

**BHARTIYA INTERNATIONAL  
LIMITED**

38, Sector 44  
Gurgaon 122 002  
New Delhi Capital Region  
India  
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E bhartiya@bhartiya.com

24<sup>th</sup> September, 2015

|                                                                                                                                                                                                                                                                    |                                                                                                                                                                                           |                                                                 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|
| <b>The Vice-President,</b><br>Listing Department,<br>National Stock Exchange of India Ltd.<br>Exchange Plaza, 5th Floor,<br>Plot No. - C/1, G Block,<br>Bandra - Kurla Complex,<br>Bandra (E), Mumbai - 400051<br>Fax - 022-26598237/38<br><br>NSE Symbol : BIL/BE | <b>The Manager,</b><br>Listing Department,<br>BSE Limited,<br>Floor 25 Phiroze Jeejeebhoy Tower,<br>Dalal Street, Mumbai- 400001<br>Fax - 022-22722037/39/41/61<br><br>Scrip Code: 526666 | <b>CIN L74899DL1987PLC026607</b><br><br><b>www.bhartiya.com</b> |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|

Dear Sir/Madam,

**SUB: DECLARATION OF RESULT BY CHAIRMAN OF AGM AND SCRUTIZER REPORT**

This is to inform you that an Annual General Meeting (AGM) of the Company held on Monday, the 21<sup>st</sup> September, 2015 at Sri Sathya Sai International Center, Pragati Vihar, Lodhi Road, Institutional Area, New Delhi-110030 at 11.00 A.M., the Chairman of the meeting ordered a poll on the Ordinary and Special Business items of the Notice of AGM dated 25<sup>th</sup> May 2015 to provide voting facility to all the shareholders and proxy holders who attended the AGM, in proportion to their shareholding.

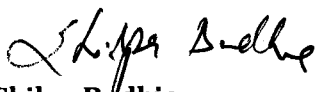
The Chairman of the AGM has declared the Voting results based on the report submitted by the Scrutinizer, Mr. Ravi Sharma, Practicing Company Secretary, partner of RSM & Co., Company Secretaries.

Please find enclosed herewith a copy of the Results declared by the Chairman and the Scrutinizer's Report.

Kindly take the same on your record.

Thanking you,

**Yours sincerely,**  
**For Bhartiya International Limited**

  
**Shilpa Budhia**  
**(Company Secretary)**



Encl: As above

**R S M & CO.**  
**Company Secretaries**

D-63, JFF Complex, Jhandewalan, New Delhi 110055  
Tel. 011-23623813, 9911919008  
Email info@csrsm.com

**COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL  
FOR BHARTIYA INTERNATIONAL LIMITED**

To,

**The Chairman,  
28<sup>th</sup> Annual General Meeting of Bhartiya International Limited  
E-52 New Manglapuri  
Mandi Road Mehrauli,  
New Delhi-110030**

**Subject : Passing of Resolution(s) through electronic voting AND poll conducted at the  
28<sup>th</sup> Annual General Meeting of Bhartiya International Limited ("The  
Company") held on September 21, 2015 at 11.00 A. M. at New Delhi.**

The Board of the Company at its meeting held on May 25, 2015 had appointed me as Scrutinizer for the e-voting held between September 18, 2015 (09:30 A. M.) to September 20, 2015 (5:00 P. M.) and the Chairman of the 28<sup>th</sup> Annual General Meeting ("AGM") has also appointed me as the scrutinizer for the poll held at the 28<sup>th</sup> Annual General Meeting of the Company on September 21<sup>st</sup>, 2015.

The Company had appointed National Securities Depository Limited ("NSDL") as the service provider, for extending the facility of electronic voting to the shareholders of the Company from Friday, September 18, 2015 (09:30 A. M.) to Sunday, September 20, 2015 (5:00 P. M.) The e-voting results were unblocked by me on September 21, 2015 after the annual general meeting of the company in the presence of two witnesses. For further details kindly refer my Scrutinizer's report dated September 23, 2015 attached herewith.

At the 28<sup>th</sup> Annual General Meeting of the Company held on September 21, 2015, the Chairman of the Company had suo motto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the Annual General Meeting had appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizer's report in form MGT 13 dated September 23, 2015.

The result of the E- voting together with that of the poll is as under:



**AGENDA ITEM NO. – 1****ORDINARY RESOLUTION FOR ADOPTION OF THE AUDITED BALANCE SHEET OF THE COMPANY AS AT 31ST MARCH, 2015 AND THE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**

| Particulars                                       | No. of Members who cast their votes. | No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes) | % of Valid Votes Received |
|---------------------------------------------------|--------------------------------------|---------------------------------------------------------------------------|---------------------------|
| Total Votes received by electronic mode           | 16                                   | 2896298                                                                   | 100.00%                   |
| Total Votes received through physical ballot mode | 122                                  | 1709982                                                                   | 100.00%                   |
| Total Number of Invalid Votes                     | NIL                                  | NIL                                                                       | N.A.                      |
| Total Number of Valid Votes                       | 138                                  | 4606280                                                                   | 100.00 %                  |
| Total Number of Votes against the resolution      | 01                                   | 06                                                                        | 0.0001%                   |
| Total Number of Votes in favour of Resolution     | 137                                  | 4606274                                                                   | 99.99 %                   |

**AGENDA ITEM NO : 2****ORDINARY RESOLUTION FOR DECLARATION OF DIVIDEND ON EQUITY SHARES.**

| Particulars                                       | No. of Members who cast their votes. | No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes) | % of Valid Votes Received |
|---------------------------------------------------|--------------------------------------|---------------------------------------------------------------------------|---------------------------|
| Total Votes received by electronic mode           | 16                                   | 2896298                                                                   | 100.00%                   |
| Total Votes received through physical ballot mode | 122                                  | 1709982                                                                   | 100.00%                   |
| Total Number of Invalid Votes                     | NIL                                  | NIL                                                                       | N.A.                      |
| Total Number of Valid Votes                       | 138                                  | 4606280                                                                   | 100.00 %                  |
| Total Number of Votes against the resolution      | 01                                   | 06                                                                        | 0.0001%                   |
| Total Number of Votes in favour of Resolution     | 137                                  | 4606274                                                                   | 99.99 %                   |



**AGENDA ITEM NO: 3****ORDINARY RESOLUTION FOR RE-APPOINTMENT OF MS. JASPAL SETHI, DIN (01689695), WHO RETIRES BY ROTATION**

| Particulars                                       | No. of Members who cast their votes. | No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes) | % of Valid Votes Received |
|---------------------------------------------------|--------------------------------------|---------------------------------------------------------------------------|---------------------------|
| Total Votes received by electronic mode           | 16                                   | 2896298                                                                   | 100.00%                   |
| Total Votes received through physical ballot mode | 122                                  | 1709982                                                                   | 100.00%                   |
| Total Number of Invalid Votes                     | NIL                                  | NIL                                                                       | N.A.                      |
| Total Number of Valid Votes                       | 138                                  | 4606280                                                                   | 100.00 %                  |
| Total Number of Votes against the resolution      | 03                                   | 900                                                                       | 0.02%                     |
| Total Number of Votes in favour of Resolution     | 135                                  | 4605380                                                                   | 99.98 %                   |

**AGENDA ITEM NO: 4****ORDINARY RESOLUTION FOR RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS.**

| Particulars                                       | No. of Members who cast their votes. | No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes) | % of Valid Votes Received |
|---------------------------------------------------|--------------------------------------|---------------------------------------------------------------------------|---------------------------|
| Total Votes received by electronic mode           | 16                                   | 2896298                                                                   | 100.00%                   |
| Total Votes received through physical ballot mode | 122                                  | 1709982                                                                   | 100.00%                   |
| Total Number of Invalid Votes                     | NIL                                  | NIL                                                                       | N.A.                      |
| Total Number of Valid Votes                       | 138                                  | 4606280                                                                   | 100.00 %                  |
| Total Number of Votes against the resolution      | 01                                   | 06                                                                        | 0.0001%                   |
| Total Number of Votes in favour of Resolution     | 137                                  | 4606274                                                                   | 99.99 %                   |

**AGENDA ITEM NO: 5**

**ORDINARY RESOLUTION FOR APPOINTMENT OF MRS. ANNAPURNA DIXIT (DIN NO. 06844250) AS INDEPENDENT DIRECTOR OF THE COMPANY**

| Particulars                                       | No. of Members who cast their votes. | No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes) | % of Valid Votes Received |
|---------------------------------------------------|--------------------------------------|---------------------------------------------------------------------------|---------------------------|
| Total Votes received by electronic mode           | 16                                   | 2896298                                                                   | 100.00%                   |
| Total Votes received through physical ballot mode | 122                                  | 1709982                                                                   | 100.00%                   |
| Total Number of Invalid Votes                     | NIL                                  | NIL                                                                       | N.A.                      |
| Total Number of Valid Votes                       | 138                                  | 4606280                                                                   | 100.00 %                  |
| Total Number of Votes against the resolution      | 03                                   | 900                                                                       | 0.02%                     |
| Total Number of Votes in favour of Resolution     | 135                                  | 4605380                                                                   | 99.98 %                   |

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

I hereby confirm that I am maintaining the registers received from the Service Provider both electronically and manually, in respect of the votes cast through e- voting and poll by the shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorised by you.

Thanking you

Yours Sincerely



**RAVI SHARMA**  
SCRUTINIZER  
C. P. NO. 3666  
PARTNER  
RSM & CO.,  
COMPANY SECRETARIES,  
NEW DELHI



Date : 23.09.2015

Place : New Delhi



Signed by Shri Ramesh Bhatia  
Chairman of the Meeting



**R S M & CO.**  
**Company Secretaries**

**D-63, JFF Complex, Jhandewalan, New Delhi 110055**  
**Tel. 011-23623813, 9911919008**  
**Email info@csrsm.com**

**FORM No. MGT-13**

**Report of Scrutinizer(s)**

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

To,

**THE CHAIRMAN**

**28<sup>th</sup> Annual General Meeting of the Equity Shareholders of Bhartiya International Limited held on 21<sup>st</sup> September, 2015 at 11.00 A. M., at Sri Sathya Sai International Center, Pragati Vihar, Lodhi Road, Institutional Area, New Delhi-110003.**

Dear Sir,

We, CS Ravi Sharma, Practising Company Secretary, holding Membership Number FCS 4468 and Certificate of Practice Number 3666, Partner of RSM & Co. Company Secretaries, and Mr. Dinesh Chander Dhir, a Shareholder (DPID/Client ID : IN301151-21812621) were appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 28<sup>th</sup> Annual General Meeting of the Equity Shareholders of **Bhartiya International Limited** held on 21<sup>st</sup> September, 2015 at 11.00 A. M., at Sri Sathya Sai International Center, Pragati Vihar, Lodhi Road, Institutional Area, New Delhi- 110003 submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/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:



|                           |                                                                                                                                                                                                                                     |
|---------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>AGENDA ITEM NO.</b>    | <b>1</b>                                                                                                                                                                                                                            |
| <b>SUBJECT</b>            | <b>ADOPTION OF THE AUDITED BALANCE SHEET OF THE COMPANY AS AT 31ST MARCH, 2015 AND THE STATEMENT OF PROFIT &amp; LOSS FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.</b> |
| <b>TYPE OF RESOLUTION</b> | <b>ORDINARY RESOLUTION</b>                                                                                                                                                                                                          |

(I) VOTED IN FAVOUR THE RESOLUTION:

| No. of Members present and voting (in person or by proxy) | Number of votes Cast by them | % of total number of Valid Votes Cast |
|-----------------------------------------------------------|------------------------------|---------------------------------------|
| 121                                                       | 1709976                      | 99.99                                 |

(II) VOTED AGAINST THE RESOLUTION:

| No. of Members present and voting (in person or by proxy) | Number of votes Cast by them | % of total number of Valid Votes Cast |
|-----------------------------------------------------------|------------------------------|---------------------------------------|
| 1                                                         | 6                            | 0.0004                                |

(III) INVALID VOTES OF THE RESOLUTION:

| Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid | Total Number of votes Cast by them | % of total number of Valid Votes Cast |
|---------------------------------------------------------------------------------------------------|------------------------------------|---------------------------------------|
| NIL                                                                                               | NIL                                | N.A.                                  |

|                           |                                                 |
|---------------------------|-------------------------------------------------|
| <b>AGENDA ITEM NO.</b>    | <b>2</b>                                        |
| <b>SUBJECT</b>            | <b>DECLARATION OF DIVIDEND ON EQUITY SHARES</b> |
| <b>TYPE OF RESOLUTION</b> | <b>ORDINARY RESOLUTION</b>                      |

(I) VOTED IN FAVOUR THE RESOLUTION:

| No. of Members present and voting (in person or by proxy) | Number of votes Cast by them | % of total number of Valid Votes Cast |
|-----------------------------------------------------------|------------------------------|---------------------------------------|
| 121                                                       | 1709976                      | 99.99                                 |

(II) VOTED AGAINST THE RESOLUTION:

| No. of Members present and voting (in person or by proxy) | Number of votes Cast by them | % of total number of Valid Votes Cast |
|-----------------------------------------------------------|------------------------------|---------------------------------------|
| 1                                                         | 6                            | 0.0004                                |



(III) INVALID VOTES OF THE RESOLUTION:

| Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid | Total Number of votes Cast by them | % of total number of Valid Votes Cast |
|---------------------------------------------------------------------------------------------------|------------------------------------|---------------------------------------|
| NIL                                                                                               | NIL                                | N.A.                                  |

|                           |                                                                                    |
|---------------------------|------------------------------------------------------------------------------------|
| <b>AGENDA ITEM NO.</b>    | <b>3</b>                                                                           |
| <b>SUBJECT</b>            | <b>RE-APPOINTMENT OF MS. JASPAL SETHI, DIN (01689695), WHO RETIRES BY ROTATION</b> |
| <b>TYPE OF RESOLUTION</b> | <b>ORDINARY RESOLUTION</b>                                                         |

(I) VOTED IN FAVOUR THE RESOLUTION:

| No. of Members present and voting (in person or by proxy) | Number of votes Cast by them | % of total number of Valid Votes Cast |
|-----------------------------------------------------------|------------------------------|---------------------------------------|
| 121                                                       | 1709976                      | 99.99                                 |

(II) VOTED AGAINST THE RESOLUTION:

| No. of Members present and voting (in person or by proxy ) | Number of votes Cast by them | % of total number of Valid Votes Cast |
|------------------------------------------------------------|------------------------------|---------------------------------------|
| 1                                                          | 6                            | 0.0004                                |

(III) INVALID VOTES OF THE RESOLUTION:

| Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid | Total Number of votes Cast by them | % of total number of Valid Votes Cast |
|---------------------------------------------------------------------------------------------------|------------------------------------|---------------------------------------|
| NIL                                                                                               | NIL                                | N.A.                                  |





|                           |                                                          |
|---------------------------|----------------------------------------------------------|
| <b>AGENDA ITEM NO.</b>    | <b>4</b>                                                 |
| <b>SUBJECT</b>            | <b>RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS</b> |
| <b>TYPE OF RESOLUTION</b> | <b>ORDINARY RESOLUTION</b>                               |

(I) VOTED IN FAVOUR THE RESOLUTION:

| No. of Members present and voting (in person or by proxy) | Number of votes Cast by them | % of total number of Valid Votes Cast |
|-----------------------------------------------------------|------------------------------|---------------------------------------|
| 121                                                       | 1709976                      | 99.99                                 |

(II) VOTED AGAINST THE RESOLUTION:

| No. of Members present and voting (in person or by proxy ) | Number of votes Cast by them | % of total number of Valid Votes Cast |
|------------------------------------------------------------|------------------------------|---------------------------------------|
| 1                                                          | 6                            | 0.0004                                |

(III) INVALID VOTES OF THE RESOLUTION:

| Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid | Total Number of votes Cast by them | % of total number of Valid Votes Cast |
|---------------------------------------------------------------------------------------------------|------------------------------------|---------------------------------------|
| NIL                                                                                               | NIL                                | N.A.                                  |

|                           |                                                                                                      |
|---------------------------|------------------------------------------------------------------------------------------------------|
| <b>AGENDA ITEM NO.</b>    | <b>5</b>                                                                                             |
| <b>SUBJECT</b>            | <b>APPOINTMENT OF MRS. ANNAPURNA DIXIT (DIN NO. 06844250) AS INDEPENDENT DIRECTOR OF THE COMPANY</b> |
| <b>TYPE OF RESOLUTION</b> | <b>ORDINARY RESOLUTION</b>                                                                           |

(I) VOTED IN FAVOUR THE RESOLUTION:

| No. of Members present and voting (in person or by proxy) | Number of votes Cast by them | % of total number of Valid Votes Cast |
|-----------------------------------------------------------|------------------------------|---------------------------------------|
| 121                                                       | 1709976                      | 99.99                                 |

(II) VOTED AGAINST THE RESOLUTION:

| No. of Members present and voting (in person or by proxy ) | Number of votes Cast by them | % of total number of Valid Votes Cast |
|------------------------------------------------------------|------------------------------|---------------------------------------|
| 1                                                          | 6                            | 0.0004                                |



(III) INVALID VOTES OF THE RESOLUTION:

| Total No. of Members present and voting (in person or by proxy) whose votes were declared invalid | Total Number of votes Cast by them | % of total number of Valid Votes Cast |
|---------------------------------------------------------------------------------------------------|------------------------------------|---------------------------------------|
| NIL                                                                                               | NIL                                | N.A.                                  |

5. A Compact Disc (CD) containing the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution are enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director of the Company, authorised by the Board for safe keeping.

Thanking you,

Yours Sincerely

  
(CS Ravi Sharma)  
**SCRUTINIZER -1**  
C P No. 3666  
**PARTNER**  
**RSM & CO.**  
**COMPANY SECRETARIES**



  
(Dinesh Chander Dhir)  
**SCRUTINIZER -2**  
(DPID/Client ID : IN301151-21812621)

Place : New Delhi  
Dated : 23<sup>rd</sup> September, 2015

Witness -1

  
: Ms. Suman Pandey  
S/o Sh. V.C. Pandey  
D-63, JFF, Complex  
Jhandewalan, New Delhi

Witness -2

  
: Ms. Soham Malkotia  
S/o Sh. R.K. Malkotia  
D-63, JFF, Complex  
Jhandewalan, New Delhi

Signed by Shri Ramesh Bhatia  
Chairman of the Meeting





**SCRUTINIZER'S REPORT ON E-VOTING  
FOR BHARTIYA INTERNATIONAL LIMITED**

The Chairman

**Bhartiya International Limited**

E-52 New Manglapuri

Mandi Road Mehrauli,

**New Delhi-110030**

**28<sup>th</sup> Annual General Meeting of the Members of Bhartiya International Limited held on Monday, the 21<sup>st</sup> September, 2015 at 11.00 A. M. at Sri Sathya Sai International Center, Pragati Vihar, Lodhi Road, Institutional Area, New Delhi- 110003.**

**Subject: Passing of resolutions through electronic voting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.**

Dear Sir,

1. Pursuant to the resolution passed by the Board of Directors of Bhartiya International Limited (hereinafter referred to as the "Company") on 25<sup>th</sup> May, 2015 I have been appointed as a Scrutinizer for the e-voting process as mentioned under Rule 20(4)(ix) of the Companies (Management and Administration) Amendment Rules, 2015.
2. The Company engaged National Securities Depository Limited ("NSDL") as the Service Provider for extending the facility of electronic voting to the shareholders of the Company. The Service Provider provided a system for recording the votes of the Shareholders electronically on all the items of business (both ordinary and special business) sought to be transacted in the 28<sup>th</sup> Annual General Meeting ("AGM") of the Company, which was held on Monday, the 21<sup>st</sup> September, 2015. National Securities Depository Limited ("NSDL") had set up e-voting facility on their website, <https://www.evoting.nsdl.com>. The Company had uploaded all the items of the business to be transacted on the website of the Company and also it's Service Provider to facilitate their shareholders to cast their vote through e-voting.



3. As on the cutoff date there were 5667 Shareholders of the Company. The Notice of Annual General Meeting and Circular for e-voting was sent through email to 2161 Shareholders whose email id was made available by the two depositories and for those holding in physical form to the extent it was available with the RTA and in the physical form to 3499 shareholders. There were 7 incremental shareholders who became member after the dispatch of notice.
4. The Notice sent both through email and physical form contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20(4)(iii)(A) to (C) of the Companies (Management and Administration) Amendment Rules, 2015.
5. The cutoff date (Record date) for the purposes of identifying the Shareholders who will be entitled to vote on the resolutions placed for the approval of the shareholders was 14.09.2015. The e-voting facility was kept open from 18<sup>th</sup> September, 2015 (09.30 A.M.) to 20<sup>th</sup> September, 2015 (05.00 P.M.)
6. Pursuant to Rule 20(4)(v) of Companies (Management and Administration) Amendment Rules, 2015, the Company also released an advertisement, which was published 21 days before the date of Annual General Meeting in Business Standard, English and Hindi (Delhi Edition) Newspaper both dated 26<sup>th</sup> August, 2015. The notice published in the newspaper carried the required information as specified in the Rule 20(4)(v) (a) to (h) of Companies (Management and Administration) Amendment Rules, 2015.
7. At the end of the voting period on September 20, 2015 at 5.00 P.M. the voting Portal of the service provider was blocked forthwith. On September 21, 2015 after the annual general meeting the votes cast through e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Suman Pandey and Ms. Sonam Malkotia who acted as the witnesses, as prescribed in sub Rule (4)(xii) of said Rule 20 of Companies (Management and Administration) Amendment Rules, 2015.
8. Particulars of all Votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.





As a Scrutinizer the report of the e-voting carried by the shareholders was duly complied, the detail of which are as follows.

**RESOLUTION NO. 1 – ORDINARY RESOLUTION FOR ADOPTION OF THE AUDITED BALANCE SHEET OF THE COMPANY AS AT 31<sup>ST</sup> MARCH, 2015 AND THE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**

| Particulars                                   | No. of Members who cast their votes electronically | No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes) | % age of the Total Votes received | % age of paid - up share capital of the Company |
|-----------------------------------------------|----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------|-------------------------------------------------|
| Total Votes received by electronic mode       | 16                                                 | 2896298                                                            | 100.00%                           | 25.83%                                          |
| Total Number of Invalid Votes                 | NIL                                                | NIL                                                                | NIL                               | NIL                                             |
| Total Number of Votes against the resolution  | NIL                                                | NIL                                                                | NIL                               | NIL                                             |
| Total Number of Votes in favour of Resolution | 16                                                 | 2896298                                                            | 100.00%                           | 25.83%                                          |

**RESOLUTION NO. 2 – ORDINARY RESOLUTION FOR DECLARATION OF DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR 2014-2015.**

| Particulars                                   | No. of Members who cast their votes electronically | No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes) | % age of the Total Votes received | % age of paid - up share capital of the Company |
|-----------------------------------------------|----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------|-------------------------------------------------|
| Total Votes received by electronic mode       | 16                                                 | 2896298                                                            | 100.00%                           | 25.83%                                          |
| Total Number of Invalid Votes                 | NIL                                                | NIL                                                                | NIL                               | NIL                                             |
| Total Number of Votes against the resolution  | NIL                                                | NIL                                                                | NIL                               | NIL                                             |
| Total Number of Votes in favour of Resolution | 16                                                 | 2896298                                                            | 100.00%                           | 25.83%                                          |



**RESOLUTION NO. 3 – ORDINARY RESOLUTION FOR RE-APPOINTMENT OF MS. JASPAL SETHI, DIN (01689695), WHO RETIRES BY ROTATION.**

| Particulars                                   | No. of Members who cast their votes electronically | No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes) | % age of the Total Votes received | % age of paid - up share capital of the Company |
|-----------------------------------------------|----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------|-------------------------------------------------|
| Total Votes received by electronic mode       | 16                                                 | 2896298                                                            | 100.00%                           | 25.83%                                          |
| Total Number of Invalid Votes                 | NIL                                                | NIL                                                                | NIL                               | NIL                                             |
| Total Number of Votes against the resolution  | 02                                                 | 894                                                                | 0.03%                             | 0.008%                                          |
| Total Number of Votes in favour of Resolution | 14                                                 | 2895404                                                            | 99.97%                            | 25.82%                                          |

**RESOLUTION NO. 4 – ORDINARY RESOLUTION FOR RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS.**

| Particulars                                   | No. of Members who cast their votes electronically | No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes) | % age of the Total Votes received | % age of paid - up share capital of the Company |
|-----------------------------------------------|----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------|-------------------------------------------------|
| Total Votes received by electronic mode       | 16                                                 | 2896298                                                            | 100.00%                           | 25.83%                                          |
| Total Number of Invalid Votes                 | NIL                                                | NIL                                                                | NIL                               | NIL                                             |
| Total Number of Votes against the resolution  | NIL                                                | NIL                                                                | NIL                               | NIL                                             |
| Total Number of Votes in favour of Resolution | 16                                                 | 2896298                                                            | 100.00%                           | 25.83%                                          |

**RESOLUTION NO. 5 – ORDINARY RESOLUTION FOR APPOINTMENT OF MRS. ANNAPURNA DIXIT (DIN NO. 06844250) AS INDEPENDENT DIRECTOR OF THE COMPANY.**

| Particulars                             | No. of Members who cast their votes electronically | No. of Equity Shares of the Nominal Value of Rs.10/- each. (Votes) | % age of the Total Votes received | % age of paid - up share capital of the Company |
|-----------------------------------------|----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------|-------------------------------------------------|
| Total Votes received by electronic mode | 16                                                 | 2896298                                                            | 100.00%                           | 25.83%                                          |



| Total Number of Invalid Votes                 | NIL | NIL     | NIL    | NIL    |
|-----------------------------------------------|-----|---------|--------|--------|
| Total Number of Votes against the resolution  | 02  | 894     | 0.03%  | 0.008% |
| Total Number of Votes in favour of Resolution | 14  | 2895404 | 99.97% | 25.82% |

All the resolutions contained in the notice dated 25<sup>th</sup> May, 2015 calling 28<sup>th</sup> annual general meeting of the Company stand passed under e-voting process with requisite majority.

I hereby confirm that I am maintaining the registers received from the service provider both electronically and manually in respect of the votes cast through e-voting by the shareholders of the Company. I shall be arranging to hand over these records to the Chairman of the Company or such other person to be authorised by him in due course as prescribed in the said rules.

Thanking you,

Yours Sincerely



**RAVI SHARMA**  
**SCRUTINIZER**  
**C. P. NO. 3666**  
**PARTNER**  
**RSM & Co.,**  
**COMPANY SECRETARIES**  
**NEW DELHI**



Place : New Delhi  
Dated: September 23, 2015



**Witness: 1. Suman Pandey**  
D/o Shri V.C. Pandey  
D-63, JFF Complex,  
Jhandewalan (New Delhi) 110055



**2. Sonam Malkotia**  
S/o Shri R.K. Malkotia  
D-63, JFF Complex,  
Jhandewalan (New Delhi) 110055