



# Kiri Industries Limited

*Future Full of Colours.....*

September 26, 2014

To,  
BSE Limited  
1<sup>st</sup> Floor, Rotunda Building,  
B.S. Marg, Fort, Mumbai - 400 001

Dear Sir/Madam,

**Sub: Compliance as per Clause 35A of the Listing Agreement**  
**Ref: Scrip Code - 532967**

With reference to the above, we are enclosing herewith, the details of voting rights exercised in 16<sup>th</sup> Annual General meeting of the members of the Company held on 26<sup>th</sup> September, 2014 at 10.30 a.m. at Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015.

## I. Attendance of members:

Sr. No.	Particulars	Details												
1.	Date of Annual General Meeting	26 <sup>th</sup> September, 2014												
2.	Total No. of shareholders on record date	7443												
3.	No. of shareholders present in the meeting either in person or through proxy:													
	<table border="1"> <thead> <tr> <th>Category</th> <th>Present in Person</th> <th>Present through proxy</th> </tr> </thead> <tbody> <tr> <td>Promoters and Promoter Group</td> <td>3</td> <td>2</td> </tr> <tr> <td>Public</td> <td>44</td> <td>10</td> </tr> <tr> <td><b>Total</b></td> <td><b>47</b></td> <td><b>12</b></td> </tr> </tbody> </table>	Category	Present in Person	Present through proxy	Promoters and Promoter Group	3	2	Public	44	10	<b>Total</b>	<b>47</b>	<b>12</b>	
Category	Present in Person	Present through proxy												
Promoters and Promoter Group	3	2												
Public	44	10												
<b>Total</b>	<b>47</b>	<b>12</b>												
4.	No. of shareholders attended the meeting through Video Conferencing:	Not applicable hence not Arranged												

## II. Details of Voting:

Sr. No.	Details of Agenda	Type of Resolution	Mode of Voting	Remarks
1	To receive, consider and adopt the Audited Balance Sheet as at 31 <sup>st</sup> March, 2014 and the Statement of Profit and Loss for the year ended on that date together with the Report of Directors' and Auditors' thereon.	Ordinary	E-voting and Poll process	Resolution Passed by requisite Majority
2	To appoint a Director in place of Mr. Pravin Kiri, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	E-voting and Poll process	Resolution Passed by requisite Majority
3	To appoint Statutory Auditors and fix their remuneration.	Ordinary	E-voting and Poll process	Resolution Passed by requisite Majority
4	Appointment of Mr. Keyoor Bakshi as an Independent Director for the period of five consecutive years.	Ordinary	E-voting and Poll process	Resolution Passed by requisite Majority
5	Appointment of Mr. Mukesh Desai as an Independent Director for the period of five consecutive years.	Ordinary	E-voting and Poll process	Resolution Passed by requisite Majority
6	To ratify the remuneration of Cost Auditors of the Company for F.Y. 2014-15	Ordinary	E-voting and Poll process	Resolution Passed by requisite Majority
7	Approval of Borrowing Powers of the Company in compliance of the provisions of Section 180 (1)(c) of the Companies Act, 2013.	Special	E-voting and Poll process	Resolution Passed by requisite Majority
8	Approval of Creation/Modification of charge in compliance of the provisions of Section 180 (1)(a) of the Companies Act, 2013.	Special	E-voting and Poll process	Resolution Passed by requisite Majority
9	Approval of issue of Equity Shares through Employee Stock Option Scheme (ESOP).	Special	E-voting and Poll process	Resolution Passed by requisite Majority
10	Approval of issue, offer and allotment of Equity Shares and issue of Equity Shares through Warrants as per SEBI (ICDR) Guidelines, 2009.	Special	E-voting and Poll process	Resolution Passed by requisite Majority

**Corporate Identification Number (CIN) - L24231GJ1998PLC034094**

**DYES**

**INTERMEDIATES**

**CHEMICALS**

Plot No: 299/1/A & B, Phase-II, Nr. Water Tank, GIDC, Vatva, Ahmedabad - 382 445, Gujarat, India.

Phone: +91-79-25894477

Fax: +91-79-25834960

Email: engage@kiriindustries.com Web: www.kiriindustries.com

Plot No: 396/399/403/404, EPC Canal Road, Village: Dudhwada, Tal.: Padra, Dist.: Vadodara - 391450, Gujarat, India.

Phone: +91-2662-273444

Fax: +91-2662-273444

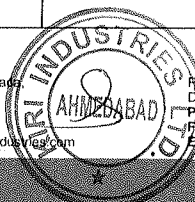
Email: intermediates@kiriindustries.com Web: www.kiriindustries.com

Plot No: 552, 566, 567, 569-71, Village: Dudhwada, Tal.: Padra, Dist.: Vadodara - 391 450 Gujarat, India.

Phone: +91-2662-273724, 25

Fax: +91-2662-273726

Email: intermediates@kiriindustries.com Web: www.kiriindustries.com





**III. Results of e-voting and poll by members:**

The mode of voting by the members for all resolutions was e-voting and by way of taking poll in the AGM of the Company and the poll papers provided to the members and to the proxy holders (other than the members voted through e-voting) who has attended the AGM personally.

We are enclosing herewith is the results of voting in the prescribed format for your perusal.

Thanking you,

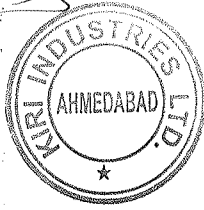
Yours faithfully

**For Kiri Industries Limited**

*Suresh Gondalia*

**Suresh Gondalia  
Company Secretary**

Encl: As stated





**Kiri Industries Limited**

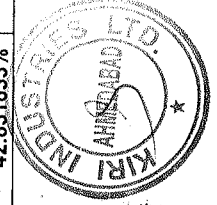
Declaration in accordance with Clause 35A of the Listing Agreement, for the business transacted as per Notice of Annual General Meeting of the Company through e-voting and poll process are furnished below:

Details of voting on ordinary / special resolutions passed as per Notice of 16<sup>th</sup> Annual General Meeting are mentioned herein below:

Resolution No. 1	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes – against	% of Votes in favour votes polled	% of Votes against on votes polled
To receive, consider and adopt the Audited Balance Sheet as at 31 <sup>st</sup> March, 2014 and the Statement of Profit and Loss for the year ended on that date together with the Report of Directors' and Auditors' thereon.	Promoter	4893432	4893432	100.000000%	4893432	0	100.000000%	0.00000000%
	Public Institutional Holders	3100955	1432721	46.202573%	1432721	0	100.000000%	0.00000000%
	Public - others	11005666	1811880	16.463156%	1811879	1	99.999945%	0.0000055%
	Total	19000053	8138033	42.831633%	8138032	1	99.999988%	0.0000120%

Resolution No. 2	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes – against	% of Votes in favour votes polled	% of Votes against on votes polled
To appoint a Director in place of Mr. Pravin Kiri, who retires by rotation and being eligible, offers himself for re-appointment.	Promoter	4893432	4893432	100.000000%	4893432	0	100.000000%	0.000000%
	Public Institutional Holders	3100955	1432721	46.202573%	1432721	0	100.000000%	0.000000%
	Public - others	11005666	1811880	16.463156%	1811779	101	99.994425%	0.005575%
	Total	19000053	8138033	42.831633%	8137932	101	99.998758%	0.001242%

Resolution No. 3	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes – against	% of Votes in favour votes polled	% of Votes against on votes polled
To appoint Statutory Auditors and fix their remuneration.	Promoter	4893432	4893432	100.000000%	4893432	0	100.000000%	0.000000%
	Public Institutional Holders	3100955	1432721	46.202573%	1432721	0	100.000000%	0.000000%
	Public - others	11005666	1811880	16.463156%	1811879	1	99.999945%	0.0000055%
	Total	19000053	8138033	42.831633%	8138032	1	99.999988%	0.0000120%





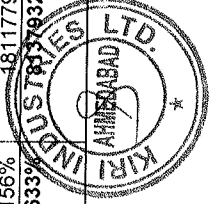
**Kiri Industries Limited**

Resolution No. 4	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes - against	% of Votes in favour votes polled	% of Votes against on votes polled
Appointment of Mr. Keyoor Bakshi as an Independent Director for the period of five consecutive years.	Promoter	4893432	4893432	100.000000%	4893432	0	100.000000%	0.000000%
	Public Institutional Holders	3100955	1432721	46.202573%	1432721	0	100.000000%	0.000000%
	Public - others	11005666	1811880	16.463156%	1811779	101	99.994425%	0.005575%
	Total	19000053	8138033	42.831633%	8137932	101	99.998758%	0.001242%

Resolution No. 5	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes - against	% of Votes in favour votes polled	% of Votes against on votes polled
Appointment of Mr. Mukesh Desai as an Independent Director for the period of five consecutive years.	Promoter	4893432	4893432	100.000000%	4893432	0	100.000000%	0.000000%
	Public Institutional Holders	3100955	1432721	46.202573%	1432721	0	100.000000%	0.000000%
	Public - others	11005666	1811880	16.463156%	1811779	101	99.994425%	0.005575%
	Total	19000053	8138033	42.831633%	8137932	101	99.998758%	0.001242%

Resolution No. 6	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes - against	% of Votes in favour votes polled	% of Votes against on votes polled
To ratify the remuneration of Cost Auditors of the Company for F.Y. 2014-15.	Promoter	4893432	4893432	100.000000%	4893432	0	100.000000%	0.000000%
	Public Institutional Holders	3100955	1432721	46.202573%	1432721	0	100.000000%	0.000000%
	Public - others	11005666	1811880	16.463156%	1811879	1	99.999945%	0.000055%
	Total	19000053	8138033	42.831633%	8138032	1	99.999988%	0.0000120%

Resolution No. 7	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes - against	% of Votes in favour votes polled	% of Votes against on votes polled
Approval of Borrowing Powers of the Company in compliance of the provisions of Section 180 (1)(c) of the Companies Act, 2013.	Promoter	4893432	4893432	100.000000%	4893432	0	100.000000%	0.000000%
	Public Institutional Holders	3100955	1432721	46.202573%	1432721	0	100.000000%	0.000000%
	Public - others	11005666	1811880	16.463156%	1811779	101	99.994425%	0.005575%
	Total	19000053	8138033	42.831633%	8137932	101	99.998758%	0.001242%





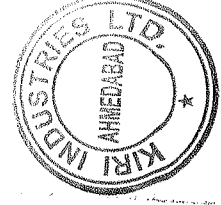
**Kiri Industries Limited**

Resolution No. 8	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes – against	% of Votes in favour votes polled	% of Votes against on votes polled
Approval of Creation/Modification of charge in compliance of the provisions of Section 180 (1)(a) of the Companies Act, 2013.	Promoter	4893432	4893432	100.000000%	4893432	0	100.000000%	0.000000%
	Public Holders	3100955	1432721	46.202573%	1432721	0	100.000000%	0.000000%
	Public - others	11005666	1811880	16.463156%	1811779	101	99.994425%	0.005575%
	Total	19000053	8138033	42.831633%	8137932	101	99.998758%	0.001242%

Resolution No. 9	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes – against	% of Votes in favour votes polled	% of Votes against on votes polled
Approval of issue of Equity Shares through Employee Stock Option Scheme (ESOP).	Promoter	4893432	4893432	100.000000%	4893432	0	100.000000%	0.000000%
	Public Holders	3100955	1432721	46.202573%	0	1432721	0.000000%	100.000000%
	Public - others	11005666	1811880	16.463156%	1811879	1	99.999945%	0.000055%
	Total	19000053	8138033	42.831633%	6705311	1432722	82.394739%	17.605261%

Resolution No. 10	Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favour	No. of Votes – against	% of Votes in favour votes polled	% of Votes against on votes polled
Approval of issue, offer and allotment of Equity Shares and issue of Equity Shares through Warrants as per SEBI (ICDR) Guidelines, 2009.	Promoter	4893432	4893432	100.000000%	4893432	0	100.000000%	0.000000%
	Public Holders	3100955	1432721	46.202573%	0	1432721	0.000000%	100.000000%
	Public - others	11005666	1811880	16.463156%	1811879	1	99.999945%	0.000055%
	Total	19000053	8138033	42.831633%	6705311	1432722	82.394739%	17.605261%

**Place: Ahmedabad  
Date: 26.09.2014**



**For Kiri Industries Limited**  
*Suresh Gondalia*  
**Suresh Gondalia**  
Company Secretary



## Scrutinizers' Report

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

To

**The Chairman of**

16<sup>th</sup> Annual General Meeting of the Equity Shareholders of Kiri Industries Limited, to be held on Friday, 26<sup>th</sup> September, 2014 at 10.30 a.m. at AMA, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380015.

**Dear Sir,**

I, Rajesh C. Tarpara, proprietor of R.C. Tarpara & Associates, Company Secretaries, Ahmedabad, have been appointed as Scrutinizer of Kiri Industries Limited, ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution(s), at the 16<sup>th</sup> Annual General Meeting of the Equity Shareholders of Kiri Industries Limited, to be held on Friday, 26<sup>th</sup> September, 2014 at 10.30 a.m. at AMA, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380015.

I submit my report as under:

1. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the Notice of 16<sup>th</sup> Annual General Meeting (AGM) of the Company. My responsibility as the scrutinizer for the e-voting process is restricted to make a scrutinizer report of the votes cast in favour / against the resolutions stated above, based on the reports generated from e-voting system provided by the Central Depository Services (India) Limited, the authorized agency engaged by the company to provide e-voting facilities.
2. The e-voting period remained open from 18<sup>th</sup> September, 2014 9.00 a.m. to 20<sup>th</sup> September, 2014, 6.00 p.m.
3. The shareholders holding shares as on the "cut off" date i.e. 22<sup>nd</sup> August, 2014 were entitled to vote on the proposed resolutions (items No. 1 to 10 as set out in the Notice of the 16<sup>th</sup> AGM of the Company).

4. Accordingly the electronic votes cast were taken into account and at the end of this voting period, on 20<sup>th</sup> September, 2014 ( at 6.00 p.m.), the e-voting portal was blocked for voting by CDSL.
5. The votes were unblocked on 21<sup>st</sup> September, 2014, around 11.55 a.m. in the presence of two witnesses **1. Ms. Vaishali L. Shah** and **2. Rajesh K. Parmar** who are not in the employment of the Company . They have signed below in confirmation of the votes being unblocked in their presence.

V. L. Shah  
Name: **V. L. SHAH**

Rajesh K. Parmar  
Name: **RAJESH K. PARMAR**

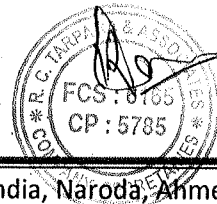
6. The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, Folio No. or Client ID of the shareholders, No. of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.
7. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e voting website of Central Depository Service (India) Limited (<https://www.evotingindia.com/>):
8. Based on such reports, the results of the e-voting are as under:

**(a) Resolution No. 1:**

**Ordinary Resolution for adoption of Annual Accounts of the Company as on - 31st March, 2014:**

	Number of members voted through electronic system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
Voted in favour of the resolution:	22	3021192	99.999 %
Voted against the resolution:	1	1	0.000 %
<b>Total</b>	<b>23</b>	<b>3021193</b>	<b>100.000 %</b>
No of members Votes for Abstain	Nil	Nil	Nil

**(b) Resolution No. 2:**



New Address : Shop-5, J.P. Complex, Opp: Bank of India, Naroda, Ahmedabad – 382330

**Ordinary Resolution for re-appointment of Mr.Pravin Kiri, as a director, who retires by rotation,**

	Number of members voted through electronic system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
Voted in favour of the resolution:	21	3021192	99.996 %
Voted against the resolution:	2	101	0.004 %
<b>Total</b>	<b>23</b>	<b>3021193</b>	<b>100.000 %</b>
No of members Votes for Abstain	Nil	Nil	Nil

**(c) Resolution No. 3:**

**Ordinary Resolution for appointment of M/s. V. D. Shukla & Co., Chartered Accountants, as auditors of the company and fix their remuneration,**

	Number of members voted through electronic system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
Voted in favour of the resolution:	22	3021192	99.999 %
Voted against the resolution:	1	1	0.000 %
<b>Total</b>	<b>23</b>	<b>3021193</b>	<b>100.000 %</b>
No of members Votes for Abstain	Nil	Nil	Nil

**(d) Resolution No. 4:**

**Ordinary Resolution for appointment of Mr. Keyoor Bakshi, as an Independent Director of the Company,**

	Number of members voted through electronic system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
Voted in favour of the resolution:	21	3021192	99.996 %
Voted against the resolution:	2	101	0.004 %
<b>Total</b>	<b>23</b>	<b>3021193</b>	<b>100.000 %</b>
No of members Votes for Abstain	Nil	Nil	Nil



**(e) Resolution No. 5:**

**Ordinary Resolution for appointment of Mr. Mukesh Desai, as an Independent Director of the Company,**

	Number of members voted through electronic system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
Voted in favour of the resolution:	21	3021192	99.996 %
Voted against the resolution:	2	101	0.004 %
<b>Total</b>	<b>23</b>	<b>3021193</b>	<b>100.000 %</b>
No of members Votes for Abstain	Nil	Nil	Nil

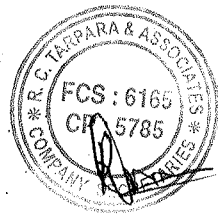
**(f) Resolution No. 6:**

**Ordinary Resolution for ratification of remuneration paid to of M/s. V.H. Savaliya & Associates, Cost Accountants for cost audit,**

	Number of members voted through electronic system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
Voted in favour of the resolution:	22	3021192	99.999 %
Voted against the resolution:	1	1	0.000 %
<b>Total</b>	<b>23</b>	<b>3021193</b>	<b>100.000 %</b>
No of members Votes for Abstain	Nil	Nil	Nil

**(g) Resolution No. 7:**

**Special Resolution for borrowing of monies in excess of paid up capital and free reserves,**



	Number of members voted through electronic system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
Voted in favour of the resolution:	21	3021192	99.996 %
Voted against the resolution:	2	101	0.004 %
<b>Total</b>	<b><u>23</u></b>	<b><u>3021193</u></b>	<b><u>100.000 %</u></b>
No of members Votes for Abstain	Nil	Nil	Nil

**(h) Resolution No. 8:**

**Special Resolution for creation or modification of mortgage and / or charge on the immovable and movable properties of the company in favour of the lenders to secure the financial assistance,**

	Number of members voted through electronic system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
Voted in favour of the resolution:	21	3021192	99.996 %
Voted against the resolution:	2	101	0.004 %
<b>Total</b>	<b><u>23</u></b>	<b><u>3021193</u></b>	<b><u>100.000 %</u></b>
No of members Votes for Abstain	Nil	Nil	Nil

**(i) Resolution No. 9:**

**Special Resolution for framing ESOP-2014 and to create, issue, allot securities there under, under section 62 of the Companies Act, 2013,**

	Number of members voted through electronic system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
Voted in favour of the resolution:	18	1588471	52.578%
Voted against the resolution:	5	1432722	47.422%
<b>Total</b>	<b><u>23</u></b>	<b><u>3021193</u></b>	<b><u>100.000 %</u></b>
No of members Votes for Abstain	Nil	Nil	Nil

**(j) Resolution No. 10:**

**Special Resolution to create, issue, allot securities on preferential basis under section 62 of the Companies Act, 2013,**


	Number of members voted through electronic system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
Voted in favour of the resolution:	18	1588471	52.578%
Voted against the resolution:	5	1432722	47.422%
<b>Total</b>	<b>23</b>	<b>3021193</b>	<b>100.000 %</b>
No of members Votes for Abstain	Nil	Nil	Nil

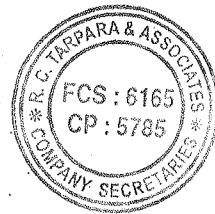
9. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary of the company for safe keeping.

Thanking you,

Yours faithfully,

For R.C.Tarpara and Associates  
Company Secretaries

  
Rajesh Tarpara  
Proprietor  
COP: 5785  
Membership: 6165



Place: Ahmedabad  
Dated: 21.09.2014

**FORM No. MGT-13**  
**Report of Scrutinizer**

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

To

**The Chairman of**

16<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
Kiri Industries Limited, to be held on Friday, 26<sup>th</sup> September, 2014 at 10.30 a.m. at AMA,  
ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380015.

Dear Sir,

I, Rajesh C. Tarpara, Proprietor of M/s R.C. Tarpara & Associates, Company Secretaries, having office at Ahmedabad, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 16<sup>th</sup> Annual General Meeting of the Equity Shareholders of Kiri Industries Limited, to be held on Friday, 26<sup>th</sup> September, 2014 at 10.30 a.m. at AMA, ATIRA Campus, Dr. Vikram Sarabhai Marg, Ahmedabad – 380015.,

I submit my report as under:

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

**(a) Resolution No. 1:**

**Ordinary Resolution for adoption of Annual Accounts of the Company as on –  
31<sup>st</sup> March, 2014:**

(I) Voted in favour of the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
39	5116840	100%



(II) Voted against the resolution:

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

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
4	12,476

**(b) Resolution No. 2:**

**Ordinary Resolution for re-appointment of Mr. Pravin Kiri, as a director, who retires by rotation,**

(I) Voted in favour of the resolution :

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
39	5116840	100%

(II) Voted against the resolution:

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

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
4	12,476



**(c) Resolution No. 3:**

**Ordinary Resolution for appointment of M/s. V. D. Shukla & Co., Chartered Accountants, as auditors of the company and fix their remuneration,**

(I) Voted in favour of the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
39	5116840	100%

(II) Voted against the resolution:

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

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
4	12,476

**(d) Resolution No. 4:**

**Ordinary Resolution for appointment of Mr. Keyoor Bakshi, as an Independent Director of the Company,**

(I) Voted in favour of resolution:

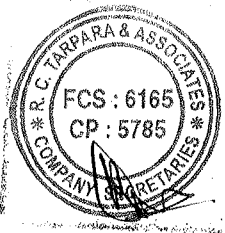
Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
39	5116840	100%

(II) Voted against the resolution:

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

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
4	12,476



**(e) Resolution No. 5:**

**Ordinary Resolution for appointment of Mr. Mukesh Desai, as an Independent Director of the Company,**

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
39	5116840	100%

(II) Voted against the resolution:

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

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
4	12,476

**(f) Resolution No. 6:**

**Ordinary Resolution for ratification of remuneration paid to of M/s. V.H. Savaliya & Associates, Cost Accountants for cost audit,**

(I) Voted in favour of resolution:

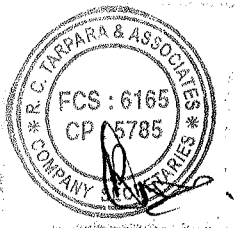
Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
39	5116840	100%

(II) Voted against the resolution:

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

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
4	12,476



**(g) Resolution No. 7:**

**Special Resolution for borrowing of monies in excess of paid up capital and free reserves,**

**(I) Voted in favour of resolution:**

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
39	5116840	100%

**(II) Voted against the resolution:**

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

**(III) Invalid Votes**

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
4	12,476

**(h) Resolution No. 8:**

**Special Resolution for creation or modification of mortgage and / or charge on the immovable and movable properties of the company in favour of the lenders to secure the financial assistance,**

**(I) Voted in favour of resolution:**

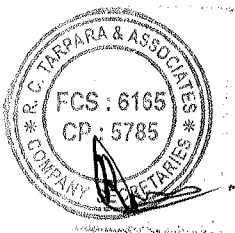
Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
39	5116840	100%

**(II) Voted against the resolution:**

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

**(III) Invalid Votes**

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
4	12,476





**(i) Resolution No. 9:**

**Special Resolution for framing ESOP-2014 and to create, issue, allot securities there under, under section 62 of the Companies Act, 2013,**

(I) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
39	5116840	100%

(II) Voted against the resolution:

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

(III) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
4	12,476

**(j) Resolution No. 10:**

**Special Resolution to create, issue, allot securities on preferential basis under section 62 of the Companies Act, 2013,**

(I) Voted in favour of resolution:

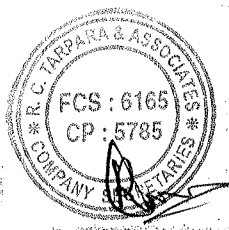
Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
39	5116840	100%

(II) Voted against the resolution:

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

(III) Invalid Votes

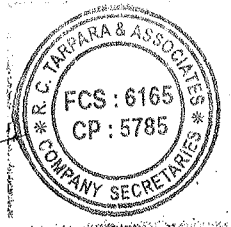
Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
4	12,476



5. A list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorize by the Board for safe keeping.

Thanking you,

Yours faithfully,



**Rajesh C. Tarpara**  
**Proprietor**  
**R.C. Tarpara and Associates**  
**Company Secretaries**  
**COP: 5785**  
**Membership: 6165**  
**Place: Ahmedabad**  
**Dated: 26.09.2014**