

# Indiabulls

Indiabulls Wholesale Services Limited

September 26, 2014

**Scrip Code - 533520**  
**BSE Limited**  
 Phiroze Jeejeebhoy Towers,  
 Dalal Street,  
 MUMBAI – 400 001

**IBWSL**  
**National Stock Exchange of India Limited**  
 “Exchange Plaza”,  
 Bandra-Kurla Complex, Bandra (East),  
 MUMBAI – 400 051

Dear Sir/Madam,

**Sub: Intimation, pursuant to 35A of the Listing Agreement, of outcome of Voting Results of 7<sup>th</sup> Annual General Meeting dated September 26, 2014 and pursuant to Clause 30(a) of the Listing Agreement**

Date of AGM/EGM	:	September 26, 2014
Total number of shareholders on record date i.e. August 29, 2014, being cut-off date	:	68,069
No. of shareholders present in the meeting either in person or through proxy		
(a) Promoter & Promoter Group	:	03
(b) Public	:	89
No. of shareholders attended the meeting through Video Conferencing		
(a) Promoter & Promoter Group	:	Nil
(b) Public	:	Nil

**Details of the Agenda:**

**In case of Poll/Postal Ballot/E-voting**

The mode of voting for all resolutions was E-voting and Poll conducted at the meeting.

S. No.	Details of Agenda	Resolution Required (Ordinary/Special)	Mode of Voting
1	Adoption of the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors and auditors thereon.	Ordinary Resolution	E-voting + Poll



**Indiabulls Wholesale Services Limited**

Corporate Office: "Indiabulls House", 448-451, Udyog Vihar, Phase-V, Gurgaon - 122 016 (Haryana). Tel.: (0124) 3989555, Fax: (0124) 6681111  
 Registered Office: M-62 & 63, First Floor, Connaught Place, New Delhi - 110 001. Tel.: (011) 30252900, Fax: (011) 30252901  
 Website: www.indiabulls.com/wholesale  
 CIN : L51101DL2007PLC166209

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Indiabulls Wholesale Services Limited

2	Re-appointment of Col Surinder Singh Kadyan (DIN: 03495880), as a Director, liable to retire by rotation.	Ordinary Resolution	E-voting + Poll
3	Appointment of M/s Agarwal Prakash & Co., Chartered Accountants (Firm Registration Number: 005975N), as Statutory Auditors of the Company, for a period of 5 (five) years.	Ordinary Resolution	E-voting + Poll
4	Re-appointment of Col Surinder Singh Kadyan (DIN: 03495880), as Whole-time Director of the Company, for a period of five years, effective from April 25, 2014, without any remuneration.	Special Resolution	E-voting + Poll
5	Appointment of Mr. Rajinder Singh Nandal (DIN: 03094903), as Independent Director, of the Company for a period of 5 years from the conclusion of this Annual General Meeting.	Ordinary Resolution	E-voting + Poll
6	Appointment of Mr. Joginder Singh Kataria (DIN: 05202673), as Independent Director, of the Company for a period of 5 years from the conclusion of this Annual General Meeting.	Ordinary Resolution	E-voting + Poll
7	Appointment of Mr. Shamsheer Singh Ahlawat (DIN: 00017480), as Independent Director, of the Company for a period of 5 years from the conclusion of this Annual General Meeting.	Ordinary Resolution	E-voting + Poll
8	Enabling authorization for approving the borrowing limits of the Company.	Special Resolution	E-voting + Poll
9	Enabling authorization for creation of charge on the assets of the Company to secure borrowings of the Company.	Special Resolution	E-voting + Poll
10	Amendment in the Articles of Association of the Company	Special Resolution	E-voting + Poll

## In case of Poll/Postal ballot/ & E -voting:

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
----- As per Annexure 1 -----							



## Indiabulls Wholesale Services Limited

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Basis the aforesaid voting results, all the resolutions as set out at item no 1 to 10 of the 7<sup>th</sup> AGM Notice dated 26<sup>th</sup> August, 2014, stands approved, in the manner as set out in the said notice, without any modification, by the shareholders of the Company.

Further, please be informed that post conclusion of this 7<sup>th</sup> Annual General Meeting, Mr. Karan Singh Khera has resigned from his office of director of the Company.

Please take the aforesaid on record, in terms of Clause 30 and all other applicable clauses of Listing Agreement with the Exchanges.

Thanking you,

Yours truly,  
for **Indiabulls Wholesale Services Limited**

  
Priya Jain  
Company Secretary



Encl: Annexure 1

## Indiabulls Wholesale Services Limited

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Website: [www.indiabulls.com/wholesale](http://www.indiabulls.com/wholesale)  
CIN : L51101DL2007PLC166209

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Resolution 1 - Adoption of the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors and auditors thereon.</b>							
<b>Resolution Required:(Ordinary)</b>							
Promoter and Promoter Group	15446175	15446175	100.00	15446175	0	100.00	0.00
Public – Institutional holders	516064	27297	5.29	0	27297	0.00	100.00
Public-Others	34756254	7175920	20.65	7175895	25	100.00	0.00
<b>Total</b>	<b>50718493</b>	<b>22649392</b>	<b>44.66</b>	<b>22622070</b>	<b>27322</b>	<b>99.88</b>	<b>0.12</b>
<b>Resolution 2 - Re-appointment of Col Surinder Singh Kadyan (DIN: 03495880), as a Director, liable to retire by rotation.</b>							
<b>Resolution Required:(Ordinary)</b>							
Promoter and Promoter Group	15446175	15446175	100.00	15446175	0	100.00	0.00
Public – Institutional holders	516064	27297	5.29	0	27297	0.00	100.00
Public-Others	34756254	7175920	20.65	7175858	62	100.00	0.00
<b>Total</b>	<b>50718493</b>	<b>22649392</b>	<b>44.66</b>	<b>22622033</b>	<b>27359</b>	<b>99.88</b>	<b>0.12</b>
<b>Resolution 3 - Appointment of M/s Agarwal Prakash &amp; Co., Chartered Accountants (Firm Registration Number: 005975N), as Statutory Auditors of the Company, for a period of 5 (five) years.</b>							
<b>Resolution Required:(Ordinary)</b>							
Promoter and Promoter Group	15446175	15446175	100.00	15446175	0	100.00	0.00
Public – Institutional holders	516064	27297	5.29	510	26787	1.87	98.13
Public-Others	34756254	7175915	20.65	7175865	50	100.00	0.00
<b>Total</b>	<b>50718493</b>	<b>22649387</b>	<b>44.66</b>	<b>22622550</b>	<b>26837</b>	<b>99.88</b>	<b>0.12</b>
<b>Resolution 4 - Re-appointment of Col Surinder Singh Kadyan (DIN: 03495880), as Whole-time Director of the Company, for a period of five years, effective from April 25, 2014, without any remuneration.</b>							
<b>Resolution Required:(Special)</b>							
Promoter and Promoter Group	15446175	15446175	100.00	15446175	0	100.00	0.00
Public – Institutional holders	516064	27297	5.29	27297	0	100.00	0.00
Public-Others	34756254	7175920	20.65	7175858	62	100.00	0.00
<b>Total</b>	<b>50718493</b>	<b>22649392</b>	<b>44.66</b>	<b>22649330</b>	<b>62</b>	<b>100.00</b>	<b>0.00</b>
<b>Resolution 5 - Appointment of Mr. Rajinder Singh Nandal (DIN: 03094903), as Independent Director, of the Company for a period of 5 years from the conclusion of this Annual General Meeting.</b>							
<b>Resolution Required:(Ordinary)</b>							
Promoter and Promoter Group	15446175	15446175	100.00	15446175	0	100.00	0.00
Public – Institutional holders	516064	27297	5.29	0	27297	0.00	100.00
Public-Others	34756254	7175915	20.65	7175890	25	100.00	0.00
<b>Total</b>	<b>50718493</b>	<b>22649387</b>	<b>44.66</b>	<b>22622065</b>	<b>27322</b>	<b>99.88</b>	<b>0.12</b>



**Resolution 6 - Appointment of Mr. Joginder Singh Kataria (DIN: 05202673), as Independent Director, of the Company for a period of 5 years from the conclusion of this Annual General Meeting.**

**Resolution Required:(Ordinary)**

Promoter and Promoter Group	15446175	15446175	100.00	15446175	0	100.00	0.00
Public – Institutional holders	516064	27297	5.29	0	27297	0.00	100.00
Public-Others	34756254	7175915	20.65	7175890	25	100.00	0.00
<b>Total</b>	<b>50718493</b>	<b>22649387</b>	<b>44.66</b>	<b>22622065</b>	<b>27322</b>	<b>99.88</b>	<b>0.12</b>

**Resolution 7 - Appointment of Mr. Shamsheer Singh Ahlawat (DIN: 00017480), as Independent Director, of the Company for a period of 5 years from the conclusion of this Annual General Meeting.**

**Resolution Required:(Ordinary)**

Promoter and Promoter Group	15446175	15446175	100.00	15446175	0	100.00	0.00
Public – Institutional holders	516064	27297	5.29	0	27297	0.00	100.00
Public-Others	34756254	7175915	20.65	7175890	25	100.00	0.00
<b>Total</b>	<b>50718493</b>	<b>22649387</b>	<b>44.66</b>	<b>22622065</b>	<b>27322</b>	<b>99.88</b>	<b>0.12</b>

**Resolution 8 - Enabling authorization for approving the borrowing limits of the Company.**

**Resolution Required:(Special)**

Promoter and Promoter Group	15446175	15446175	100.00	15446175	0	100.00	0.00
Public – Institutional holders	516064	27297	5.29	27297	0	100.00	0.00
Public-Others	34756254	7175920	20.65	7175878	42	100.00	0.00
<b>Total</b>	<b>50718493</b>	<b>22649392</b>	<b>44.66</b>	<b>22649350</b>	<b>42</b>	<b>100.00</b>	<b>0.00</b>

**Resolution 9 - Enabling authorization for creation of charge on the assets of the Company to secure borrowings of the Company.**

**Resolution Required:(Special)**

Promoter and Promoter Group	15446175	15446175	100.00	15446175	0	100.00	0.00
Public – Institutional holders	516064	27297	5.29	27297	0	100.00	0.00
Public-Others	34756254	7175920	20.65	7175846	74	100.00	0.00
<b>Total</b>	<b>50718493</b>	<b>22649392</b>	<b>44.66</b>	<b>22649318</b>	<b>74</b>	<b>100.00</b>	<b>0.00</b>

**Resolution 10 - Amendment in the Articles of Association of the Company.**

**Resolution Required:(Special)**

Promoter and Promoter Group	15446175	15446175	100.00	15446175	0	100.00	0.00
Public – Institutional holders	516064	27297	5.29	27297	0	100.00	0.00
Public-Others	34756254	7175920	20.65	7175884	36	100.00	0.00
<b>Total</b>	<b>50718493</b>	<b>22649392</b>	<b>44.66</b>	<b>22649356</b>	<b>36</b>	<b>100.00</b>	<b>0.00</b>



**Scrutinizer's Report**

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
Seventh Annual General Meeting of the Shareholders of Indiabulls Wholesale Services Limited,  
to be held on September 26, 2014 at 1.00 P.M.  
At Centaur Hotel, IGI Airport, Delhi Gurgaon Road, New Delhi - 110037

Dear Sir,

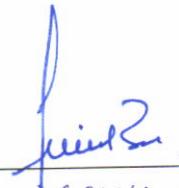
I, Sidarth K. Bhatia, M/s Sidarth Bhatia & Associates, Chartered Accountants having its office at 205, DLF Qutab Plaza, DLF Phase – I, Gurgaon (Haryana) – 122002, was appointed as the scrutinizer of Indiabulls Wholesale Services Limited ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting, carried out as per the provisions of Companies Act, 2013 and Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014, on the resolutions, as set out in the Notice dated 26<sup>th</sup> August, 2014 convening the Seventh Annual General Meeting (AGM) of the Equity Shareholders of Indiabulls Wholesale Services Limited, to be held on the 26<sup>th</sup> September, 2014 at 1:00P.M., at Centaur Hotel, IGI Airport, Delhi-Gurgaon Road, New Delhi-110037. We submit our Report as under:

1. The e-voting remained open from 17<sup>th</sup> September, 2014 at (10.00 a.m.) to 19<sup>th</sup> September, 2014 at (5.00 p.m.).
2. The Shareholders holding shares as on the "cut off" date i.e. 29<sup>th</sup> August, 2014, were entitled to vote on the proposed resolutions (item no. 1 to 10 as set out in the Notice dated 26<sup>th</sup> August 2014 convening the Seventh Annual General Meeting of Indiabulls Wholesale Services Limited).

The votes were unblocked on 19<sup>th</sup> September, 2014 around 5.30 P.M. in the presence of two witnesses, Mr Sharad Vatsyayaa, FCA (M.NO. 084907), R/o C-33, Sector 52, NOIDA, UP 201301 and Shri Sunil Behl, FCA (M.No. 083176), R/o 1436, Sector A, Pocket B, Vasant Kunj, New Delhi 110070 (who are not in the employment of the Company). They have signed below in confirmation of the votes being unblocked in their presence.



Name: SHARAD VATSYAYANA



Name: SUNIL BEHL

4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Karvy Computershare Private Limited i.e. <https://evoting.karvy.com>.



5. The result of e-voting is as under :

**Item No. 1 – As an Ordinary Resolution:** Adoption of the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors and auditors thereon.

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

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
57	688094	96.18

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

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of the total number of valid votes casted
3	27322	3.82

(iii) **Invalid votes:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
1	3291

**Item No. 2 – As an Ordinary Resolution:** Re-appointment of Col Surinder Singh Kadyan (DIN: 03495880) as a Director, who is liable to retire by rotation and, being eligible offers himself for re-appointment.

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

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
56	688057	96.18

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

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of the total number of valid votes casted
4	27359	3.82

(iii) **Invalid votes:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
1	3291



**Item No.3 – As an Ordinary Resolution:** Appointment of M/s Agarwal Prakash & Co., Chartered Accountants (Firm Registration Number: 005975N), as Statutory Auditors of the Company, for a period of 5 (five) years, in place of retiring auditors M/s Sharma Goel & Co. LLP, Chartered Accountants, who have completed their five year term.

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

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
56	688574	96.25

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

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of the total number of valid votes casted
3	26837	3.75

(iii) **Invalid votes:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
2	3296

**Item No.4 – As a Special Resolution:** Re-appointment of Col Surinder Singh Kadyan (DIN: 03495880) as a Whole-time Director, for a further period of five years, with effect from April 25, 2014.

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

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
58	715354	99.99

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

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of the total number of valid votes casted
2	62	0.01

(iii) **Invalid votes:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
1	3291



**Item No. 5 – As an Ordinary Resolution:** Appointment of Mr. Rajinder Singh Nandal (DIN: 03094903) as an Independent Director for a period of 5 years.

(i) Voted in favour of resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
56	688089	96.18

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of the total number of valid votes casted
3	27322	3.82

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
2	3296

**Item No. 6 – As an Ordinary Resolution:** Appointment of Mr. Joginder Singh Kataria (DIN: 05202673) as an Independent Director for a period of 5 years.

(i) Voted in favour of resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
56	688089	96.18

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of the total number of valid votes casted
3	27322	3.82

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
2	3296



**Item No. 7 – As an Ordinary Resolution:** Appointment of Mr. Shamsheer Singh Ahlawat (DIN: 00017480) as an Independent Director for a period of 5 years.

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

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
56	688089	96.18

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

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of the total number of valid votes casted
3	27322	3.82

(iii) **Invalid votes:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
2	3296

**Item No. 8 – As a Special Resolution:** To approve Borrowing limits of the Company.

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

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
57	715380	99.99

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

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of the total number of valid votes casted
3	36	0.01

(iii) **Invalid votes:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
1	3291



**Item No. 9 – As a Special Resolution:** Authorization for creation of Charge on the assets of the Company.

(i) Voted in favour of resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
57	715348	99.99

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of the total number of valid votes casted
3	68	0.01

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
1	3291

**Item No. 10 – As a Special Resolution:** Alteration in the Articles of Association of the Company.

(i) Voted in favour of resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
58	715386	100.00

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of the total number of valid votes casted
2	30	0.00

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
1	3291



The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Seventh Annual General Meeting and thereafter the same would be handed over to the Chairman or the Company Secretary for safe keeping.

Thanking you,  
Yours faithfully,

**For Sidarth K. Bhatia & Associates**  
Chartered Accountants

*Sidarth K Bhatia*



**Sidarth K Bhatia**  
Membership No. 082314

Place: New Delhi  
Dated: September 20, 2014

**FORM NO. MGT-13**  
**Report of Scrutinizer(s)**

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

To,

The Chairman

Seventh Annual General Meeting of the Equity Shareholders

of Indiabulls Wholesale Services Limited held on September 26, 2014 at 1.00 P.M.

At Centaur Hotel, IGI Airport, Delhi Gurgaon Road, New Delhi - 110037

Dear Sir,

We, Sidarth K. Bhatia, M/s Sidarth Bhatia & Associates, Chartered Accountants having its office at 205, DLF Qutab Plaza, DLF Phase – I, Gurgaon (Haryana) – 122002, and Subash Chander Wadhwa, having DP ID/Client ID No. IN300118-10082349 and residential address at 70E/2 Street No. 2, Amrit Puri B, Garhi, New Delhi - 110065 and Ramesh Chandra Agarwal, having DP ID/Client ID No. IN300476- 42567678 and residential address at Dharam Nivas, Civillines, Bulandshahar – 203001, the shareholders of Indiabulls Wholesale Services Limited (“the Company”), were appointed as scrutinizers for the purpose of Poll taken on the below mentioned resolution(s) at the Seventh Annual General Meeting of the Equity Shareholders of the Company held on 26<sup>th</sup> day of September, 2014 at 1:00 P.M., at Centaur Hotel, IGI Airport, Delhi-Gurgaon Road, New Delhi 110 037 (AGM). Accordingly, we submit our Report as under:

1. After the announcement of poll by the Chairman, three ballot boxes kept for polling were locked in our presence with due identification marks placed by us.
2. The locked ballot boxes were 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 authorisations / 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. We did not find any defaced or mutilated paper, however 5 ballots could not be considered as the particulars mentioned therein were not appearing in the register of members, as on cut-off date.
5. The result of the poll is as hereunder :



Ramesh Chandra Agarwal

Subash Chander Wadhwa

**Item No. 1 – As an Ordinary Resolution:-**Adoption of the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors and auditors thereon.

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

Number of members present and voting (in person or by proxy)	Number of votes casted in favour of resolution	% of total number of valid votes casted
72	2,19,33,976	100%

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

Number of members present and voting (in person or by proxy)	Number of votes casted against the resolution	% of the total number of valid votes casted
0	0	0%

(iii) **Invalid** votes:

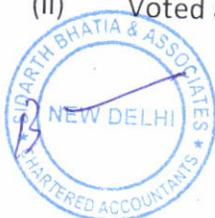
Total numbers of members whose votes were declared invalid	Total number of votes casted by them
5	N.A.

**Item No. 2 – As an Ordinary Resolution:-**Re-appointment of Col Surinder Singh Kadyan (DIN: 03495880) as a Director, who is liable to retire by rotation and, being eligible offers himself for re-appointment.

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

Number of members present and voting (in person or by proxy)	Number of votes casted in favour of resolution	% of total number of valid votes casted
72	2,19,33,976	100%

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



*Surinder Singh Kadyan*  
Page 2 of 8

*Surinder Singh Kadyan*

Number of members present and voting (in person or by proxy)	Number of votes casted against the resolution	% of the total number of valid votes casted
0	0	0%

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
5	N.A.

**Item No. 3 – As an Ordinary Resolution:-**Appointment of M/s Agarwal Prakash & Co., Chartered Accountants (Firm Registration Number: 005975N), as Statutory Auditors of the Company, for a period of 5 (five) years.

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

Number of members present and voting (in person or by proxy)	Number of votes casted in favour of resolution	% of total number of valid votes casted
72	2,19,33,976	100%

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

Number of members present and voting (in person or by proxy)	Number of votes casted against the resolution	% of the total number of valid votes casted
0	0	0%

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Total number of votes casted by them
5	N.A.

**Item No. 4 – As Special Resolution:-**Re-appointment of Col Surinder Singh Kadyan (DIN: 03495880) as a Whole-time Director, for a further period of five years, with effect from April 25, 2014..

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



*Agarwal*

*Surinder Singh Kadyan*

Number of members present and voting (in person or by proxy)	Number of votes casted in favour of resolution	% of total number of valid votes casted
72	2,19,33,976	100%

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

Number of members present and voting (in person or by proxy)	Number of votes casted against the resolution	% of the total number of valid votes casted
0	0	0%

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes casted by them
5	N.A.

**Item No. 5 – As an Ordinary Resolution:-**Appointment of Mr. Rajinder Singh Nandal (DIN: 03094903), as Independent Director, of the Company for a period of 5 years from the conclusion of this Annual General Meeting.

(iv) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes casted in favour of resolution	% of total number of valid votes casted
72	2,19,33,976	100%

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

Number of members present and voting (in person or by proxy)	Number of votes casted against the resolution	% of the total number of valid votes casted
0	0	0%



*[Handwritten signature]*

*[Handwritten signature]*

(vi) **Invalid votes:**

Number of members present and voting (in person or by proxy)	Total number of votes casted by them
5	N.A.

**Item No. 6 – As an Ordinary Resolution:-**Appointment of Mr. Joginder Singh Kataria (DIN: 05202673), as Independent Director, of the Company for a period of 5 years from the conclusion of this Annual General Meeting.

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

Number of members present and voting (in person or by proxy)	Number of votes casted in favour of resolution	% of total number of valid votes casted
72	2,19,33,976	100%

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

Number of members present and voting (in person or by proxy)	Number of votes casted against the resolution	% of the total number of valid votes casted
0	0	0%

(iii) **Invalid votes:**

Number of members present and voting (in person or by proxy)	Total number of votes casted by them.
5	N.A.

**Item No. 7 – As an Ordinary Resolution:-**Appointment of Mr. Shamsheer Singh Ahlawat (DIN: 00017480), as Independent Director, of the Company for a period of 5 years from the conclusion of this Annual General Meeting.

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



*R*

*Shamsheer Singh Ahlawat*

Page 5 of 8

*0*

*Shamsheer Singh Ahlawat*

Number of members present and voting (in person or by proxy)	Number of votes casted in favour of resolution	% of total number of valid votes casted
72	2,19,33,976	100%

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

Number of members present and voting (in person or by proxy)	Number of votes casted against the resolution	% of the total number of valid votes casted
0	0	0%

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes casted by them
5	N.A.

**Item No. 8 – As a Special Resolution:** To approve Borrowing limits of the Company.

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

Number of members present and voting (in person or by proxy)	Number of votes casted in favour of resolution	% of total number of valid votes casted
71	2,19,33,970	100%

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

Number of members present and voting (in person or by proxy)	Number of votes casted against the resolution	% of the total number of valid votes casted
01	06	0%

(iii) **Invalid** votes:



*[Handwritten signature]*

*[Handwritten signature]*

Number of members present and voting (in person or by proxy)	Total number of votes casted by them
5	N.A.

**Item No. 9 – As a Special Resolution:** Authorization for creation of Charge on the assets of the Company.

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

Number of members present and voting (in person or by proxy)	Number of votes casted in favour of resolution	% of total number of valid votes casted
71	2,19,33,970	100%

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

Number of members present and voting (in person or by proxy)	Number of votes casted against the resolution	% of the total number of valid votes casted
01	06	0%

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes casted by them
5	N.A.

**Item No. 10 – As a Special Resolution:** Alteration in the Articles of Association of the Company.

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

Number of members present and voting (in person or by proxy)	Number of votes casted in favour of resolution	% of total number of valid votes casted
71	2,19,33,970	100%



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

Number of members present and voting (in person or by proxy)	Number of votes casted against the resolution	% of the total number of valid votes casted
01	06	0%

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes casted by them
5	N.A.

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

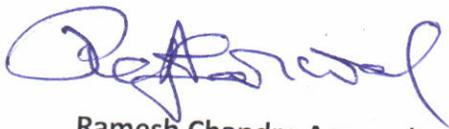
Thanking you,  
Yours faithfully,



**Sidarth K Bhatia**  
M/s Sidarth K. Bhatia & Associates  
Chartered Accountants  
M. No.: 082314  
205, DLF Qutab Plaza, DLF Phase – I,  
Gurgaon (Haryana) – 122002



**Subhash Chander Wadhwa**  
DP ID Client ID - IN300118-10082349  
70E/2 Street No. 2, Amrit Puri B  
Garhi, New Delhi - 110065



**Ramesh Chandra Agarwal**  
DP ID Client ID - IN300476- 42567678  
Dharam Nivas, Civillines,  
Bulandshahar – 203001

Place: New Delhi  
Dated: 26/09/2014