

REF:BPIL:SD:2014

Date : 25.09.2014

To,
Shri S.Subramanian
DCS – CRD,
The Bombay Stock Exchange Ltd.
Rotunda, 1st Floor,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001.

To,
The National Stock Exchange
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (East).
Mumbai – 400 051.

Dear Sirs,

Sub : Intimation as per Listing Agreement
Ref : Scrip Code : BSE – 500039; NSE – BANCOINDIA

The 53rd Annual General Meeting of Banco Products (India) Limited was held on 23.09.2014 and the following businesses were transacted/ approved with requisite majority thereat:

1. Adoption of the Statement of Profit and Loss Account for the year ended 31.03.2014 and Balance Sheet as at that date together with the reports of the Board of Directors and Auditors thereon;
2. Approval of Final Dividend @ 15% on Face Value of Rs. 2/- each per Equity Share;
3. Reappointment of Shri Mehul K. Patel as the Director of the Company;
4. Reappointment of Shri Samir K. Patel as the Director of the Company;
5. Appointment of M/s. Manubhai & Shah, Chartered Accountants, Ahmedabad as Statutory Auditors of the Company in place of retiring Auditors M/s. Shah & Co., Chartered Accountants, Mumbai and fixing their remuneration;
6. Reappointment and remuneration of Shri Mehul K. Patel as the Vice-Chairman & Managing Director of the Company;
7. Reappointment and remuneration of Shri Shailesh Thakker as the Executive Director & CFO of the Company;
8. Appointment of Shri Atul G. Shroff as an Independent Director the Company;
9. Appointment of Shri Ramkisan Devidayal as an Independent Director the Company;
10. Appointment of Shri Mukesh D. Patel as an Independent Director the Company;
11. Appointment of Shri Sudesh Kumar Duggal as an Independent Director the Company; and
12. Approval of borrowing powers of the Company.

We also enclose the following :

1. The results of voting at the aforesaid Annual General Meeting
2. The Report of the Scrutinizer.

The above is for your information and records.
For Banco Products (India) Limited



Chairman

GOVERNMENT RECOGNISED EXPORT HOUSE

The Report of voting results under Clause 35 A of the Listing Agreement

Date of the AGM : 23.09.2014

Date of the Declaration of Results : 25.09.2014

Total number of shareholders on Cut Off Date : 11,644

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group: 7

Public: 48

No. of Shareholders attended the meeting through Video Conferencing :

Promoters and Promoter Group: NIL

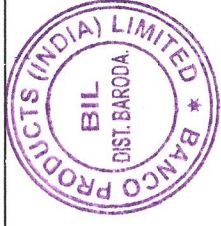
Public: NIL

Detail of the Agenda: To receive, consider and adopt the Statement of Profit and Loss Account for the year ended 31.03.2014 and Balance Sheet as at that date together with the reports of the Board of Directors and Auditors thereon.

Resolution required: Ordinary Resolution

Mode of voting: Poll including e – voting

Resolution No. 1									
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		
Promoter and Promoter Group	48549992	20457947	42.14	20457947	NIL	100	NIL		
Public Institutional holders	1921957	1905627	99.15	1905627	NIL	100	NIL		
Public-Others	21046701	863710	4.10	863710	NIL	100	NIL		
Total	71518650	23227284	32.48	23227284	NIL	100	NIL		



Detail of the Agenda: To declare Final Dividend, @ 15% on Face Value of Rs. 2/- each per Equity Share.

Resolution required: Ordinary Resolution

Mode of voting: Poll including e – voting

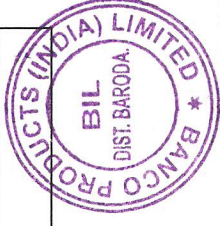
Resolution No. 2									
Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)] × 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)] × 100	% of votes against on votes polled (7) = [(5)/(2)] × 100		
Promoter and Promoter Group	48549992	20457947	42.14	20457947	NIL	100	NIL		
Public Institutional holders	1921957	1905627	99.15	1905627	NIL	100	NIL		
Public-Others	21046701	863710	4.10	861160	2550	99.70	0.30		
Total	71518650	23227284	32.48	23224734	2550	99.99	0.01		

Detail of the Agenda: To appoint a Director in place of Shri, Mehul K. Patel who retires by rotation and being eligible, offers himself for reappointment.

Resolution required: Ordinary Resolution

Mode of voting: Poll including e – voting

Resolution No. 3									
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		
Promoter and Promoter Group	48549992	20457947	42.14	20457947	NIL	100	NIL		
Public Institutional holders	1921957	1905627	99.15	1905627	NIL	100	NIL		
Public-Others	21046701	863710	4.10	863710	NIL	100	NIL		
Total	71518650	23227284	32.48	23227284	NIL	100	NIL		



Detail of the Agenda: To appoint a Director in place of Shri Samir K. Patel who retires by rotation and being eligible, offers himself for reappointment.

Resolution required: Ordinary Resolution

Mode of voting: Poll including e - voting

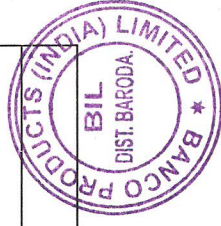
Resolution No. 4							
Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)] × 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)] × 100	% of votes against on votes polled (7) = [(5)/(2)] × 100
Promoter and Promoter Group	48549992	20457947	42.14	20457947	NIL	100	NIL
Public Institutional holders	1921957	1905627	99.15	830627	1075000	43.58	56.42
Public-Others	21046701	863710	4.10	803051	60659	92.97	7.03
Total	71518650	23227284	32.48	22091625	1135659	95.11	4.89

Detail of the Agenda: Appointment of M/s. Manubhai & Shah, Chartered Accountants, Ahmedabad, (FRN : 106041 W) as Auditors of the Company in place of retiring Auditors M/s. Shah & Co., (FRN : 109430 W) Chartered Accountants, Mumbai and fixing their remuneration.

Resolution required: Ordinary Resolution

Mode of voting: Poll including e - voting

Resolution No. 5							
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
Promoter and Promoter Group	48549992	20457947	42.14	20457947	NIL	100	NIL
Public Institutional holders	1921957	1905627	99.15	1905627	NIL	100	NIL
Public-Others	21046701	863710	4.10	863710	NIL	100	NIL
Total	71518650	23227284	32.48	23227284	NIL	100	NIL



Detail of the Agenda: Re - appointment and remuneration of Shri Mehul K. Patel as the Vice-Chairman & Managing Director of the Company.

Resolution required: Special Resolution

Mode of voting: Poll including e - voting

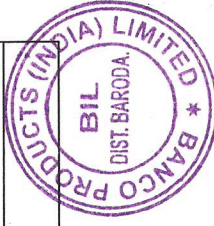
Resolution No. 6									
Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)] × 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)] × 100	% of votes against on votes polled (7) = [(5)/(2)] × 100		
Promoter and Promoter Group	48549992	20457947	42.14	20457947	NIL	100	NIL		
Public Institutional holders	1921957	1905627	99.15	830627	1075000	43.58	56.42		
Public-Others	21046701	863710	4.10	803051	60659	92.97	7.03		
Total	71518650	23227284	32.48	22091625	1135659	95.11	4.89		

Detail of the Agenda: Re -appointment and remuneration of Shri Shailesh Thakker as the Executive Director & CFO of the Company.

Resolution required: Special Resolution

Mode of voting: Poll including e - voting

Resolution No. 7									
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		
Promoter and Promoter Group	48549992	20457947	42.14	20457947	NIL	100	NIL		
Public Institutional holders	1921957	1905627	99.15	1905627	NIL	100	NIL		
Public-Others	21046701	863710	4.10	863710	NIL	100	NIL		
Total	71518650	23227284	32.48	23227284	NIL	100	NIL		

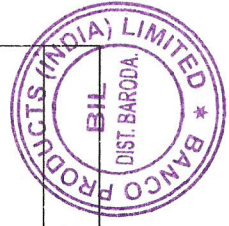


Detail of the Agenda: Appointment of Shri Atul G Shroff as Independent Director.
 Resolution required: Ordinary Resolution
 Mode of voting: Poll including e – voting

Resolution No. 8							
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
Promoter and Promoter Group	4854992	20457947	42.14	20457947	NIL	100	NIL
Public Institutional holders	1921957	1905627	99.15	1905627	NIL	100	NIL
Public-Others	21046701	863710	4.10	863710	NIL	100	NIL
Total	71518650	23227284	32.48	23227284	NIL	100	NIL

Detail of the Agenda: Appointment of Shri Ramkisan Devidayal as Independent Director.
 Resolution required: Ordinary Resolution
 Mode of voting: Poll including e – voting

Resolution No. 9							
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
Promoter and Promoter Group	4854992	20457947	42.14	20457947	NIL	100	NIL
Public Institutional holders	1921957	1905627	99.15	1905627	NIL	100	NIL
Public-Others	21046701	863710	4.10	863460	250	99.97	0.03
Total	71518650	23227284	32.48	23227034	250	99.99	0.01

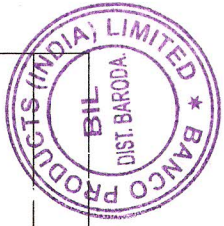


Detail of the Agenda: Appointment of Shri Mukesh D Patel as Independent Director.
 Resolution required: Ordinary Resolution
 Mode of voting: Poll including e – voting

Resolution No. 10									
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		
Promoter and Promoter Group	48549992	20457947	42.14	20457947	NIL	100	NIL		
Public Institutional holders	1921957	1905627	99.15	1905627	NIL	100	NIL		
Public-Others	21046701	863710	4.10	863710	NIL	100	NIL		
Total	71518650	23227284	32.48	23227284	NIL	100	NIL		

Detail of the Agenda: Appointment of Shri Sudesh Kumar Duggal as Independent Director.
 Resolution required: Ordinary Resolution
 Mode of voting: Poll including e – voting

Resolution No. 11									
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		
Promoter and Promoter Group	48549992	20457947	42.14	20457947	NIL	100	NIL		
Public Institutional holders	1921957	1905627	99.15	1905627	NIL	100	NIL		
Public-Others	21046701	863700	4.10	863700	NIL	100	NIL		
Total	71518650	23227274	32.48	23227274	NIL	100	NIL		



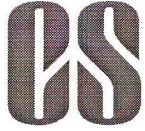
Detail of the Agenda: Ratification of Borrowing Powers pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) ('the Act') and other applicable provisions, if any, of the Act and the Articles of Association of the Company.

Resolution required: Ordinary Resolution

Mode of voting: Poll including e - voting

Resolution No. 12									
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		
Promoter and Promoter Group	48549992	20457947	42.14	20457947	NIL	100	NIL		
Public Institutional holders	1921957	1905627	99.15	1905627	NIL	100	NIL		
Public-Others	21046701	863710	4.10	863710	NIL	100	NIL		
Total	71518650	23227284	32.48	23227284	NIL	100	NIL		





J. J. Gandhi & Co.

Practising Company Secretaries
CS J. J. Gandhi - M. Com., LL. B., D. L. P., F. C. S.

231, Phoenix Complex
Besides Suraj Plaza
Sayajigunj, Baroda 390 005
Phone (o) 2225022 Cell : 9374620085
Email : jggandhics@gmail.com

1

**Report of Scrutinizer
(Based on E-voting and Poll)**

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

To,
The Chairman
of 53rd Annual General Meeting of Members of
Banco Products (India) Limited
Bil Near, Bhaili Railway Station,
Padra Road, Dist., Vadodara 391410.

Dear Sir,

1. I, J. J. Gandhi, Proprietor of J J Gandhi & Co. Practising Company Secretaries of Vadodara have been appointed vide letter dated 9th August, 2014 as Scrutinizer in terms of clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules 2014 (herein after referred to as Rules) for scrutinizing the e-voting process and poll on the resolutions contained in the Notice (herein after referred to as "Resolutions") of the 53rd Annual General Meeting (AGM) of the Members of the Company held on 23rd Sept., 2014 at 10.30 A.M. at the Registered office of the Company at Bil Near, Bhaili Railway Station, Padra Road, Dsit., Vadodara 391 410.
2. The Management of the Company is responsible to ensure compliance of the provisions of the Companies Act, 2013 and Rules made thereunder relating to voting through electronic means and on poll on the Resolutions contained in the Notice of 53rd AGM of the Members of the Company. My responsibilities as a scrutinizer for e-voting process and for poll are restricted to make a Scrutinizers' Report on the votes cast "In favour" or "Against" the resolutions and "Invalid" votes, based on the reports generated from e-voting system provided by the Central Depository Services (India) Ltd., the authorized agency engaged by the Company to provide e-voting facilities and the poll conducted at the AGM.
3. I submit my report as under;
 - A. As per requirement of Rule 20(v), the Public Advertisement with respect to dispatch of AGM Notice and intimating date and time of commencement and closing of E-voting have been published in English language in the newspaper the Business Standrad dated 28th Aug., 2014 and in Gujarati language in the news paper the Lok Satta dated 28th Aug., 2014.





- B. The e-voting period remained open from 9.00 a.m. on 16th Sept., 2014 till 6.00 P.M. on 17th Sept., 2014.
- C. The Members of the Company holding shares as on "Cut-off" date i.e. 14th Aug., 2014 were entitled to the vote on the resolutions as mentioned in the Notice of 53rd AGM of the Company.
- D. The votes cast were unblocked on 20th Sept., 2014 in the presence of 2 witnesses CS Sonal Shimpi and Ms. Hiral Bhatt who are not in employment of the Company. They have signed below to confirm that the e-votes have been unblocked in their presence.

(CS Sonal Shimpi)

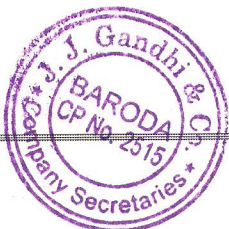
(Hiral Bhatt)

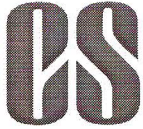
- E. Thereafter, the details of Members who have voted "for" or "against" each of the resolutions that were put to vote were generated from the E-voting website of CDSL viz. www.evotingindia.co.in.
- F. At the AGM the Chairman ordered Poll to facilitate the members/ proxies present at the AGM and who did not vote in the electronic voting process.
- G. As per Rule 21 of the Companies (Management and Administration) Rules 2014, polling papers were distributed to the Members and proxies present at the meeting. The empty ballot box was shown, locked and sealed in my presence and in the presence of members and proxies.
- H. Subsequently, the ballot box was opened in my presence and in the presence of CS Sonal Shimpi and Ms Hiral Bhatt who are not in the employment of the Company. They have signed below to confirm that polling box was opened in their presence.

(CS Sonal Shimpi)

(Hiral Bhatt)

- I. The poll papers were scrutinized and reconciled with the records maintained by the Company and the authorizations/ proxies lodged with the Company.





J. J. Gandhi & Co.

Practising Company Secretaries

CS J. J. Gandhi - M. Com., LL. B., D. L. P., F. C. S.

231, Phoenix Complex

Besides Suraj Plaza

Sayajigunj, Baroda 390 005

Phone (o) 2225022 Cell : 9374620085

Email : jjgandhics@gmail.com

3

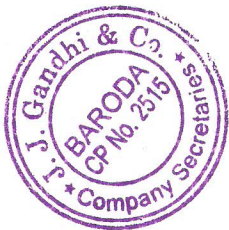
J. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.

The Result of e-voting together with that of the Poll are as under;

Resolution No. 1 – Ordinary Resolution

Adoption of audited financial statement for the year ended on 31st March, 2014 and Directors Report and Auditors Report thereon.

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
In favour of the resolution			
E-voting	13	1971746	8.49
Poll	43	21255538	91.51
Total	56	23227284	100.00
Against the resolution			
E-voting	0	0	
Poll	0	0	
Total	0	0	
Invalid votes			
E-voting	0	0	
Poll	5	1750	
Total	5	1750	





J. J. Gandhi & Co.

Practising Company Secretaries

CS J. J. Gandhi - M. Com., LL. B., D. L. P., F. C. S.

231, Phoenix Complex

Besides Suraj Plaza

Sayajigunj, Baroda 390 005

Phone (o) 2225022 Cell : 9374620085

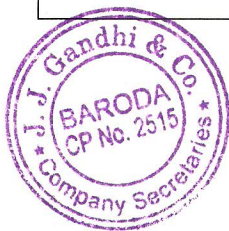
Email : jjgandhics@gmail.com

4

Resolution No. 2 – Ordinary Resolution

Approval for Declaration of Dividend

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
In favour of the resolution			
E-voting	13	1971746	8.48
Poll	41	21252988	91.51
Total	54	23224734	99.99
Against the resolution			
E-voting	0	0	0.01
Poll	2	2550	0.01
Total	2	2550	0.01
Invalid votes			
E-voting	0	0	
Poll	5	1750	
Total	5	1750	





J. J. Gandhi & Co.

Practising Company Secretaries
CS J. J. Gandhi - M. Com., LL. B., D. L. P., F. C. S.

231, Phoenix Complex
Besides Suraj Plaza
Sayajigunj, Baroda 390 005
Phone (o) 2225022 Cell : 9374620085
Email : jjgandhics@gmail.com

5

Resolution No. 3 – Ordinary Resolution

Reappointment of Director Mr. Mehul K Patel

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
In favour of the resolution			
E-voting	13	1971746	8.49
Poll	43	21255538	91.51
Total	56	23227284	100.00
Against the resolution			
E-voting	0	0	
Poll	0	0	
Total	0	0	
Invalid votes			
E-voting	0	0	
Poll	5	1750	
Total	5	1750	

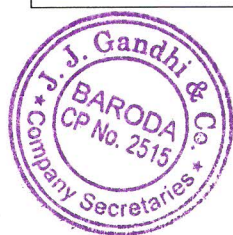


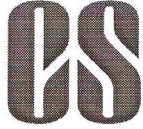


Resolution No. 4 – Ordinary Resolution

Reappointment of Director Mr. Samir K Patel

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
In favour of the resolution			
E-voting	9	836087	3.60
Poll	43	21255538	91.51
Total	56	22091625	95.11
Against the resolution			
E-voting	4	1135659	4.89
Poll	0	0	0
Total	0	1135659	4.89
Invalid votes			
E-voting	0	0	
Poll	5	1750	
Total	5	1750	





J. J. Gandhi & Co.

Practising Company Secretaries
CS J. J. Gandhi - M. Com., LL. B., D. L. P., F. C. S.

231, Phoenix Complex
Besides Suraj Plaza
Sayajigunj, Baroda 390 005
Phone (o) 2225022 Cell : 9374620085
Email : jgandhics@gmail.com

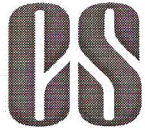
7

Resolution No. 5 – Ordinary Resolution

Appointment of Auditors

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
In favour of the resolution			
E-voting	13	1971746	8.49
Poll	43	21255538	91.51
Total	56	23227284	100.00
Against the resolution			
E-voting	0	0	
Poll	0	0	
Total	0	0	
Invalid votes			
E-voting	0	0	
Poll	5	1750	
Total	5	1750	





J. J. Gandhi & Co.

Practising Company Secretaries
CS J. J. Gandhi - M. Com., LL. B., D. L. P., F. C. S.

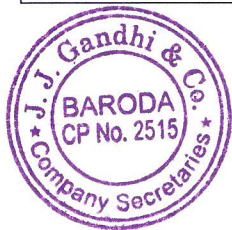
231, Phoenix Complex
Besides Suraj Plaza
Sayajigunj, Baroda 390 005
Phone (o) 2225022 Cell : 9374620085
Email : jjgandhics@gmail.com

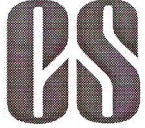
8

Resolution No. 6 – Special Resolution

Re-appointment of Shri Mehul K Patel as Vice Chairman and Managing Director

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
In favour of the resolution			
E-voting	9	836087	3.60
Poll	43	21255538	91.51
Total	56	22091625	95.11
Against the resolution			
E-voting	4	1135659	4.89
Poll	0	0	0
Total	0	1135659	4.89
Invalid votes			
E-voting	0	0	
Poll	5	1750	
Total	5	1750	





J. J. Gandhi & Co.

Practising Company Secretaries
CS J. J. Gandhi - M. Com., LL. B., D. L. P., F. C. S.

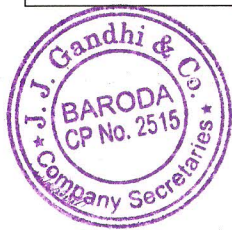
231, Phoenix Complex
Besides Suraj Plaza
Sayajigunj, Baroda 390 005
Phone (o) 2225022 Cell : 9374620085
Email : jgandhics@gmail.com

9

Resolution No. 7 – Special Resolution

Re-appointment of Shri Shailesh Thakker as Executive Director and CFO

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
In favour of the resolution			
E-voting	13	1971746	8.49
Poll	43	21255538	91.51
Total	56	23227284	100.00
Against the resolution			
E-voting	0	0	
Poll	0	0	
Total	0	0	
Invalid votes			
E-voting	0	0	
Poll	5	1750	
Total	5	1750	





J. J. Gandhi & Co.

Practising Company Secretaries
CS J. J. Gandhi - M. Com., LL. B., D. L. P., F. C. S.

231, Phoenix Complex
Besides Suraj Plaza
Sayajigunj, Baroda 390 005
Phone (o) 2225022 Cell : 9374620085
Email : jjgandhics@gmail.com

10

Resolution No. 8 – Ordinary Resolution

Appointment of Mr. Atul G. Shroff as an Independent Director

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
In favour of the resolution			
E-voting	13	1971746	8.49
Poll	43	21255538	91.51
Total	56	23227284	100.00
Against the resolution			
E-voting	0	0	
Poll	0	0	
Total	0	0	
Invalid votes			
E-voting	0	0	
Poll	5	1750	
Total	5	1750	





J. J. Gandhi & Co.

Practising Company Secretaries

CS J. J. Gandhi - M. Com., LL. B., D. L. P., F. C. S.

231, Phoenix Complex

Besides Suraj Plaza

Sayajigunj, Baroda 390 005

Phone (o) 2225022 Cell : 9374620085

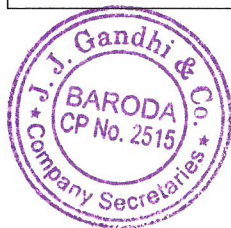
Email : jjgandhics@gmail.com

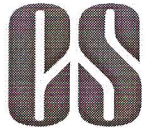
11

Resolution No. 9 – Ordinary Resolution

Appointment of Mr. Ramkisan Devidayal as an Independent Director

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
In favour of the resolution			
E-voting	13	1971746	8.49
Poll	42	21255288	91.51
Total	55	23227034	100.00
Against the resolution			
E-voting	0	0	0.00
Poll	1	250	0.00
Total	1	250	0.00
Invalid votes			
E-voting	0	0	
Poll	5	1750	
Total	5	1750	





J. J. Gandhi & Co.

Practising Company Secretaries
CS J. J. Gandhi - M. Com., LL. B., D. L. P., F. C. S.

231, Phoenix Complex
Besides Suraj Plaza
Sayajigunj, Baroda 390 005
Phone (o) 2225022 Cell : 9374620085
Email : jjgandhics@gmail.com

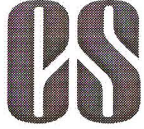
12

Resolution No. 10 – Ordinary Resolution

Appointment of Mr. Mukesh D Patel as an Independent Director

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
In favour of the resolution			
E-voting	13	1971746	8.49
Poll	43	21255538	91.51
Total	56	23227284	100.00
Against the resolution			
E-voting	0	0	
Poll	0	0	
Total	0	0	
Invalid votes			
E-voting	0	0	
Poll	5	1750	
Total	5	1750	





J. J. Gandhi & Co.

Practising Company Secretaries
CS J. J. Gandhi - M. Com., LL. B., D. L. P., F. C. S.

231, Phoenix Complex
Besides Suraj Plaza
Sayajigunj, Baroda 390 005
Phone (o) 2225022 Cell : 9374620085
Email : jjgandhics@gmail.com

13

Resolution No. 11 – Ordinary Resolution

Appointment of Mr. Sudesh Kumar Duggal as an Independent Director

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
In favour of the resolution			
E-voting	12	1971736	8.49
Poll	43	21255538	91.51
Total	55	23227274	100.00
Against the resolution			
E-voting	0	0	
Poll	0	0	
Total	0	0	
Invalid votes			
E-voting	0	0	
Poll	5	1750	
Total	5	1750	





J. J. Gandhi & Co.

Practising Company Secretaries
CS J. J. Gandhi - M. Com., LL. B., D. L. P., F. C. S.

231, Phoenix Complex
Besides Suraj Plaza
Sayajigunj, Baroda 390 005
Phone (o) 2225022 Cell : 9374620085
Email : jjgandhics@gmail.com

14

Resolution No. 12 – Ordinary Resolution


Approval of borrowing limit under section 180(1)(c) of the Companies Act, 2013.

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
In favour of the resolution			
E-voting	13	1971746	8.49
Poll	43	21255538	91.51
Total	56	23227284	100.00
Against the resolution			
E-voting	0	0	
Poll	0	0	
Total	0	0	
Invalid votes			
E-voting	0	0	
Poll	5	1750	
Total	5	1750	

The relevant records relating to E-voting (containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution) and poll papers and other records will be handed over to the Company Secretary/ authorized person for safe keeping.

Yours faithfully,

For J J Gandhi & Co.,
Practising Company Secretaries,


(J J Gandhi)
Proprietor
CP No – 2515, FCS 3519



Place : Vadodara
Dated: 23rd Sept., 2014