

**Details of voting**

Date of the AGM/EGM: September 4, 2014

Total number of shareholders on record date: 3,898

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group: 16

Public: 4

No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group: None

Public: N.A

**Mode of voting of all the resolutions was e-voting and poll conducted in AGM**

**Detail of the Agenda:**

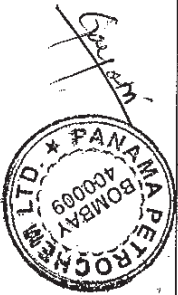


Agenda 1. Adoption of Audited financial statement of Accounts for FY 2013-14 ( ordinary resolution )

Promoter/Public	#No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	38,05,592	3,475,881	91.34	34,57,881	0	100	0
Public - Institutional holders	14,100	0	0	N.A	0	0	0
Public-Others	17,88,776	3,24,775	18.15	324775	0	100	0
Total	56,08,468	38,00,656	67.77	38,00,656	0	100	0

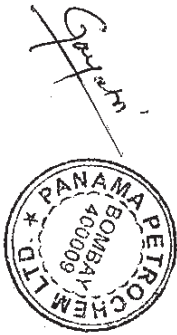
Agenda 2. Declare dividend on equity shares. ( ordinary resolution )

Promoter/Public	#No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	38,05,592	34,75,881	91.34	34,57,881	0	100	0
Public - Institutional holders	14,100	0	0	N.A	0	0	0
Public-Others	17,88,776	3,24,775	18.15	3,24,775	0	100	0
Total	56,08,468	38,00,656	67.77	38,00,656	0	100	0



Agenda 3. Reappointment of Mr. Amritlal E. Rayani who retires by rotation . ( ordinary resolution )

Promoter/Public	#No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	38,05,592	34,75,881	91.34	34,57,881	0	100	0
Public - Institutional holders	14,100	0	0	N.A	0	0	0
Public-Others	17,88,776	3,24,775	18.15	3,24,775	0	100	0
Total	56,08,468	38,00,656	67.77	38,00,656	0	100	0



Agenda 4: Appoint Auditors and fix their remuneration. ( ordinary resolution )

Promoter/Public	#No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	38,05,592	34,75,881	91.34	34,57,881	0	100	0
Public - Institutional holders	14,100	0	0	N.A	0	0	0
Public-Others	17,88,776	3,24,775	18.15	3,24,775	0	100	0
Total	56,08,468	38,00,656	67.77	38,00,656	0	100	0

Agenda 5: Appointment of Mr. Amralli E. Rayani as Whole-time Director( special resolution )

Promoter/Public	#No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	38,05,592	34,75,881	91.34	34,57,881	0	100	0
Public - Institutional holders	14,100	0	0	N.A	0	0	0
Public-Others	17,88,776	3,24,775	18.15	3,24,775	0	100	0
Total	56,08,468	38,00,656	67.77	38,00,656	0	100	0

*Guarantee*

Agenda 6: Appointment of Mr. Amin A. Rayani as Managing Director & Chief Executive officer. ( ordinary resolution )

Promoter/Public	#No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	38,05,592	34,75,881	91.34	34,57,881	0	100	0
Public - Institutional holders	14,100	0	0	N.A	0	0	0
Public-Others	17,88,776	3,24,775	18.15	3,24,775	0	100	0
Total	56,08,468	38,00,656	67.77	38,00,656	0	100	0

Agenda 7: Appointment of Mr. Samir A. Rayani as Whole-time Director. ( ordinary resolution )

Promoter/Public	#No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	38,05,592	34,75,881	91.34	34,57,881	0	100	0
Public - Institutional holders	14,100	0	0	N.A	0	0	0
Public-Others	17,88,776	3,24,775	18.15	3,24,775	0	100	0
Total	56,08,468	38,00,656	67.77	38,00,656	0	100	0

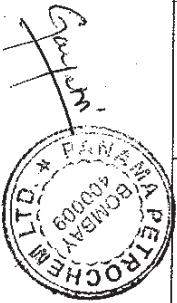


Agenda 8: Appointment of Ms. Vaishali Dholakia as an Independent Director. ( ordinary resolution )

Promoter/Public	#No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - in against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	38,05,592	34,75,881	91.34	0	34,57,881	0	100
Public - Institutional holders	14,100	0	0	0	N.A	0	0
Public-Others	17,88,776	3,24,775	18.15	0	3,24,775	0	100
Total	56,08,468	38,00,656	67.77	0	38,00,656	0	100

Agenda 9: Appointment of Mr. Mukesh Mehta as an Independent Director. ( ordinary resolution )

Promoter/Public	#No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - in against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	38,05,592	34,75,881	91.34	34,57,881	0	100	0
Public - Institutional holders	14,100	0	0	N.A	0	0	0
Public-Others	17,88,776	3,24,775	18.15	3,24,775	0	100	0
Total	56,08,468	38,00,656	67.77	38,00,656	0	100	0

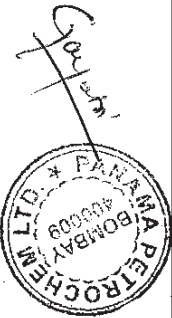


Agenda 10: Appointment of Mr. Dilip S. Phatarphekar as an Independent Director. ( ordinary resolution )

Promoter/Public	#No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	38,05,592	34,75,881	91.34	34,57,881	0	100	0
Public - Institutional holders	14,100	0	0	N.A	0	0	0
Public-Others	17,88,776	3,24,775	18.15	3,24,775	0	100	0
Total	56,08,468	38,00,656	67.77	38,00,656	0	100	0

Agenda 11: Appointment of Mr. Madan Mohan Jain as an Independent Director. ( ordinary resolution )

Promoter/Public	#No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	38,05,592	34,75,881	91.34	34,57,881	0	100	0
Public - Institutional holders	14,100	0	0	N.A	0	0	0
Public-Others	17,88,776	3,24,775	18.15	3,24,775	0	100	0
Total	56,08,468	38,00,656	67.77	38,00,656	0	100	0

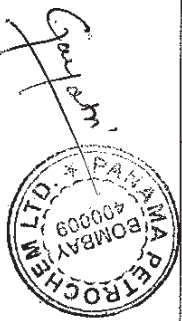


Agenda 12: Approval of Remuneration of the Cost Auditors. ( ordinary resolution )

Promoter/Public	#No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	38,05,592	34,75,881	91.34	34,57,881	0	100	0
Public - Institutional holders	14,100	0	0	N.A	0	0	0
Public-Others	17,88,776	3,24,775	18.15	3,24,775	0	100	0
Total	56,08,468	38,00,656	67.77	38,00,656	0	100	0

Agenda 13: Approval of borrowing limits of the Company. ( special resolution )

Promoter/Public	#No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	38,05,592	34,75,881	91.34	34,57,881	0	100	0
Public - Institutional holders	14,100	0	0	N.A	0	0	0
Public-Others	17,88,776	3,24,775	18.15	3,24,775	0	100	0
Total	56,08,468	38,00,656	67.77	38,00,656	0	100	0



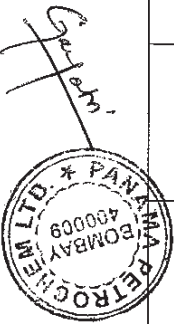


Agenda 14: Creation of Charge on the assets of the Company. ( special resolution )

Promoter/Public	# No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	38,05,592	34,75,881	91.34	34,57,881	0	100	0
Public - Institutional holders	14,100	0	0	N.A	0	0	0
Public-Others	17,88,776	3,24,775	18.15	3,24,775	0	100	0
Total	56,08,468	38,00,656	67.77	38,00,656	0	100	0

Agenda 15: Approval of Sub Division of Shares. ( ordinary resolution )

Promoter/Public	# No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	38,05,592	34,75,881	91.34	34,57,881	0	100	0
Public - Institutional holders	14,100	0	0	N.A	0	0	0
Public-Others	17,88,776	3,24,775	18.15	3,24,775	0	100	0
Total	56,08,468	38,00,656	67.77	38,00,656	0	100	0



Agenda 16: Alteration in Memorandum of Association. ( ordinary resolution )

Promoter/Public	#No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	38,05,592	34,75,881	91.34	34,57,881	0	100	0
Public - Institutional holders	14,100	0	0	N.A	0	0	0
Public-Others	17,88,776	3,24,775	18.15	3,24,775	0	100	0
Total	56,08,468	38,00,656	67.77	38,00,656	0	100	0

Agenda 17: Adoption of new Articles of Association. ( special resolution )

Promoter/Public	#No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	38,05,592	34,75,881	91.34	34,57,881	0	100	0
Public - Institutional holders	14,100	0	0	N.A	0	0	0
Public-Others	17,88,776	3,24,775	18.15	3,24,775	0	100	0
Total	56,08,468	38,00,656	67.77	38,00,656	0	100	0

# Excludes the underlying equity shares issued against FRRS on which no voting rights are exercisable.

