

# Shyam Century Ferrous Limited

Regd. Office. : Vill. : Lumshnong, PO: Khaliehriat, Dist. East Jaintia Hills, Meghalaya-793 210, Phone No. - 03655-278215/16/18  
Fax : 03655-278217, E-mail : investors@shyamcenturyferrous.com, Website - www.shyamcenturyferrous.com  
CIN-U27310ML2011PLC008578

25th September, 2015

National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block-G  
Bandra Kurla Complex, Bandra-East  
Mumbai-400 051  
Email: [cmlist@nse.co.in](mailto:cmlist@nse.co.in)  
Stock code: SHYAMCENT

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai-400 001  
Email: [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)  
Stock code: 539252

**Subject: Outcome of 4th Annual General Meeting of the Company held on 25th September, 2015 and Result of Remote e-voting as per Clause 35A of the Listing Agreement.**

Dear Sirs,

Pursuant to the provisions of the Listing Agreement with your Exchanges, we are pleased to inform you that 4th Annual General Meeting of the Company duly convened and held on today i.e., 25th September, 2015 at "Star Club", Vill.: Lumshnong, P.O.: Khaliehriat, Dist.: East Jaintia Hills, Meghalaya-793 210 at 03.00 p.m.

Pursuant to Clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the Company had extended Remote e-voting facility to the Members of the Company in respect of all items of business as contained in the notice dated 10th August, 2015 of the 4th Annual General Meeting. The Remote e-voting commenced on Tuesday, 22nd September, 2015 from 09:00 a.m. and ended at 05.00 p.m. on Thursday, 24th September, 2015. Mr. Niaz Ahmed, Practising Company Secretary was appointed as Scrutinizer for this purpose.

The shareholders present at the meeting who could not avail Remote e-voting option were given the opportunity to cast their vote through 'Ballot'. However, shareholders present at the meeting have already exercised Remote e-voting option therefore, none of the shareholders were eligible to cast their vote through 'Ballot'.

A copy of the report as submitted by the Scrutinizer Mr. Niaz Ahmed, Practising Company Secretary is enclosed for your reference and record. Based on the report, the Chairman announced the results and declared that all items of Agenda as contained in the Notice of 4th Annual General Meeting have been passed with requisite majority.

Pursuant to Clause 35A of the provisions of the Listing Agreement with your Exchanges, the result of e-voting is detailed below in the prescribed format:



Office & Works : EPIP, Rajabagan, Byrnihat, Meghalaya-793101, Ph : No. - 9436108851  
Corporate Office : Satyam Towers, 3 Alipore road, 1st Floor, Unit No. 9B, Kolkata - 700 027, Ph : No. 033 2448 4169/170/693, Fax : 033 2448 4168  
Guwahati Office : C/o Cement Manufacturing Co. Ltd. Mayur Garden, 2nd Floor, Opp. Rajiv Bhawan, GS Road, Guwahati-781005,  
Ph : 0361 24612215/16/17, Fax : 0361 2462217

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Date of Annual General Meeting : 25th September, 2015

Total number of members as on 18th September, 2015 : 9991  
 ('Cut-off date' for reckoning the voting rights of the Shareholders)

No. of members present in the meeting either personally or through proxy

Promoter and Promoter Group : 21

Public Shareholders : 85

No. of members attended the meeting through Video Conferencing

Promoters and Promoter Group : NIL

Public Shareholders : NIL

## Details of Agenda:

1. Consideration and Adoption of the Audited Financial Statements for the Financial Year ended 31st March, 2015 and the Reports of Directors and Auditors thereon.

Resolution required : Ordinary Resolution  
 Mode of voting : e-voting  
 Result : Passed with requisite majority

Category	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 Polled (6)=(4)/(2)*100	% of votes Against on Valid votes Polled (7)=(5)/(2)*100
Promoter & Promoter Group	136932656	136932656	100.00	136932656	0	100.00	0.00
Public-Institutional Holders	249170	0	0.00	0	0	0.00	0.00
Public-others	84991164	35677889	41.98	35677837	52	99.99	0.01
Total	222172990	172610545	77.69	172610493	52	99.99	0.01

2. Appointment of Mr. Nag Raj Tater (DIN: 00266072), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required : Ordinary Resolution  
 Mode of voting : e-voting  
 Result : Passed with requisite majority



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Category	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 Polled (6)=(4)/(2)*100	% of votes Against on Valid votes Polled (7)=(5)/(2)*100
Promoter & Promoter Group	136932656	136932656	100.00	136932656	0	100	0.00
Public-Institutional Holders	249170	0	0.00	0	0	0.00	0.00
Public-others	84991164	35627739	41.92	35626046	1693	99.99	0.01
Total	222172990	172560395	77.67	172558702	1693	99.99	0.01

3. Re-appointment of M/s. Kailash B. Goel & Co. Chartered Accountants as Statutory Auditors of the Company and authorize the Board to fix their remuneration

Resolution required : Ordinary Resolution  
 Mode of voting : e-voting  
 Result : Passed with requisite majority

Category	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 Polled (6)=(4)/(2)*100	% of votes Against on Valid votes Polled (7)=(5)/(2)*100
Promoter & Promoter Group	136932656	136932656	100.00	136932656	0	100	0.00
Public-Institutional Holders	249170	0	0.00	0	0	0.00	0.00
Public-others	84991164	35677737	41.98	35677602	135	99.99	0.01
Total	222172990	172610393	77.69	172610258	135	99.99	0.01

4. Appointment of Mr. Mangilal Jain (DIN: 00353075) as Independent Director of the Company under the provisions of Section 149 of the Companies Act, 2013.

Resolution required : Ordinary Resolution  
 Mode of voting : e-voting  
 Result : Passed with requisite majority



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Category	No. of shares Held (1)	No. of Valid 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 Polled (6)=(4)/(2)*100	% of votes Against on Valid votes Polled (7)=(5)/(2)*100
Promoter & Promoter Group	136932656	136932656	100.00	136932656	0	100	0.00
Public-Institutional Holders	249170	0	0.00	0	0	0.00	0.00
Public-others	84991164	35676204	41.98	35676098	106	99.99	0.01
Total	222172990	172608860	77.69	172608754	106	99.99	0.01

5. Appointment of Mr. Santanu Ray (DIN: 00642736) as Independent Director of the Company under the provisions of Section 149 of the Companies Act, 2013.

Resolution required : Ordinary Resolution  
 Mode of voting : e-voting  
 Result : Passed with requisite majority

Category	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 Polled (6)=(4)/(2)*100	% of votes Against on Valid votes Polled (7)=(5)/(2)*100
Promoter & Promoter Group	136932656	136932656	100.00	136932656	0	100	0.00
Public-Institutional Holders	249170	0	0.00	0	0	0.00	0.00
Public-others	84991164	35675637	41.98	35675492	145	99.99	0.01
Total	222172990	172608293	77.69	172608148	145	99.99	0.01

6. Appointment of Mr. Aditya Vimalkumar Agarwal (DIN: 03330313) as Director of the Company under the provisions of Section 160 of the Companies Act, 2013.

Resolution required : Ordinary Resolution  
 Mode of voting : e-voting  
 Result : Passed with requisite majority



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Category	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 Polled (6)=(4)/(2)*100	% of votes Against on Valid votes Polled (7)=(5)/(2)*100
Promoter & Promoter Group	136932656	136932656	100.00	136932656	0	100	0.00
Public-Institutional Holders	249170	0	0.00	0	0	0.00	0.00
Public-others	84991164	35677639	41.98	35677474	165	99.99	0.01
Total	222172990	172610295	77.69	172610130	165	99.99	0.01

7. Appointment of Mrs. Plistina Dkhar (DIN: 01375361) as Independent Director of the Company under the provisions of Section 149 of the Companies Act, 2013.

Resolution required : Ordinary Resolution  
 Mode of voting : e-voting  
 Result : Passed with requisite majority

Category	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 Polled (6)=(4)/(2)*100	% of votes Against on Valid votes Polled (7)=(5)/(2)*100
Promoter & Promoter Group	136932656	136932656	100.00	136932656	0	100	0.00
Public-Institutional Holders	249170	0	0.00	0	0	0.00	0.00
Public-others	84991164	35677567	41.98	35677432	135	99.99	0.01
Total	222172990	172610223	77.69	172610088	135	99.99	0.01

8. Fixation of remuneration of Cost Auditors for the Financial Year 2015-16.

Resolution required : Ordinary Resolution  
 Mode of voting : e-voting  
 Result : Passed with requisite majority



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Category	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 Polled (6)=(4)/(2)*100	% of votes Against on Valid votes Polled (7)=(5)/(2)*100
Promoter & Promoter Group	136932656	136932656	100.00	136932656	0	100	0.00
Public-Institutional Holders	249170	0	0.00	0	0	0.00	0.00
Public-others	84991164	35677739	41.98	35677667	72	99.99	0.01
Total	222172990	172610395	77.69	172610323	72	99.99	0.01

9. Approval under Section 94(1) of Companies Act, 2013 for keeping registers, books of accounts and other statutory documents at a place other than registered office of the Company.

Resolution required : Special Resolution  
 Mode of voting : e-voting  
 Result : Passed with requisite majority

Category	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 Polled (6)=(4)/(2)*100	% of votes Against on Valid votes Polled (7)=(5)/(2)*100
Promoter & Promoter Group	136932656	136932656	100.00	136932656	0	100	0.00
Public-Institutional Holders	249170	0	0.00	0	0	0.00	0.00
Public-others	84991164	35677739	41.98	35677637	102	99.99	0.01
Total	222172990	172610395	77.69	172610293	102	99.99	0.01

10. Approval under Section 180(1)(c) of the Companies Act, 2013 for borrowing an amount not exceeding Rs. 60 Crores.

Resolution required : Special Resolution  
 Mode of voting : e-voting  
 Result : Passed with requisite majority



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Category	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 Polled (6)=(4)/(2)*100	% of votes Against on Valid votes Polled (7)=(5)/(2)*100
Promoter & Promoter Group	136932656	136932656	100.00	136932656	0	100	0.00
Public-Institutional Holders	249170	0	0.00	0	0	0.00	0.00
Public-others	84991164	35677728	41.98	35676011	1717	99.99	0.01
Total	222172990	172610384	77.69	172608667	1717	99.99	0.01

11. Approval under Section 180(1)(a) of the Companies Act, 2013 for creating charges, mortgages and hypothecation on the assets of the Company to secure the borrowings made under resolution no. 10.

Resolution required : Special Resolution  
 Mode of voting : e-voting  
 Result : Passed with requisite majority

Category	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 Polled (6)=(4)/(2)*100	% of votes Against on Valid votes Polled (7)=(5)/(2)*100
Promoter & Promoter Group	136932656	136932656	100.00	136932656	0	100	0.00
Public-Institutional Holders	249170	0	0.00	0	0	0.00	0.00
Public-others	84991164	35677704	41.98	35677582	122	99.99	0.01
Total	222172990	172610360	77.69	172610238	122	99.99	0.01

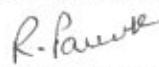
A copy of the report on Remote e-voting as submitted by the Scrutinizer Mr. Niaz Ahmed is enclosed for your reference and record.

Please take the information on record.

Thanking you,

Yours faithfully,

For Shyam Century Ferrous Limited

  
 Rachna Pareek  
 Company Secretary



Encl. as stated

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**SCRUTINIZER'S REPORT**

To  
The Chairman  
**SHYAM CENTURY FERROUS LIMITED**  
Vill. Lumshnong, P.O. - Khaliehriat  
Dist.: East Jaintia Hills Lumshnong  
Meghalaya - 793210

Dear Sir,

**Sub: Scrutinizer's Report on voting through remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and voting at the Annual General Meeting of Shyam Century Ferrous Limited held on Friday, September 25, 2015 at 3.00 p.m.**

I, Niaz Ahmed, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Shyam Century Ferrous Limited (the Company) pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015, to scrutinize the remote e-voting and voting by ballots taken at the 4th Annual General Meeting (AGM) of the Company held on Friday, September 25, 2015 at 3.00 p.m. at the Registered Office of the Company at "Star Club", Vill: Lumshnong, P.O.: Khaliehriat, Dist.: East Jaintia Hills, Meghalaya - 793210.

The Annual Report containing the AGM Notice dated August 10, 2015, and other statements and reports, were sent through electronic mode to those members whose e-mail ids were registered with the Company or depository, as the case may be, and to other members, in hard copy through courier.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by using ballots by the shareholders on the resolutions proposed in the Notice of the 4th AGM of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render consolidated scrutinized report of the total votes cast in favour or against, if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and on the voting by use of ballots at the meeting.

I submit my report in respect of the resolutions passed at the AGM of the Company as under:

**A. Relating to E-Voting**

1. The Company had availed the e-voting facility provided by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company.
2. The shareholders of the Company holding shares as on the "cut-off" date, i.e., September 18, 2015, were entitled to vote on the resolutions as contained in the Notice of the AGM.



- The voting period for remote e-voting commenced at 9.00 a.m. on Tuesday, September 22, 2015 and ended at 5.00 p.m. on Thursday, September 24, 2015, and the NSDL e-voting platform was blocked thereafter.

**B. Relating to voting by ballot**

- The Company had also provided facility to vote through ballot paper to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility.
- However, none of the members present at the AGM were eligible to vote through ballot as they had already exercised their votes through remote e-voting.

**C. Result of remote e-voting and ballot are as under:**

- The voting rights of the members were reckoned as on the "cut-off" date, i.e., September 18, 2015, for the purpose of determining entitlement of the members to vote on the resolutions as contained in the Notice of the AGM.
- After the conclusion of the AGM, the votes cast through remote e-voting were unblocked at 3.54 p.m. in presence of two witnesses, namely, and Mr. Shakeel Ahmed and Mr. Md. Ezazul Haque Ansari, who are not in the employment of the Company.
- There was no voting through ballots at the AGM as members had already exercised their votes through remote e-voting.
- The details of the voting by the members, who voted "For" or "Against" through remote e-voting were diligently scrutinized.
- The results of voting are as under:

**Resolution 1: Ordinary Resolution**

Consider and adopt the Audited Balance Sheet as at March 31, 2015 and Statement of Profit and Loss for the year on that date together with Reports of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	138	Nil	138
No. of Votes cast by them	172610493	Nil	172610493
% of total no. of valid vote cast	99.99%	Nil	99.99%



(ii) Voted against the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	3	Nil	3
No. of Votes cast by them	52	Nil	52
% of total no. of valid vote cast	0.01%	Nil	0.01%

(iii) Invalid Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

#### Resolution 2: Ordinary Resolution

Re-appointment of Mr. Nag Raj Tater (DIN: 00266072), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	131	Nil	131
No. of Votes cast by them	172558702	Nil	172558702
% of total no. of valid vote cast	99.99%	Nil	99.99%

(ii) Voted against the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	7	-	7
No. of Votes cast by them	1693	-	1693
% of total no. of valid vote cast	0.01%	-	0.01%

(iii) Invalid Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil



### Resolution 3: Ordinary Resolution

Ratification of appointment of Statutory Auditors and fixation their remuneration and in this regard, to pass the following resolution:

“**RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the Audit Committee and pursuant to the resolution passed by the members at the Annual General Meeting held on 31st July, 2014, the appointment of M/s Kailash B. Goel & Co., Chartered Accountants (Firm’s Registration No. 322460E) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company be and is hereby ratified on such remuneration plus service tax, out-of-pocket, travelling and living expenses etc., as may be mutually agreed between the Board of Directors and the Auditors.”

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

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	134	Nil	134
No. of Votes cast by them	172610258	Nil	172610258
% of total no. of valid vote cast	99.99%	Nil	99.99%

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

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	5	-	5
No. of Votes cast by them	135	-	135
% of total no. of valid vote cast	0.01%	-	0.01%

(iii) **Invalid** Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

### Resolution 4: Ordinary Resolution

Appointment of Mr. Mangilal Jain as an Independent Director and in this regard, to pass the following resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Mangilal Jain (DIN: 00353075), who was appointed as an Additional Director of the Company with effect from 1st April, 2015 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Act, but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the



office of Director, be and is hereby appointed as an Independent Director of the Company to hold office up to 31st March, 2020 and whose office shall not be liable to determination by retirement of Directors by rotation.”

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

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	134	Nil	134
No. of Votes cast by them	172608754	Nil	172608754
% of total no. of valid vote cast	99.99%	Nil	99.99%

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

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	4	Nil	4
No. of Votes cast by them	106	Nil	106
% of total no. of valid vote cast	0.01%	Nil	0.01%

(iii) **Invalid** Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

#### Resolution 5: Ordinary Resolution

Appointment of Mr. Santanu Ray as an Independent Director and in this regard, to pass the following resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Santanu Ray (DIN: 00642736), who was appointed as an Additional Director of the Company with effect from 1st April, 2015 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Act, but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office up to 31st March, 2020 and whose office shall not be liable to determination by retirement of Directors by rotation.”

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

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	132	Nil	132
No. of Votes cast by them	172608148	Nil	172608148
% of total no. of valid vote cast	99.99%	Nil	99.99%



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

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	5	Nil	5
No. of Votes cast by them	145	Nil	145
% of total no. of valid vote cast	0.01%	Nil	0.01%

(iii) **Invalid** Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

#### **Resolution 6: Ordinary Resolution**

Appointment of Mr. Aditya Vimalkumar Agarwal as a Director and in this regard, to pass the following resolution:

“**RESOLVED THAT** Mr. Aditya Vimalkumar Agarwal (DIN: 03330313), who was appointed as an Additional Director of the Company with effect from 1st April, 2015 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

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

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	133	Nil	133
No. of Votes cast by them	172610130	Nil	172610130
% of total no. of valid vote cast	99.99%	Nil	99.99%

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

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	6	Nil	6
No. of Votes cast by them	165	Nil	165
% of total no. of valid vote cast	0.01%	Nil	0.01%



(iii) **Invalid Votes:**

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

**Resolution 7: Ordinary Resolution**

Appointment of Mrs. Plistina Dkhar as an Independent Director and in this regard, to pass the following resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mrs. Plistina Dkhar (DIN: 01375361), whose period of office was liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company who shall hold office upto 31st March, 2020 and whose office shall not be liable to determination by retirement of Directors by rotation.”

(i) Voted in favour of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	132	Nil	132
No. of Votes cast by them	172610088	Nil	172610088
% of total no. of valid vote cast	99.99%	Nil	99.99%

(ii) Voted against the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	5	Nil	5
No. of Votes cast by them	135	Nil	135
% of total no. of valid vote cast	0.01%	Nil	0.01%

(iii) **Invalid Votes:**

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

**Resolution 8: Ordinary Resolution**

Ratification of payment of remuneration to the Cost Auditors and in this regard, to pass the following resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies



payment of remuneration of ₹50,000/- (Rupees fifty thousand only) per annum to the Cost Auditors to conduct the audit of the cost records of the Company for the Financial year ending March 31, 2016;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient for giving effect to the aforesaid resolution.”

(i) Voted in favour of the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	136	Nil	136
No. of Votes cast by them	172610323	Nil	172610323
% of total no. of valid vote cast	99.99%	Nil	99.99%

(ii) Voted against the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	4	Nil	4
No. of Votes cast by them	72	Nil	72
% of total no. of valid vote cast	0.01%	Nil	0.01%

(iii) Invalid Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

**Resolution 9: Special Resolution**

Approval for keeping of books of accounts, all registers and documents at a place other than the Registered Office of the Company and in this regard, to pass the following resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 94(1) and other applicable provisions, if any, of the Companies Act, 2013 and the rules and regulations framed thereto and subject to approval of the Members in their Meeting, the consent of the members be and are hereby accorded to the Board of Directors of the Company for keeping the Register and Index of Members of the Company along with Share Transfer books, copies of all Annual Returns together with copies of all certificates and documents required to be annexed or attached thereto, books of accounts, all registers as required to be kept under Section 88 and Section 92 of the said act, be kept at a place other than the Registered Office of the Company being at the Corporate Office of the Company at Unit 9B, “Satyam Tower”, 3, Alipore Road, Kolkata – 700027;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things including filing of e-forms as are required and the Board may in its absolute discretion consider necessary, proper, desirable or appropriate in such manner as may be beneficial to the Company for giving effect to the aforesaid resolution.”



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

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	136	Nil	136
No. of Votes cast by them	172610293	Nil	172610293
% of total no. of valid vote cast	99.99%	Nil	99.99%

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

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	4	Nil	4
No. of Votes cast by them	102	Nil	102
% of total no. of valid vote cast	0.01%	Nil	0.01%

(iii) **Invalid** Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

#### **Resolution 10: Special Resolution**

Authorisation to borrow in excess of the aggregate of the paid-up capital of the Company and its free reserves and in this regard, to pass the following resolution:

“**RESOLVED THAT** in pursuance to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder {including any statutory modification(s) or re-enactment(s) thereof for the time being in force}, the consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof) to borrow money from time to time as they may think fit for the purpose of the business of the Company, any sum or sums of money which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) either in foreign currency and / or in rupee currency, as may be deemed necessary, may exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that aggregate of the moneys borrowed or to be borrowed by the Board of Directors shall not at any time exceed ₹60 crores (rupees sixty crores);

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, matters, deeds and other things as may be required or considered necessary or incidental thereto, for giving effect to the aforesaid resolution.”

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

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	132	Nil	132
No. of Votes cast by them	172608667	Nil	172608667





% of total no. of valid vote cast	99.99%	Nil	99.99%
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(ii) Voted **against** the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	7	Nil	7
No. of Votes cast by them	1717	Nil	1717
% of total no. of valid vote cast	0.01%	Nil	0.01%

(iii) **Invalid Votes:**

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

#### Resolution 11: Special Resolution

Authorisation for charges, mortgages and hypothecations on movable and immovable properties of the Company and in this regard, to pass the following resolution:

“**RESOLVED THAT** in pursuance to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder {including any statutory modification(s) or re-enactment(s) thereof for the time being in force}, the consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company on such movable and immovable properties, both present and future and in such form and manner as the Board may deem fit, together with power to take over the management and concerns of the Company in certain events in favour of Banks/Financial Institutions or other lenders, trustees to secure rupee/foreign currency loans, debentures/bonds and/or such other borrowings (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said Loans, shall not at any time exceed the limit of ₹60 crores (rupees sixty crores only);

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do or cause to be done all such acts, matters, deeds and other things as may be required or considered necessary or incidental thereto, for giving effect to the aforesaid resolution.”

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

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	134	Nil	134
No. of Votes cast by them	172610238	Nil	172610238
% of total no. of valid vote cast	99.99%	Nil	99.99%



(ii) Voted against the resolution:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	5	Nil	5
No. of Votes cast by them	122	Nil	122
% of total no. of valid vote cast	0.01%	Nil	0.01%

(iii) Invalid Votes:

	Voting by Remote e-voting	Voting by Ballot Paper	Total
Number of Members voted	Nil	Nil	Nil
Total No. of votes cast by them	Nil	Nil	Nil

6. A compact disc containing list of members who have voted either "For" or "Against" is enclosed with this report.
7. All relevant records of remote e-voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 4th AGM and the same shall be handed over, thereafter, to the Chairman/Company Secretary for safe keeping.

Thanking you,  
Yours faithfully,

  
  
**Niaz Ahmed**  
Practising Company Secretary  
C.P. No. 5965  
Membership No. 15555

Date: September 25, 2015