

JFL/NSE-BSE/2014-15/042

September 3, 2014

Listing Department
BSE Ltd.
25th Floor, P.J. Towers,
Dalal Street, Mumbai – 400001

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai – 400051

Scrip Code: 533155

CM Quote: JUBLFOOD

Sub: Outcome of the 19th Annual General Meeting of the Company and results of voting

Dear Sir/Madam,


Pursuant to various clauses of the Listing Agreement, we wish to inform you that the 19th Annual General Meeting (AGM) of the Company was held today i.e. September 3, 2014 at 11.00 a.m. at International Trade Expo Centre, Expo Drive, A-11, Sector – 62, Noida – 201301, U.P.

Further, please find enclosed the documents as under:

1. Outcome of the Annual General Meeting pursuant to Clause 31 (**Annexure – 1**)
2. Details of voting on the matters specified in the Notice of the AGM, pursuant to Clause 35A (**Annexure – 2**)
3. Reports of the scrutinizer (**Annexure – 3**) on the results of e-voting / poll on the matters specified in the Notice of the AGM.

This is for your kind information and records.

Thanking you,
For Jubilant FoodWorks Limited



(Mona Aggarwal)
Company Secretary cum Compliance Officer

Enclosed : A/a

Investor E-mail Id: investor@jublfood.com

A Jubilant Bhartia Company

Jubilant FoodWorks Limited

Corporate & Regd. Office:
B-214, Phase-II, Dist. Gautam Budh Nagar
Noida - 201 305, UP, India
Tel : +91 120 4090500, Fax: +91 120 4090599
CIN No.: L74899UPI995PLC043677
Email: contact@jublfood.com

ANNEXURE - 1

OUTCOME OF THE 19TH ANNUAL GENERAL MEETING (AGM / MEETING) OF JUBILANT FOODWORKS LIMITED HELD ON WEDNESDAY, SEPTEMBER 3, 2014 AT 11.00 A.M. AT INTERNATIONAL TRADE EXPO CENTRE, EXPO DRIVE, A-11, SECTOR - 62, NOIDA - 201301, U.P.

Since the Chairperson of the Company was not present at the meeting, Mr. Hari S. Bhartia, Co-Chairperson and Director was elected as the Chairperson of the meeting by the members present at the Meeting. He welcomed the members to the Meeting. As the quorum for the meeting was present as per the provisions of Companies Act, 2013, he called the meeting to order.

He apprised the members about the operations and business performance of the Company during FY 2013-14 and future plans and outlook of the Company. He then requested Ms. Mona Aggarwal, Company Secretary to read the Notice of AGM and Auditor's Report on the Financial Statements of the Company for the year ended March 31, 2014.

The Company Secretary informed the members that the documents required to be kept open for inspection of members are available for inspection during the meeting. She read the Notice and the Auditors' Report.

Thereafter, the Chairperson informed the members that in compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of Listing Agreement entered into by the Company with Stock Exchanges, the Company had provided e-voting facility to the members of the Company to cast their vote electronically on all Ordinary and Special Business items as set out in the Notice of the AGM dated June 2, 2014. He also informed that all the resolutions were ordinary resolutions and that the e-voting has completed.

He then informed that since the Company had provided e-voting facility to its members, voting by show of hands in the meeting is not permitted. Therefore, he ordered poll to be conducted for members present in person or through proxy. He further informed that Dr. S. Chandrasekaran, Practicing Company Secretary, (Membership No. FCS 1644) has been appointed as the Scrutinizer to scrutinize the e-voting and poll process in a fair and transparent manner.

He then took up the queries of members. After replying to queries, he requested the Company Secretary to explain the Poll procedure to the members.

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Thereafter, the Company Secretary explained the procedure of Poll to the members. She also informed the members that the results of votes cast by members through e-voting and poll, on the basis of the report of the Scrutinizer, shall be announced not later than September 5, 2014. The same shall also be submitted with the Stock Exchanges and shall also be posted on the website of the Company and CDSL.

The meeting concluded with vote of thanks to the Chair.

The Scrutinizer has submitted his reports on votes received through e-voting and Poll, to the Chairperson of the Meeting. As per the reports, the following resolutions were passed:

A. ORDINARY BUSINESS

1. Adoption of Audited Financial Statements of the Company for year ended March 31, 2014 and Reports of the Board of Directors and Auditors thereon.

“RESOLVED THAT, the Audited Financial Statements of the Company for the year ended March 31, 2014 including Balance Sheet as at March 31, 2014 and Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and the Auditors thereon be and are hereby approved and adopted.”

The Ordinary resolution was passed with requisite majority by the members of the Company.

2. Appointment of Director in place of Mr. Hari S. Bhartia, who retires by rotation and, being eligible, offers himself for re-appointment.

“RESOLVED THAT, Mr. Hari S. Bhartia (DIN 00010499), Director of the Company, who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

The Ordinary resolution was passed with requisite majority by the members of the Company.

3. Re-appointment of M/s S R Batliboi & Co LLP, Chartered Accountants, the retiring Auditors, as Auditors of the Company

“RESOLVED THAT, pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof), retiring Auditors, M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (bearing ICAI Regn. No. 301003E), be and are hereby re-appointed, as Auditors of the Company from the conclusion of the Annual General Meeting

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till the conclusion of the next Annual General Meeting on a remuneration as may be fixed by the Board.”

The Ordinary resolution was passed with requisite majority by the members of the Company.

B. SPECIAL BUSINESS

4. Appointment of Ms. Ramni Nirula (DIN 00015330) as an Independent Director of the Company

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV of the Act, (including any statutory modification(s) or re-enactment thereof) and other applicable law, if any, Ms. Ramni Nirula (DIN 00015330), who was appointed as a Director liable to retire by rotation, pursuant to the provisions of the Companies Act, 1956, be and is hereby appointed as an Independent Director of the Company with effect from September 3, 2014 upto March 31, 2019 and shall not be liable to retire by rotation.”

The Ordinary resolution was passed with requisite majority by the members of the Company.

5. Appointment of Mr. Arun Seth (DIN 00204434) as an Independent Director of the Company

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV of the Act, (including any statutory modification(s) or re-enactment thereof) and other applicable law, if any, Mr. Arun Seth (DIN 00204434), who was appointed as a Director liable to retire by rotation, pursuant to the provisions of the Companies Act, 1956, be and is hereby appointed as an Independent Director of the Company with effect from September 3, 2014 upto March 31, 2019 and shall not be liable to retire by rotation.”

The Ordinary resolution was passed with requisite majority by the members of the Company.

6. Appointment of Mr. Vishal Kirti Keshav Marwaha (DIN 00164204) as an Independent Director of the Company

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed

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thereunder read with Schedule IV of the Act, (including any statutory modification(s) or re-enactment thereof) and other applicable law, if any, Mr. Vishal Kirti Keshav Marwaha (DIN 00164204), who was appointed as a Director liable to retire by rotation, pursuant to the provisions of the Companies Act, 1956, be and is hereby appointed as an Independent Director of the Company with effect from September 3, 2014 upto March 31, 2019 and shall not be liable to retire by rotation."

The Ordinary resolution was passed with requisite majority by the members of the Company.

7. Appointment of Mr. Phiroz Adi Vandrevala (DIN 01778976) as an Independent Director of the Company

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV of the Act, (including any statutory modification(s) or re-enactment thereof) and other applicable law, if any, Mr. Phiroz Adi Vandrevala (DIN 01778976), who was appointed as a Director liable to retire by rotation, pursuant to the provisions of the Companies Act, 1956, be and is hereby appointed as an Independent Director of the Company with effect from September 3, 2014 upto March 31, 2019 and shall not be liable to retire by rotation."

The Ordinary resolution was passed with requisite majority by the members of the Company.

For Jubilant FoodWorks Limited



(Mona Aggarwal)
Company Secretary cum Compliance Officer

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ANNEXURE - 2

- A. Date of the AGM : September 3, 2014
- B. Total number of shareholders on record : 14,495
date (August 1, 2014 for the purpose of voting)
- C. No. of shareholders present in the meeting either in person or through proxy:

Category	Present in person	Present through Proxy	Total
Promoters and Promoter Group	5	--	5
Public	241	38	279
GRAND TOTAL	246	38	284

- D. No. of Shareholders attended the meeting : Video Conferencing Facility not available through Video Conferencing
- E. Resolution required : All resolutions were Ordinary Resolutions
- F. Mode of Voting on all resolutions : E-voting/ Poll
- G. Agenda wise Details : As reproduced below





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RESOLUTION 1							
To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2014 including Balance Sheet as at March 31, 2014 and Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon							
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	32,447,474	32,022,951	98.69	32,022,951	--	100.00	--
Public - Institutional holders	31,188,062	16,203,368	51.95	16,203,368	--	100.00	--
Public-Others	1,847,774	171,898	9.30	171,898	--	100.00	--
Total	65,483,310	48,398,217	73.91	48,398,217	--	100.00	--

RESOLUTION 2							
To appoint a Director in place of Mr. Hari S. Bhartia (DIN 00010499), who retires by rotation and, being eligible, offers himself for re-appointment							
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	32,447,474	32,022,951	98.69	32,022,951	--	100.00	--
Public - Institutional holders	31,188,062	16,503,468	52.92	16,242,549	260,919	98.42	1.58
Public-Others	1,847,774	171,898	9.30	171,898	--	100.00	--
Total	65,483,310	48,698,317	74.37	48,437,398	260,919	99.46	0.54





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RESOLUTION 3							
To appoint M/s S. R. Batliboi & Co LLP, Chartered Accountants (ICAI Registration No. 301003E), the retiring Auditors, as Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at such remuneration as may be fixed by the Board							
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	32,447,474	32,022,951	98.69	32,022,951	--	100.00	--
Public - Institutional holders	31,188,062	16,503,468	52.92	16,209,892	293,576	98.22	1.78
Public-Others	1,847,774	171,898	9.30	171,898	--	100.00	--
Total	65,483,310	48,698,317	74.37	48,404,741	293,576	99.40	0.60

RESOLUTION 4							
Appointment of Ms. Ramni Nirula (DIN 00015330) as an Independent Director of the Company							
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	32,447,474	32,022,951	98.69	32,022,951	--	100.00	--
Public - Institutional holders	31,188,062	16,503,468	52.92	16,246,276	257,192	98.44	1.56
Public-Others	1,847,774	171,898	9.30	171,898	--	100.00	--
Total	65,483,310	48,698,317	74.37	48,441,125	257,192	99.47	0.53



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RESOLUTION 5							
Appointment of Mr. Arun Seth (DIN 00204434) as an Independent Director of the Company							
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	32,447,474	32,022,951	98.69	32,022,951	--	100.00	--
Public - Institutional holders	31,188,062	16,503,468	52.92	16,503,468	--	100.00	--
Public-Others	1,847,774	171,898	9.30	171,898	--	100.00	--
Total	65,483,310	48,698,317	74.37	48,698,317	--	100.00	--

RESOLUTION 6							
Appointment of Mr. Vishal Kirti Keshav Marwaha (DIN 00164204) as an Independent Director of the Company							
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	32,447,474	32,022,951	98.69	32,022,951	--	100.00	--
Public - Institutional holders	31,188,062	16,503,468	52.92	16,503,468	--	100.00	--
Public-Others	1,847,774	171,898	9.30	171,898	--	100.00	--
Total	65,483,310	48,698,317	74.37	48,698,317	--	100.00	--





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RESOLUTION 7	Appointment of Mr. Phiroz Adi Vandrevala (DIN 01778976) as an Independent Director of the Company													
Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	32,447,474	32,022,951	98.69	32,022,951	--	100.00	--							
Public - Institutional holders	31,188,062	16,503,468	52.92	16,503,468	--	100.00	--							
Public-Others	1,847,774	171,898	9.30	171,898	--	100.00	--							
Total	65,483,310	48,698,317	74.37	48,698,317	--	100.00	--							

For Jubilant FoodWorks Limited

(Mona Aggarwal)

Company Secretary cum Compliance Officer

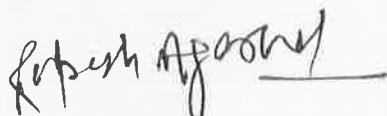
Scrutinizer's Report
[Pursuant to section 108 of the Companies Act, 2013 and rule 20(xi) of the
Companies (Management and Administration) Rules, 2014]

To,
The Chairman
19th Annual General Meeting of the Equity Shareholders of Jubilant FoodWorks Limited
held on 03rd September, 2014 at 11:00 a.m
at International Trade Expo Centre, Expo Drive, A-11, Sector-62,
Noida-201301,
Uttar Pradesh


Dear Sir,

I, Dr. S. Chandrasekaran, Senior Partner of M/s Chandrasekaran Associates, Practicing Company Secretaries having its office at 11-F, Pocket IV, Mayur Vihar, Phase-I, New Delhi- 110091, appointed as Scrutinizer of Jubilant FoodWorks Limited ("Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the e-voting pattern carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions, submit my report as under:

1. The e-voting period remained open from 12:00 a.m. on Thursday 28th August, 2014 to 11:59 p.m. on Saturday 30th August, 2014
2. The shareholders holding shares as on the "cut off" date i.e. 01st August, 2014 were entitled to vote on the proposed resolutions (Item No. 1 to 7 as set out in the Notice of the 19th Annual General Meeting of the Company dated June 02, 2014)
3. The votes were unblocked on 01.09.2014 around 11:40 a.m in the presence of two witnesses, Mr. Rupesh Agarwal R/o.11-F, Pocket-IV, Mayur Vihar, Phase-I, New Delhi -110091- and Mr. Shashikant Tiwari R/o. D-65/66, Pandav Nagar, Near Mother Dairy Plant, Delhi-110091, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Name: Rupesh Agarwal




Name: Shashikant Tiwari



4. Thereafter, the details containing, inter-alia, list of Equity Shareholders, who voted “For” and “Against”, were downloaded from the e-voting website of Central Depository Services (India) Limited (www.evotingindia.com). The same has been marked as **Annexure-1**

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

a) Resolution 1 - Adoption of Balance sheet and statement of Profit and Loss for the year ended 31st March, 2014 alongwith the notes annexed to or forming part of said document and reports of the Board of Directors and Auditors thereon:

i. Votes in favour of the resolution:

Number of shares voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
47714140	47714140	100

ii. Votes against the resolution:

Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
47714140	0	0

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0



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b) Resolution 2 - Re-appointment of Mr. Hari Shankar Bhartia (DIN:00010499), Director retiring by rotation:

i. Votes in favour of the resolution:

Number of shares voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
48014240	47753321	99.46

ii. Votes against the resolution:

Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
48014240	260919	0.54

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0



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c) Resolution 3 - Appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants, as Auditors and fixing their remuneration:

i. Votes in favour of the resolution:

Number of shares voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
48014240	47720664	99.39

ii. Votes against the resolution:

Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
48014240	293576	0.61

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0



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d) Resolution 4 - Appointment of Ms. Ramni Nirula (DIN:00015330) as an Independent Director of the Company:

i. Votes in favour of the resolution:

Number of shares voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
48014240	47757048	99.46

ii. Votes against the resolution:

Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
48014240	257192	0.54

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0



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[Handwritten initials]

e) Resolution 5- Appointment of Mr. Arun Seth (DIN:00204434) as an Independent Director of the Company:

i. Votes in favour of the resolution:

Number of shares voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
48014240	48014240	100

ii. Votes against the resolution:

Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
48014240	0	0

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0



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f) Resolution 6- Appointment of Mr. Vishal Kirti Keshav Marwaha (DIN:00164204) as an Independent Director of the Company:

i. Votes in favour of the resolution:

Number of shares voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
48014240	48014240	100

ii. Votes against the resolution:

Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
48014240	0	0

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0



g) Resolution 7- Appointment of Mr. Phiroz Adi Vandrevala (DIN:01778976) as an Independent Director of the Company:

i. Votes in favour of the resolution:

Number of shares voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
48014240	48014240	100

ii. Votes against the resolution:

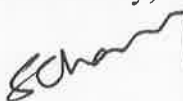

Number of shares voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
48014240	0	0

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
0	0

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

Thanking you,
Yours faithfully,

Dr. S. Chandrasekaran
Senior Partner,
Chandrasekaran Associates
Practicing Company Secretaries

Place: Noida
Date: 03.09.2014



FORM NO. MGT-13

Scrutinizer's Report

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

To,
The Chairman
19th Annual General Meeting of the Equity Shareholders of Jubilant FoodWorks Limited
held on 03rd September, 2014 at 11:00 a.m
at International Trade Expo Centre, Expo Drive, A-11, Sector-62,
Noida-201301,
Uttar Pradesh

Dear Sir,

I, Dr. S. Chandrasekaran, Senior Partner of M/s Chandrasekaran Associates, Practicing Company Secretaries having its office at 11-F, Pocket IV, Mayur Vihar, Phase-I, New Delhi- 110091, appointed as Scrutinizer of Jubilant FoodWorks Limited ("Company") for the purpose of the poll taken on the below mentioned resolutions, at the 19st Annual General Meeting of the Equity Shareholders of Jubilant FoodWorks Limited, held on 03rd September, 2014 at 11:00 am at International Trade Expo Centre, Expo Drive, A-11, Sector – 62, Noida – 201301, U.P., submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, i.e. between 11:15 a.m. to 11:45 a.m., ballot boxes kept for polling were locked in my presence.
2. The locked ballot boxes were 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, Link In Time India Private Limited of the company and the authorizations/proxies lodged with the Company.
3. Mr. Rupesh Agarwal and Mr. Bharat Bhushan were appointed as witness for the whole poll process
4. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid.



5. The result of the poll is as under:

a) Resolution 1- Adoption of Balance sheet and statement of Profit and Loss for the year ended 31st March, 2014 alongwith the notes annexed to or forming part of said document and reports of the Board of Directors and Auditors thereon.

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
684077 (13)	684077	100

ii. Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
24	1513076

x
✓



✓

b) Resolution 2- Re-appointment of Mr. Hari Shankar Bhartia (DIN:00010499), Director retiring by rotation

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
684077 (13)	684077	100

ii. Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
24	1513076

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c) Resolution 3- Appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants, as Auditors and fixing their remuneration

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
684077 (13)	684077	100

ii. Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
24	1513076

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d) Resolution 4- Appointment of Ms. Ramni Nirula (DIN:00015330) as an Independent Director of the Company

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
684077 (13)	684077	100

ii. Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
24	1513076



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e) Resolution 5- Appointment of Mr. Arun Seth (DIN:00204434) as an Independent Director of the Company

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
684077 (13)	684077	100

ii. Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
24	1513076



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f) Resolution 6- Appointment of Mr. Vishal Kirti Keshav Marwaha (DIN:00164204) as an Independent Director of the Company

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
684077 (13)	684077	100

ii. Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
24	1513076



g) Resolution 7- Appointment of Mr. Phiroz Adi Vandrevala (DIN:01778976) as an Independent Director of the Company

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
684077 (13)	684077	100

ii. Votes against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
24	1513076

6. 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 will be handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,

Dr. S. Chandrasekaran
Senior Partner,
M/s Chandrasekaran Associates
Practicing Company Secretaries



Place: Noida
Date: 03.09.2014