

# ***K.Z. LEASING & FINANCE LTD.***

REGD. OFFICE : DESHNA CHAMBERS, B/H. KADVA PATIDAR VADI, USMANPURA,  
ASHRAM ROAD, AHMEDABAD-380014.(GUJARAT) PHONE : 079-27543200  
CIN L 65910 GJ 1986 PLC 008864

30<sup>th</sup> September, 2015

To,  
The Deputy Manager  
Department of Corporate Services  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Tower, Dalal Street,  
Mumbai – 400 001

Company Code No. 511728

Sub. : OUTCOME OF THE AGM HELD ON 30/09/2015.

- (i) Approval/Adoption of the Annual Accounts, Cash Flow Statement, Directors' Report and Auditors' Report of the Company for the financial year 2014-2015, ended on 31<sup>st</sup> March, 2015.
- (ii) Appointment of Mrs. Chaitali Bharatbhai Patel as a Director, who retires by rotation and being eligible, offers herself for reappointment.
- (iii) Re-appointment of Statutory auditor M/s. J. M. Patel & Brothers, Chartered Accountants, Ahmedabad for the financial year 2015-16 and upto the Conclusion of 33<sup>rd</sup> Annual General Meeting.
- (iv) To authorize Board of Directors for borrowing limit upto Rs. 100 Crore.
- (v) To authorize Board of Directors to create charge, pledge, mortgage and/or hypothecation on the property of the Company upto Rs. 100 Crore.
- (vi) To approve transaction(s) with related party(ies).

Dear Sir(s),

At the Annual General Meeting (AGM) of the Members / Shareholders of the Company held today i.e. on 30/09/2015 at 11:00 a.m., members have approved and passed, among others, the following resolutions:

- (i) Approval/Adoption of the Annual Accounts, Cash Flow Statement, Directors' Report and Auditors' Report of the Company for the financial year 2014-2015, ended on 31<sup>st</sup> March, 2015, were approved and adopted.

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- (ii) Appointment of Mrs. Chaitali Bharatbhai Patel as a Director, who retires by rotation and being eligible, offers herself for reappointment.
- (iii) Re-appointment of Statutory auditor M/s. J. M. Patel & Brothers, Chartered Accountants, Ahmedabad for the financial year 2015-16 and upto the Conclusion of 33<sup>rd</sup> Annual General Meeting.
- (iv) Authority was given to the Board of Directors for borrowing limit upto Rs. 100 Crore.
- (v) Authority was given to the Board of Directors for creation of charge, pledge, mortgage and/or hypothecation on the Company's property upto Rs. 100 Crore.
- (vi) To approve transaction(s) with related party(ies).

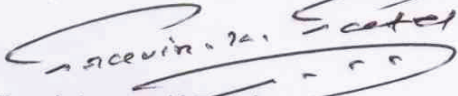
We have earlier sent to your Stock Exchange, six copies of Annual Report together with six copies of notices of the Annual General Meeting. All the resolutions proposed in the notice of the AGM have been passed by the members without any modification, in the AGM held today.

Kindly take this on your record, acknowledge the receipt & oblige.

Thanking you.

Yours faithfully,

FOR, K Z LEASING AND FINANCE LIMITED

  
Pravinkumar K. Patel  
Chairman and Managing Director  
DIN: 00841628



# **K.Z. LEASING & FINANCE LTD.**

REGD. OFFICE : DESHNA CHAMBERS, B/H. KADVA PATIDAR VADI, USMANPURA,  
ASHRAM ROAD, AHMEDABAD-380014.(GUJARAT) PHONE : 079-27543200  
CIN L 65910 GJ 1986 PLC 008864

## **DETAILS REGARDING THE VOTING RESULT**

<b>SR. NO.</b>	<b>PARTICULARS</b>	<b>DETAILS</b>
1	Date of AGM	30 <sup>th</sup> September, 2015
2	Record date (i.e. cut-off date)	23 <sup>rd</sup> September, 2015
3	Total number of shareholders as on Record Date	4232
4	No. of shareholders present in meeting either in person or through proxy:	
	Promoter and Promoter group:	9
	Public	13
5	No. of members voted through e-voting	1
6	No. of Shareholders attended meeting through video conferencing	Not arranged



A handwritten signature in black ink, appearing to read "Pravinbhai K Patel".

**PRAVINBHAI K PATEL**  
**CHAIRMAN AND MANAGING DIRECTOR**  
**DIN: 00841628**



# K.Z. LEASING & FINANCE LTD.

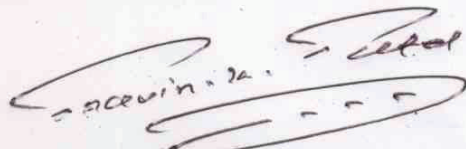
REGD. OFFICE : DESHNA CHAMBERS, B/H. KADVA PATIDAR VADI, USMANPURA,  
ASHRAM ROAD, AHMEDABAD-380014.(GUJARAT) PHONE : 079-27543200  
CIN L 65910 GJ 1986 PLC 008864

## AGENDA WISE VOTING BY MEMBERS

Item No.	Details of Agenda	Resolution (Special/ Ordinary)	Mode of voting(Show of hands/poll/ E voting)	Remarks
1.	Approval/Adoption of the Annual Accounts, Cash Flow Statement, Directors' Report and Auditors' Report of the Company for the financial year 2014-2015, ended on 31 <sup>st</sup> March, 2015.	Ordinary	Poll through ballot papers at Meeting	Passed with requisite majority
2.	Appointment of Smt. Chaitali B. Patel as a Director, who retires by rotation and being eligible, offers himself for reappointment.	Ordinary	Poll through ballot papers at Meeting	Passed with requisite majority
3.	Re-appointment of Statutory auditor M/s. J. M. Patel & Brothers, Chartered Accountants, Ahmedabad for the financial year 2015-16 and upto the Conclusion of 33 <sup>rd</sup> Annual General Meeting.	Ordinary	Poll through ballot papers at Meeting	Passed with requisite majority
4.	To authorize Board of Directors for borrowing limit upto Rs. 100 Crore.	Special	Poll through ballot papers at Meeting	Passed with requisite majority
5.	To authorize Board of Directors to create charge, pledge, mortgage and/or hypothecation on the property of the Company upto Rs. 100 Crore.	Special	Poll through ballot papers at Meeting	Passed with requisite majority
6.	To approve transaction(s) with related party(ies).	Special	Poll through ballot papers at Meeting	Passed with requisite majority

**Note:** Details of voting is attached herewith.



  
PRAVINBHAI K PATEL  
CHAIRMAN AND MANAGING DIRECTOR  
DIN: 00841628





**Details of Agenda and Voting Results:**

**Item No. 1:** To receive, consider and adopt the Audited Statement of Profit and Loss Account ended on 31<sup>st</sup> March, 2015 and the Balance Sheet as at that date together with the Cash Flow Statement, the report of Board of Directors and the Auditors' Report thereon.

Resolution required: Ordinary

Mode of Voting: E-voting/Physical Ballot

Details of E-voting & Physical:

Promoter/Public	Nos. of shares held	No of votes polled	% of Votes polled on outstanding shares	Nos. of votes in favour	No of Votes against	% of Votes in favour on Votes polled	% of votes against on voted polled
Promoter	694851	694851	100	694851	NIL	100%	NIL
Public	2346349	458635	19.55	458635	NIL	100%	NIL
<b>Total</b>	<b>3041200</b>	<b>1153486</b>	<b>37.93</b>	<b>1153486</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>

**Item No. 2:** To appoint a director in place of Mrs. Chaitali B. Patel (holding DIN 06957559), Director who retires by rotation and being eligible, offers herself for reappointment:

Resolution required: Ordinary

Mode of Voting: E-voting/Physical Ballot

Details of E-voting & Physical:

Promoter/Public	Nos. of shares held	No of votes polled	% of Votes polled on outstanding shares	Nos. of votes in favour	No of Votes against	% of Votes in favour on Votes polled	% of votes against on voted polled
Promoter	694851	431851	62.15	431851	NIL	100%	NIL
Public	2346349	453635	19.33	453635	NIL	100%	NIL
<b>Total</b>	<b>3041200</b>	<b>885486</b>	<b>29.12</b>	<b>885486</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>

**Item No. 3:**  
**Appointment of M/s. J. M. Patel & Brothers as a Statutory Auditor of the Company**

"RESOLVED that subject to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, M/s. J.M. Patel & Brothers, Chartered Accountants (ICAI Registration No.107707W), the retiring auditors, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of 29<sup>st</sup> Annual General meeting up to the conclusion of the 33<sup>rd</sup> Annual General Meeting of the Company to audit the accounts of the Company for the financial year ending 31<sup>st</sup> March, 2015, or any extension thereof at such remuneration as may be mutually agreed upon between the Board of Directors and the auditors, plus out of pocket and travelling expenses."

Resolution required: Ordinary

Mode of Voting: E-voting/Physical Ballot

Details of E-voting & Physical:

Promoter/Public	Nos. of shares held	No of votes polled	% of Votes polled on outstanding shares	Nos. of votes in favour	No of Votes against	% of Votes in favour on Votes polled	% of votes against on voted polled
Promoter	694851	694851	100	694851	NIL	100%	NIL
Public	2346349	458635	19.55	458635	NIL	100%	NIL
<b>Total</b>	<b>3041200</b>	<b>1153486</b>	<b>37.93</b>	<b>1153486</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>

**Item No. 4: To authorize Board of Directors for borrowing limit upto Rs. 100 Crore:**

"RESOLVED that in supersession of the resolution passed under section 293(1)(d) of the Companies Act, 1956 and pursuant to section 180(1)(c) and other applicable provision(s), if any, of the Companies Act, 2013 as amended from time to time, the consent of the Company be is hereby accorded to the Board of the Directors of the Company (hereinafter referred to as the "Board" which terms shall include any Committee thereof for the time being exercising the power conferred Board by this Resolution) for Borrowing from time to time, any sum or sum of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from company's bankers in the ordinary course of the business), may exceed the aggregate of the paid-up capital of the Company and its free reserve, that is to say, reserve not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceeding the limit of Rs. 100 Crore."

"RESOLVED FURTHER that the Board be and is authorised and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, securities or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writing as may be required."





Resolution required: Special  
 Mode of Voting: E-voting/Physical Ballot  
 Details of E-voting & Physical:

Promoter/Public	Nos. of shares held	No of votes polled	% of Votes polled on outstanding shares	Nos. of votes in favour	No of Votes against	% of Votes in favour on Votes polled	% of votes against on voted polled
Promoter	694851	694851	100	694851	NIL	100%	NIL
Public	2346349	458635	19.55	458635	NIL	100%	NIL
<b>Total</b>	<b>3041200</b>	<b>1153486</b>	<b>37.93</b>	<b>1153486</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>

**Item No. 5: To authorize Board of Directors to create charge, mortgage, pledge or hypothecation on assets of the Company upto Rs. 100 Crore:**

**“RESOLVED** that in supersession of the resolution passed under section 293(1)(d) of the Companies Act, 1956 and pursuant to section 180(1)(c) and other applicable provision(s), if any, of the Companies Act, 2013 as amended from time to time, the consent of the Company be is hereby accorded to the Board of the Directors of the Company (hereinafter referred to as the “Board” which terms shall include any Committee thereof for the time being exercising the power conferred Board by this Resolution) for Borrowing from time to time, any sum or sum of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from company’s bankers in the ordinary course of the business), may exceed the aggregate of the paid-up capital of the Company and its free reserve, that is to say, reserve not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceeding the limit of Rs. 100 Crore.”

**“RESOLVED FURTHER** that the Board be and is authorised and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, securities or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writing as may be required.”

Resolution required: Special  
 Mode of Voting: E-voting/Physical Ballot  
 Details of E-voting & Physical:

Promoter/Public	Nos. of shares held	No of votes polled	% of Votes polled on outstanding shares	Nos. of votes in favour	No of Votes against	% of Votes in favour on Votes polled	% of votes against on voted polled
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Promoter	694851	694851	100	694851	NIL	100%	NIL
Public	2346349	458635	19.55	458635	NIL	100%	NIL
<b>Total</b>	<b>3041200</b>	<b>1153486</b>	<b>37.93</b>	<b>1153486</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>

**Item No. 6: To approve transaction with related parties:**

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to Board of Directors to enter into any contract or arrangements with related parties namely, A.K. Patel & Co., J.K. Patel & Co., A. Patel & Co. and H. K. Patel & Co. as well as with Key Managerial Personnel and their relatives as mentioned in AOC-2 with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing or property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate Company or reimbursement of any transaction or any other transaction of whatever nature with related parties up to Rs. 25 Crore p.a. for each type of transaction.

**"RESOLVED FURTHER THAT** the board of directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution."

Resolution required: Special

Mode of Voting: E-voting/Physical Ballot

Details of E-voting & Physical:

Promoter/Public	Nos. of shares held	No of votes polled	% of Votes polled on outstanding shares	Nos. of votes in favour	No of Votes against	% of Votes in favour on Votes polled	% of votes against on voted polled
Promoter	694851	243600	35.06	243600	NIL	100%	NIL
Public	2346349	458635	19.55	458635	NIL	100%	NIL
<b>Total</b>	<b>3041200</b>	<b>702235</b>	<b>23.09</b>	<b>702235</b>	<b>NIL</b>	<b>100%</b>	<b>NIL</b>





# Ronak Doshi & Associates

Practicing Company Secretary

Phone : 079-2663 6789 M.: +91 - 9033009739 E-mail : rajronak333@yahoo.com

## Report of Scrutinizer

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

To,  
**K Z LEASING AND FINANCE LIMITED**  
Chairman

29<sup>th</sup> Annual General Meeting of the Equity Shareholders of **K Z LEASING AND FINANCE LIMITED** Held on 30<sup>th</sup> day of September 2015 at 11.00 a.m. at 1<sup>ST</sup> FLOOR, DESHNA CHAMBER, B/H. KADVA PATTIDAR VADI, ASHRAM ROAD, AHMEDABAD-380001

Dear Sir,

I, **Ronak Dhanendrabhai Doshi**, Practicing Company Secretary appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the Annual General meeting of the Equity Shareholders of **K Z LEASING AND FINANCE LIMITED**, held on **30<sup>th</sup> September 2015** at 1<sup>ST</sup> FLOOR, DESHNA CHAMBER, B/H. KADVA PATTIDAR VADI, ASHRAM ROAD, AHMEDABAD-380001, submit my report as under:

1. After the time fixed for closing of the 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 and the authorizations / proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the Poll for Physical and E Voting in aggregate for each of the business items is as under:





**Item No. 1: Adoption of Annual Accounts**

"To receive, consider and adopt the Audited Statement of Profit and Loss Account ended on 31<sup>st</sup> March, 2015 and the Balance Sheet as at that date together with the Cash flow Statement, Report of Board of Directors and the Auditors' Report thereon and to pass with or without modification the following resolution as Ordinary Resolution".

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	1153486	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	NIL	NIL

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them
NIL	NIL

**Item No. 2: Reappointment of Mrs. Chaitali B Patel as a Director:**

"To appoint a director in place of Mrs. Chaitali Bharatbhai Patel (holding DIN 06957559), Director who retires by rotation and being eligible, offers herself for reappointment and to pass with or without modification the following resolution as Ordinary Resolution."

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
18	885446	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
18	NIL	NIL





(iii) **Invalid votes :**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them
NIL	NIL

**Item No. 3: Re-appointment of M/s J.M. Patel & Brothers as a Statutory Auditor of the Company**

"**RESOLVED** that subject to the provisions of Section 139 of the Companies Act, 2013 and the Rules made there under, M/s. J. M. Patel & Brothers, Chartered Accountants (ICAI Registration No. 107707W), the retiring auditors, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of 29<sup>th</sup> Annual General meeting up to the conclusion of the 33<sup>rd</sup> Annual General Meeting of the Company to audit the accounts of the Company for the financial year ending 31<sup>st</sup> March, 2015, or any extension thereof at such remuneration as may be mutually agreed upon between the Board of Directors and the auditors, plus out of pocket and travelling expenses and to pass with or without modification the following resolution as Ordinary Resolution."

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	1153486	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	NIL	NIL

(iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them
NIL	NIL

**Item No. 4: To Authorise Board of Directors for borrowing limits upto Rs. 100 Crore:**

"**RESOLVED** that in supersession of the resolution passed under section 293(1)(d) of the Companies Act, 1956 and pursuant to section 180(1)(c) and other applicable provision(s), if any, of the Companies Act, 2013 as amended from time to time, the consent of the Company be is hereby accorded to the Board of the Directors of the Company (hereinafter referred to as the "Board" which terms shall include any Committee thereof for the time



being exercising the power conferred Board by this Resolution) for Borrowing from time to time, any sum or sum of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from company's bankers in the ordinary course of the business), may exceed the aggregate of the paid-up capital of the Company and its free reserve, that is to say, reserve not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceeding the limit of Rs. 100 Crore."

"RESOLVED FURTHER that the Board be and is authorised and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, securities or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writing as may be required and to pass with or without modification the following resolution as a Special Resolution."

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	1153486	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	NIL	NIL

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them
NIL	NIL

**Item No. 5: To Authorise Board of Directors for creating charge, mortgage and hypothecation on the assets of the company upto Rs. 100 Crore:**

"RESOLVED that in supersession of the resolution passed under section 293(1)(a) of the Companies Act, 1956 and pursuant to section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time, the consent of the Company be is hereby accorded to the Board of the Directors of the Company (hereinafter referred to as the "Board" which terms shall include any Committee thereof for the time being exercising the power conferred Board by this Resolution) of such mortgages, charges and hypothecations as may be necessary on the assets of the Company, both present and future, in such manner as the Board/Committee of the Board may direct, together with power to take over the management of the Company in certain events, to or in favour financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other body Corporate (hereinafter referred to as the "Lending Agencies") and





Trustees for the holders of the debenture/ bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/ foreign currency loans, debenture, bonds and other instruments of an outstanding aggregate value not exceeding Rs. 100 crore together with the interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other money payable by the Company to the trustees under the trust deed and to the Lending Agencies under their respective agreements/ loans agreements/ debenture trust deeds entered/to be entered into by the Company in respect of the said borrowing"

"RESOLVED FURTHER THAT the Board be and is hereby authorise to finalize with the Lending Agencies/ Trustees, the documents for creating the aforesaid mortgages, charges and/ or hypothecations and to accept any modification to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution and to pass with or without modification the following resolution as a Special Resolution."

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	1153486	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	NIL	NIL

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them
NIL	NIL

**Item No. 6: To approve transactions with related party(ies)**

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any. of the Companies Act, 2013 and relevant rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to Board of Directors to enter into any contract or arrangements with related parties namely, A.K. Patel & Co., J.K. Patel & Co., A. Patel & Company, and H.K. Patel & Co. as well as with Key Managerial Personnel and their relatives as mentioned in AOC-2 with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate Company or





reimbursement of any transaction or any other transaction of whatever nature with related parties upto Rs. 25 Crore for each type of transaction.

**"RESOLVED FURTHER THAT** the board of directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution and to pass with or without modification the following resolution as a Special Resolution."

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	702235	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	NIL	NIL


(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes cast by them
NIL	NIL

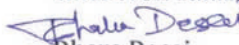
Thanking you,


Yours faithfully,

Place: Ahmedabad  
Dated: 02/10/2015


  
For Ronak Doshi & Associates  
Ronak D Doshi  
Proprietor  
(ACS 23712, COP 12725)

We the undersigned witness that the votes were unblocked from E-Voting website of Central Depository Services India Ltd in our presence at 1<sup>st</sup> October 2014 at 7.00 pm at the office of scrutinizer.

  
Dhara Desai  
Add: 20/3, L Colony,  
Ashirwad Park,  
Nr. Sahajanand College,  
Ambawadi, Ahmedabad-380015.

  
Disha Shah  
7, Divyang Park Society,  
Nr. Rajasthan Hospital,  
Shahibaug, Ahmedabad-4

For, Ronak Doshi & Associates

  
Practicing Company Secretary  
C. P. No. 12725 M.No. 23712  
Ahmedabad.