

# S. E. POWER LIMITED

## Corporate Office

M-7, 1st Floor, M Block Market  
Greater Kailash-II, New Delhi -110048, India  
Phone: +91 11 43518888, Fax: +91 11 43518816  
CIN : L40106DL2010PLC206937



Date: October 1, 2014

To,  
The Asstt. Vice President  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex  
Bandra (East)  
Mumbai -400 051

### Scrip Symbol: SEPOWER

**Sub:** Outcome of the 4<sup>th</sup> Annual General Meeting of S. E. Power Limited, held on Tuesday, September 30, 2014 at 11:00 a.m. at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi-110065.

Sir/ Ma'am,

With reference to Notice of 4<sup>th</sup> Annual General Meeting (AGM) of S. E. Power Limited, dated August 22, 2014, we inform you that the AGM of the Company has been duly convened and members of the Company have passed the following resolutions in the said meeting:

| Item No. | Description                                                                                                                                              | Nature of Resolution | Passed With        |
|----------|----------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|--------------------|
| 1.       | Adoption of Balance Sheet, Statement of Profit and Loss Account, Report of Board of Director and Auditors for the financial year ended 31st March, 2014. | Ordinary Resolution  | Requisite Majority |
| 2.       | Re-appointment of Dr. Arun Gopal Agarwal, who retires by rotation and being eligible, offer himself for re-appointment.                                  | Ordinary Resolution  | Requisite Majority |
| 3.       | Appointment of M/s P M S & Co. as Statutory Auditors and fixing their remuneration.                                                                      | Ordinary Resolution  | Requisite Majority |
| 4.       | Consent to Board of Directors to borrow money up to Rs. 500 crores.                                                                                      | Special Resolution   | Requisite Majority |
| 5.       | Consent to Board of Directors to create charges, mortgages, hypothecations on the immovable or movable properties of the Company up to Rs. 500 crores.   | Special Resolution   | Requisite Majority |
| 6.       | Appointment of Mr. Naresh Kumar Jain, as an Independent                                                                                                  | Ordinary             | Requisite Majority |



**Registered Office**  
S-547, 2nd Floor, School Block,  
Main Road, Shakarpur,  
Delhi-110092 India.  
Phone: +91 11 22185032

**Camp Office**  
17, Kamal Kunj Society, Behind Bank of Baroda,  
Deluxe Crossroad, Nizampura,  
Vadodara-390002, Gujarat, India.  
Phone + 91 265 2785566

**Survey No. 54/B, Pratapnagar,  
Savli Javed Road, Samlaya,  
Vadodara-391520 Gujarat, India.  
Phone +91 2667 251565**

|     |                                                                                                                                                                                              |                     |                    |
|-----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|--------------------|
|     | Director for a term upto 5 years.                                                                                                                                                            | Resolution          |                    |
| 7.  | Appointment of Mrs. Anshu Gupta, as an Independent Director for a term upto 5 years.                                                                                                         | Ordinary Resolution | Requisite Majority |
| 8.  | Appointment of Mr. Rupinder Singh, as an Independent Director for a term upto 5 years.                                                                                                       | Ordinary Resolution | Requisite Majority |
| 9.  | Alteration in Articles No. 130 (b) (i) and Article No. 133 (a) and (b) of Articles of Association of the Company.                                                                            | Special Resolution  | Requisite Majority |
| 10. | Payment of remuneration, as minimum remuneration in the event of loss or inadequacy of profits, in any financial year, to Mr. Ravindra Agrawal during the initial period of 3 (three) years. | Special Resolution  | Requisite Majority |

This is for your information and record.

Thanking You,

Yours Faithfully,

For S. E. Power Limited

*Manendra Singh*  
(Manendra Singh)  
Company Secretary



# SATISH JADON & ASSOCIATES

Company Secretaries

12/21, Dalhai, Tajganj, Agra

Email : satishjadon@gmail.com

## COMBINED SCRUTINIZER'S REPORT FOR E-VOTING & POLL ON RESOLUTIONS CONTAINED IN THE NOTICE OF 4<sup>TH</sup> ANNUAL GENERAL MEETING OF S. E. POWER LIMITED

To,

The Chairman,

4<sup>th</sup> Annual General Meeting of Equity Shareholders of S. E. Power Limited

Held on Tuesday September 30, 2014 at 11:00 A.M. at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi – 110065

Dear Sir,

I, Satish Kumar Jadon, Practising Company Secretary, have been appointed as Scrutinizer by

- the Board of Directors of S. E. Power Limited (the Company) for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules 2014 (Rules) and
- the Chairman of the 4<sup>th</sup> Annual General Meeting of the Company, held on September 30, 2014 at 11:00 A.M. at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi – 110065, on poll under the provisions of the Section 109 of the Act and Rule 21 of Rules.

At the 4<sup>th</sup> AGM of the Company, Chairman of the Meeting had suo motto called for a poll on the resolutions contained in the Notice of 4<sup>th</sup> AGM of the Company to facilitate the Members present in the Meeting (who could not participate in the e-voting) to record their vote through poll process.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice of 4<sup>th</sup> AGM of the Company. My responsibility as a Scrutinizer for the e-voting and poll at the 4<sup>th</sup> AGM of the Company is restricted to make a Scrutinizer's Report of the votes cast "in favour (For)" or "Against" on the resolutions contained in the Notice of 4<sup>th</sup> AGM of the Company.

I have issued a separate Scrutinizer's Report dated September 29, 2014 on the e-voting and Report dated October 1, 2014 on the poll on the resolutions contained in the Notice to the 4<sup>th</sup> AGM of the Company. On the request of Management of the Company, I submit herewith my Combined Report on the results of the e-voting together with that of the poll is as under:

| Item/Resolution no. of Notice | Resolution Type | Vote in favour of the resolution |                                                            | Vote against the resolution |                                                            | Invalid votes |
|-------------------------------|-----------------|----------------------------------|------------------------------------------------------------|-----------------------------|------------------------------------------------------------|---------------|
|                               |                 | Nos.                             | % of total number of valid votes cast (Favour and Against) | Nos.                        | % of total number of valid votes cast (Favour and Against) | Nos.          |
| 1                             | Ordinary        | 14176113                         | 100.00                                                     | 0                           | 0                                                          | 20            |
| 2                             | Ordinary        | 14176113                         | 100.00                                                     | 0                           | 0                                                          | 20            |
| 3                             | Ordinary        | 14176113                         | 100.00                                                     | 0                           | 0                                                          | 20            |
| 4                             | Special         | 14176113                         | 100.00                                                     | 0                           | 0                                                          | 20            |
| 5                             | Special         | 14176113                         | 100.00                                                     | 0                           | 0                                                          | 20            |
| 6                             | Ordinary        | 14176113                         | 100.00                                                     | 0                           | 0                                                          | 20            |
| 7                             | Ordinary        | 14176113                         | 100.00                                                     | 0                           | 0                                                          | 20            |



|    |          |          |        |     |      |    |
|----|----------|----------|--------|-----|------|----|
| 8  | Ordinary | 14176113 | 100.00 | 0   | 0    | 20 |
| 9  | Special  | 14176113 | 100.00 | 0   | 0    | 20 |
| 10 | Special  | 14176001 | 99.99  | 112 | 0.01 | 20 |

All Resolutions stand passed under e-voting and poll with the requisite majority.

Thanking you,

Date:01.10.2014

Place: Delhi

Yours faithfully,  
For Satish Jadon & Associates  
Company Secretaries



*S.K. Jadon*

(Satish Kumar Jadon)  
Proprietor  
COP No. 9810

# SATISH JADON & ASSOCIATES

Company Secretaries

12/21, Dalhai, Tajganj, Agra

Email : satishjadon@gmail.com

## FORM NO. MGT-13 REPORT OF SCRUTINIZER

(Pursuant to Section 109 of the Companies Act 2013 and  
Rule 21(2) of the Companies (Management and Administration) Rules, 2014)

To,

**The Chairman**

**4<sup>th</sup> Annual General Meeting of Equity Shareholders of S. E. Power Limited**

Held on Tuesday September 30, 2014 at 11:00 A.M. at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi – 110065

Dear Sir,

I, Satish Kumar Jadon, Practising Company Secretary, have been appointed as Scrutinizer for the purpose of the poll taken on below mentioned resolutions, at 4<sup>th</sup> Annual General Meeting of Equity Shareholders of S. E. Power Limited, held on Tuesday September 30, 2014 at 11:00 A.M. at Auditorium ISKCON Complex, Hare Krishna Hill, Sant Nagar, Main Road, East of Kailash, New Delhi – 110065, submit my report as under:

1. After the time fixed for the closing of the poll by Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and authorisation/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

### Resolution No. 1 as an Ordinary Resolution

Adoption of Audited Balance Sheet as at March 31, 2014, Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.

| Votes                               | Number of Members Present and Voted (in person or by proxy) | Number of Votes Cast by them | % of total no. of valid votes cast |
|-------------------------------------|-------------------------------------------------------------|------------------------------|------------------------------------|
| i. cast in favour of the resolution | 14                                                          | 2026766                      | 100                                |
| ii. cast against the resolution     | 0                                                           | 0                            | 0                                  |
| iii. invalid                        | 1                                                           | 20                           | --                                 |



**Resolution No. 2 as an Ordinary Resolution**

Re-appointment of Dr. Arun Gopal Agarwal, Director of the Company, who retires by rotation and being eligible, offer himself for reappointment.

| Votes                               | Number of Members Present and Voted (in person or by proxy) | Number of Votes Cast by them | % of total no. of valid votes cast |
|-------------------------------------|-------------------------------------------------------------|------------------------------|------------------------------------|
| i. cast in favour of the resolution | 14                                                          | 2026766                      | 100                                |
| ii. cast against the resolution     | 0                                                           | 0                            | 0                                  |
| iii. invalid                        | 1                                                           | 20                           | --                                 |

**Resolution No. 3 as an Ordinary Resolution**

Re-appointment of M/s P M S & Co., Chartered Accountants, (Firm Registration No. 013398C) as Statutory Auditors of the Company and fixation of their remuneration.

| Votes                               | Number of Members Present and Voted (in person or by proxy) | Number of Votes Cast by them | % of total no. of valid votes cast |
|-------------------------------------|-------------------------------------------------------------|------------------------------|------------------------------------|
| i. cast in favour of the resolution | 14                                                          | 2026766                      | 100                                |
| ii. cast against the resolution     | 0                                                           | 0                            | 0                                  |
| iii. invalid                        | 1                                                           | 20                           | --                                 |

**Resolution No. 4 as a Special Resolution**

Consent to Board of Directors of the Company to borrow monies upto an amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores only).

| Votes                               | Number of Members Present and Voted (in person or by proxy) | Number of Votes Cast by them | % of total no. of valid votes cast |
|-------------------------------------|-------------------------------------------------------------|------------------------------|------------------------------------|
| i. cast in favour of the resolution | 14                                                          | 2026766                      | 100                                |
| ii. cast against the resolution     | 0                                                           | 0                            | 0                                  |
| iii. invalid                        | 1                                                           | 20                           | --                                 |



**Resolution No. 5 as a Special Resolution**

Consent to Board of Directors of the Company to create/renew mortgage, charges, hypothecation and floating charges on such movable and immovable properties of the Company to secure any borrowing of the Company upto an amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores only).

| Votes                               | Number of Members Present and Voted (in person or by proxy) | Number of Votes Cast by them | % of total no. of valid votes cast |
|-------------------------------------|-------------------------------------------------------------|------------------------------|------------------------------------|
| i. cast in favour of the resolution | 14                                                          | 2026766                      | 100                                |
| ii. cast against the resolution     | 0                                                           | 0                            | 0                                  |
| iii. invalid                        | 1                                                           | 20                           | --                                 |

**Resolution No. 6 as an Ordinary Resolution**

Appointment of Mr. Naresh Kumar Jain (DIN 01281538) as Independent Director of the Company, w.e.f. August 14, 2014 for a term of five years.

| Votes                               | Number of Members Present and Voted (in person or by proxy) | Number of Votes Cast by them | % of total no. of valid votes cast |
|-------------------------------------|-------------------------------------------------------------|------------------------------|------------------------------------|
| i. cast in favour of the resolution | 14                                                          | 2026766                      | 100                                |
| ii. cast against the resolution     | 0                                                           | 0                            | 0                                  |
| iii. invalid                        | 1                                                           | 20                           | --                                 |

**Resolution No. 7 as an Ordinary Resolution**

Appointment of Mrs. Anshu Gupta (DIN 06942076) as Independent Director of the Company w.e.f. August 14, 2014 for a term of five years.

| Votes                               | Number of Members Present and Voted (in person or by proxy) | Number of Votes Cast by them | % of total no. of valid votes cast |
|-------------------------------------|-------------------------------------------------------------|------------------------------|------------------------------------|
| i. cast in favour of the resolution | 14                                                          | 2026766                      | 100                                |
| ii. cast against the resolution     | 0                                                           | 0                            | 0                                  |
| iii. invalid                        | 1                                                           | 20                           | --                                 |



**Resolution No. 8 as an Ordinary Resolution**

Appointment of Mr. Rupinder Singh (DIN 01836312) as Independent Director of the Company for five consecutive years for a term upto March 31, 2019.

| Votes                               | Number of Members Present and Voted (in person or by proxy) | Number of Votes Cast by them | % of total no. of valid votes cast |
|-------------------------------------|-------------------------------------------------------------|------------------------------|------------------------------------|
| i. cast in favour of the resolution | 14                                                          | 2026766                      | 100                                |
| ii. cast against the resolution     | 0                                                           | 0                            | 0                                  |
| iii. invalid                        | 1                                                           | 20                           | --                                 |

**Resolution No. 9 as a Special Resolution**

Alteration in Articles No. 130(b) (i), 133(a) and 133(b) of Articles of Association of the Company.

| Votes                               | Number of Members Present and Voted (in person or by proxy) | Number of Votes Cast by them | % of total no. of valid votes cast |
|-------------------------------------|-------------------------------------------------------------|------------------------------|------------------------------------|
| i. cast in favour of the resolution | 14                                                          | 2026766                      | 100                                |
| ii. cast against the resolution     | 0                                                           | 0                            | 0                                  |
| iii. invalid                        | 1                                                           | 20                           | --                                 |

**Resolution No. 10 as a Special Resolution**

Payment of remuneration, as minimum remuneration in the event of loss or inadequacy of profits, in any financial year, to Mr. Ravindra Agrawal, Managing Director, during the initial period of 3 (three) years.

| Votes                               | Number of Members Present and Voted (in person or by proxy) | Number of Votes Cast by them | % of total no. of valid votes cast |
|-------------------------------------|-------------------------------------------------------------|------------------------------|------------------------------------|
| i. cast in favour of the resolution | 14                                                          | 2026766                      | 100                                |
| ii. cast against the resolution     | 0                                                           | 0                            | 0                                  |
| iii. invalid                        | 1                                                           | 20                           | --                                 |

All Resolutions stand passed under poll at the 4<sup>th</sup> AGM of the Company with the requisite majority.

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorised by Board for safe keeping.

Thanking you,

Date: 01.10.2014

Place: Delhi



Yours faithfully,  
For Satish Jadon & Associates  
Company Secretaries

(Satish Kumar Jadon)

Proprietor  
COP No. 9810

# SATISH JADON & ASSOCIATES

Company Secretaries

12/21, Dalhai, Tajganj, Agra

Email : satishjadon@gmail.com

To,  
The Chairman  
S. E. Power Limited  
S-547, 2<sup>nd</sup> Floor, Main Road, Shakarpur  
Delhi-110092

Dear Sir,

**Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the physical ballot forms received from the shareholders who do not have access to e-voting.**

I, Satish Kumar Jadon, Practising Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of S. E. Power Limited ("The Company"), pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the e-voting process and to scrutinize the physical ballot forms received from the Shareholders in respect of the below mentioned resolutions to be passed at the 4<sup>th</sup> Annual General Meeting (4<sup>th</sup> AGM) of the Company to be held on September 30, 2014.

The Notice dated August 22, 2014 convening 4<sup>th</sup> AGM of the Company along with Explanatory Statement pursuant to Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the 4<sup>th</sup> AGM of the Company to be held on September 30, 2014.

The Company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the Shareholders of the Company. The Company has also provided option of voting by physical ballot form to the Shareholders who do not have access to e-voting facility.

The Shareholders of the Company holding shares as on the "cut-off" date i.e. August 22, 2014, were entitled to vote on the proposed resolutions as set out at item nos. 1 to 10 in the Notice of the 4<sup>th</sup> AGM of the Company.

The voting period for e-voting commenced on Thursday, September 25, 2014 at 09.00 a.m. and ended on Friday, September 26, 2014 at 6:00 p.m. and the NSDL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the Company. No physical Ballot form received upto September 26, 2014 therefore votes cast through e-voting process were only considered for this report.

I now submit my Report as under on the result of the voting through electronic means in respect of the said Resolutions.

## **Resolution No. 1 as an Ordinary Resolution**

Adoption of Audited Balance Sheet as at March 31, 2014, Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.

| Votes                               | Number of Members voted through e-voting | Number of votes cast through e-voting | % of total no. of valid votes cast |
|-------------------------------------|------------------------------------------|---------------------------------------|------------------------------------|
| i. cast in favour of the resolution | 47                                       | 12149347                              | 100                                |
| ii. cast against the resolution     | 0                                        | 0                                     | 0                                  |
| iii. invalid                        |                                          | 0                                     |                                    |



**Resolution No. 2 as an Ordinary Resolution**

Re-appointment of Dr. Arun Gopal Agarwal, Director of the Company, who retires by rotation and being eligible, offer himself for reappointment.

| Votes                               | Number of Members voted through e-voting | Number of votes cast through e-voting | % of total no. of valid votes cast |
|-------------------------------------|------------------------------------------|---------------------------------------|------------------------------------|
| i. cast in favour of the resolution | 47                                       | 12149347                              | 100                                |
| ii. cast against the resolution     | 0                                        | 0                                     | 0                                  |
| iii. invalid                        | 0                                        |                                       |                                    |

**Resolution No. 3 as an Ordinary Resolution**

Re-appointment of M/s P M S & Co., Chartered Accountants, (Firm Registration No. 013398C) as Statutory Auditors of the Company and fixation of their remuneration.

| Votes                               | Number of Members voted through e-voting | Number of votes cast through e-voting | % of total no. of valid votes cast |
|-------------------------------------|------------------------------------------|---------------------------------------|------------------------------------|
| i. cast in favour of the resolution | 47                                       | 12149347                              | 100                                |
| ii. cast against the resolution     | 0                                        | 0                                     | 0                                  |
| iii. invalid                        | 0                                        |                                       |                                    |

**Resolution No. 4 as a Special Resolution**

Consent to Board of Directors of the Company to borrow monies upto an amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores only).

| Votes                               | Number of Members voted through e-voting | Number of votes cast through e-voting | % of total no. of valid votes cast |
|-------------------------------------|------------------------------------------|---------------------------------------|------------------------------------|
| i. cast in favour of the resolution | 47                                       | 12149347                              | 100                                |
| ii. cast against the resolution     | 0                                        | 0                                     | 0                                  |
| iii. invalid                        | 0                                        |                                       |                                    |



**Resolution No. 5 as a Special Resolution**

Consent to Board of Directors of the Company to create/renew mortgage, charges, hypothecation and floating charges on such movable and immovable properties of the Company to secure any borrowing of the Company upto an amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores only).

| Votes                               | Number of Members voted through e-voting | Number of votes cast through e-voting | % of total no. of valid votes cast |
|-------------------------------------|------------------------------------------|---------------------------------------|------------------------------------|
| i. cast in favour of the resolution | 47                                       | 12149347                              | 100                                |
| ii. cast against the resolution     | 0                                        | 0                                     | 0                                  |
| iii. invalid                        | 0                                        |                                       |                                    |

**Resolution No. 6 as an Ordinary Resolution**

Appointment of Mr. Naresh Kumar Jain (DIN 01281538) as Independent Director of the Company, w.e.f. August 14, 2014 for a term of five years.

| Votes                               | Number of Members voted through e-voting | Number of votes cast through e-voting | % of total no. of valid votes cast |
|-------------------------------------|------------------------------------------|---------------------------------------|------------------------------------|
| i. cast in favour of the resolution | 47                                       | 12149347                              | 100                                |
| ii. cast against the resolution     | 0                                        | 0                                     | 0                                  |
| iii. invalid                        | 0                                        |                                       |                                    |

**Resolution No. 7 as an Ordinary Resolution**

Appointment of Mrs. Anshu Gupta (DIN 06942076) as Independent Director of the Company w.e.f. August 14, 2014 for a term of five years.

| Votes                               | Number of Members voted through e-voting | Number of votes cast through e-voting | % of total no. of valid votes cast |
|-------------------------------------|------------------------------------------|---------------------------------------|------------------------------------|
| i. cast in favour of the resolution | 47                                       | 12149347                              | 100                                |
| ii. cast against the resolution     | 0                                        | 0                                     | 0                                  |
| iii. invalid                        | 0                                        |                                       |                                    |



**Resolution No. 8 as an Ordinary Resolution**

Appointment of Mr. Rupinder Singh (DIN 01836312) as Independent Director of the Company for five consecutive years for a term upto March 31, 2019.

| Votes                               | Number of Members voted through e-voting | Number of votes cast through e-voting | % of total no. of valid votes cast |
|-------------------------------------|------------------------------------------|---------------------------------------|------------------------------------|
| i. cast in favour of the resolution | 47                                       | 12149347                              | 100                                |
| ii. cast against the resolution     | 0                                        | 0                                     | 0                                  |
| iii. invalid                        | 0                                        |                                       |                                    |

**Resolution No. 9 as a Special Resolution**

Alteration in Articles No. 130(b) (i), 133(a) and 133(b) of Articles of Association of the Company.

| Votes                               | Number of Members voted through e-voting | Number of votes cast through e-voting | % of total no. of valid votes cast |
|-------------------------------------|------------------------------------------|---------------------------------------|------------------------------------|
| i. cast in favour of the resolution | 47                                       | 12149347                              | 100                                |
| ii. cast against the resolution     | 0                                        | 0                                     | 0                                  |
| iii. invalid                        | 0                                        |                                       |                                    |

**Resolution No. 10 as a Special Resolution**

Payment of remuneration, as minimum remuneration in the event of loss or inadequacy of profits, in any financial year, to Mr. Ravindra Agrawal, Managing Director, during the initial period of 3 (three) years.

| Votes                               | Number of Members voted through e-voting | Number of votes cast through e-voting | % of total no. of valid votes cast |
|-------------------------------------|------------------------------------------|---------------------------------------|------------------------------------|
| i. cast in favour of the resolution | 46                                       | 12149235                              | 99.99                              |
| ii. cast against the resolution     | 1                                        | 112                                   | 0.01                               |
| iii. invalid                        | 0                                        |                                       |                                    |

The Register, all other papers and relevant records relating to e-voting and ballot mode shall remain in my safe custody until the Chairman signs the Minutes of the 4<sup>th</sup> AGM of the Company and the same will be handed over to the Company Secretary for safe keeping.

Thanking you,

Date: 29.09.2014

Place: Delhi

Yours faithfully,  
For Satish Jadon & Associates  
Company Secretaries



*(Signature)*  
(Satish Kumar Jadon)  
Proprietor  
COP No. 9810