



Date: 28<sup>th</sup> September 2017

<b>1) Asst. Vice President, Listing Department, National Stock Exchange of India Limited, Exchange Plaza, C-1, Block - G, Bandra Kurla Complex, Bandra (East), Mumbai- 400051</b>	<b>2) The Listing Department Corporate Relationship Department BSE Limited, 1<sup>st</sup> Floor, New Trading Wing, P.J. Towers Dalal Street Fort, Mumbai- 400001</b>
<b>Scrip Code - ARCHIES</b>	<b>Scrip Code - 532212</b>

**Sub: Proceedings and details of voting results of the 27<sup>th</sup> Annual General Meeting pursuant to Regulation 30 & 44(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015**

Dear Sir,

Pursuant to Regulation 30 & 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, we wish to inform you that the 27<sup>th</sup> Annual General Meeting (AGM) of the members of Archies Limited ("Company") was held today on Thursday, September 28, 2017 at 11.00 A.M. at Auditorium, HSIIDC Limited, HSIIDC Office Complex, IMT Manesar, Gurugram, Haryana -122052.

Total 54 members (including proxies) attended the meeting, as per the attendance records prepared by the Link InTime India (Pvt) Ltd, Registrar and Transfer Agent of the Company.

Mr. Anil Moolchandani, Chairman and Managing Director chaired the meeting.

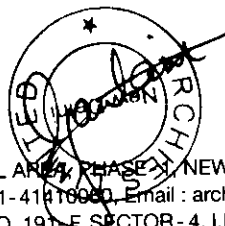
After confirming the quorum was present Mr. Anil Moolchandani, Chairman and Managing Director of the Company called the meeting in order.

At the meeting, following members were on the dais: Mr. Anil Moolchandani-Chairman and Managing Director; Mr. Dilip Seth-Director (Finance) and CFO; Mr. Arun Singhal-Independent Director; Mr. Sunil Behl-Independent Director; Mr. Jagdish Moolchandani-Director and Mr. Gautam-Company Secretary of the Company.

The Company Secretary introduced the Directors and officials present on the dais and confirmed the presence of Mr. Sunil Behl-Chairman of Audit Committee, Corporate Social Responsibility Committee and Nomination and Remuneration Committee and Mr. Arun Singhal-Chairman of Stakeholders Relationship Committee and Mr. Naveen Shree Pandey, Practising Company Secretary-Scrutinizer appointed by the Company to scrutinize the remote e-voting process and the Poll at the AGM.

The Chairman informed that the Notice convening the 27<sup>th</sup> Annual General Meeting along with the Annual Accounts, Auditors Report and Directors Report for the year ended 31<sup>st</sup> March 2017 have already been dispatched to the members and with the permission of the members the same were taken as read.

The Chairman delivered his speech and briefly reported the performance of the Company during the year under review.



**ARCHIES LIMITED**

C-113, NARAINA INDUSTRIAL AREA, PHASE X, NEW DELHI - 110028 (INDIA), CIN : L36999HR1990PLC041175  
TEL.: 91-11-41410000, 41412222, Fax : 91-11-41410000, Email : archies@archiesonline.com, Website : www.archiesonline.com  
REGISTERED OFFICE : PLOT NO. 191, E. SECTOR - 4, I.M.T. MANESAR, GURUGRAM - 122050, HARYANA (INDIA)

Chairman informed to the Shareholders that in accordance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, Company has provided the remote e-voting facility for voting by electronic means to its members as on 21<sup>st</sup> September, 2017 (the cut-off date) to exercise their vote on all the resolutions set forth in the Notice of AGM as per the services provided by the Central Depository Services (India) Limited using system from a place other than the venue of meeting (remote e-voting) which was available from Monday, September 25, 2017 at 09:00 A.M. (IST) and ends on Wednesday, September 27, 2017 at 05:00 P.M. (IST) (both days inclusive) and those shareholders who did not participate in the remote e-voting, had casted their votes by Poll through the Ballot Form provided by the Company at the venue of the Annual General Meeting.

Queries of the members were replied by Mr. Anil Moolchandani [Chairman and Managing Director] and Mr. Dilip Seth [Director (Finance) and CFO] of the Company.

There being no other business, Chairman declared the meeting as over and thanked their members for their participation in the meeting.

We are submitting herewith result of business transactions conducted as per the Notice of the AGM. Further, pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, we are also submitting herewith the details regarding the Voting Results of the business transacted at the AGM in the prescribed format.

We are also enclosing the Report of the Scrutinizer on e-voting and voting through the Ballot Paper at the AGM.

The above are also being uploaded on the Company's website.

This is for your information and records.

Thanking you,

Yours faithfully,

**For ARCHIES LIMITED**

  
**(GAUTAM)**  
**COMPANY SECRETARY**

Enclosed:

1. Results of AGM
2. Report under Regulation 44(3) of SEBI (LODR) Regulations, 2015
3. Scrutinizer's Report

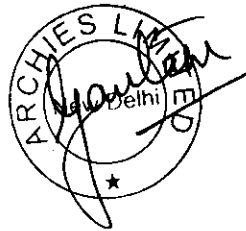


<b>RESO NO.</b>	<b>RESOLUTION PASSED AT THE AGM</b>	<b>Ordinary Resolution/ Special Resolution</b>	<b>Mode of Voting</b>	<b>Remarks</b>
<b>ORDINARY BUSINESS</b>				
1	Adoption of Balance Sheet, Statement of Profit & Loss, Report of the Directors and Auditors for the financial year ended 31 <sup>st</sup> March, 2017.	Ordinary Resolution	E-Voting and Ballot Paper at AGM	Passed with Requisite majority
2	Appointment of Director in place of Mr. Dilip Seth (DIN-06640936), who retires by rotation and being eligible offers himself for re-appointment.	Ordinary Resolution	E-Voting and Ballot Paper at AGM	Passed with Requisite majority
3	Appointment of M/s J.P., Kapur & Uberai (FRN- 000593N), Chartered Accountants, as Statutory Auditors of the Company in place of M/s Uberoi Sood & Kapoor, (FRN-001462N), Chartered Accountants.	Ordinary Resolution	E-Voting and Ballot Paper at AGM	Passed with Requisite majority
<b>SPECIAL BUSINESS</b>				
4	Re-appointment of Mr. Dilip Seth (DIN 06640936) as Director (Finance) and CFO of the Company for 2 years.	Special Resolution	E-Voting and Ballot Paper at AGM	Passed with Requisite majority
5	Re-appointment of Mr. Anil Moolchandani (DIN-00022693) as Chairman and Managing Director of the Company for 2 years.	Special Resolution	E-Voting and Ballot Paper at AGM	Passed with Requisite majority



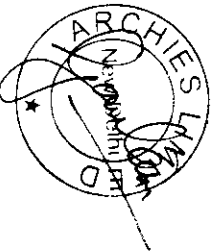
**ARCHIES LIMITED**

<b>Date of AGM/EGM</b>	28 <sup>th</sup> September, 2017
<b>Total number of shareholders on record date</b>	15620
<b>No of shareholders present in the meeting either in person or through proxy:</b>	
<b>Promoters and Promoter Group:</b>	07
<b>Public:</b>	47
<b>No of shareholders attended the meeting through Video Conferencing</b>	
<b>Promoters and Promoter Group:</b>	Not Applicable
<b>Public:</b>	Not Applicable



Resolution - 1

Resolution required: (Ordinary Resolution)		Adoption of Balance Sheet, Statement of Profit & Loss, Report of Directors and Auditors for the Financial Year ended March 31, 2017.									
Whether promoter / promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	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 favor on votes polled	% of Votes against on vote polled			
		-1	-2	(3)=[(2)/(1)]*100	-4	-5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100			
Promoter and Promoter Group	E - Voting		20454600	100.000	20454600	0	100.00	0.00			
	Poll		0	0.00	0	0	0.00	0.00			
	Postal Ballot, (if applicable)	20454600	0	0.00	0	0	0.00	0.00			
	<b>Total</b>	<b>20454600</b>	<b>20454600</b>	<b>100.00</b>	<b>20454600</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>			
Public – Institutions	E - Voting		0	0.00	0	0	0.00	0.00			
	Poll		0	0.00	0	0	0.00	0.00			
	Postal Ballot, (if applicable)	210100	0	0.00	0	0	0.00	0.00			
	<b>Total</b>	<b>210100</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>			
Public-Non Institutions	E - Voting		14872	0.11	14872	0	100.00	0.00			
	Poll		10349	0.08	10349	0	100.00	0.00			
	Postal Ballot, (if applicable)	13115300	0	0.00	0	0	0.00	0.00			
	<b>Total</b>	<b>13115300</b>	<b>25221</b>	<b>0.19</b>	<b>25221</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>			
<b>Total</b>		<b>33780000</b>	<b>20479821</b>	<b>60.63</b>	<b>20479821</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>			



Resolution - 2

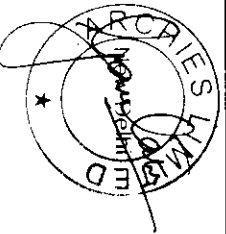
Resolution required: (Ordinary Resolution) Appointment of Director in place of Mr. Dilip Seth (DIN-06640936), who retires by rotation and being eligible offers himself for re-appointment.

Whether promoter / promoter group are interested in the agenda/resolution?	No										
Category	Mode of Voting	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 favor on votes polled	% of Votes against on vote polled			
Promoter and Promoter Group	E - Voting										
	Poll										
	Postal Ballot, (if applicable)	20454600	0	0.00	0	0	0.00	0.00			
	<b>Total</b>	<b>20454600</b>	<b>20454600</b>	<b>100.00</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>		
Public - Institutions	E - Voting										
	Poll										
	Postal Ballot, (if applicable)	210100	0	0.00	0	0	0.00	0.00			
	<b>Total</b>	<b>210100</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>		
Public-Non Institutions	E - Voting										
	Poll										
	Postal Ballot, (if applicable)	13115300	0	0.00	0	0	0.00	0.00			
	<b>Total</b>	<b>13115300</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>		
<b>Total</b>		<b>33780000</b>	<b>20475821</b>	<b>20475821</b>	<b>100.00</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>			

CHAIRMAN  
 DILIP SETH  
 \*

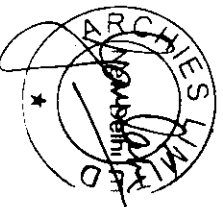
Resolution - 3

Resolution required: (Ordinary Resolution)		Appointment of M/s J.P., Kapur & Uberai (FRN- 000593N), Chartered Accountants, as Statutory Auditors of the Company in place of M/s Uberoi Sood & Kapoor, (FRN-001462N), Chartered Accountants.									
Whether promoter / promoter group are interested in the agenda/resolution?	Category	Mode of Voting	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 favor on votes polled	% of Votes against on vote polled		
No					(3)=[(2)/(1)]*100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
		E - Voting	-1	-2	00	-4	-5	0	0		
		Poll		20454600	100.000	20454600	0	100.00	0.00		0.00
	Promoter and Promoter Group	Postal Ballot, (if applicable)	20454600	0	0.00	0	0	0.00	0.00		0.00
		Total	20454600	20454600	100.00	20454600	0	100.00	0.00		0.00
		E - Voting		0	0.00	0	0	0.00	0.00		0
		Poll		0	0.00	0	0	0.00	0.00		0
	Public – Institutions	Postal Ballot, (if applicable)	210100	0	0.00	0	0	0.00	0.00		0
		Total	210100	0	0.00	0	0	0.00	0.00		0.00
		E - Voting		14872	0.11	14872	0	100.00	0.00		0.00
		Poll		10349	0.08	10349	0	100.00	0.00		0.00
	Public-Non Institutions	Postal Ballot, (if applicable)	13115300	0	0.00	0	0	0.00	0.00		0.00
		Total	13115300	25221	0.19	25221	0	100.00	0.00		0.00
	Total		33780000	20479821	60.63	20479821	0	100.00	0.00		0.00



Resolution - 4

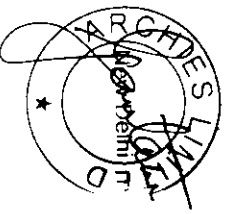
Resolution required: (Special Resolution)		Re-appointment of Mr. Dilip Seth (DIN 06640936) as Director(Finance) and CFO of the Company for 2 years						
Whether promoter / promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favor on votes polled	% of Votes against on vote polled
Promoter and Promoter Group	E - Voting	-1	-2	(3)=[(2)/(1)]*100	-4	-5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Poll		20454600	100.000	20454600	0	100.000	0.000
	Postal Ballot, (if applicable)	20454600	0	0.000	0	0	0.000	0.000
Public – Institutions	Total	20454600	20454600	100.000	20454600	0	100.000	0.000
	E - Voting		0	0.000	0	0	0.000	0
	Poll	210100	0	0.000	0	0	0.000	0
Public-Non Institutions	Postal Ballot, (if applicable)	210100	0	0.000	0	0	0.000	0
	Total	210100	0	0.000	0	0	0.000	0.000
	E - Voting		10872	0.08	10872	0	100.000	0.000
Total	Poll	13115300	10349	0.08	10349	0	100.000	0.000
	Postal Ballot, (if applicable)		0	0.000	0	0	0.000	0.000
	Total	13115300	21221	0.16	21221	0	100.000	0.000
Total		33780000	20475821	60.62	20475821	0	100.000	0.000





Resolution - 5

Resolution required: Special Resolution)		Re-appointment of Mr. Anil Moolchandani (DIN-00022693) as Chairman and Managing Director of the Company for 2 year									
Whether promoter / promoter group are interested in the agenda/resolution?		Yes									
Category	Mode of Voting	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 favor on votes polled	% of Votes against on vote polled			
Promoter and Promoter Group	E - Voting	-1	-2	(3)=[(2)/(1)]*100	-4	-5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100			
	Poll		13660700	66.785	13660700	0	100.00	0.00			
	Postal Ballot, (if applicable)	20454600	0	0.00	0	0	0.00	0.00			
Public – Institutions	Total	20454600	13660700	66.79	13660700	0	100.00	0.00			
	E - Voting		0	0.00	0	0	0.00	0.00			
	Poll	210100	0	0.00	0	0	0.00	0.00			
Public-Non Institutions	Postal Ballot, (if applicable)	210100	0	0.00	0	0	0.00	0.00			
	Total	210100	0	0.00	0	0	0.00	0.00			
	E - Voting		14872	0.11	14872	0	100.00	0.00			
Total	Poll	13115300	10349	0.08	10349	0	100.00	0.00			
	Postal Ballot, (if applicable)	13115300	0	0.00	0	0	0.00	0.00			
	Total	13115300	25221	0.19	25221	0	100.00	0.00			
Total		33780000	13685921	40.51	13685921	0	100.00	0.00			





**Consolidated Report of Scrutinizer on Remote E-voting  
and Voting through Polling Paper**

*[Pursuant to Section 108, 109 of the Companies Act, 2013 and Rule 20, 21 of the  
Companies (Management and Administration) Rules, 2014 and Regulation 44 of  
the SEBI (LODR) Regulations, 2015]*

To,

**The Chairman of 27<sup>th</sup> Annual General Meeting of the Members of  
Archies Limited**

Held on Thursday, 28<sup>th</sup> September, 2017,  
at 11:00 AM,  
at Auditorium, HSIIDC Limited, HSIIDC office complex,  
IMT Manesar, Gurugram,  
Haryana - 122052

**Report on e-voting and voting by Poll conducted at 27<sup>th</sup> Annual General Meeting of the  
Equity Shareholders of Archies Limited, held on Thursday, 28<sup>th</sup> September, 2017 at 11:00  
A.M. at Auditorium, HSIIDC Limited, HSIIDC office complex, IMT Manesar, Gurugram,  
Haryana -122052.**

**1. Appointment as Scrutinizer:**

I, Naveen Shree Pandey, Practicing Company Secretary (Membership No. F9028) was appointed as the Scrutinizer for conducting the remote e-voting process and voting through polling paper, in pursuance of the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (management And Administration) Rules, 2014 as substituted by the Companies (Management And Administration) Amendment Rules, 2016 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015, at the 27<sup>th</sup> Annual General Meeting (AGM) of "ARCHIES LIMITED" ("Company") held on Thursday, 28<sup>th</sup> day of September, 2017 at 11:00 A.M. at Auditorium, HSIIDC Limited, HSIIDC office complex, IMT Manesar, Gurugram, Haryana -122052.

**2. Agency:**

The Company had appointed Central Depository Services (India) Limited (CDSL) as the agency for providing the remote e-Voting platform. The Service provider accordingly has set up e-voting facility on their website [www.evotingindia.com](http://www.evotingindia.com).

For NSP AND ASSOCIATES

Proprietor

**3. Dispatch of Notice convening the Meeting**

The Company has completed on 04<sup>th</sup> day of September, 2017 the dispatch of Notice of AGM along with details of Login ID and password to its members through Courier (Professional Courier) and through mail to members whose email id was registered with the Company or its Registrar and Transfer Agent.

**4. Cut- off date:**

The voting rights were reckoned as on 21<sup>st</sup> September, 2017, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the Meeting.

**5. Remote E-voting:**

Remote e-Voting platform was open from 09:00 A.M. (IST) on the Monday, 25<sup>th</sup> September, 2017 to 05:00 P.M. (IST) on Wednesday, 27<sup>th</sup> September, 2017 and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary/Special Resolutions, on the e-voting platform provided by CDSL.

**6. Voting at the AGM:**

6.1 As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2016 for the purpose of ensuring that members who have casted their votes through remote e-Voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of general meeting, to only such details related to members who have cast their votes through remote e-voting, such as their names, DP Id/Client Id, folios, number of shares held but not the manner in which they have voted.

6.2 Accordingly, CDSL, the remote e-voting Agency provided us with the names, DP Id/Client Id, folios, shareholding of the members who had casted their votes through remote e-voting.

6.3 In line with the provisions of the Companies Act, 2013 and in term of the clarification issued by MCA, voting by show of hands was not conducted at the General Meeting as e-voting has been offered to the Shareholders. Therefore, at the 27<sup>th</sup> AGM of the Company, voting was conducted by means of poll under Rule 21 of the Companies (Management and Administration) Rules, 2014.

6.4 At the AGM, after the declaration of Poll by the Chairman, One (1) ballot box kept for polling were locked in my presence with due identification marks placed by me.

**For NSP AND ASSOCIATES**



**Proprietor**

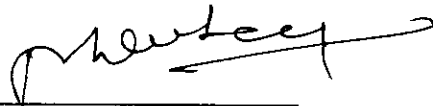
6.5 Considering the aforesaid, ballot papers were issued to the members who had attended the meeting.

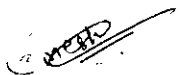
**7. Counting Process:**

7.1 On completion of voting at the meeting, Link Intime India Private Limited, Registrar and Transfer Agent (RTA) of the Company provided me with the list of members who had casted their votes, their holding details and details of vote casted on each of the resolution.

7.2 The votes were reconciled with the records maintained by the Company and RTA with respect to the authorization/ proxies lodged with the Company.

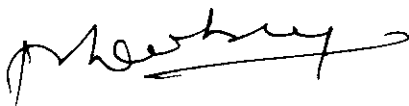
7.3 The locked ballot box was subsequently opened in my presence along with Two (2) witnesses **a)** Mr. Mayank Dubey R/o C-8, 2<sup>nd</sup> Floor, Back Side, West Patel Nagar, New Delhi – 110008, and **b)** Mr. Umesh P. Singh R/o C1, New Seemapuri, Delhi – 110095, who are not in the employment of the Company and poll papers were diligently scrutinized. The Witnesses have signed below in confirmation of the Ballot Box being unlocked in my presence. The Poll papers have been reconciled with the records maintained by the Company and RTA of the Company and the authorization / proxies lodged with the Company.


  
\_\_\_\_\_  
(Mayank Dubey)

  
\_\_\_\_\_  
(Umesh P. Singh)

7.4 The polling papers which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.

7.5 After counting the votes casted by the members and proxy holders present at the AGM through polling papers the votes casted through remote e-voting by the members were unblocked on Thursday the 28<sup>th</sup> day of September, 2017 at 12:24 P.M. (IST) in the presence of Two (2) witnesses namely Mr. Mayank Dubey and Mr. Umesh P. Singh, who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.

  
\_\_\_\_\_  
(Mayank Dubey)

  
\_\_\_\_\_  
(Umesh P. Singh)

7.6 Thereafter, the details containing inter-alia, the information about shareholders voting "For" and "Against" the resolutions, were generated from the e-voting website of CDSL.

**For NSP AND ASSOCIATES**



**Proprietor**

**8. Results:**

**8.1 I observed that:**

- a) 54 members were present out of which 25 members had casted their votes at the meeting and out of which vote of 1 member was found invalid. Further, 21 members haven't casted their vote and 8 members have already casted their vote through e-voting.
- b) 25 members had casted their votes through remote e-voting.

**8.2** Based on the reports generated from the e-voting system provided by the CDSL and votes casted on Poll, we submit the consolidated results of e-voting and Poll herewith, in respect to each item on the agenda as set out in the Notice of the 27<sup>th</sup> AGM dated 10<sup>th</sup> August, 2017.

- 9. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereof on the resolutions contained in the Notice of 27<sup>th</sup> Annual General Meeting. Our responsibilities as scrutinizers are restricted to make a Scrutinizers' Report of the votes cast "For" or "Against" the resolutions stated in the Notice.
- 10. Based on the above voting, all resolutions have been passed with requisite majority, accordingly we request the Company to declare the result of the meeting.
- 11. The Register, all other papers and relevant records relating to remote e-voting and voting by poll (Polling Paper) at the 27<sup>th</sup> AGM shall remain in my safe custody until the Chairman consider, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe keeping.

Thanking You,  
Yours faithfully,

For NSP & Associates  
Company Secretaries

For NSP AND ASSOCIATES  
*Naveen Shree Pandey*  
Proprietor

Naveen Shree Pandey  
Proprietor (Scrutinizer)  
FCS: 9028; CP No. 10937

Date: 28<sup>th</sup> September, 2017  
Place: New Delhi

**Annexure to Scrutinizer Report**

**RESOLUTION 01: (ORDINARY RESOLUTION)**

Ordinary resolution to receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017 and Statement of Profit and Loss Account for the year ended on that date along with the Reports of the Auditors and the Directors thereon.

Mode	Total Voters	Total Shares	No Voting/Invalid Poll		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
E-voting	25	20469472	0	0	25	20469472	0	0
Poll	46	10712	22	363	24	10349	0	0
Total	71	20480184	22	363	49	20479821	0	0

Total Valid Shares (Total Shares) = 20479821  
Votes in Favour (% of Total Valid Shares) = 100.00%  
Votes in Against (% of Total Valid Shares) = 00.00%

**RESOLUTION 02:(ORDINARY RESOLUTION)**

Ordinary Resolution for the Appointment of a Director in place of Mr. Dilip Seth (DIN-06640936) who retires by rotation and being eligible offers himself for re-appointment.

Mode	Total Voters	Total Shares	No Voting/Invalid Poll		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
E-voting	25	20469472	1	4000	24	20465472	0	0
Poll	46	10712	22	363	24	10349	0	0
Total	71	20480184	23	4363	48	20475821	0	0

Total Valid Shares (Total Shares) = 20475821  
Votes in Favour (% of Total Valid Shares) = 100.00%  
Votes in Against (% of Total Valid Shares) = 00.00%

**For NSP AND ASSOCIATES**



**Proprietor**

**RESOLUTION 03:(ORDINARY RESOLUTION)**

Ordinary Resolution for Ratification of M/s. J.P., Kapur & Uberai (FRN- 000593N), Chartered Accountants, New Delhi as the Auditors of the Company to hold office for a term of five year and to authorize to the Board fix such Remuneration as may be determined by the audit committee in consultation with the Auditors.

Mode	Total Voters	Total Shares	No Voting/Invalid Poll		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
E-voting	25	20469472	0	0	25	20469472	0	0
Poll	46	10712	22	363	24	10349	0	0
Total	71	20480184	22	363	49	20479821	0	0

Total Valid Shares (Total Shares) = 20479821  
 Votes in Favour (% of Total Valid Shares) = 100.00%  
 Votes in Against (% of Total Valid Shares) = 00.00%

**RESOLUTION 04:(SPECIAL RESOLUTION)**

Special Resolution for the Re-appointment of Mr. Dilip Seth as Director (Finance) & CFO of the Company:

Mode	Total Voters	Total Shares	No Voting/Invalid Poll		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
E-voting	25	20469472	1	4000	24	20465472	0	0
Poll	46	10712	22	363	24	10349	0	0
Total	71	20480184	23	4363	48	20475821	0	0

Total Valid Shares (Total Shares) = 20475821  
 Votes in Favour (% of Total Valid Shares) = 100.00%  
 Votes in Against (% of Total Valid Shares) = 00.00%

For NSP AND ASSOCIATES



Proprietor

**RESOLUTION 05:(SPECIAL RESOLUTION)**

Special Resolution for the Re-appointment of Mr. Anil Moolchandani as Chairman and Managing Director

Mode	Total Voters	Total Shares	No Voting/Invalid Poll		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
E-voting	25	20469472	1	6793900	24	13675572	0	0
Poll	46	10712	22	363	24	10349	0	0
Total	71	20480184	23	6794263	48	13685921	0	0

Total Valid Shares (Total Shares) = 13685921  
Votes in Favour (% of Total Valid Shares) = 100.00%  
Votes in Against (% of Total Valid Shares) = 00.00%

For NSP & Associates

Company Secretaries

For NSP AND ASSOCIATES

Naveen Shree Pandey  
Proprietor

Naveen Shree Pandey

Proprietor (Scrutinizer)

FCS: 9028; CP No. 10937

Date: 28<sup>th</sup> September, 2017

Place: New Delhi