

19th ANNUAL GENERAL MEETING HELD ON 19TH SEPTEMBER, 2015

As per the provisions of the Companies Act, 2013 and also the Listing Agreement, the Company had provided the facility of remote e-voting to the shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice and Addendum thereto of the 19th Annual General Meeting (AGM). The remote e-voting was open from 15th September, 2015 (9:00 a.m.) to 18th September, 2015 (5:00 p.m.).

In line with the provisions of the Companies Act, 2013 and in terms of the clarifications issued by MCA, voting by show of hands was not permitted at the general meeting where remote e-voting has been offered to the shareholders. Therefore, at the 19th AGM, voting was conducted by means of poll.

The Board of Directors had appointed Mr. Abhishek Bansal (Bar Council Registration No. D/2726/2008) as the Scrutinizer for remote e-voting and poll. The Scrutinizer has carried out the scrutiny of all the electronic votes received upto 5:00 p.m. of 18th September, 2015 and poll received till the conclusion of the meeting and submitted their Reports (enclosed).

Based on the consolidated Report of the Scrutinizer (enclosed), all resolutions no. 1 to 9 as set out in Notice and Addendum thereto of 19th Annual General Meeting have been duly approved by the shareholders with requisite majority.

September 21, 2015

For PNB Gilts Limited

(Sunita Gupta) Executive Director & CFO

Sun to Syste

DIN: 06902258

Website: www.pnbgilts.com E-mail: pnbgilts@pnbgilts.com CIN: L74899DL1996PLC077120



Outcome of Voting of 19th Annual General Meeting held on 19.09.2015 (as per Clause 35A of the Listing Agreement)

S.No.	Particulars	Details
1	Date of AGM	19th September, 2015
2	Total numbers of shareholders on record date Cut-off date for remote e-voting: 11 th September, 2015	35723
3	Total number of shareholders present in the meeting either in person or through proxy – Promoters & Promoter Group : Public	1* 103
4	Number of shareholders attending the meeting through video conferencing: Promoters & Promoter Group: Public:	Not applicable

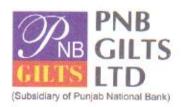
^{*} through authorized representative.

AGENDA-WISE combined results

Item No.	Details of Agenda	Resolution Required: (Ordinary / Special)	Mode of Voting (Show of hands/Poll/ Postal Ballot/ Remote e- voting)	Remarks
1	Adoption of Financial Statements of the Company for the year ended 31 st March, 2015, and the Reports of the Directors' and Auditors' thereon.	Ordinary Resolution	Remote e- voting and Poll	The resolution was passed with requisite majority.



Regd. Office: 5, Sansad Marg, New Delhi - 110 001. Ph.: 23325759, 23325779, 23736584. Fax: 23325751, 23325763 Website: www.pnbgilts.com E-mail: pnbgilts@pnbgilts.com CIN: L74899DL1996PLC077120



2	Declaration of Final Dividend of Rs.1.50 per Equity share for the year ended March 31, 2015.	Ordinary Resolution	Remote e- voting and Poll	The resolution was passed with requisite majority.
3	Appoint a director in place of Smt. Sunita Gupta (DIN: 06902258), who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary Resolution	Remote e- voting and Poll	The resolution was passed with requisite majority.
4	Authorise Board of Directors to fix remuneration of the Statutory Auditors, as and when appointed by the Comptroller and General of India for the financial year 2015-16.	Ordinary Resolution	Remote e- voting and Poll	The resolution was passed with requisite majority.
5	Appoint Sh. Gauri Shankar (DIN: 06764026), as a Director liable to retire by rotation.	Ordinary Resolution	Remote e- voting and Poll	The resolution was passed with requisite majority.
6	Appoint Sh. K.V.Brahmaji Rao (DIN: 06861202), as a Director liable to retire by rotation.	Ordinary Resolution	Remote e- voting and Poll	The resolution was passed with requisite majority.
7	Re-appoint Sh. S.K. Dubey (DIN: 01770805) as Managing Director for a period effective from July 1, 2015 to June 30, 2016.	Ordinary Resolution	Remote e- voting and Poll	The resolution was passed with requisite majority.
8	Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013	Special Resolution	Remote e- voting and Poll	The resolution was passed with requisite majority.
9	Appoint Smt. Usha Ananthasubramanian (DIN: 02784580), as a Director.	Ordinary Resolution	Remote e- voting and Poll	The resolution was passed with requisite majority.

As per the consolidated results of evoting and poll, all resolution nos. 1 to 9 set out in Notice of AGM and Addendum thereto stands passed by requisite majority.



Consolidated Report of Scrutinizer

For 19th Annual General Meeting of the equity shareholders of PNB Gilts Limited (hereinafter referred to as 'the Company'), held on 19th September, 2015 at 11:00 A.M at Punjab National Bank Auditorium, Central Staff College, 8, Under Hill Road, Civil Lines, Delhi – 110054

To
The Chairperson
PNB Gilts Limited
5, Sansad Marg,
New Delhi- 110001

Dear Ma'am,

- I, Advocate, Abhishek Bansal, Senior Associate at *Corporate Professionals, Advisors & Advocates*, having its office at D-28, South Extension, Part-1, New Delhi 110049, was appointed as the Scrutinizer for the purpose of remote e-voting as well as poll conducted at the 19th Annual General Meeting (hereinafter referred to as 'the AGM') of the Equity Shareholders of PNB Gilts Limited held on 19th September, 2015 at 11:00 A.M. at, Punjab National Bank Auditorium, Central Staff College, 8, Under Hill Road, Civil Lines, Delhi 110 054 submit Consolidated Report in terms of Section 108 read with Rule 20 of The Companies (Management and Administration) Rules 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015, as under:
- The Company dispatched a notice of the AGM dated 30th June, 2015 to all the shareholders, along with the draft resolutions explaining the reasons thereof and requesting them to send their assent or dissent through electronic means during the period of remote e-voting which was open w.e.f. 15th September, 2015 (09:00 A.M.) to 18th September, 2015 (5:00 P.M.)
- The notice was duly sent by the following means: (a) through electronic means like registered e-mail id and (b) through Registered post.



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- 3. The Company had completed the dispatch of notice to its members, on 12th August, 2015. The Company published public notice by way of an advertisement in Jansatta on 13th August, 2015, a vernacular newspaper in the principal vernacular language of the district in which the registered office of the Company is situated and having a wide circulation, and in Financial Express on 13th August, 2015, an English newspaper having a wide circulation in the district, with respect to the e-voting and specifying the details required to be mentioned therein in accordance with the Companies (Management and Administration) Amendment Rules, 2015.
- 4. The Company had also issued a notice by way of an advertisement in Jansatta on 5th September, 2015, a vernacular newspaper in the principal vernacular language of the district in which the registered office of the Company is situated and having wide circulation in that district, and in Financial Express on 5th September, 2015, an English newspaper having a wide circulation in the district, in terms of Section 160 of the Companies Act, 2013 and Rules made thereunder, intimating therein that the Company has received a notice of candidature of Smt. Usha Ananthasubramanian for appointment as Director. It was also informed that Ordinary resolution on proposing the appointment of Smt. Usha Ananthasubramanian as Director shall be put to vote as Special Business in the AGM through remote e-voting facility and Ballot paper at AGM vide resolution no. 9. An addendum to the Notice on this resolution was also circulated in the Meeting.
- Cut off date: The Voting rights were reckoned as on 11th September, 2015, being the cutoff date for the purpose of deciding the entitlements of members at the remote evoting and
 voting at the Meeting.
- A notice of the AGM and addendum thereto was also placed on the website of the Company and the website of NSDL forthwith and the same remained on the website of the Company and NSDL till the last date of e-voting from the members.
- The remote e-voting conducted during 15th September, 2015 from 9:00 a.m. up to the close
 of working hours, 5:00 p.m. on 18th September, 2015 the day and time fixed by the
 Company for closing of remote e-voting, were considered for scrutiny.
- 8. The voting at the Annual General Meeting was conducted through Poll for the members who have not cast their vote through remote e-voting.



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- 9. The ballot box was shown empty to the shareholders present in the AGM and then closed and sealed in my presence before the AGM before polling. The ballot box after polling was opened and ballot papers were scrutinized in my presence and in the presence of two witnesses, Mr. Deepak Ahuja and Mr. Krishna Kant Sharma, the shareholders of the Company.
- On completion of Voting through Ballot paper at the meeting, the votes were counted and reconciled with the records maintained by the Share Transfer Agents of the Company;
- 11 The e-voting carried out on the NSDL platform were unblocked by me in the AGM in the presence of the shareholders, of which Mr. Deepak Ahuja and Mr. Krishna Kant Sharma, the shareholders of the Company have witnessed;
- 12. The e-voting & Poll process were conducted in accordance with the procedures prescribed
- 13 Results
 - a. The consolidated results with respect to each items on the agenda as set out in the Notice of 19th AGM of the Company and addendum thereto is enclosed herewith.
 - b. Based on the aforesaid results, all the eight ordinary resolutions and one special resolution as contained in the Item No. 1 to 9 of the Notice of AGM and addendum thereto, have been passed with requisite majority.
 - c. Soft copy of the list of members, for both voting at the AGM as well as remote e-voting containing the members who voted "FOR", "AGAINST" and those votes which were considered as invalid, if any, for each resolution will be e-mailed to the authorized person of the company, after announcement of the results by the Company.

Thanking You

Dated: 21/09/2015

Place: New Delhi

New Delhi

Adv. Abhishek Bansal

ours faithfully.

Senior Associate
Corporate Professionals

Advisors & Advocates

For PNB GILTS LTD.

(Sunita Gupta)

Executive Director & CFO

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PNB GILTS LIMITED

Annexure I to Consolidated Scrutinizer's Report

Mode of Voting: e-voting and Polling

Remote E-Voting (During 15th September, 2015, 9:00 a.m. to 18th September, 2015, 5:00 p.m.)

Total number of shareholders on cut-off date as on 11 09:2015 for E-voting: 35723

Poll at AGM dated 19th September, 2015

Total number of shareholders on repord date as an 11,09,2015 for Poll conducted on AGM: 35723

No. of Shareholders attended the meeting through Video Conferancing

Promoters and Promoter Group	0
Public - Institutional holders	0
Public - Others	0
Total	C

Note. The meeting was not conducted through video-conferencing mode

Detail of the Agenda:

potion of audited financial statements of the Company for the year ended March 31, 2015 and thereon. thereon. sinary) roting) 133333333 100.0000 133333333 100.0000 133333333 100.0000 12.0813 300000 300000 12.0813 44193615 88032 74.2844 133719164 133719365 74.2844 133719164 133719365 74.2844 133719164 133719164 726	Promoteri 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
thereon. thereon. 13333333 13333333 2483186 300000 44193615 86032 0.1947 85831 180010134 133719365 74.2844 133719164 13333333 0 0 0.0000 2483186 0 0 0.0000 0 0.0000 0 0.0000 180010134 726 180010134 726	Resolution No. : 1 - Adoption of	audited financial s	tatements of the	Company for the ye	ar ended March 31	, 2015 and the F	Reports of the Dire	ctors and Auditors
13333333				thereon.				
13333333	Resolution required: (Ordinary)							
Promoter Group 133333333 13333333 100.0000 13323333 onal holders 2483186 300000 12.0813 300000 44193615 86032 0.1947 85831 f voting: (Poll) 133719365 74.2844 133719164 fromoter Group 1333333333 0 0.0000 0 conal holders 2483186 0 0.0000 0 44193615 781 0.0004 726	Mode of voting: (E- voting)							
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f voting: (Poll) 133719365 74.2844 133719164 f voting: (Poll) 133333333 0 0.0000 0 conal holders 2483186 0 0 0.0000 0 t 90010134 781 0.0004 726	Public - Institutional morders	44103615					99.7664	0.2336
Sirgup 133333333 0 0 0.0000 0 0 0.0000 0 0 0.0000 0 0 0.0000 0 0 0.0000 0 0 0.0000 0 0 0.0000 0 0 0.0000 0 0 0.0000 0 0.	Total (A)	180010134					8666.66	8 0.0002
350 13333333 0 0 0.0000 0 0 0.0000 0 0 0 0 0								
1333333333	Mode of voting: (Poll)	000000000000000000000000000000000000000					0.0000	00000
72.85,125 44.193815 180010134 781 0.0004 726 726 726	Promoters and Promoter Group	133333333					0.000	
44:193615 781 0.0004 726 180010134 781 0.0004 726	Public - Institutional holders	2483186					0	
180010134 781 0.0004 726	Public - Others*	44193615	e de la companya de l					
74 254 C A 254 C A 254 C B B D D	Total (B)*	180010134					1708.78	
122710800			The second second					
33/20146	Beenil E-wating and Poll	180010134	133720146	74.2848	133719890	256	888888888888888888888888888888888888888	0.0002

* D Ballot papers considered invalid

For PNB GILTS LTD.

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See Corporate Co

Resolution required: (Ordinary)							
Mode of voting: (E-voting)							
Dramoters and Dramater Grants	13333333	133333333	100.0000	133333333	0	100.0000	0.0000
Date of the state	2483186	300000	12.0813	300000	0	100.000	0.0000
Public - Institutional Indiana	44193615	94530	0.2139	94529	÷	99 8888	0.0011
Total (A)	180010134	133727863	74.2891	133727862	-	100.0000	0.0000
Mode of voting: (Poll)							
Domotore on Promoter Groun	133333333	0	0.0000	0	0	0.0000	0.0000
Duallo Institutional baldore	2483188	0	0.0000	0	0	0.0000	0.0000
Dublic Orbore	44193615	781	0.0018	781	0	100.0000	0.0000
Total (B)	180010134	781	0.0004	781	0	100.000	0.0000
Poenit Evoting and Poll	180010134	133728644	74.2895	133728643	1	100,0000	0.0000

* 0 Ballot papers considered invalid

Resolution required: (Ordinary)							
Mode of voting: (E- voting)							
Promoters and Promoter Group	133333333	133333333	100.0000	133333333	0	100.0000	0.0000
Public Institutional holders	2483186	300000	12.0813	300000	0	100,000	0.0000
Public Others	44193615	89149	0.2017	89008	140	99.8430	0.1570
Total (A)	180010134	133722482	74.2861	133722342	140	99,9999	0.0001
Mode of voting: (Poll)							
Deamoters and Promoter Group	133333333	0	0.0000	0	0	0.0000	0.0000
Distinguished boldere	2483186	0	0.0000	0	0	0.0000	0,0000
Control Districts	44193615	781	0.0018	726	55	92,9577	7.0423
Total (B)	180010134	781	0.0004	726	55	92.9677	7.0423
Document of the Dall	180010134	133723263	74.2865	133723068	195	99.9999	0.0001

* 0 Ballot papers considered invalid

For PNB GILTS LTD.

(Sunita Gupta)



For PNB GILTS LTD.

Sunife Profit
(Sunita Gupta)

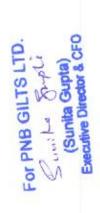
Executive Director & CFO

Resolution required: (Ordinary)							
Mode of voting: (E-voting)						0000 000	00000
Demologe and Demolar Grain	133333333	133333333	100.0000	133333333	0	100.000	0.0000
TOTAL STATE OF TOTAL	2483186	300000	12.0813	300000	0	100.000	0.0000
FUDING - INSTITUTION HONORS	34403815	84781	0.1918	84780		99.8388	0.0012
Public - Ofhers	A04040404	492748444	74 2837	133718113		100.0000	0.0000
Total (A)	180010134	10000					
Mode of voting: (Poll)				<	5	20000	00000
Promoters and Promoter Group	133333333	0	0.0000	2	Э.	00000	00000
O to the post thought hald are	2483186	0	0.0000	0	0	00000	0.0000
The Haddenbran Holder	44193615	781	0.0018	726	22	92.9577	7.0423
Public - Omers	180010134	781	0.0004	726	99	92.9677	7.0423
Olai (D)							
100	480010134	133718895	74.2841	133718839	26	100.0000	0.0000

* 0 Ballot papers considered invalid

Resolution required: (Ordinary)							
Mode of voting: (E-voting)							
Section 19 and 1	122222333	13333333	100.0000	13333333	0	100.000	0.0000
Promoters and Promotel Group	90700070	300000	12 0813	300000	0	100.0000	0.0000
Public - Institutional holders	2403100	000000	0.0017	88549	900	99.3270	0.6730
Public Others	44183015	04100	0.40		000	2000 000	A DOOR
Total (A)	180010134	133722482	74.2861	133721882	009	00000000	10000
Mode of voting: (Poll)							4
	122222222	C	0 0000	0	D	0.0000	0.000
Promoters and Promoter Group	0000000	0	00000	c	0	0,000	0.0000
Public - Institutional holders	2483186	2	2000	0 00	33	2730.00	7.0499
Dublic Others	44193615	781	0.0018	97/	00	2000	0.450.1
III COLLEGE	180010134	781	0.0004	726	99	92.9577	7.0423
lotal (b)							
0	180010134	133723263	74.2865	133722608	655	99,9995	0.0005

* 0 Ballot papers considered invalid





Resolution required: (Ordinary) Mode of voting: (E-voting)							
Resolution required: (Councily, Mode of voting: (E-voting)							
Mode of voting: (E-voting)							
		Constant	400,000	13333333	0	100.000	0.0000
Promoters and Promoter Group	133333333	133333333	000000	000000	0	100 0000	0.0000
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Public - Institutional Honora	U-0000+**	97697	0 1984	86788	901	98.9725	0/7071
Public - Others	441830.0	10000	44 3000	433720419	901	99.9993	0.0007
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Mode of voting: (Poll)						90000	00000
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Public - Others"	E 1000 Ft		20000	205	ur.	92.9577	7.0423
Total (B)*	180010134	781	0.0004	140			
			74 2057	123770R45	996	99,9993	0.0007
Ind bus without I director	180010134	133721801	14.2031	2004-200	200		

Result E-voting and Poli
 D Ballot papers considered invalid

Resolution required: (Ordinary)							
A continue de continue							0.40
Mode of voting. (E. voting)	Contractor	400000004	100 0000	133333333	0	.00.0000	0.000
Promoters and Promoter Group	1333333333	00000000	70000	000000	C	100 0000	0.000
series topological days	2483186	300000	12.0813	200000		0 0 0	A 4704
Public - Insulational name	34400048	82228	0.1886	66295	17073	/9 520B	40.7
Public - Others	44 820 2	20000	0000	80000000	47073	99 9872	0.0128
Total (A)	180010134	133716701	14.2823	133020000			
Mode of voting: (Poll)					0	00000	00000
The same of the sa	400000000	0	0.0000	0	0	0.000	0.0
Promoters and Promoter Group	00000000	0 5	00000	0	0	0.0000	0.0000
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Public - Ourers	PERUPOOR	784	0.0004	752	29	96.2868	3.7.134
Total (B)*	180010134						
					00787	240000	0.0428
CO Trace Confession in the con	180010134	133717482	74.2833	133700380	17102	2/22.58/2	200

* 0 Ballot papers considered invalid





Resolution No.: 8- To adopt new Articles of Association of the Company containing regulations in conformity with the Companies 33333333 100.0000 12.0813 Act, 2013 133333333 13333333 2483186

100.3000 100.3000 100.0030 0.0000 92.9577 100,000 92.9577 25 22 58 300000 726 133726207 133725481 0.0000 0,2085 74.2882 0.0004 781 92149 133726263 133725482 44193615 180010134 44193615 2483186 180010134 133333333 Mode of voting: (E-voting) Promoters and Promoter Group Resolution required: (Special) Promoters and Promoter Group Mode of voting: (Pail) Public - Institutional holders Public - Institutional holders Result E-voting and Poll Public - Others* Public - Others Total (B)* Total (A)

* 0 Ballot papers considered invalid

Resolution required: (Ordinary)							
Mode of voting: (E. voting)	CONTRACTOR OF THE PERSON OF TH					0000000	00000
	12223333	133333333	100.0000	133333333	2	000000	0000
Promoters and Promotel Gloup	000000000000000000000000000000000000000	000000	12 0813	300000	0	100.000	00000
Public - Institutional harders	2403100	200000	0.0047	90416	67	99.8260	0.0740
District Others	44193615	90482	0,2047	2	-	000000	P0000
Total (A)	180010134	133723815	74.2868	133723748	67	n n n n	0.000
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Mode of voting. (1 on)	000000000	c	0 0000	0	0	0.0000	0.0000
Promoters and Promoter Group	20000000		00000	C	C	0.0000	0.0000
Dublic Institutions holders	2483186	0	0.0000	2	100	00 0011	7 0499
The High Color of the Color of	A 4 0 0 0 4 K	781	0.0018	725	22	37.30.76	7.0720
Public - Others	180010134	781	0.0004	726	55	92.9577	7.0423
Total (B)							
				***********	400	000000	10000
Recall E-voting and Poll	180010134	133724596	74.2873	133/244/4	122	0	

0.0000

7.0423

0.0000 000000

0.0011 0.0000

0.0000

Ble Profese + CO100+

Corporate Professionals, Advisors & Advocates Adv. Abhishek Bansal Senior Associate

Dated: 21/09/2015

Place: New Delhi

Spoli For PNB GILTS LTD.

Sunite Supta)
Executive Director & CFO Mals + Soleson A Soleson



Form No. MGT- 13

Report of Scrutinizer

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

To

The Chairperson

PNB Gilts Limited

5. Sansad Marg,

New Delhi- 110001

For 19th Annual General Meeting of the equity shareholders of the Company, held on 19th September, 2015 at 11:00 A.M at Punjab National Bank Auditorium, Central Staff College, 8, Under Hill Road, Civil Lines, Delhi – 110054

Dear Ma'am,

I, Advocate, Abhishek Bansal, Senior Associate at *Corporate Professionals, Advisors & Advocates*, having its office at D-28, South Extension, Part-1, New Delhi 110049, was appointed as the Scrutinizer for the purpose of the poll conducted in respect of each matter which become the agenda of 19th Annual General Meeting of the Equity Shareholders of PNB Gilts Limited held on 19th September, 2015 at 11:00 A.M. at, Punjab National Bank Auditorium, Central Staff College, 8, Under Hill Road, Civil Lines, Delhi – 110054, submit my report as under:

- After the time fixed for closing of the poll by the Chairperson, a ballot box was kept for polling and was locked in my presence with due identification marks placed by me.
- The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The polling papers were reconciled with the records maintained by the Share Transfer Agent of the Company and Authorizations/Proxies lodged with the Company.
- I did not find any poll papers invalid.



Page 1 of 9



- The voting at the Annual General Meeting was conducted through Poll for the members who have not cast their vote through remote e-voting.
- 5 The shareholding was confirmed with the Register of Members as on 11th September, 2015, being maintained by the Share Transfer Agent of the Company.
- The Poll process was conducted in accordance with the procedures prescribed.
- 7. The result of the Poll is as under:-
 - (a) Resolution 1: Adoption of financial statements of the Company for the year ended March 31, 2015 and the Reports of the 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
(iii poisson	14	726	92.9577

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	55	7.0423

(iii) Invalid votes:

Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
0	0

*No Ballot paper was considered invalid.



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- (b) Resolution 2: Declaration of final dividend of Rs. 1.50 per Equity Share for the year ended March 31, 2015
 - (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
15	781	100%

Number of no present and (in person or	d voting	Number of votes cast by them	% of total number of valid votes cast
	0	0	0

(iii) Invalid votes:

Number of members	Total Number of votes
(in person or by proxy)	cast by them
Whose votes were	
declared invalid	9
0	0

^{*}No Ballot paper was considered invalid.

- (c) Resolution 3: To appoint a Director in place of Smt. Sunita Gupta (holding DIN: 06902258), who retires by rotation and being eligible, offers herself for reappointment.
 - (i) Voted in favour of the resolution:

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



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		92.9577
14	726	92.9577
325.001		

Number of members present and voting (in person or by prox		Number of votes cast by them	% of total number of valid votes cast
	1	55	7.0423

(iii) Invalid votes:

Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
0	0

^{*}No Ballot paper was considered invalid.

- (d) Resolution 4: To authorize Board of Directors to fix remuneration of the Statutory Auditor(s) of the Company appointed by the Comptroller and Auditor General of India for the financial year 2015-16.
 - (i) Voted in favour of the resolution:

Number of me present and (in person or b	voting	Number of votes cast by them	% of total number of valid votes cast
	14	726	92,9577

(ii) Voted 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
	55	7.0423



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(iii) Invalid votes:

Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
0	0

^{*}No Ballot paper was considered invalid.

- (e) Resolution 5: To appoint Sh. Gauri Shankar (DIN: 06764026), as a Director liable to retire by rotation:.
 - (i) Voted in favour of the resolution:

Number of member present and voting (in person or by pre-	ng	Number of votes cast by them	% of total number of valid votes cast
	14	726	92.9577

(ii) Voted 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
1	55	7.0423

(iii) Invalid votes:

(in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
0	





*No Ballot paper was considered invalid.

- (f) Resolution 6: To appoint Sh. K. V. Brahmaji Rao (DIN: 06861202), as a Director liable to retire 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
14	726	92.9577

(ii) Voted against the resolution:

Number of memb present and voti (in person or by pr	ng	Number of votes cast by them	% of total number of valid votes cast
	1	55	7.0423

(iii) Invalid votes:

Number of members (in person or by proxy) Whose votes were declared invalid	Total Number of votes cast by them
0	0

^{*}No Ballot paper was considered invalid.

- (g) Resolution 7: To re-appoint Sh. S. K. Dubey (DIN: 01770805) as the Managing Director for a period from 01.07.2015 to 30.06.2016
 - (i) Voted in favour of the resolution:

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



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14	752	96.2868

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	29	3.7132

(iii) Invalid votes:

Number of members	Total Number of votes
(in person or by proxy) Whose votes were declared invalid	cast by them
0	0

^{*}No Ballot paper was considered invalid.

- (h) Resolution 8: To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.
 - (i) Voted in favour of the resolution:

Number of n present and (in person or	d voting	Number of votes cast by them	% of total number of valid votes cast
	14	726	92.9577

(ii) Voted 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
1	55	7.0423



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(iii) Invalid votes:

Number of members	Total Number of votes	
(in person or by proxy)	cast by them	
Whose votes were		
declared invalid		
0	0	

^{*}No Ballot paper was considered invalid.

- (i) Resolution 9: To appoint Smt. Usha Ananthasubramanian (DIN: 02784580) as a Director.
 - (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
14	726	92.9577

(ii) Voted 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
1	55	7.0423

(iii) Invalid votes:

Number of members (in person or by proxy)	Total Number of votes cast by them
Whose votes were	1
declared invalid	
0	ale Profes

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*No Ballot paper was considered invalid.

- A Compact Disc (CD) containing a list of shareholders who voted "FOR", "AGAINST" and those whose vote were declared invalid for each resolution is enclosed for your perusal.
- 9 The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safekeeping.

Thanking You

Dated: 21/09/2015

Place: New Delhi

Yours faithfully,

Adv. Abhishek Bansal

Senior Associate

Corporate Professionals

Advisors & Advocates

(Sunita Gupta)
Executive Director & CFO