

Date: October 01, 2015

To  
The General Manager  
The Corporate Relation Department  
Bombay Stock Exchange Limited  
Phiroza Jeejeebhoy Towers  
14<sup>TH</sup> Floor, Dalal Street  
Mumbai 400 001

Scrip Code 534804

Dear Sir / Madam,

**Sub:- Details of Voting at 22<sup>nd</sup> Annual General Meeting of Equity Shareholders held on September 29, 2015 pursuant to Clause 35A of the Listing Agreement**

Pursuant to Clause 35A of the Listing Agreement, please find below details of voting at Annual General Meeting of Equity Shareholders of the Company held on September 29, 2015:

Sr. No.	Particulars	
1	Date of the AGM	September 29, 2015
2	Total number of shareholders on record date	46,206 total no. of shareholders as on cut-off date i.e. 22.09.2015.  Book Closure was fixed From <b>Wednesday, September 23, 2015 to Tuesday September 29, 2015 (both days inclusive)</b> for the purpose of Annual General Meeting and Final Dividend.  46,206 no. of shareholders as on Book Closure i.e Benpos Date 23.09.2015.
3	No. of shareholders present in the meeting either in person or through proxy	52
	Promoters and Promoter Group	NIL
	Public	52
4	No. of Shareholders attended the meeting through Video Conferencing	No Video Conferencing facility was made.

**Agenda Wise:**

Res olution No.	Details of the Agenda	Resolution required	Mode of voting	Result of Voting
1	To consider and adopt the audited financial statements and the audited consolidated financial statements of the Company for the financial year ended March 31, 2015 together with the Reports of the Directors and the Auditors thereon.	Ordinary Resolution	By E-Voting & Poll	As per Annexure I
2.	To confirm and ratify the declaration and payment of one interim dividend and one special (interim) dividend aggregating to Rs. 71/- per equity share and to declare final dividend of Rs. 8/- per equity share for the financial year ended March 31, 2015.	Ordinary Resolution	By E-Voting & Poll	As per Annexure II
3.	To ratify the appointment of M/s. Khimji Kunverji & Co., Chartered Accountants, Mumbai (FRN 105146W) as the Auditors of the Company.	Ordinary Resolution	By E-Voting & Poll	As per Annexure III
4.	To appoint a director in place of Mr. Rajesh Mokashi (DIN 02781355), who retires by rotation and being eligible offers himself for re-appointment.	Ordinary Resolution	By E-Voting & Poll	As per Annexure IV
5.	Appointment of Mr. S. B. Mainak (DIN 02531129) who was appointed as an Additional Director as a Non-Executive Director liable to retire by rotation.	Ordinary Resolution	By E-Voting & Poll	As per Annexure V
6	Re-appointment of Mr. D. R. Dogra (DIN: 00226775) as the Managing Director & Chief Executive Officer of the Company for a period of one year with effect from August 22, 2015 to August 21, 2016.	Ordinary Resolution	By E-Voting & Poll	As per Annexure VI

**ANNEXURE - I**

**Resolution No. 1**

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

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
<b>E-Voting</b>							
Promoter and Promoter Group	00	00	0.00	00	00	0.00	0.00
Public – Institutional holders	2,22,40,984	1,53,75,861	69.13	1,53,75,861	00	100.00	0.00
Public- Others	67,58,138	6,17,049	9.13	6,17,049	00	100.00	0.00
<b>Total</b>	<b>2,89,99,122</b>	<b>1,59,92,910</b>	<b>55.15</b>	<b>1,59,92,910</b>	<b>00</b>	<b>100.00</b>	<b>0.00</b>

<b>Poll</b>							
Promoter and Promoter Group	00	00	0.00	00	00	0.00	0.00
Public – Institutional holders	2,22,40,984	29,04,005	13.05	29,04,005	00	100.00	0.00
Public- Others	67,58,138	7,24,435	10.72	7,24,435	00	100.00	0.00
<b>Total</b>	<b>2,89,99,122</b>	<b>36,28,440</b>	<b>12.51</b>	<b>36,28,440</b>	<b>00</b>	<b>100.00</b>	<b>0.00</b>

<b>Consolidated – Evoting and Poll</b>							
Promoter and Promoter Group	00	00	0.00	00	00	0.00	0.00
Public – Institutional holders	2,22,40,984	1,82,79,866	82.19	1,82,79,866	00	100.00	0.00
Public- Others	67,58,138	13,41,484	19.85	13,41,484	00	100.00	0.00
<b>Total</b>	<b>2,89,99,122</b>	<b>1,96,21,350</b>	<b>67.66</b>	<b>1,96,21,350</b>	<b>00</b>	<b>100.00</b>	<b>0.00</b>

# excludes abstain and invalid votes

**ANNEXURE - II**

**Resolution No. 2**

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

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
<b>E-Voting</b>							
Promoter and Promoter Group	00	00	0.00	00	00	0.00	0.00
Public – Institutional holders	2,22,40,984	1,53,75,861	69.13	1,53,75,861	00	100.00	0.00
Public-Others	67,58,138	6,17,049	9.13	6,17,049	00	100.00	0.00
<b>Total</b>	<b>2,89,99,122</b>	<b>1,59,92,910</b>	<b>55.15</b>	<b>1,59,92,910</b>	<b>00</b>	<b>100.00</b>	<b>0.00</b>

<b>Poll</b>							
Promoter and Promoter Group	00	00	0.00	00	00	0.00	0.00
Public – Institutional holders	2,22,40,984	29,04,005	13.06	29,04,005	00	100.00	0.00
Public-Others	67,58,138	7,24,435	10.72	7,24,435	00	100.00	0.00
<b>Total</b>	<b>2,89,99,122</b>	<b>36,28,440</b>	<b>12.51</b>	<b>36,28,440</b>	<b>00</b>	<b>100.00</b>	<b>0.00</b>

<b>Consolidated – E-voting and Poll</b>							
Promoter and Promoter Group	00	00	0.00	00	00	0.00	0.00
Public – Institutional holders	2,22,40,984	1,82,79,866	82.19	1,82,79,866	00	100.00	0.00
Public-Others	67,58,138	13,41,484	19.85	13,41,484	00	100.00	0.00
<b>Total</b>	<b>2,89,99,122</b>	<b>1,96,21,350</b>	<b>67.66</b>	<b>1,96,21,350</b>	<b>00</b>	<b>100.00</b>	<b>0.00</b>

# excludes abstain and invalid votes

**ANNEXURE - III**

**Resolution No. 3**

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

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
<b>E-Voting</b>							
Promoter and Promoter Group	00	00	0.00	00	00	0.00	0.00
Public – Institutional holders	2,22,40,984	1,51,85,524	68.28	1,51,80,369	5,155	99.97	0.03
Public-Others	67,58,138	6,17,049	9.13	6,17,049	00	100.00	0.00
<b>Total</b>	<b>2,89,99,122</b>	<b>1,58,02,573</b>	<b>54.49</b>	<b>1,57,97,418</b>	<b>5,155</b>	<b>99.97</b>	<b>0.03</b>

<b>Poll</b>							
*Promoter and Promoter Group	00	00	0.00	00	00	0.00	00.00
Public – Institutional holders	2,22,40,984	29,04,005	13.06	29,04,005	00	100.00	00.00
Public-Others	67,58,138	7,24,435	10.72	7,24,435	00	100.00	0.00
<b>Total</b>	<b>2,89,99,122</b>	<b>36,28,440</b>	<b>12.51</b>	<b>36,28,440</b>	<b>00</b>	<b>100.00</b>	<b>00.00</b>

<b>Consolidated – Evoting and Poll</b>							
Promoter and Promoter Group	00	00	0.00	00	00	0.00	0.00
Public – Institutional holders	2,22,40,984	1,80,89,529	81.33	1,80,84,374	5,155	99.97	0.03
Public-Others	67,58,138	13,41,484	19.85	13,41,484	0	100.00	0.00
<b>Total</b>	<b>2,89,99,122</b>	<b>1,94,31,013</b>	<b>67.01</b>	<b>1,94,25,858</b>	<b>5,155</b>	<b>99.97</b>	<b>0.03</b>

# excludes abstain and invalid votes

**ANNEXURE - IV**

**Resolution No. 4**

**In case of Poll/Postal-Ballet and E-voting:-**

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
<b>E-Voting</b>							
Promoter and Promoter Group	00	00	0.00	00	00	0.00	0.00
Public – Institutional holders	2,22,40,984	1,53,75,861	69.13	88,38,457	65,37,404	57.48	42.52
Public-Others	67,58,138	6,17,041	9.13	6,16,961	80	99.99	0.01
<b>Total</b>	<b>2,89,99,122</b>	<b>1,59,92,902</b>	<b>55.15</b>	<b>94,55,418</b>	<b>65,37,484</b>	<b>59.12</b>	<b>40.88</b>

<b>Poll</b>							
*Promoter and Promoter Group	00	00	0.00	00	00	0.00	0.00
Public – Institutional holders	2,22,40,984	29,04,005	13.06	29,04,005	00	100.00	0.00
Public-Others	67,58,138	7,24,435	10.72	7,24,435	00	100.00	0.00
<b>Total</b>	<b>2,89,99,122</b>	<b>36,28,440</b>	<b>12.51</b>	<b>36,28,440</b>	<b>00</b>	<b>100.00</b>	<b>0.00</b>

<b>Consolidated – E-voting and Poll</b>							
Promoter and Promoter Group	00	00	0.00	00	00	0.00	0.00
Public – Institutional holders	2,22,40,984	1,82,79,866	82.19	1,17,42,462	65,37,404	64.24	35.76
Public-Others	67,58,138	13,41,476	19.85	13,41,396	80	99.99	0.01
<b>Total</b>	<b>2,89,99,122</b>	<b>1,96,21,342</b>	<b>67.66</b>	<b>1,30,83,858</b>	<b>65,37,484</b>	<b>66.68</b>	<b>33.32</b>

# excludes abstain and invalid votes

**ANNEXURE - V**

**Resolution No. 5**

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

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
<b>E-Voting</b>							
Promoter and Promoter Group	00	00	0.00	00	00	0.00	0.00
Public – Institutional holders	2,22,40,984	1,53,75,861	69.13	1,19,76,184	33,99,677	77.89	22.11
Public-Others	67,58,138	6,17,049	9.13	6,16,974	75	99.99	0.01
<b>Total</b>	<b>2,89,99,122</b>	<b>1,59,92,910</b>	<b>55.15</b>	<b>1,25,93,158</b>	<b>33,99,752</b>	<b>78.74</b>	<b>21.26</b>

<b>Poll</b>							
Promoter and Promoter Group	00	00	0.00	00	00	0.00	0.00
Public – Institutional holders	2,22,40,984	29,04,005	13.06	29,04,005	00	100.00	0.00
Public-Others	67,58,138	7,24,435	10.72	7,24,435	00	100.00	0.00
<b>Total</b>	<b>2,89,99,122</b>	<b>36,28,440</b>	<b>12.51</b>	<b>36,28,440</b>	<b>00</b>	<b>100.00</b>	<b>0.00</b>

<b>Consolidated – Evoting and Poll</b>							
Promoter and Promoter Group	00	00	0.00	00	00	0.00	0.00
Public – Institutional holders	2,22,40,984	1,82,79,866	82.19	1,48,80,189	33,99,677	81.40	18.60
Public-Others	67,58,138	13,41,484	19.85	13,41,409	75	99.99	0.01
<b>Total</b>	<b>2,89,99,122</b>	<b>1,96,21,350</b>	<b>67.66</b>	<b>1,62,21,598</b>	<b>33,99,752</b>	<b>82.67</b>	<b>17.32</b>

# excludes abstain & invalid votes

**ANNEXURE - VI**

**Resolution No. 6**

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

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
<b>E-Voting</b>							
Promoter and Promoter Group	00	00	0.00	00	00	0.00	0.00
Public – Institutional holders	2,22,40,984	1,53,75,861	69.13	1,53,75,861	00	100.00	00.00
Public- Others	67,58,138	5,70,231	8.44	5,70,136	95	99.98	0.02
<b>Total</b>	<b>2,89,99,122</b>	<b>1,59,46,092</b>	<b>54.99</b>	<b>1,59,45,997</b>	<b>95</b>	<b>100.00</b>	<b>0.00</b>

<b>Poll</b>							
Promoter and Promoter Group	00	00	0.00	00	00	0.00	0.00
Public – Institutional holders	2,22,40,984	29,04,005	13.06	29,04,005	00	100.00	0.00
Public- Others	67,58,138	7,24,435	10.72	7,24,435	00	100.00	0.00
<b>Total</b>	<b>2,89,99,122</b>	<b>36,28,440</b>	<b>12.51</b>	<b>36,28,440</b>	<b>00</b>	<b>100.00</b>	<b>0.00</b>

<b>Consolidated – Evoting and Poll</b>							
Promoter and Promoter Group	00	00	0.00	00	0.00	0.00	0.00
Public – Institutional holders	2,22,40,984	1,82,79,866	82.19	1,82,79,866	0.00	100.00	0.00
Public- Others	67,58,138	12,94,666	19.16	12,94,571	95.00	99.99	0.01
<b>Total</b>	<b>2,89,99,122</b>	<b>1,95,74,532</b>	<b>67.50</b>	<b>1,95,74,437</b>	<b>95.00</b>	<b>99.99</b>	<b>0.00</b>

# excludes abstain & invalid votes



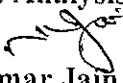
You are requested to take the same on your record and oblige.

Thanking You.

Yours Sincerely,

Thanking you,

For **Credit Analysis and Research Limited**

  
**Navin Kumar Jain**  
Company Secretary



40/A, 3rd Floor, Shankar Seth Building,  
380-382, J. S. S. Road, Chira Bazar, Mumbai - 400002  
+91 22 2203 4420 • akjaincs@gmail.com

**Consolidated Scrutinizer's Report on Remote e-Voting and voting through physical ballot conducted at the 22<sup>nd</sup> Annual General Meeting of Credit Analysis and Research Limited held on Tuesday, September 29, 2015**

To  
The Chairman  
Credit Analysis and Research Limited  
4<sup>th</sup> Floor, Godrej Coliseum, Somaiya Hospital Road  
Off Eastern Express Highway, Sion (East)  
Mumbai - 400022

**22<sup>nd</sup> Annual General Meeting of the Members of Credit Analysis and Research Limited held on Tuesday, September 29, 2015, at 4:00 p.m. at Jasubhai Conventional Hall, Sri Shanmukhananda Fine Arts & Sangeetha Sabha, 6<sup>th</sup> Floor, 292 Harbanslal Marg, Sion (East), Mumbai – 400022.**

Dear Sir,

The Board of Directors of Credit Analysis and Research Limited (the Company) at its meeting held on Wednesday, August 26, 2015 has appointed me as the "Scrutinizer" to scrutinize remote e-voting process as well as the physical ballots received from the Members of the Company at the venue of the Annual General Meeting (AGM) pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and in accordance with the Listing Agreement.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made there under and the applicable provisions of the Listing Agreement, relating to remote e-voting and physical ballot voting on the resolutions contained in the aforesaid notice of the 22<sup>nd</sup> AGM of the Members of the Company and corrigendum to the Notice of the 22<sup>nd</sup> AGM dated September 08, 2015. My responsibility is to scrutinize and ensure that the voting done through remote e-voting and physical ballot is done in a fair and transparent manner and to make a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" on the resolutions as specified in the Notice of 22<sup>nd</sup> AGM dated August 26, 2015 and corrigendum to the Notice of the 22<sup>nd</sup> AGM dated September 08, 2015, based on the reports generated from the remote e-voting system and voting through ballot as provided by Karvy Computershare Private Limited (KPCL/Service Provider), the authorized agency to provide e-voting facility and voting through ballot at the venue of the AGM, I hereby submit my report as under:

**Report on scrutiny:**

1. The Company had appointed KCPL as the Service Provider, for extending the facility of Remote e-Voting to the Members of the Company. KCPL is also the Registrar and Share Transfer Agents of the Company.



2. The Service Provider has provided a system for recording the votes of the Members electronically on all the items of the business (Ordinary and Special) sought to be transacted in the 22<sup>nd</sup> AGM of the Company which was held on Tuesday, September 29, 2015.
3. The record date considered for dispatch of the Notice of the AGM was August 28, 2015 and as on that date, there were 45,617 Members. The Service Provider had sent the Notice of the AGM along with Annual Report and Remote E- Voting details by email to 28,787 Members whose Email addresses were made available by the Depositories and for those Members, holding shares in the physical form, who has registered their email address with the RTA. In respect of 16,830 Members, whose Email addresses were not available, the Notice of AGM was sent to those Members by the permitted mode.
4. The Notice of 22<sup>nd</sup> AGM sent to the Members (both through email and physical form) contained detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
5. The cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was September 22, 2015.
6. As prescribed in the Clause (vi) of the sub rule 4 of the Rule 20, the Remote e-Voting facility was kept open for 4 (Four) days i.e. from Friday, September 25, 2015 at 9:00 a.m. (IST) till Monday, September 28, 2015 at 5:00 p.m. (IST)
7. The Company has completed the dispatch of Annual Report along with the Notice of 22<sup>nd</sup> AGM to the Members on September 03, 2015.
8. As prescribed in the Clause (v) of sub rule 4 of the Rule 20, the Company also released an advertisement in the "Mumbai Lakshadweep" in Marathi and in "Business Standard" in English dated September 07, 2015. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.
9. Further Company also released an advertisement in the "Mumbai Lakshadweep" in Marathi and in "Business Standard" in English dated September 10, 2015 for corrigendum to the Notice of the 22<sup>nd</sup> AGM dated September 08, 2015.
10. At the end of the voting period on September 28, 2015 at 5.00 p.m., the voting portal of the Service Provider was blocked forthwith.
11. At the venue of the 22<sup>nd</sup> AGM of the Company held on September 29, 2015, the facility to vote through Ballot Paper had been provided to facilitate those members present in the meeting but could not participate in the Remote E- Voting to record their votes.



12. On September 29, 2015, after counting of the votes casted at the venue of the AGM through ballot paper, the votes cast through Remote E- Voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Khushboo Gopani and Ms. Ashna Jain who acted as the witnesses, as prescribed in Sub-Rule 4(xii) of the said Rule 20.
13. The empty ballot box kept for the purpose of casting of votes was locked in my presence with due identification mark placed by me. After the voting at the AGM was concluded the locked ballot box was subsequently opened in my presence and of the two witnesses, as mentioned above and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorisations/ proxies lodged with the Company. The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
14. The details of the Consolidated Results of the Remote e-Voting together with voting conducted at venue of the AGM by way of Ballot Papers are as under:

Details	Remote e-Voting	Voting through Ballot Paper	Total Voting
Number of Members who cast their votes	166	28	194
Total number of Shares held by them	16,010,149	36,28,835	19,638,984
Valid votes	As per details provided under each one of the resolution mentioned hereunder		
Invalid Votes	Various as mentioned under each of the resolution		

Note: Percentage of votes cast "in favour" or "against" the resolutions are calculated based on the valid votes cast through remote e-voting or physical voting.

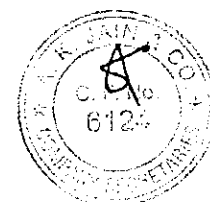
#### Item No. 1 (Ordinary Resolution)

Adoption of Audited Financial Statements and the audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2015 together with the reports of the Directors and the Auditors thereon.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote E- Voting	15,992,910	100.00	0	0.00	17,239
Physical Voting	3,628,440	100.00	0	0.00	395
<b>Total</b>	<b>19,621,350</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>	<b>17,634</b>

#### Item No. 2 (Ordinary Resolution)

Confirmation and ratification of the declaration and payment of one interim dividend and one special (interim) dividend aggregating to Rs 71/- per equity share and to declare final dividend of Rs 8/- per equity share for the financial year ended on March 31, 2015.



Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote E- Voting	15,992,910	100.00	0	0.00	17,239
Physical Voting	3,628,440	100.00	0	0.00	395
Total	19,621,350	100.00	0	0.00	17,634

**Item No. 3(Ordinary Resolution)**

Ratification of the appointment of M/s. Khimji Kunverji & Co., (FRN: 105146W), Chartered Accountants as Statutory Auditors of the Company who hold the office from conclusion of this AGM up to the conclusion of the 23<sup>rd</sup> Annual General Meeting.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote E- Voting	15,797,418	99.97	5,155	0.03	207,576
Physical Voting	3,628,440	100.00	0	0.00	395
Total	19,425,858	99.97	5,155	0.03	207,971

**Item No. 4 (Ordinary Resolution)**

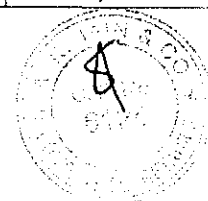
Re-appointment of Mr. Rajesh Mokashi (DIN: 02781355), who retires by rotation and being eligible offers himself for re-appointment.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote E- Voting	9,455,418	59.12	6,537,484	40.88	17,247
Physical Voting	3628440	100.00	0	0.00	395
Total	13,083,858	66.68	6,537,484	33.32	17,642

**Item No. 5(Ordinary Resolution)**

Appointment of Mr. S.B. Mainak (DIN: 02531129) who was appointed as an Additional Director as a Non-executive Director liable to retire by rotation.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote E- Voting	12,593,158	78.74	3,399,752	21.26	17,239
Physical Voting	3,628,440	100.00	0	0.00	395
Total	16,221,598	82.67	3,399,752	17.33	17,634



Item No. 6(Ordinary Resolution)

Re-appointment of Mr. D.R. Dogra (DIN: 00226775) as Managing Director & Chief Executive Officer of the Company for a period of one year effective from August 22, 2015 to August 21, 2016 on the terms and conditions specified in the resolution.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes Nos.
	Nos.	%	Nos.	%	
Remote E- Voting	15,945,997	100.00	95	0.00	64,057
Physical Voting	3,628,440	100.00	0	0.00	395
Total	19,574,437	100.00	95	0.00	64,452

All the Resolutions mentioned in the AGM Notice dated August 26, 2015 and corrigendum to the Notice of the 22<sup>nd</sup> AGM dated September 08, 2015 as per the details above stand passed under Remote e-Voting and voting conducted at AGM by way of Ballot Papers with the requisite majority and hence deemed to be passed as on the date of the AGM.

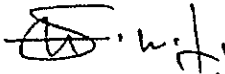
I hereby confirm that, I am maintaining the Registers/records in respect of the votes cast through Remote e-voting and voting conducted at AGM by way of Ballot Papers by the Members of the Company. The Ballot Papers and all other relevant records relating to e-voting and physical voting is under my safe custody and will be handed over to the Company Secretary of the Company for safe keeping, after the Chairperson signs the Minutes of the 22<sup>nd</sup> AGM.

Thanking you,

Yours truly,

For A K Jain & Co.

Company Secretaries



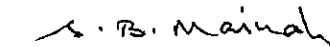
Ashish Kumar Jain

Proprietor



Date :30<sup>th</sup> September, 2015

Place: Mumbai



To be counter signed by the Chairman

Date :30<sup>th</sup> September, 2015

Place: Mumbai

WITNESSES:



Ms. Khushboo Gopani



Ms. Ashna Jain