



**SHALIMAR
PAINTS**

29th September, 2016

National Stock Exchange of BSE Ltd.,
India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051

Central Depository Services (India)
Limited
17th Floor, Phiroze Jeejeebhoy
Towers, Dalal Street, Fort, Mumbai -
400001

REFERENCE: SCRIP CODE - NSE-SHALPAINTS, BSE-509874

**SUBJECT: 114TH ANNUAL GENERAL MEETING – COMPLIANCE OF REGULATION 44
(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS)
REGULATIONS, 2015**

Dear Sirs,

This is to inform you that the 114th Annual General Meeting of M/s Shalimar Paints Limited was held on Wednesday, the 28th day of September, 2016 at 11:00 A.M. at Galaxy Hotel Shopping & Spa, NH-8, Sector 15, Part-II, Gurgaon-122001.

All the items of business as mentioned in the notice convening the said Annual General Meeting have been transacted and all the resolutions have been passed by the Shareholders by requisite majority either by remote e-voting or through voting by poll conducted at the Annual General Meeting.

In compliance with the requirements under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are furnishing relevant details pertaining Annual General Meeting in the prescribed format as an Annexure.

A consolidated Scrutinizer's Report dated 29th September, 2016, on remote e-voting and poll is attached herewith.

Please take the above intimation on records and acknowledge the receipt.

Thanking You,

For Shalimar Paints Limited

Nitin Gupta
Company Secretary
M. No.: F8485



Regd. Off.: 4th Floor, Plot No. 64,
Sector-44, Gurgaon, Haryana - 122001



Date of Annual General Meeting	:	28 th September, 2016
Total number of shareholders on record date	:	10,701 (as on the Cut-off date i.e., 21st September, 2016)
NUMBER OF SHAREHOLDERS PRESENT IN THE MEETING IN PERSON OR THROUGH PROXY		
Promoter and Promoter group	:	16
Public	:	24
NUMBER OF SHAREHOLDERS ATTENDED THE MEETING THROUGH VIDEO CONFERENCING		
Promoter and Promoter group	:	Not Applicable
Public	:	Not Applicable



DETAILS OF AGENDA:RESOLUTION NUMBER: 1

RECEIVE, CONSIDER AND ADOPT THE FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 31ST MARCH, 2016 INCLUDING AUDITED BALANCE SHEET AS AT 31ST MARCH 2016 AND THE STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

Resolution required	:	Ordinary Resolution
Mode of Voting	:	Remote e-voting/ ballot paper at the AGM Venue
Result	:	Passed with overwhelming majority
Whether promoter/ promoter group are interested in the agenda/ resolution	:	No

Promoter/ Public	Mode of Voting	Total No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
1 Promoter and Promoter group	E-Voting	11803150	11803150	100%	11803150	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	11803150	11803150	100%	11803150	0	100%	0
2 Public Institutional holders	E-Voting	880771	683710	77.62%	683710	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	880771	683710	77.62%	683710	0	100%	0
3 Public-Others	E-Voting	6262054	247	0.0039%	247	0	100%	0
	Poll		4191	0.0669%	4191	0	100%	0
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	6262054	4438	0.0708%	4438	0	100%	0
Total		18945975	12491298	65.93%	12491298	0	100%	0

SHALIMAR PAINTS LIMITED

RESOLUTION NUMBER: 2

APPROVE THE APPOINTMENT OF M/S CHATURVEDI & PARTNERS, CHARTERED ACCOUNTANTS (REGISTRATION NO.: 307068E) AS THE AUDITORS OF THE COMPANY FROM THE CONCLUSION OF THIS MEETING TILL THE CONCLUSION OF THE NEXT AGM

Resolution required	: Ordinary Resolution
Mode of Voting	: Remote e-voting/ ballot paper at the AGM Venue
Result	: Passed with overwhelming majority
Whether promoter/ promoter group are interested in the agenda/ resolution	: No

Promoter/ Public	Mode of Voting	Total No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
1 Promoter and Promoter group	E-Voting	11803150	11803150	100%	11803150	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	11803150	11803150	100%	11803150	0	100%	0
2 Public Institutional holders	E-Voting	880771	683710	77.62%	683710	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	880771	683710	77.62%	683710	0	100%	0
3 Public-Others	E-Voting	6262054	247	0.0039%	247	0	100%	0
	Poll		4191	0.0669%	4191	0	100%	0
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	6262054	4438	0.0708%	4438	0	100%	0
Total		18945975	12491298	65.93%	12491298	0	100%	0



SHALIMAR PAINTS LIMITED

RESOLUTION NUMBER: 3

THE VACANCY CAUSED BY RETIREMENT OF MR. RATAN JINDAL (DIN: 00054026), WHO RETIRES BY ROTATION AT THIS ANNUAL GENERAL MEETING AND WHO DOES NOT SEEK RE-APPOINTMENT, BE NOT FILLED UP

Resolution required	: Ordinary Resolution
Mode of Voting	: Remote e-voting/ ballot paper at the AGM Venue
Result	: Passed with overwhelming majority
Whether promoter/ promoter group are interested in the agenda/ resolution	: No

Promoter/ Public	Mode of Voting	Total No. of shares held	No of votes polled	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes-in favour	No. of Votes- Against	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
1 Promoter and Promoter group	E-Voting	(1) 11803150	(2) 11803150	100%	(4) 11803150	(5) 0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	11803150	11803150	100%	11803150	0	100%	0
2 Public Institutional holders	E-Voting	880771	683710	77.62%	683710	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	880771	683710	77.62%	683710	0	100%	0
3 Public-Others	E-Voting	6262054	247	0.0039%	247	0	100%	0
	Poll		4191	0.0669%	4191	0	100%	0
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	6262054	4438	0.0708%	4438	0	100%	0
Total		18945975	12491298	65.93%	12491298	0	100%	0



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RESOLUTION NUMBER: 4

APPROVE THE APPOINTMENT OF MR. GAUTAM KANJILAL (DIN: 03034033), AS DIRECTOR OF THE COMPANY, WHO WAS APPOINTED AS ADDITIONAL DIRECTOR, TO HOLD OFFICE FOR A PERIOD OF 3 (THREE) CONSECUTIVE YEARS, W.E.F 7TH NOVEMBER, 2015

Resolution required	: Ordinary Resolution
Mode of Voting	: Remote e-voting/ ballot paper at the AGM Venue
Result	: Passed with overwhelming majority
Whether promoter/ promoter group are interested in the agenda/ resolution	: No

Promoter/ Public	Mode of Voting	Total No. of shares held	No of votes polled	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes-in favour	No. of Votes- Against	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
1 Promoter and Promoter group	E-Voting	11803150	11803150	100%	(4) 11803150	(5) 0	(6) 100%	(7) 0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	11803150	11803150	100%	11803150	0	100%	0
2 Public Institutional holders	E-Voting	880771	683710	77.62%	683710	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	880771	683710	77.62%	683710	0	100%	0
3 Public-Others	E-Voting	6262054	4191	0.0669%	4191	0	100%	0
	Poll		4191	0.0669%	4191	0	100%	0
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	6262054	4438	0.0708%	4438	0	100%	0
	Total	18945975	12491298	65.93%	12491298	0	100%	0



RESOLUTION NUMBER: 5

APPROVAL OF REMUNERATION PAYABLE TO MR. SURENDER KUMAR (DIN: 00510137) W.E.F 1ST OCTOBER, 2015

Resolution required	: Special Resolution
Mode of Voting	: Remote e-voting/ ballot paper at the AGM Venue
Result	: Passed with overwhelming majority
Whether promoter/ promoter group are interested in the agenda/ resolution	: No

Promoter/ Public	Mode of Voting	Total No. of shares held	No of votes polled	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes-in favour	No. of Votes- Against	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
1 Promoter and Promoter group	E-Voting	11803150	11803150	100%	11803150	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	11803150	11803150	100%	11803150	0	100%	0
2 Public Institutional holders	E-Voting	880771	683710	77.62%	683710	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	880771	683710	77.62%	683710	0	100%	0
3 Public-Others	E-Voting	6262054	247	0.0039%	247	0	100%	0
	Poll		4191	0.0669%	4191	0	100%	0
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	6262054	4438	0.0708%	4438	0	100%	0
Total		18945975	12491298	65.93%	12491298	0	100%	0



RESOLUTION NUMBER: 6

APPROVAL OF REMUNERATION PAYABLE TO MR. SURENDER KUMAR (DIN: 00510137) W.E.F 1ST APRIL, 2016

Resolution required	: Special Resolution
Mode of Voting	: Remote e-voting/ ballot paper at the AGM Venue
Result	: Passed with overwhelming majority
Whether promoter/ promoter group are interested in the agenda/ resolution	: No

Promoter/ Public	Mode of Voting	Total No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes-in favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
1 Promoter and Promoter group	E-Voting	11803150	11803150	100%	11803150	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	11803150	11803150	100%	11803150	0	100%	0
2 Public - Institutional holders	E-Voting	880771	683710	77.62%	683710	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	880771	683710	77.62%	683710	0	100%	0
3 Public-Others	E-Voting	6262054	4191	0.0669%	4191	0	100%	0
	Poll		247	0.0039%	247	0	100%	0
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	6262054	4438	0.0708%	4438	0	100%	0
Total		18945975	12491298	65.93%	12491298	0	100%	0



SHALIMAR PAINTS LIMITED

RESOLUTION NUMBER: 7

APPOINTMENT OF MR. SURENDER KUMAR (DIN: 00510137) AS MANAGING DIRECTOR AND CEO OF THE COMPANY FOR A PERIOD OF 3 (THREE) YEARS W.E.F 12TH AUGUST, 2016

Resolution required	: Special Resolution
Mode of Voting	: Remote e-voting/ ballot paper at the AGM Venue
Result	: Passed with overwhelming majority
Whether promoter/ promoter group are interested in the agenda/ resolution	: No

Promoter/ Public	Mode of Voting	Total No. of shares held	No of votes polled	% of Votes Polled on outstanding shares	No. of Votes- in favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
1 Promoter and Promoter group	E-Voting	11803150	11803150	100%	11803150	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	11803150	11803150	100%	11803150	0	100%	0
2 Public Institutional holders	E-Voting	880771	683710	77.62%	683710	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	880771	683710	77.62%	683710	0	100%	0
3 Public-Others	E-Voting	6262054	247	0.0039%	247	0	100%	0
	Poll		4191	0.0669%	4191	0	100%	0
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	6262054	4438	0.0708%	4438	0	100%	0
Total		18945975	12491298	65.93%	12491298	0	100%	0



RESOLUTION NUMBER: 8

WAIVER OF EXCESS REMUNERATION PAID TO MR. SAMEER NAGPAL (DIN: 06599230) EX-MANAGING DIRECTOR AND CEO OF THE COMPANY

Resolution required	: Special Resolution
Mode of Voting	: Remote e-voting/ ballot paper at the AGM Venue
Result	: Passed with overwhelming majority
Whether promoter/ promoter group are interested in the agenda/ resolution	: No

Promoter/ Public	Mode of Voting	Total No. of shares held	No of votes polled	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes- in favour	No. of Votes- Against	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
1 Promoter and Promoter group	E-Voting	11803150	11803150	100%	11803150	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	11803150	11803150	100%	11803150	0	100%	0
2 Public - Institutional holders	E-Voting	880771	683710	77.63%	157880	525830	23.09%	76.90%
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	880771	683710	77.63%	157880	525830	23.09%	76.90%
3 Public-Others	E-Voting	6262054	247	0.0039%	247	0	100%	0
	Poll		4191	0.0669%	4191	0	100%	0
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	6262054	4438	0.0708%	4438	0	100%	0
Total		18945975	12491298	65.93%	11961277	525830	95.79%	4.21%



RESOLUTION NUMBER: 9

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013

Resolution required	: Special Resolution
Mode of Voting	: Remote e-voting/ ballot paper at the AGM Venue
Result	: Passed with overwhelming majority
Whether promoter/ promoter group are interested in the agenda/ resolution	: No

Promoter/ Public	Mode of Voting	Total No. of shares held	No of votes polled	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes-in favour	No. of Votes- Against	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
1 Promoter and Promoter group	E-Voting	(1) 11803150	(2) 11803150	100%	(4) 11803150	(5) 0	(6) = [(4)/(2)]*100 100%	(7) = [(5)/(2)]*100 0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
2 Public Institutional holders	Total	11803150	11803150	100%	11803150	0	100%	0
	E-Voting	880771	683710	77.62%	683710	0	100%	0
	Poll		0	0	0	0	0	0
3 Public-Others	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	880771	683710	77.62%	683710	0	100%	0
	E-Voting	6262054	247	0.0039%	247	0	100%	0
Total	Poll		4191	0.0669%	4191	0	100%	0
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	6262054	4438	0.0708%	4438	0	100%	0
Total		18945975	12491298	65.93%	12491298	0	100%	0



RESOLUTION NUMBER: 10

ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013

Resolution required	: Special Resolution
Mode of Voting	: Remote e-voting/ ballot paper at the AGM Venue
Result	: Passed with overwhelming majority
Whether promoter/ promoter group are interested in the agenda/ resolution	: No

Promoter/ Public	Mode of Voting	Total No. of shares held	No of votes polled	% 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 votes polled (7) = [(5)/(2)]*100
1 Promoter and Promoter group	E-Voting	11803150	11803150	100%	11803150	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	11803150	11803150	100%	11803150	0	100%	0
2 Public Institutional holders	E-Voting	880771	683710	77.62%	683710	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	880771	683710	77.62%	683710	0	100%	0
3 Public-Others	E-Voting	6262054	247	0.0039%	247	0	100%	0
	Poll		4191	0.0669%	4191	0	100%	0
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	6262054	4438	0.0708%	4438	0	100%	0
Total		18945975	12491298	65.93%	12491298	0	100%	0



Scrutinizer's Report

To,
The Chairman
SHALIMAR PAINTS LIMITED
4th Floor, Plot No. 64, Sector – 44,
Gurgaon, Haryana - 122001

Dear Sir,

1. Appointment as Scrutinizer

I, Mohit, Proprietor Mohit and Associates, Company Secretary in Whole Time Practice, having office at C-113, South City -1, Gurgaon, Haryana have been appointed as a Scrutinizer for the 114th Annual General Meeting (114th AGM) of **SHALIMAR PAINTS LIMITED** (hereinafter referred to as the Company) held on Tuesday, 28th September, 2016 at 11:00 AM at Galaxy Hotel Shopping & Spa, NH-8, Sector 15, Part-II, Gurgaon-122001.

2. Dispatch of notice convening the meeting

The Company has informed that, on the basis of the Register of the Members and the list of Beneficiary Owners available by the depositories viz., National Securities Depository Limited (NSDL) & Central Depository Services (INDIA) Limited (CDSL), the Company completed dispatch of the Notice of the AGM as under:

- On 5th September, 2016 by e-mail to members who had registered their e-mail-ids with the Company/Depositories.

- On 2nd September, 2016 by courier to members in physical form.

3. Cut-off Date

The Voting rights were reckoned as on Wednesday, 21st September, 2016, being the cut-off date for the purpose of deciding the entitlement of members at the remote e-Voting and voting at the meeting.

4. Remote e-Voting

4.1 Agency:

The Company had appointed Central Depository Services (India) Limited (CDSL) as the agency for providing the remote e-Voting platform.

4.2 Remote e-Voting

Remote e-Voting platform was open from 9:00Am on Sunday, 25th September, 2016 to 5:00 PM on Tuesday, 27th September, 2016 and members were required to cast their vote electronically conveying their assent or dissent in respect of Ordinary & Special Resolutions, on the e-Voting platform provided by CDSL.

5. Voting at the AGM

- 5.1 As prescribed under Rule 20 (4)(xii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have cast their votes through remote e-Voting do not vote again at the AGM, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of AGM, to only such details relating to members who have cast their votes through remote e-Voting,



such as their name, DP ID/Client ID/, Folios and numbers of shares held but not the manner in which they have voted.

- 5.2 Accordingly, CDSL, the remote e- Voting Agency provided us with the Name DP ID/Client ID/, Folios and shareholding of the members who had cast their votes through remote e-Voting.
- 5.3 M/s MCS Share Transfer Agent Ltd provides e-Voting facility to the members who attended the meeting.

6. Counting Process

- 6.1 On completion of voting at the meeting, M/s MCS Share Transfer Agent Ltd provided me with the list of members who had cast their votes, their holding details of vote cast on the resolution.
- 6.2 The votes were reconciled with the records maintained by the Company & RTA with respect to the authorizations/proxies lodged with the Company.
- 6.3 I unlocked the remote e-Voting results on the CDSL e-Voting platform in the presence of Mr. Manish Malik & Mukesh Kumar Mishra and downloaded the e-Voting results.

Manish Malik

Mukesh Kumar Mishra

7. Results

- 7.1 I observed that
 - a) 20 members had cast their votes at the meeting.
 - b) 32 members had cast their votes through remote e-Voting.



- 7.2 As required under Regulation 23 (4) of the SEBI (LODR) Regulations, 2015, all the related parties have abstained from voting on Resolutions in which they are related. None of the parties related in any resolutions.
- 7.3 The consolidated Results with respect to each item on the agenda as set out on the Notice of the 114TH AGM dated 28th September, 2016 is enclosed.
- 7.4 Based on the aforesaid results, I report that Four Ordinary Resolutions as contained in Item No. 1 to Items No. 4 and Six Special Resolution as contained in Items No. 5 to Item no. 10 of the Notice dated 28TH September , 2016, have been passed with requisite majority.

Thanking You
Yours Faithfully

For and on Behalf of
Mohit & Associates


CS Mohit

Practicing company Secretary
M.No. A30192
C.P No. 11722

Place: Gurgaon
Date: 29/09/2016


Mohit
Mohit & Associates
Company Secretaries
M. Ship No. - 30192
C.P No. - 11722

Consolidated Result

Item No. 1: To adopt the financial statements of the company for the year ended 31st March, 2016 including the audited Balance sheet as at 31st March, 2016, the audited statement of profit and loss for the year ended on that date, notes thereto, together with the reports of the Board of Directors and Auditors thereon.

Sr. No.	Particulars	No. of Postal Ballot forms	No. of shares	% to the total shares representing valid votes
(a)	1. Voting at AGM	21	4,191	
	2. Remote e-Voting	32	12,487,107	
	Total (1+2)	53	12,491,298	
(b)	Less: Invalid Votes	1	0	
(c)	1. Net Voting at AGM	20	4,191	
	2. Net E-voting options	32	12,487,107	
	Total (1+2)	52	12,491,298	100%
(d)	1. Voting at AGM with assent for the resolution	20	4,191	
	2. Remote e-Voting with assent for the resolution.	32	12,487,107	
	Total (1+2)	52	12,491,298	100%
(e)	1. Voting at AGM with dissent for the resolution	NIL	NIL	
	2. Remote e-Voting with dissent for the resolution.	NIL	NIL	
	Total (1+2)	NIL	NIL	NIL

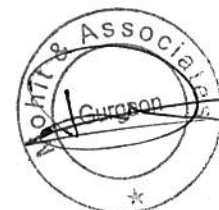
The Resolution accordingly stand passed with requisite majority.



ITEM NO. 2 : To ratify appointment of Statutory Auditors of the Company.

Sr. No.	Particulars	No. of Postal Ballot forms	No. of shares	% to the total shares representing valid votes
(a)	1. Voting at AGM	21	4,191	
	2. Remote e-Voting	32	12,487,107	
	Total (1+2)	53	12,491,298	
(b)	Less: Invalid Votes	1	0	
(c)	1. Net Voting at AGM	20	4,191	
	2. Net E-voting options	32	12,487,107	
	Total (1+2)	52	12,491,298	100%
(d)	1. Voting at AGM with assent for the resolution	20	4,191	
	2. Remote e-Voting with assent for the resolution.	32	12,487,107	
	Total (1+2)	52	12,491,298	100%
(e)	1. Voting at AGM with dissent for the resolution	NIL	NIL	
	2. Remote e-Voting with dissent for the resolution.	NIL	NIL	
	Total (1+2)	NIL	NIL	NIL

The Resolution accordingly stand passed with requisite majority.



ITEM NO. 3 : Vacancy caused by retirement of Mr. Ratan Jindal DIN 00054026 who retires by rotation and who does not seek re-appointment be not filled up;

Sr. No.	Particulars	No. of Postal Ballot forms	No. of shares	% to the total shares representing valid votes
(a)	1. Voting at AGM	21	4,191	
	2. Remote e-Voting	32	12,487,107	
	Total (1+2)	53	12,491,298	
(b)	Less: Invalid Votes	1	0	
(c)	1. Net Voting at AGM	20	4,191	
	2. Net E-voting options	32	12,487,107	
	Total (1+2)	52	12,491,298	100%
(d)	1. Voting at AGM with assent for the resolution	20	4,191	
	2. Remote e-Voting with assent for the resolution.	32	12,487,107	
	Total (1+2)	52	12,491,298	100%
(e)	1. Voting at AGM with dissent for the resolution	NIL	NIL	
	2. Remote e-Voting with dissent for the resolution.	NIL	NIL	
	Total (1+2)	NIL	NIL	NIL

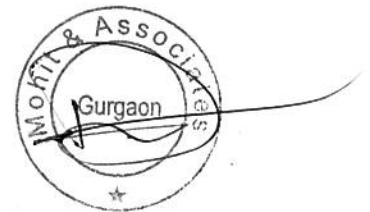
The Resolution accordingly stand passed with requisite majority.



ITEM No. 4 Appointment of Mr. Gautam Kanjilal DIN 03034033 as Director of the Company.

Sr. No.	Particulars	No. of Postal Ballot forms	No. of shares	% to the total shares representing valid votes
(a)	1. Voting at AGM	21	4,191	
	2. Remote e-Voting	32	12,487,107	
	Total (1+2)	53	12,491,298	
(b)	Less: Invalid Votes	1	0	
(c)	1. Net Voting at AGM	20	4,191	
	2. Net E-voting options	32	12,487,107	
	Total (1+2)	52	12,491,298	100%
(d)	1. Voting at AGM with assent for the resolution	20	4,191	
	2. Remote e-Voting with assent for the resolution.	32	12,487,107	
	Total (1+2)	52	12,491,298	100%
(e)	1. Voting at AGM with dissent for the resolution	NIL	NIL	
	2. Remote e-Voting with dissent for the resolution.	NIL	NIL	
	Total (1+2)	NIL	NIL	NIL

The Resolution accordingly stand passed with requisite majority.



ITEM No. 5 Approval of Remuneration payable to Mr. Surender Kumar DIN 00510137 w.e.f 1st October, 2015.

Sr. No.	Particulars	No. of Postal Ballot forms	No. of shares	% to the total shares representing valid votes
(a)	1. Voting at AGM	21	4,191	
	2. Remote e-Voting	32	12,487,107	
	Total (1+2)	53	12,491,298	
(b)	Less: Invalid Votes	1	0	
(c)	1. Net Voting at AGM	20	4,191	
	2. Net E-voting options	32	12,487,107	
	Total (1+2)	52	12,491,298	100%
(d)	1. Voting at AGM with assent for the resolution	20	4,191	
	2. Remote e-Voting with assent for the resolution.	32	12,487,107	
	Total (1+2)	52	12,491,298	100%
(e)	1. Voting at AGM with dissent for the resolution	NIL	NIL	
	2. Remote e-Voting with dissent for the resolution.	NIL	NIL	
	Total (1+2)	NIL	NIL	NIL

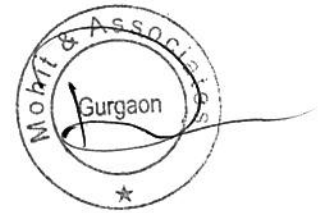
The Resolution accordingly stand passed with requisite majority.



ITEM No. 6 Approval of Remuneration payable to Mr. Surender Kumar DIN 00510137 w.e.f 1st April 2016.

Sr. No.	Particulars	No. of Postal Ballot forms	No. of shares	% to the total shares representing valid votes
(a)	1. Voting at AGM	21	4,191	
	2. Remote e-Voting	32	12,487,107	
	Total (1+2)	53	12,491,298	
(b)	Less: Invalid Votes	1	0	
(c)	1. Net Voting at AGM	20	4,191	
	2. Net E-voting options	32	12,487,107	
	Total (1+2)	52	12,491,298	100%
(d)	1. Voting at AGM with assent for the resolution	20	4,191	
	2. Remote e-Voting with assent for the resolution.	32	12,487,107	
	Total (1+2)	52	12,491,298	100%
(e)	1. Voting at AGM with dissent for the resolution	NIL	NIL	
	2. Remote e-Voting with dissent for the resolution.	NIL	NIL	
	Total (1+2)	NIL	NIL	NIL

The Resolution accordingly stand passed with requisite majority.



ITEM No. 7 Appointment of Mr. Surender Kumar DIN: 00510137 as Managing Director and CEO of the Company.

Sr. No.	Particulars	No. of Postal Ballot forms	No. of shares	% to the total shares representing valid votes
(a)	1. Voting at AGM	21	4,191	
	2. Remote e-Voting	32	12,487,107	
	Total (1+2)	53	12,491,298	
(b)	Less: Invalid Votes	1	0	
(c)	1. Net Voting at AGM	20	4,191	
	2. Net E-voting options	32	12,487,107	
	Total (1+2)	52	12,491,298	100%
(d)	1. Voting at AGM with assent for the resolution	20	4,191	
	2. Remote e-Voting with assent for the resolution.	32	12,487,107	
	Total (1+2)	52	12,491,298	100%
(e)	1. Voting at AGM with dissent for the resolution	NIL	NIL	
	2. Remote e-Voting with dissent for the resolution.	NIL	NIL	
	Total (1+2)	NIL	NIL	NIL

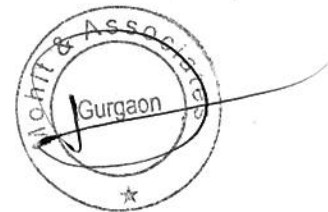
The Resolution accordingly stand passed with requisite majority.



**ITEM No. 8 Waiver of excess remuneration payable to Mr. Sameer Nagpal Ex-
Managing Director CEO of the Company.**

Sr. No.	Particulars	No. of Postal Ballot forms	No. of shares	% to the total shares representing valid votes
(a)	1. Voting at AGM	21	4,191	
	2. Remote e-Voting	32	12,487,107	
	Total (1+2)	53	12,491,298	
(b)	Less: Invalid Votes	1	0	
(c)	1. Net Voting at AGM	20	4,191	
	2. Net E-voting options	32	12,487,107	
	Total (1+2)	52	12,491,298	100%
(d)	1. Voting at AGM with assent for the resolution	20	4,191	
	2. Remote e-Voting with assent for the resolution.	31	11,961,277	
	Total (1+2)	51	11,965,468	95.79%
(e)	1. Voting at AGM with dissent for the resolution	NIL	NIL	
	2. Remote e-Voting with dissent for the resolution.	1	525,830	
	Total (1+2)	1	525,830	4.21%

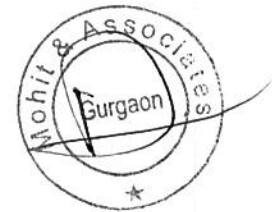
The Resolution accordingly stand passed with requisite majority.



ITEM No. 9 Adoption of new set of Articles of Association of the Company.

Sr. No.	Particulars	No. of Postal Ballot forms	No. of shares	% to the total shares representing valid votes
(a)	1. Voting at AGM	21	4,191	
	2. Remote e-Voting	32	12,487,107	
	Total (1+2)	53	12,491,298	
(b)	Less: Invalid Votes	1	0	
(c)	1. Net Voting at AGM	20	4,191	
	2. Net E-voting options	32	12,487,107	
	Total (1+2)	52	12,491,298	100%
(d)	1. Voting at AGM with assent for the resolution	20	4,191	
	2. Remote e-Voting with assent for the resolution.	32	12,487,107	
	Total (1+2)	52	12,491,298	100%
(e)	1. Voting at AGM with dissent for the resolution	NIL	NIL	
	2. Remote e-Voting with dissent for the resolution.	NIL	NIL	
	Total (1+2)	NIL	NIL	NIL

The Resolution accordingly stand passed with requisite majority.



ITEM No. 10 Adoption of new set of Memorandum of Association of the Company.

Sr. No.	Particulars	No. of Postal Ballot forms	No. of shares	% to the total shares representing valid votes
(a)	1. Voting at AGM	21	4,191	
	2. Remote e-Voting	32	12,487,107	
	Total (1+2)	53	12,491,298	
(b)	Less: Invalid Votes	1	0	
(c)	1. Net Voting at AGM	20	4,191	
	2. Net E-voting options	32	12,487,107	
	Total (1+2)	52	12,491,298	100%
(d)	1. Voting at AGM with assent for the resolution	20	4,191	
	2. Remote e-Voting with assent for the resolution.	32	12,487,107	
	Total (1+2)	52	12,491,298	100%
(e)	1. Voting at AGM with dissent for the resolution	NIL	NIL	
	2. Remote e-Voting with dissent for the resolution.	NIL	NIL	
	Total (1+2)	NIL	NIL	NIL

The Resolution accordingly stand passed with requisite majority.



I have handed over the postal ballot forms and other related papers/Registers and records for safe custody to **Mr. Nitin Gupta**, Company Secretary of the Company who is authorized by the Board of Directors to supervise the postal ballot process and E-voting process.

You may accordingly declare the result of voting by Postal Ballot and E-voting.

**Thanking You
Yours Faithfully**

**For and on Behalf of
Mohit & Associates**



A handwritten signature in black ink, appearing to be "Mohit", enclosed within a hand-drawn oval.

Mohit & Associates
Company Secretaries
M. Ship No. - 30192
C.P No. - 11722

Practicing company Secretary

M.No. A30192

C.P No. 11722

Place: Gurgaon

Date: 29/09/2016