

**THE SUPREME INDUSTRIES LIMITED
MUMBAI**

**THE 73RD ANNUAL GENERAL MEETING
MINUTES**

The 73rd Annual General Meeting of the Shareholders of The Supreme Industries Limited, was held at Walchand Hirachand Hall, Indian Merchant's Chamber, Near Churchgate Station, 76, Veer Nariman Road, Mumbai – 400020, on Wednesday the 16th September, 2015 at 4.00 p. m.

1. DIRECTORS PRESENT

- 01) Shri B. L. Taparia – Chairman
(DIN : 00112438)
- 02) Shri M. P. Taparia – Managing Director
(DIN : 00112461)
- 03) Shri S. J. Taparia – Executive Director
(DIN : 00112513)
- 04) Shri V. K. Taparia – Executive Director
(DIN : 00112567)
- 05) Shri B. V. Bhargava – Non Executive Independent Director
(DIN : 00001823)
- 06) Shri H. S. Parikh – Non Executive Director
(DIN : 00127160)
- 07) Shri N. N. Khandwala – Non Executive Independent Director
(DIN : 00112603)
- 08) Shri Y. P. Trivedi – Non Executive Independent Director
(DIN : 00001879)
- 09) Smt. Rashna Khan – Non Executive Independent Director
(DIN : 06928148)
- 10) Shri Ramanathan Kannan – Non Executive Independent Director
(DIN : 00380328)
- 11) Shri Rajeev M. Pandia – Non Executive Independent Director
(DIN : 00021730)

2. SHAREHOLDERS' ATTENDANCE

Number of shareholders present in the meeting in person or through proxy	93
- Promoter or Promoter Group	7
- Public	86

IN ATTENDANCE

Shri R. J. Saboo, AVP (Corporate Affairs) & Company Secretary

Shri Chintan Shah, Partner of M/s. Chhogmal & Company, Chartered Accountants, Statutory Auditors of the Company

3. CHAIRMAN OF THE MEETING

Shri B. L. Taparia, Chairman occupied the Chair at the meeting.

The Chairman informed the members that 67 proxies were received from the members holding 6,60,97,178 Equity Shares and further informed that Register of Proxy, Register of Directors' Shareholdings and Register of Contracts were kept on the table and were open for inspection of the members during the meeting.

With the consent of the Shareholders present, the Notice convening the meeting was taken as read.

The Chairman of the Company, then made the following statement :-

"Ladies and Gentlemen,

I extend each and every one of you a warm welcome to the 73rd Annual General Meeting of the Company. The Annual Report together with the Audited Accounts and the Director's Report for the year ended 30th June, 2015 have been with you for quite some time and with your permission, I take them as read. I hope it gives you a clear idea of the working of the Company during the year under review.

The Company achieved Net Revenues for the year 2014-15 at Rs. 4261.45 Crores (including Rs 161.23 crores by way of trading in other related products and Rs. 139.32 crores from sale of premises) as against Rs. 3972.34 crores (including Rs. 171.89 Crores by way of trading in other related products and Rs. 60.20 crores from sales of premises) in the previous year, a growth of about 7%.

The Profits before interest, Depreciation and Taxes have gone up by 12.29% from Rs 599.03 crores in 2013-14 to Rs. 672.65 crores in the year under review. Net Profit, after setting aside Tax provisions of Rs.160.04 crores (previous year Rs. 139.98 crores) grew over 12.20% from Rs. 281.37 crores in 2013-14 to Rs. 315.71 crores in 2014-15.

The Directors have recommended Final dividend of 350% ie. Rs. 7/- per share which together with the interim dividend of 100% i.e Rs.2/- per share (already paid) aggregates to 450% i.e. Rs. 9/- per share on Face Value of Share of Rs. 2/- each as against 400% i.e. Rs. 8/- per share on Face Value of Share of Rs. 2/- each in the previous year. Total Dividend payout including Corporate Dividend Tax would be Rs. 137.18 crores, as compared to Rs. 118.89 crores of the previous year. After making necessary provisions, a sum of Rs 178.52 Crores has been transferred to General Reserve.

The net sales and other income during first two months of the current year are Rs. 508.95 crores (including Rs. 9.37 crores by way of trading in other related products) as against Rs. 488.06 crores (including Rs. 26.34 crores by way of trading in other related products) in the corresponding period of previous year achieving a growth of about 8% in

CHAIRMAN'S
INITIAL



product revenue and about 4% in total revenues. Company has achieved a Product Turnover Volume of 35,364 MT as compared to 31,331 MT in the previous year achieving a volume growth of about 13%.

Business Outlook :

Company's Kharagpur Complex will go into production during next month with Pipe and Protective Packaging Products. There are several other products going to be manufactured at Kharagpur Complex.

Special varieties of Furniture and several varieties of tanks at Kharagpur will go into production during January/ March 2016.

Depot at Kharagpur has already started operations. Company is establishing Four Knowledge Centres at Kharagpur Complex, Kochi, Jaipur and Malanpur with a view to train Plumbers and Farmers for proper installations and usage of Plastics Pipe System in a cost effective manner. It is expected that these knowledge centres will start functioning between Oct 2015 /April 2016 at respective places.

Company's third Malanpur plant will produce Water & Septic Tanks and other Roto Moulded Products. The first phase of this plant will start production during this month. At the initial stage, the capacity would be 125 Tons per month which, over a period of time would increase to 500 tons per month.

Eco Drain pipes up to 200mm dia are already in the Company's product range. Encouraged by the response received from market for this product, the Company has purchased a refurbished line from it's collaborator to produce upto 500mm dia Eco-Drain PVC Pipe. The same will go into production at Gadegaon in November 2015.

Company has purchased two plants for the production of Double Wall Corrugated HDPE Pipes, consisting of a refurbished line and a new plant. The first line to produce up to 400mm Dia will go into production by December 2015. The second line will go into production by April 2016.

Company has received DVGW certification for its PPR Plumbing Systems. It has opened opportunities for the company to cater large international market.

The Company will start producing HDPE Solid Wall Pipe upto 800mm dia by November 2015 at Gadegaon. With all these addition of Polythene Pipe Plants, the annual capacity of Olefins Pipes at Gadegaon will go up from 8,000 TPA to 20,000 TPA.

During October/December 2015 quarter, Company will be launching Chrome Plated Bath Room Fittings. Company will also be launching several unplated varieties of Bath Room Fittings during the current year.

Company plans to add more than 100 varieties of Plastics Pipe Fittings for various applications made from different Plastics. Most of these products will be launched between December 2015 and March 2016.

CPVC Fire Sprinkler System made by the Company obtained certification as per UL-1821. The Company expects that it may be able to participate in local /export markets during the current year.

In Cross Laminated film products, the Company is launching six colour printed film on 9 feet width Roll. This may happen in Jan/Feb 2016. The Company launched two colour

printed film of 4 ft wide rolls which received encouraging response. To broaden the range, the Company has taken initiative to give more Nos of colours in it's print profile products with a larger width.

Company's Protective Packaging Products System at its Kharagpur Complex will enable the Company to cater to the Eastern India market in a cost effective manner. It will help the Company to increase its business potential substantially, where the Company could not participate previously due to freight and delivery time disadvantages.

Company is launching 16 new products in Furniture segment during the current year. Same is expected to hit the market between November 2015 to March 2016.

Company is launching new varieties of Special type of Pallets and Crates along with installation of a 3000 ton Injection Moulding Machine during this year. They all will be in production between December 2015 to March 2016.

The Company has made large investments during the year 2014-15. Barring composite cylinders, all other investments will be in production during the current year.

Since June 2015, there was downward trend of Brent Crude Oil which resulted in lower Polymers prices since July 2015.

Company expects a better Polymer consumption growth in the country during the current year. This is due to several steps taken by the Government and the Industry, facilitated by low Polymer cost. The Country's Polymer consumption growth was below 6% during last year . This year it is expected that the same may be between 10% to 12%.

Our Company will enjoy better growth than the Country's growth. This is due to addition of several new varieties of products and establishing network of distributors in newer areas. This is further supported by continuous increase in production capacities in most of the segments.

Volatility of raw material prices is expected to stay. It is forecasted that the prices will remain at a lower level. This will boost the demand of the products. It will reduce working capital requirement and lower the interest cost.

Company is getting several enquiries for its Composite LPG Cylinder from international markets. Indian refineries are also now working to place orders for LPG Cylinders made out of Composite Plastics. Company sees good prospects for its Composite LPG Cylinder business which currently has the capacity to produce 4 lakh cylinders per annum. This capacity is currently lying idle.

Barring Industrial Products segment, Company's all divisions are expected to show better working this year compared to 9 months of the corresponding period of previous year.

As per the requirements of Companies Act, Company will close current accounting year on 31st March 2016. Thus the current financial year will be of 9 months working.

During the current year (i.e. 9 month period ending on 31st March, 2016), the Company envisages Capex of about Rs. 200 Crs. to be funded through accruals and Suppliers' Credits on the following segments.

1. Ongoing work of setting up of Plastic product complex at Kharagpur (West Bengal) & Roto Moulded Products unit at Malanpur (M.P.).
2. Expansion of capacities and additions of new range of Bath Fitting products.
3. Introduction of several varieties of moulded fittings at Jalgaon & Malanpur plants.

CHAIRMAN'S
INITIAL

4. To introduce large range of furniture products in all its furniture manufacturing plants.
5. To put up Roto Moulding capacities at Kanpur (U.P.) and Kharagpur (West Bengal) plants.
6. To install Polythelene & PVC Pipes capacities for Sewerage & Drainage applications.
7. To construct new building and install special machines for making varieties of Cross Laminate Film Made up products at its Get Muvala (Gujarat) plant.
8. To increase capacities & range of Crates and Pallets in Material Handling Products division.
9. To increase production capacities of Protective Packaging Products at various locations and invest in a new location.
10. To invest in balancing equipments & automation at all its plants as may be required.

The Company has also purchased about 12 acres land adjoining to its Composite Cylinder plant at Halol (Gujarat) for future growth and expansion opportunities.

The Company has also taken about 2.5 acres of land for putting up a Plastics Processing Unit at Ghiloth Industrial Area in Rajasthan.

Company's focus remains to increase the share of value added products and Branded products in its' turnover. Company aims to achieve in excess of 35% turnover from the sale of value added products and around 90% of total turnover from Branded Products over a period which was 34.20% & 80.70% respectively for the year under review.

Company is consciously making efforts to increase strength of its channel partners month after month to enable it's products to reach in maximum numbers of town and village of the country. It's channel partners strength across various business segments which was 2257 Nos as on 30th June 2014 has increased to 2469 Nos as on 30th June 2015.

Company is focused to increase its share of export revenue significantly. Presently less than 3% of the total turnover of the Company comes from exports. It has taken various initiatives in this direction by participating in several international exhibitions, entering new markets and taking steps to include additional products in export portfolio.

Newly launched Composite LPG Cylinder by the Company is expected to contribute to boost export growth. Company has got it's first breakthrough in export of Furniture to South Korea. Company expects that it's Furniture products will find several new global markets over the years.

Company continues to monitor its working capital requirement very closely. The Company aims to lower the average of monthly effective net borrowing levels at a level below Rs. 500 Crs. for nine months period of current year as compared to Rs. 660 Crs. during the corresponding nine months of previous year. Resultantly Company anticipates its interest burden in absolute quantum to be substantially lower in 2015-16 compared to the corresponding period of previous year.

Iconic commercial premises developed by your Company to monetize its land at Andheri (West) at Mumbai has been sold to a large extent. Out of the total saleable area of about 2.82 lac sq.ft, an area of about 2.12 Lac sq.ft has already been sold and net revenues of Rs. 338.70 crores have been realized. Further an area of about 0.07 lac sq.ft has been kept by the Company for self-use. Balance Saleable area is expected to contribute in excess of Rs. 125 crores to the cash flow of the Company. Total cost incurred by the Company on this project is about Rs. 145 crores.

I am extremely grateful to my fellow members of the Board for their valuable guidance.

I convey my appreciation to Executives, Staff and Workmen for the unstinted support extended by them.

I, on behalf of the Board of Directors, sincerely appreciate the encouragement and co-operation received by the Company from customers, Bankers, Shareholders and suppliers during the entire period."

The Chairman request Shri Chintan Shah, Partner of M/s. Chhogmal & Company, Statutory Auditors of the Company to read the Auditors Report. The Members present stated that as the Auditors Report does not contain any qualification the same need not be read. With the consent of the Members the Auditors Report was taken as read.

4 PASSING OF RESOLUTIONS THROUGH E-VOTING, BALLOT FORM AND POLL AT AGM

The Chairman requested Shri R. J. Saboo, Company Secretary to inform the Members about voting facility provided by the Company. Shri R. J. Saboo, AVP (Corporate Affairs) & Company Secretary informed the members that the Company has provided E-Voting facility in compliance with Companies Act, 2013 Listing Agreements with the Stock Exchanges.

He also informed that in accordance with the provisions of the Clause-35B of the Listing Agreement, in order to enable to its members, who do not have access to remote e-voting facility, they have been given facility of voting by means of Ballot forms posted to the members.

Also the Company has provided voting facility through Ballot Paper (Poll) for the members who has not casted their votes by remote e-voting or by ballot form.

The e-Voting facility has been provided from 13th September, 2015 at 9.00 a.m. to 15th September, 2015 at 5.00 p.m.

The voting right is in proportionate to the shareholding of shares i.e. one share one vote.

M/s. V. Laxman & Co., Practcing Company Secretary is appointed as Scrutinizer for e-voting, Ballot Form and Poll at AGM process.

5 Thereafter Chairman invited the members to raise queries on the performance and working results of the Company, if they so wished.

Thereafter, 5 shareholders had spoken on the subject, made certain comments and raised certain queries.

At the instance of the Chairman, Shri M. P. Taparia, Managing Director replied to all the comments made and queries raised by the shareholders, to their satisfaction.

The Chairman ordered the poll and invited Shri V. Laxman to scrutinize the poll proceedings and requested him to submit his report not later than three (3) days from the conclusion of the AGM

The Chairman informed that on receipt of Scrutinizer's Report, the results declared alongwith the Scrutinizer's Report shall be placed on the website of the Company and also on the website of CDSL not later than three (3) days from the conclusion of the AGM and also communicated to the Bombay Stock Exchange and National Stock Exchange of (India) Limited .

The Chairman thanked the members for their keen interest and participation in the meeting and declared the meeting as concluded.

6 The results of e-Voting, Ballot Form and Poll concluded in respect of the items of Ordinary & Special Businesses at the 73rd Annual General Meeting of the Company held on 16th September, 2015, were declared on the basis of the Scrutinizer's Report dated 18th September, 2015 as under : .

ORDINARY BUSINESS

7. RESOLUTION NO. 1

"RESOLVED THAT the Audited Statement of Accounts for the Financial Year ended 30th June, 2015 together with the Directors' Report and the Auditor's Report thereon, be and are hereby received, considered and adopted."

As per the report received from the Scrutinizer, the result of e-Voting, Ballot Form and Poll at AGM is as under in respect of the aforesaid resolution:-

Promoter / Public	No. of Shares held (1)	No. of Votes Polled (2)	% of votes polled on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes in favour (4)	No. of votes against (5)	% of Votes in favour on votes cast (6) = $[(4)/(2)]*100$	% of Votes against on votes cast (7) = $[(5)/(2)]*100$
Promoter & Promoter Group	63150005	63150005	100.00	63150005	0	100.00	0.00
Public – Institutional Holders	35611290	30859476	86.66	30859476	0	100.00	0.00
Public - Others	28265575	3260097	11.53	3260096	1	100.00	0.00
Total	127026870	97269578	76.57	97269577	1	100.00	0.00

Based on the foregoing, the Chairman declared that the Resolution No. 1 has been passed by way of an Ordinary Resolution with requisite majority.

8. RESOLUTION NO. 2

"RESOLVED that the Dividend be paid as follows :-

(i)	Dividend on 12,70,26,870 Equity Shares of Rs. 2/- each @ 450% i.e. Rs. 9/- per share (Previous year on 12,70,26,870 Equity Shares of Rs. 2/- each @ 400% i.e. Rs. 8/- per share)	Rs.	Rs.
(a)	Interim Dividend @ 100% i.e. Rs.2.00 per share (already paid in January 2015)	25,40,53,740	1,14,32,41,830
(b)	Final Dividend recommended @ 350% i.e. Rs..7/- per share	88,91,88,090	
(ii)	Corporate Dividend Tax as applicable (including Rs. 5,07,95,810/- paid on Interim Dividend)		23,18,13,609
			<u>1,37,50,55,439</u>

As per the report received from the Scrutinizer, the result of e-Voting, Postal Ballot and Poll at AGM is as under in respect of the aforesaid resolution:-

Promoter / Public	No. of Shares held (1)	No. of Votes Cast (2)	% of votes cast on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes in favour (4)	No. of votes against (5)	% of Votes in favour on votes cast (6) = $[(4)/(2)]*100$	% of Votes against on votes cast (7) = $[(5)/(2)]*100$
Promoter & Promoter Group	63150005	63150005	100.00	63150005	0	100.00	0.00
Public – Institutional Holders	35611290	30859476	86.66	30859476	0	100.00	0.00
Public - Others	28265575	3260152	11.53	3260152	0	100.00	0.00
Total	127026870	97269633	76.57	97269633	0	100.00	0.00

Based on the foregoing, the Chairman declared that the Resolution No. 2 has been passed by way of an Ordinary Resolution with requisite majority.

9. RESOLUTION NO. 3

As an Ordinary Resolution

“RESOLVED that Shri V. K. Taparia (Director Identification No. 00112567), be and is hereby re-elected as a Director of the Company.”

As per the report received from the Scrutinizer, the result of e-Voting, Postal Ballot and Poll at AGM is as under in respect of the aforesaid resolution:-

Promoter / Public	No. of Shares held (1)	No. of Votes Cast (2)	% of votes cast on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes in favour (4)	No. of votes against (5)	% of Votes in favour on votes cast (6) = $[(4)/(2)]*100$	% of Votes against on votes cast (7) = $[(5)/(2)]*100$
Promoter & Promoter Group	63150005	42800704	67.78	42800704	0	100.00	0.00
Public – Institutional Holders	35611290	30859476	86.66	30845551	13925	99.95	0.05
Public - Others	28265575	3260152	11.53	3259431	721	99.98	0.02
Total	127026870	76920332	60.55	76905686	14646	99.98	0.02

Based on the foregoing, the Chairman declared that the Resolution No. 3 has been passed by way of an Ordinary Resolution with requisite majority.

10. RESOLUTION NO. 4

As an Ordinary Resolution

“RESOLVED THAT M/S. CHHOGMAL & CO., Chartered Accountants, Mumbai (Firm Registration No. : 101826W), the retiring Auditors of the Company, be and are hereby re-appointed as the Auditors of the Company to hold office from

CHAIRMAN'S
INITIAL

conclusion of this meeting until the conclusion of the next Annual General Meeting on a remuneration to be decided by the Board of Directors.

FURTHER RESOLVED THAT the appointment of the Branch Auditors for the financial year 2015-2016 for any of the Branch(es) of the Company, be made at such remuneration as the Board of Directors may decide in consultation with the Statutory Auditors of the Company and the respective Branch Auditor(s) who may be so appointed."

As per the report received from the Scrutinizer, the result of e-Voting, Ballot Form and Poll at AGM is as under in respect of the aforesaid resolution:-

Promoter / Public	No. of Shares held (1)	No. of Votes Cast (2)	% of votes cast on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes in favour (4)	No. of votes against (5)	% of Votes in favour on votes cast (6) = $[(4)/(2)]*100$	% of Votes against on votes cast (7) = $[(5)/(2)]*100$
Promoter & Promoter Group	63150005	63150005	100.00	63150005	0	100.00	0.00
Public – Institutional Holders	35611290	30499996	85.65	30486071	13925	99.95	0.05
Public - Others	28265575	3260032	11.53	3260030	2	100.00	0.00
Total	127026870	96910033	76.29	96896106	13927	99.99	0.01

Based on the foregoing, the Chairman declared that the Resolution No. 4 has been passed by way of an Ordinary Resolution with requisite majority.

SPECIAL BUSINESS

11. RESOLUTION NO. 5

As an Ordinary Resolution

"RESOLVED THAT pursuant to Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Shri Rajeev M. Pandia (Director Identification No. 00021730), who was appointed as an Additional Director of the Company with effect from 17th September, 2014 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from 16th September, 2015."

As per the report received from the Scrutinizer, the result of e-Voting, Ballot Form and Poll at AGM is as under in respect of the aforesaid resolution:-

Promoter / Public	No. of Shares held (1)	No. of Votes Cast (2)	% of votes cast on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes in favour (4)	No. of votes against (5)	% of Votes in favour on votes cast (6) = $[(4)/(2)]*100$	% of Votes against on votes cast (7) = $[(5)/(2)]*100$
Promoter & Promoter Group	63150005	41773509	66.14	41773509	0	100.00	0.00
Public – Institutional Holders	35611290	30859476	86.66	30859476	0	100.00	0.00
Public - Others	28265575	3260082	11.53	3260011	71	100.00	0.00

Total	127026870	75893067	59.74	75892996	71	100.00	0.00
-------	-----------	----------	-------	----------	----	--------	------

Based on the foregoing, the Chairman declared that the Resolution No. 5 has been passed by way of an Ordinary Resolution with requisite majority.

12. RESOLUTION NO. 6

As an Ordinary Resolution

"RESOLVED THAT pursuant to Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act 2013, Shri Ramanathan Kannan (Director Identification No. 00380328), who was appointed as an Additional Director of the Company with effect from 17th September, 2014 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years commencing from 16th September, 2015."

As per the report received from the Scrutinizer, the result of e-Voting, Ballot Form and Poll at AGM is as under in respect of the aforesaid resolution:-

Promoter / Public	No. of Shares held (1)	No. of Votes Cast (2)	% of votes cast on outstanding shares (3) = [(2)/(1)]*100	No. of Votes in favour (4)	No. of votes against (5)	% of Votes in favour on votes cast (6) = [(4)/(2)]*100	% of Votes against on votes cast (7) = [(5)/(2)]*100
Promoter & Promoter Group	63150005	63150005	100.00	63150005	0	100.00	0.00
Public – Institutional Holders	35611290	30234921	84.90	30234921	0	100.00	0.00
Public - Others	28265575	3260052	11.53	3259800	252	99.99	0.01
Total	127026870	96644978	76.08	96644726	252	100.00	0.00

Based on the foregoing, the Chairman declared that the Resolution No. 6 has been passed by way of an Ordinary Resolution with requisite majority.

13. RESOLUTION NO. 7 :

As a Special Resolution

"RESOLVED that pursuant to recommendation of Nomination and Remuneration Committee and approval of the Board of Directors and in accordance with the provisions of Sections 196, 197, 198, 203, and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and Article 96 of Article of Association of the Company, approval of the members of the Company be and is hereby accorded to the continuation of Shri M. P. Taparia, (Director Identification No. 00112461), as Managing Director, upto 6th January, 2019, on the same terms and condition including remuneration as passed by the Members of the Company at the 71st Annual General Meeting held on 17th September, 2013.

CHAIRMAN'S
INITIAL

As per the report received from the Scrutinizer, the result of e-Voting, Postal Ballot and Poll at AGM is as under in respect of the aforesaid resolution:-

Promoter / Public	No. of Shares held (1)	No. of Votes Cast (2)	% of votes cast on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes in favour (4)	No. of votes against (5)	% of Votes in favour on votes cast (6) = $[(4)/(2)]*100$	% of Votes against on votes cast (7) = $[(5)/(2)]*100$
Promoter & Promoter Group	63150005	41773509	66.14	41773509	0	100.00	0.00
Public – Institutional Holders	35611290	30859476	86.66	30859476	0	100.00	0.00
Public - Others	28265575	3260082	11.53	3260011	71	100.00	0.00
Total	127026870	75893067	59.74	75892996	71	100.00	0.00

Based on the foregoing, the Chairman declared that the Resolution No. 7 has been passed by way of an Special Resolution with requisite majority.

14. RESOLUTION NO. 8 :

As a Special Resolution

“RESOLVED that pursuant to recommendation of Nomination and Remuneration Committee and approval of the Board of Directors and in accordance with the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and Article 96 of Article of Association of the Company, approval of the members of the Company be and is hereby accorded to the continuation of Shri S. J. Taparia (Director Identification No. 00112513), as Executive Director, upto 6th January 2019, on the same terms and condition including remuneration as passed by the Members of the Company at the 71st Annual General Meeting held on 17th September, 2013.”

As per the report received from the Scrutinizer, the result of e-Voting, Postal Ballot and Poll at AGM is as under in respect of the aforesaid resolution:-

Promoter / Public	No. of Shares held (1)	No. of Votes Cast (2)	% of votes cast on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes in favour (4)	No. of votes against (5)	% of Votes in favour on votes cast (6) = $[(4)/(2)]*100$	% of Votes against on votes cast (7) = $[(5)/(2)]*100$
Promoter & Promoter Group	63150005	42091807	66.65	42091807	0	100.00	0.00
Public – Institutional Holders	35611290	30859476	86.66	30859476	0	100.00	0.00
Public - Others	28265575	3260132	11.53	3260061	71	100.00	0.00
Total	127026870	76211415	60.00	76211344	71	100.00	0.00

Based on the foregoing, the Chairman declared that the Resolution No. 8 has been passed by way of an Special Resolution with requisite majority.

15. RESOLUTION NO. 9 :

As a Special Resolution

“RESOLVED THAT subject to the relevant laws, rules and regulations as applicable from time to time subject to receipt of such consents, sanctions and permissions as may be required, approval of the Members of the Company be and is hereby accorded for acquiring and holding Equity shares of Company, by Foreign Institutional Investors (FII) /Registered Foreign Portfolio Investors (RFPs) up to an aggregate limit of 30% of the paid up equity shares capital of the Company or individually upto such limit as may be permitted by applicable laws, rules and regulations from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to execute all such agreements, documents, Instruments and writings, to settle, questions, difficulties or doubts that may arise with regard the said matter as it may in its sole and absolute discretion deem appropriate and to do all such acts, deeds, matters and things as may be required to give effect to this resolutions.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of its powers herein conferred to any Committee of the Board of Directors of the Company or any one or more of the Directors of the Company, for giving effect to this resolution.”

As per the report received from the Scrutinizer, the result of e-Voting, Postal Ballot and Poll at AGM is as under in respect of the aforesaid resolution:-

Promoter / Public	No. of Shares held (1)	No. of Votes Cast (2)	% of votes cast on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes in favour (4)	No. of votes against (5)	% of Votes in favour on votes cast (6) = $[(4)/(2)]*100$	% of Votes against on votes cast (7) = $[(5)/(2)]*100$
Promoter & Promoter Group	63150005	63150005	100.00	63150005	0	100.00	0.00
Public – Institutional Holders	35611290	30859476	86.66	30859476	0	100.00	0.00
Public - Others	28265575	3260032	11.53	3257631	2401	99.93	0.07
Total	127026870	97269513	76.57	97267112	2401	100.00	100.00

Based on the foregoing, the Chairman declared that the Resolution No. 9 has been passed by way of an Special Resolution with requisite majority.

16. RESOLUTION NO. 10 :

As an Ordinary Resolution

“RESOLVED THAT pursuant to Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including statutory modification or re-enactment thereof for the time being in force, M/s. Kishore Bhatia & Associates, Cost Accountants (Firm Registration No. 00294), being the Cost Auditors appointed by the Board of Directors of the Company, to conduct the cost audit for the financial year ending 31st March, 2016

to the extent applicable, be paid the remuneration (apart from service tax including cess as applicable and reimbursement of actual travel and out of pocket expenses) as may be fixed by the Board of Directors.”

As per the report received from the Scrutinizer, the result of e-Voting, Ballot Form and Poll at AGM is as under in respect of the aforesaid resolution:-

Promoter / Public	No. of Shares held (1)	No. of Votes Cast (2)	% of votes cast on outstanding shares (3) = $[(2)/(1)]*100$	No. of Votes in favour (4)	No. of votes against (5)	% of Votes in favour on votes cast (6) = $[(4)/(2)]*100$	% of Votes against on votes cast (7) = $[(5)/(2)]*100$
Promoter & Promoter Group	63150005	63150005	100.00	63150005	0	100.00	0.00
Public – Institutional Holders	35611290	30859476	86.66	30859476	0	100.00	0.00
Public - Others	28265575	3259402	11.53	3259401	1	100.00	0.00
Total	127026870	97268883	76.57	97268882	1	100.00	0.00

Based on the foregoing, the Chairman declared that the Resolution No. 10 has been passed by way of a Ordinary Resolution with requisite majority.

Date of Entry of Minutes : **28th September, 2015**

Date of Signing of Minutes : **28th September, 2015**



(R.J. Saboo)
AVP (Corporate Affairs)
& Company Secretary



(B.L. Taparia)
Chairman of the meeting