2 – Declaration of Dividend on Equity Shares for the financial year 2013 – 2014:

(i) Voted in favour of the resolution:

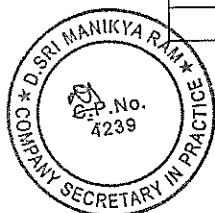
| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 26   | 8,657,128                    | 100.00                                |

(ii) Voted against the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL  | NIL                          | NIL                                   |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| 1   | 135,000                            |



(3) Resolution No. 3 – Re – appointment of Shri Jagdish Kumar Gupta (DIN No. 1112887) as rotational Director:

(i) Voted in favour of the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 27   | 8,792,128                    | 100.00                                |

(ii) Voted against the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL  | NIL                          | NIL                                   |

(iii) Invalid Votes

| Total number of members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| NIL   | NIL                                |

(4) Resolution No. 4 – Re – appointment of M/s. Gupta Saharia & Co., Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration (Registration No. 103446W):

(i) Voted in favour of the resolution:

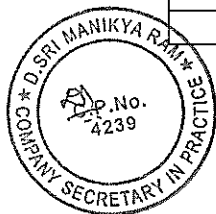
| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 27   | 8,792,128                    | 100.00                                |

(ii) Voted against the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL  | NIL                          | NIL                                   |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| NIL   | NIL                                |



(5) Resolution No. 5 – Appointment of Dr. R. Srinivasan (DIN 00003968) as an Independent Director for 5 consecutive years for a term up to the conclusion of the 20<sup>th</sup> Annual General Meeting of the Company in the Calendar year 2019::

(i) Voted in favour of the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 27   | 8,792,128                    | 100.00                                |

(ii) Voted against the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL  | NIL                          | NIL                                   |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| NIL   | NIL                                |

(6) Resolution No. 6 – Appointment of Mr. P. P. Vora (DIN 00003192) as an Independent Director for 5 consecutive years for a term up to the conclusion of the 20<sup>th</sup> Annual General Meeting of the Company in the Calendar year 2019::

(i) Voted in favour of the resolution:

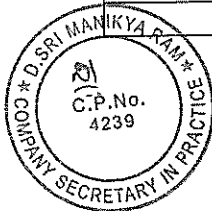
| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 27   | 8,792,128                    | 100.00                                |

(ii) Voted against the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL  | NIL                          | NIL                                   |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| NIL   | NIL                                |



(7) Resolution No. 7 – Appointment of Mr. Ashwani Kumar (DIN 02863328) as an Independent Director for 5 consecutive years for a term up to the conclusion of the 20<sup>th</sup> Annual General Meeting of the Company in the Calendar year 2019:

(i) Voted in favour of the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 27   | 8,792,128                    | 100.00                                |

(ii) Voted against the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL  | NIL                          | NIL                                   |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| NIL   | NIL                                |

(8) Resolution No. 8 – Appointment of Mr. Ajit Singh Chatha (DIN 02289613) as an Independent Director for 5 consecutive years for a term up to the conclusion of the 20<sup>th</sup> Annual General Meeting of the Company in the Calendar year 2019:

(i) Voted in favour of the resolution:

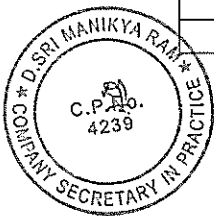
| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 27   | 8,792,128                    | 100.00                                |

(ii) Voted against the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL  | NIL                          | NIL                                   |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| NIL   | NIL                                |





(9) Resolution No. 9 – Appointment of Mrs. Kusum J Gupta (DIN 3138909) as Director of the Company liable to retire by rotation:

(i) Voted in favour of the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 27   | 8,792,128                    | 100.00                                |

(ii) Voted against the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL  | NIL                          | NIL                                   |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| NIL   | NIL                                |

(10) Resolution No. 10 – Appointment of Shri. Jagdish Kumar M Gupta (DIN 01112887) as Executive Chairman of the Company for a further period of 5 years:

(i) Voted in favour of the resolution:

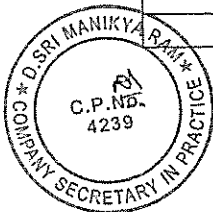
| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 27   | 8,792,128                    | 100.00                                |

(ii) Voted against the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL  | NIL                          | NIL                                   |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| NIL   | NIL                                |



(11) Resolution No. 11 – Appointment of Shri Kamal J Gupta (DIN 00628053) as Managing Director of the Company for a further period of 5 years:

(i) Voted in favour of the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 27   | 8,792,128                    | 100.00                                |

(ii) Voted against the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL  | NIL                          | NIL                                   |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| 13  | 2,320,100                          |

(12) Resolution No. 12 – Appointment of Shri. Nalin J Gupta (DIN 00627832) as Managing Director of the Company for a further period of 5 years:

(i) Voted in favour of the resolution:

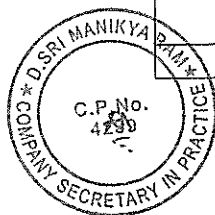
| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 27   | 8,792,128                    | 100.00                                |

(ii) Voted against the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL  | NIL                          | NIL                                   |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| NIL   | NIL                                |



- (13) Resolution No. 13 – Approval for remuneration of Cost Auditors M/s. Kirit Mehta & Co., for the financial year 2014 – 2015 at a remuneration of Rs.5,00,000 excluding taxes:

- (i) Voted in favour of the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 27   | 8,792,128                    | 100.00                                |

- (ii) Voted against the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL  | NIL                          | NIL                                   |

- (iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| NIL   | NIL                                |

- (14) Resolution No. 14 – Adoption of new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013:

- (i) Voted in favour of the resolution:

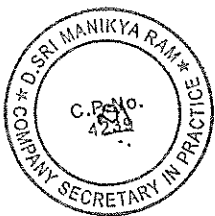
| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 27   | 8,792,128                    | 100.00                                |

- (ii) Voted against the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL  | NIL                          | NIL                                   |

- (iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| NIL   | NIL                                |



(15) Resolution No. 15 – Maintenance of Register of Members and other related books at a place other than the registered office of the Company

(i) Voted in favour of the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 27   | 8,792,128                    | 100.00                                |

(ii) Voted against the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL  | NIL                          | NIL                                   |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| NIL   | NIL                                |

6. All the relevant records of electronic voting will remain in my safe custody until the Chairman considers, approves and signs the Minutes of the 15<sup>th</sup> Annual General Meeting and the same shall be handed over to the Company Secretary of the Bank for safe keeping.

Place: Hyderabad  
Date: 15.09.2014

For DSMR & Associates  
Company Secretaries

  
D.S.M. Ram  
C. P. No. 4239  
Scrutinizer

We the undersigned witnessed that the votes were unblocked from the e-Voting website of Karvy Computershare Private Limited (<https://evoting.karvy.com>) in our presence at 10.50 p.m., on 11<sup>th</sup> September, 2014 at the Office of the Scrutinizer.

Signature: 

Name: K. Srikar

Address: PLOT NO-101, HASTINAPUR COLONY,  
SAINIKPURI, SECUNDERABAD-94

Signature: 

Name: M.D. RAFEEQ

Address: H.NO-38-87/64/310  
AN COLONY, SAINIKPURI  
SEC-BAB-500094

**FORM No. MGT – 13**

## 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

Chairman of  
15<sup>th</sup> Annual General Meeting of the Equity Shareholders  
of J. KUMAR INFRA PROJECTS LIMITED  
held on Tuesday the 16<sup>th</sup> of September, 2014 at 11.00 a.m., at 1<sup>st</sup> Floor, GMS Community Hall, Sitladevi Complex, D. N. Nagar, Opp. Indian Oil Nagar on Link Road, Andheri (W), Mumbai – 400053

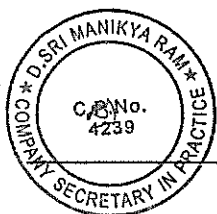
Dear Sir,

I, DSM Ram, Company Secretary in Practice (Membership No. 14939) and Proprietor of DSMR & Associates, Company Secretaries appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 15<sup>th</sup> Annual General Meeting of the Equity Shareholders of J. KUMAR INFRA PROJECTS LIMITED held on Tuesday the 16<sup>th</sup> of September, 2014 at 11.00 a.m., at 1<sup>st</sup> Floor, GMS Community Hall, Sitladevi Complex, D. N. Nagar, Opp. Indian Oil Nagar on Link Road, Andheri (W), Mumbai – 400053, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 ballot box was kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence.
3. The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Bank / Registrars and Transfer Agents of the Bank and the authorisations / proxies lodged with the Bank.
4. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
5. The results of poll is as under:
  - (1) Resolution No. 1 – Adoption of Balance Sheet as at 31<sup>st</sup> March, 2014 and Statement of Profit and Loss Account for the year ended on that date together with the reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 49   | 17,726,484                   | 100.00                                |



(ii) Voted against the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL  | NIL                          | NIL                                   |

(iii) Invalid Votes

| Total number of members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| 2   | 5,002                              |

(2) Resolution No. 2 – Declaration of Dividend on Equity Shares for the financial year 2013 – 2014:

(i) Voted in favour of the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 49   | 17,726,484                   | 100.00                                |

(ii) Voted against the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL  | NIL                          | NIL                                   |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| 2   | 5,002                              |

(3) Resolution No. 3 – Re – appointment of Shri Jagdish Kumar Gupta (DIN No. 1112887) as rotational Director:

(i) Voted in favour of the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 37   | 750,527                      | 100.00                                |



(ii) Voted against the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL  | NIL                          | NIL                                   |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| 2   | 5,002                              |

(6) Resolution No. 6 – Appointment of Mr. P. P. Vora (DIN 00003192) as an Independent Director for 5 consecutive years for a term up to the conclusion of the 20<sup>th</sup> Annual General Meeting of the Company in the Calendar year 2019::

(i) Voted in favour of the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 49   | 17,726,484                   | 100.00                                |

(ii) Voted against the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL  | NIL                          | NIL                                   |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| 2   | 5,002                              |

(7) Resolution No. 7 – Appointment of Mr. Ashwani Kumar (DIN 02863328) as an Independent Director for 5 consecutive years for a term up to the conclusion of the 20<sup>th</sup> Annual General Meeting of the Company in the Calendar year 2019:

(i) Voted in favour of the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 49   | 17,726,484                   | 100.00                                |

(ii) Voted against the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL  | NIL                          | NIL                                   |



(ii) Voted against the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL  | NIL                          | NIL                                   |

(iii) Invalid Votes

| Total number of members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| 14  | 16,980,959                         |

(4) Resolution No. 4 – Re – appointment of M/s. Gupta Saharia & Co., Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration (Registration No. 103446W):

(i) Voted in favour of the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 49   | 17,726,484                   | 100.00                                |

(ii) Voted against the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL  | NIL                          | NIL                                   |

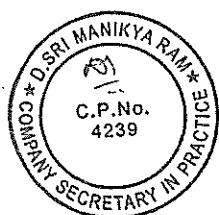
(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| 2   | 5,002                              |

(5) Resolution No. 5 – Appointment of Dr. R. Srinivasan (DIN 00003968) as an Independent Director for 5 consecutive years for a term up to the conclusion of the 20<sup>th</sup> Annual General Meeting of the Company in the Calendar year 2019::

(i) Voted in favour of the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 49   | 17,726,484                   | 100.00                                |





(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| 2   | 5,002                              |

(8) Resolution No. 8 – Appointment of Mr. Ajit Singh Chatha (DIN 02289613) as an Independent Director for 5 consecutive years for a term up to the conclusion of the 20<sup>th</sup> Annual General Meeting of the Company in the Calendar year 2019:

(i) Voted in favour of the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 49   | 17,726,484                   | 100.00                                |

(ii) Voted against the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL  | NIL                          | NIL                                   |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| 2   | 5,002                              |

(9) Resolution No. 9 – Appointment of Mrs. Kusum J Gupta (DIN 3138909) as Director of the Company liable to retire by rotation:

(i) Voted in favour of the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 38   | 750,529                      | 100.00                                |

(ii) Voted against the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL  | NIL                          | NIL                                   |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| 13  | 16,980,957                         |



- (10) Resolution No. 10 – Appointment of Shri. Jagdish Kumar M Gupta (DIN 01112887) as Executive Chairman of the Company for a further period of 5 years:

(i) Voted in favour of the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 38   | 750,529                      | 100.00                                |

(ii) Voted against the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL  | NIL                          | NIL                                   |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| 13  | 16,980,957                         |

- (11) Resolution No. 11 – Appointment of Shri Kamal J Gupta (DIN 00628053) as Managing Director of the Company for a further period of 5 years:

(i) Voted in favour of the resolution:

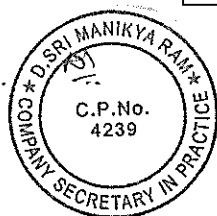
| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 38   | 750,529                      | 100.00                                |

(ii) Voted against the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL  | NIL                          | NIL                                   |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| 13  | 16,980,957                         |



(12) Resolution No. 12 – Appointment of Shri. Nalin J Gupta (DIN 00627832) as Managing Director of the Company for a further period of 5 years:

(i) Voted in favour of the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 38   | 750,529                      | 100.00                                |

(ii) Voted against the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL  | NIL                          | NIL                                   |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| 13  | 16,980,957                         |

(13) Resolution No. 13 – Approval for remuneration of Cost Auditors M/s. Kirit Mehta & Co., for the financial year 2014 – 2015 at a remuneration of Rs.5,00,000 excluding taxes:

(i) Voted in favour of the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 49   | 17,726,484                   | 100.00                                |

(ii) Voted against the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL  | NIL                          | NIL                                   |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| 2   | 5,002                              |



- (14) Resolution No. 14 – Adoption of new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013:

(i) Voted in favour of the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 49   | 17,726,484                   | 100.00                                |

(ii) Voted against the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL  | NIL                          | NIL                                   |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| 2   | 5,002                              |

- (15) Resolution No. 15 – Maintenance of Register of Members and other related books at a place other than the registered office of the Company

(i) Voted in favour of the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 49   | 17,726,484                   | 100.00                                |

(ii) Voted against the resolution:

| Number of Members Voting through Electronic System | Number of votes cast By them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| NIL  | NIL                          | NIL                                   |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total Number of votes cast by them |
|---|------------------------------------|
| 2   | 5,002                              |

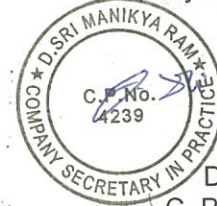


6. A Compact Disc (CD) containing a list of Equity Shareholders who voted "FOR", "AGAINST" and those votes were declared invalid for each resolution is enclosed.
7. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,

Place: Hyderabad  
Date: 18.09.2014

For DSMR & Associates  
Company Secretaries



D S M Ram  
C. P. No. 4239  
Scrutinizer