



Talbro's Automotive  
Components Ltd.

www.talbro's.com

Date: September 13, 2014

<b>The Bombay Stock Exchange Ltd.</b> Phiroze Jeejeebhoy Towers, Dalal street, Fort, Mumbai- 400 001	<b>The National Stock Exchange of India Ltd.</b> Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai- 400 051
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Company Code: 505160 / TALBROAUTO

Sub: Proceeding of the Annual General Meeting held on 12<sup>th</sup> September, 2014 pursuant to Clause 31 & 35A of the Listing Agreement and scrutinizer report on e-voting and poll.

Dear Sir/Madam,

Pursuant to clause 31 & 35A of the listing agreement, we are pleased to inform you that at the 57<sup>th</sup> Annual General Meeting of the Company held on Friday, the 12<sup>th</sup> day of September, 2014 at Hotel Atrium, Shooting Range Road, Suraj Kund, Faridabad- 121001, Haryana, all the items of businesses as contained in the notice of Annual General Meeting have been approved by the shareholders.

The details of the voting results (e- voting & poll) are enclosed in the prescribed format.

Please take the information on record.

Thanking you,

Yours Sincerely

For Talbro's Automotive Components Limited



Seema Narang  
Company Secretary

Encl: As above



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In terms of Clause 35A of the listing agreement, the result of e- voting / Poll conducted by the Company is detailed below in the prescribed form:

S.No.	Description	Particulars			
1.	Date of AGM	12 <sup>th</sup> September, 2014			
2.	Total No. of shareholders as on Record Date	18030			
3.	No. of shareholders present in the meeting either in person or through proxy				
	Shareholders	Present in person	Present through proxy	Total	Shares
	Promoter & Promoter Group	13	2	15	5542266
	Public	622	11	633	1842429
	Total	635	13	648	7384695
4.	No. of shareholders attended the meeting through video conferencing	NIL			



**Agenda – wise Outcome of 57<sup>th</sup> Annual General Meeting of the shareholders of the Company**

The mode for voting for all resolutions were E- voting and poll.

**Resolution 1:** Adoption of Balance Sheet, Statement of Profit and Loss, Reports of the Board of Directors and auditors for the financial year ended on March 31, 2014.

Resolution required : Ordinary Resolution  
Mode of Voting : e-voting/ Poll  
Result : Passed with overwhelming majority

Category	No. of shares held	Mode of voting	No. of valid 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	6438956	e- voting	0	0	0	0	0	0
		Poll	5542266	86.07	5542266	0	100	0
		Sub- total	5542266	86.07	5542266	0	100	0
Public- Institutional	285312	e- voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub- total	0	0	0	0	0	0
Public- Others	5621362	e- voting	13625	0.24	13625	0	0	0
		Poll	1766768	31.43	1766768	0	100	0
		Sub- total	1780393	31.67	1780393	0	100	0
Total	12345630		7322659	59.31	7322659	0	100	0



Resolution required	: Ordinary Resolution
Mode of Voting	: e-voting/ Poll
Result	: Passed with overwhelming majority

Category	No. of shares held	Mode of voting	No. of valid 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	6438956	e- voting	0	0	0	0	0	0
		Poll	5542266	86.07	5542266	0	100	0
		Sub- total	5542266	86.07	5542266	0	100	0
Public-Institutional	285312	e- voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub- total	0	0	0	0	0	0
Public- Others	5621362	e- voting	13625	0.24	13625	0	0	0
		Poll	1766768	31.42	1766767	1	99.999	0
		Sub- total	1780393	31.67	1780392	1	99.999	0
Total	12345630		7322659	59.31	7322658	1	99.999	0



**Resolution 3:** To appoint a Director in place of Mr. Anuj Talwar (DIN 00628063), who retires by rotation and being eligible, offer himself for re- appointment.

Resolution required : Ordinary Resolution  
Mode of Voting : e-voting/ Poll  
Result : Passed with overwhelming majority

Category	No. of shares held	Mode of voting	No. of valid 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	6438956	e- voting	0	0	0	0	0	0
		Poll	4706312	73.09	4706312	0	100	0
		Sub- total	4706312	73.09	4706312	0	100	0
Public- Institutional	285312	e- voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub- total	0	0	0	0	0	0
Public- Others	5621362	e- voting	13625	0.24	13575	50	99.64	0.36
		Poll	1766768	31.43	1766767	1	99.999	0
		Sub- total	1780393	31.67	1780342	51	99.997	0.0028
Total	12345630		6486705	52.54	6486654	51	99.999	0





**Resolution 4:** To appoint M/s. S. N. Dhawan & Co., New Delhi (Firm Registration No. 000050N) as Statutory Auditors of the Company, M/s. R. Sundaraman & Co., Chartered Accountants, Chennai (Firm Registration No. 0042195), and M/s. CMRS & Associates, Chartered Accountants, Pune (Firm Registration No. 101678W) as auditor's for company's Chennai & Pune Branches respectively and authorize Board of Directors to fix their remuneration.

Resolution required : Ordinary Resolution  
Mode of Voting : e-voting/ Poll  
Result : Passed with overwhelming majority

Category	No. of shares held	Mode of voting	No. of valid 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	6438956	e- voting	0	0	0	0	0	0
		Poll	5542266	86.07	5542266	0	100	0
		Sub- total	5542266	86.07	5542266	0	100	0
Public- Institutional	285312	e- voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub- total	0	0	0	0	0	0
Public- Others	5621362	e- voting	13625	0.24	13575	50	99.63	0.37
		Poll	1766768	31.43	1766768	0	100	0
		Sub- total	1780393	31.67	1780343	50	99.9972	0.0028
Total	12345630		7322659	59.31	7322609	50	99.999	0



**Resolution 5:** Appointment of Mr. Rajive Sawhney (DIN 00071612) as an Independent Director of the Company for a period of five consecutive years.

Resolution required : Ordinary Resolution  
Mode of Voting : e-voting/ Poll  
Result : Passed with overwhelming majority

Category	No. of shares held	Mode of voting	No. of valid 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	6438956	e- voting	0	0	0	0	0	0
		Poll	5542266	86.07	5542266	0	100	0
		Sub- total	5542266	86.07	5542266	0	100	0
Public-Institutional	285312	e- voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub- total	0	0	0	0	0	0
Public- Others	5621362	e- voting	13625	0.24	13595	30	99.78	0.22
		Poll	1766768	31.42	1766768	0	100	0
		Sub- total	1780393	31.67	1780363	30	99.999	0.001
Total	12345630		7322659	59.31	7322629	30	99.999	0



**Resolution 6:** Appointment of Mr. Rajeev Ranjan Vederah (DIN 00012252) as an Independent Director of the Company for a period of five consecutive years.

Resolution required : Ordinary Resolution  
Mode of Voting : e-voting/ Poll  
Result : Passed with overwhelming majority

Category	No. of shares held	Mode of voting	No. of valid 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	6438956	e- voting	0	0	0	0	0	0
		Poll	5542266	86.07	5542266	0	100	0
		Sub- total	5542266	86.07	5542266	0	100	0
Public-Institutional	285312	e- voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub- total	0	0	0	0	0	0
Public- Others	5621362	e- voting	13625	0.24	12925	700	94.86	5.14
		Poll	1766768	31.42	1766768	0	100	0
		Sub- total	1780393	31.66	1779693	700	99.96	0.04
Total	12345630		7322659	59.31	7321959	700	99.990	0.009





**Resolution 7:** Appointment of Mr. Venkatraman Mohan (DIN 00071517) as an Independent Director of the Company for a period of five consecutive years.

Resolution required : Ordinary Resolution  
Mode of Voting : e-voting/ Poll  
Result : Passed with overwhelming majority

Category	No. of shares held	Mode of voting	No. of valid 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	6438956	e- voting	0	0	0	0	0	0
		Poll	5542266	86.07	5542266	0	100	0
		Sub- total	5542266	86.07	5542266	0	100	0
Public-Institutional	285312	e- voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub- total	0	0	0	0	0	0
Public- Others	5621362	e- voting	13625	0.24	12925	700	94.86	5.14
		Poll	1766768	31.42	1766767	1	99.999	0
		Sub- total	1780393	31.67	1779692	701	99.96	0.04
Total	12345630		7322659	59.31	7321958	701	99.96	0.04



**Resolution 8:** Appointment of Mr. Anil Kumar Mehra (DIN 00004654) as an Independent Director of the Company for a period of five consecutive years.

Resolution required : Ordinary Resolution  
Mode of Voting : e-voting/ Poll  
Result : Passed with overwhelming majority

Category	No. of shares held	Mode of voting	No. of valid 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	6438956	e- voting	0	0	0	0	0	0
		Poll	5542266	86.07	5542266	0	100	0
		Sub- total	5542266	86.07	5542266	0	100	0
Public-Institutional	285312	e- voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub- total	0	0	0	0	0	0
Public- Others	5621362	e- voting	13625	0.24	12875	750	94.49	5.51
		Poll	1766768	31.42	1766767	1	99.999	0
		Sub- total	1780393	31.67	1779642	751	99.96	0.04
Total	12345630		7322659	59.31	7321908	751	99.96	0.04



**Resolution 9:** Appointment of Mr. Amit Burman (DIN 00042050) as an Independent Director of the Company for a period of five consecutive years.

Resolution required : Ordinary Resolution  
Mode of Voting : e-voting/ Poll  
Result : Passed with overwhelming majority

Category	No. of shares held	Mode of voting	No. of valid 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	6438956	e- voting	0	0	0	0	0	0
		Poll	5542266	86.07	5542266	0	100	0
		Sub- total	5542266	86.07	5542266	0	100	0
Public-Institutional	285312	e- voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub- total	0	0	0	0	0	0
Public- Others	5621362	e- voting	13625	0.24	13555	70	99.48	0.52
		Poll	1766768	31.42	1766767	1	99.999	0
		Sub- total	1780393	31.67	1780322	71	99.996	0.004
Total	12345630		7322659	59.31	7322588	71	99.999	0.0009



**Resolution 10:** Acceptance of Deposits from Members and/or Public.

Resolution required : Special Resolution  
 Mode of Voting : e-voting/ Poll  
 Result : Passed with overwhelming majority

Category	No. of shares held	Mode of voting	No. of valid 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	6438956	e- voting	0	0	0	0	0	0
		Poll	5542266	86.07	5542266	0	100	0
		Sub- total	5542266	86.07	5542266	0	100	0
Public- Institutional	285312	e- voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub- total	0	0	0	0	0	0
Public- Others	5621362	e- voting	13625	0.24	13625	0	100	0
		Poll	1766768	31.42	1766767	1	99.999	0
		Sub- total	1780393	31.67	1780392	1	99.999	0
Total	12345630		7322659	59.31	7322658	1	99.999	0



**Resolution 11:** Sale Agreement with QH Talbros Ltd.

Resolution required : Special Resolution  
 Mode of Voting : e-voting/ Poll  
 Result : Passed with overwhelming majority

Category	No. of shares held	Mode of voting	No. of valid 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	6438956	e- voting	0	0	0	0	0	0
		Poll	2225254	34.56	2225254	0	100	0
		Sub- total	2225254	34.56	2225254	0	100	0
Public- Institutional	285312	e- voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub- total	0	0	0	0	0	0
Public- Others	5621362	e- voting	13625	0.24	13625	0	100	0
		Poll	1766768	31.42	1767768	0	100	0
		Sub- total	1780393	31.67	1780393	0	100	0
Total	12345630		4005647	32.44	4005647	0	100	0





**Resolution 12:** Trademark Licence Agrément with QH Talbros Ltd for receipt of Royalty.

Resolution required : Special Resolution  
 Mode of Voting : e-voting/ Poll  
 Result : Passed with overwhelming majority

Category	No. of shares held	Mode of voting	No. of valid 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	6438956	e- voting	0	0	0	0	0	0
		Poll	2225254	34.56	2225254	0	100	0
		Sub- total	2225254	34.56	2225254	0	100	0
Public- Institutional	285312	e- voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub- total	0	0	0	0	0	0
Public- Others	5621362	e- voting	13625	0.24	13625	0	100	0
		Poll	1766768	31.42	1766768	0	100	0
		Sub- total	1780393	31.66	1780393	0	100	0
Total	12345630		4005647	32.44	4005647	0	100	0



**Resolution 13:** Agreement with Nippon Leakless Talbros Private Ltd for Sale/ Purchase of Tyre Sealant and other production inputs etc.

Resolution required : Special Resolution  
Mode of Voting : e-voting/ Poll  
Result : Passed with overwhelming majority

Category	No. of shares held	Mode of voting	No. of valid 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	6438956	e- voting	0	0	0	0	0	0
		Poll	4688061	72.81	4688061	0	100	0
		Sub- total	4688061	72.81	4688061	0	100	0
Public- Institutional	285312	e- voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub- total	0	0	0	0	0	0
Public- Others	5621362	e- voting	13625	0.24	13625	0	100	0
		Poll	1766768	31.42	1767768	0	100	0
		Sub- total	1780393	31.67	1780393	0	100	0
Total	12345630		6468454	52.39	6468454	0	100	0



**Resolution 14:** Agreement with Nippon Leakless Talbros Private Ltd for Sale/ Purchase of gaskets

Resolution required : Special Resolution  
Mode of Voting : e-voting/ Poll  
Result : Passed with overwhelming majority

Category	No. of shates held	Mode of voting	No. of valid 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	6438956	e- voting	0	0	0	0	0	0
		Poll	4688061	72.81	4688061	0	100	0
		Sub- total	4688061	72.81	4688061	0	100	0
Public- Institutional	285312	e- voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub- total	0	0	0	0	0	0
Public- Others	5621362	e- voting	13625	0.24	13625	0	100	0
		Poll	1766768	31.42	1766768	0	100	0
		Sub- total	1780393	31.67	1780393	0	100	0
Total	12345630		6468454	52.39	6468454	0	100	0



**Resolution 15:** To approve Borrowing limits of the Company.

Resolution required : Special Resolution  
 Mode of Voting : e-voting/ Poll  
 Result : Passed with overwhelming majority

Category	No. of shares held	Mode of voting	No. of valid 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	6438956	e- voting	0	0	0	0	0	0
		Poll	5542266	86.07	5542266	0	100	0
		Sub- total	5542266	86.07	5542266	0	100	0
Public-Institutional	285312	e- voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub- total	0	0	0	0	0	0
Public- Others	5621362	e- voting	13625	0.24	13625	0	100	0
		Poll	1766768	31.42	1766767	1	99.999	0
		Sub- total	1780393	31.66	1780392	1	99.999	0
Total	12345630		7322659	59.31	7322658	1	99.999	0



**Resolution 16:** Provide security in connection with borrowing of the Company.

Resolution required : Special Resolution  
 Mode of Voting : e-voting/ Poll  
 Result : Passed with overwhelming majority

Category	No. of shares held	Mode of voting	No. of valid 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	6438956	e- voting	0	0	0	0	0	0
		Poll	5542266	86.07	5542266	0	100	0
		Sub- total	5542266	86.07	5542266	0	100	0
Public-Institutional	285312	e- voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub- total	0	0	0	0	0	0
Public- Others	5621362	e- voting	13625	0.24	13575	50	99.63	0.37
		Poll	1766768	31.42	1766767	1	99.999	0.001
		Sub- total	1780393	31.67	1780342	51	99.9971	0.0028
Total	12345630		7322659	59.31	7322608	51	99.99	0





**Resolution 17:** Re appointment of M/s Vijender Sharma & Co (Firm Registration No. 00180). as Cost Auditor for the financial year 2014-15 and approval of terms of his remuneration.

Resolution required : Ordinary Resolution  
 Mode of Voting : e-voting/ Poll  
 Result : Passed with overwhelming majority

Category	No. of shares held	Mode of voting	No. of valid 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	6438956	e- voting	0	0	0	0	0	0
		Poll	5542266	86.07	5542266	0	100	0
		Sub- total	5542266	86.07	5542266	0	100	0
Public-Institutional	285312	e- voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub- total	0	0	0	0	0	0
Public- Others	5621362	e- voting	13525	0.24	13525	0	100	0
		Poll	1766768	31.42	1767767	1	99.999	0
		Sub- total	1780293	31.67	1780292	1	99.999	0
Total	12345630		7322559	59.31	7322558	1	99.999	0



# KIRAN SHARMA & CO.

## Company Secretaries

### Form No. MGT- 13

### Scrutinizers' 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  
Talbro Automotive Components Limited  
14/1, Delhi Mathura Road  
P.O. Amar Nagar  
Faridabad, Haryana- 121003

For 57<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company, held on Friday, 12<sup>th</sup> September, 2014 at 10:30 a.m. at Hotel Atrium, Shooting Range Road, Suraj Kund, Faridabad- 121001, Haryana.

Dear Sir,

I, Kiran Sharma, Proprietor of Kiran Sharma & Company, Company Secretaries having its office at A- 370, Kalkaji, New Delhi- 110019, was appointed as the Scrutinizer for the purpose of poll taken on the below mentioned resolutions, at the 57<sup>th</sup> Annual General Meeting of the equity shareholders of Talbro Automotive Components Limited ("the Company") held on 12<sup>th</sup> September, 2014 at 10:30 A.M.

I submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, a ballot box was kept for polling and was locked in my presence with due identification marks placed by me.
2. The Locked Ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The Poll Papers were reconciled with the records maintained by the

1



Off. : A-370, Kalkaji, New Delhi-110019

Phone : 011-40535801-02, Telefax : 011-41329834, E-mail : kiransharma.co@gmail.com

Registrar and Transfer Agents of the Company and the Authorisation/ Proxies lodged with the Company.

3. The Poll Papers, which were incomplete and/or which were otherwise found defective or if signature of any shareholder did not match with the records have been treated as invalid and were kept separately.
4. The results of the Poll is as under:

**Resolution No. 1**

Adoption of Balance Sheet, Statement of Profit and Loss, Reports of the Board of Directors and auditors for the financial year ended on March 31, 2014.

(i) Voted in favour of the resolution:

Number of Members	Number of Votes	% of Votes in favour
110	7309034	100.00

(ii) Voted in against of the resolution:

Number of Members	Number of Votes	% of Votes Against
0	0	0.00

(iii) Invalid Votes:

Number of Members	Number of Votes
0	0.00

**Resolution No.2**

Declaration of Dividend on paid-up Equity Share Capital for the financial year ended on 31<sup>st</sup> March, 2014.



(i) Voted in favour of the resolution:

Number of Members	Number of Votes	% of Votes in favour
109	7309033	99.9999

(ii) Voted in against of the resolution:

Number of Members	Number of Votes	% of Votes Against
1	1	0.00

(iii) Invalid Votes:

Number of Members	Number of Votes
0	0

**Resolution No. 3**

To appoint a Director in place of Mr. Anuj Talwar (DIN 00628063), who retires by rotation and being eligible, offer himself for re- appointment.

(i) Voted in favour of the resolution:

Number of Members	Number of Votes	% of Votes in favour
109	6473079	99.9999

(ii) Voted in against of the resolution:



Number of Members	Number of Votes	% of Votes Against
1	1	0.00

(iii) **Invalid Votes:**

Number of Members	Number of Votes
0	0

**Resolution No 4**

To appoint M/s. S. N. Dhawan & Co., New Delhi (Firm Registration No. 000050N) as Statutory Auditors of the Company, M/s. R. Sundaraman & Co., Chartered Accountants, Chennai (Firm Registration No. 0042195), and M/s. CMRS & Associates, Chartered Accountants, Pune (Firm Registration No. 101678W) as auditor's for company's Chennai & Pune Branches respectively and authorize Board of Directors to fix their remuneration.

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

Number of Members	Number of Votes	% of Votes in favour
110	7309034	100.00

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

Number of Members	Number of Votes	% of Votes Against
0	0	0.00

(iii) **Invalid Votes:**

Number of Members	Number of Votes
0	0





**Resolution No 5**

Appointment of Mr. Rajive Sawhney (DIN 00071612) as an Independent Director of the Company for a period of five consecutive years.

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

Number of Members	Number of Votes	% of Votes in favour
110	7309034	100.00

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

Number of Members	Number of Votes	% of Votes Against
0	0	0.00

(iii) Invalid Votes:

Number of Members	Number of Votes
0	0

**Resolution No. 6**

Appointment of Mr. Rajeev Ranjan Vederah (DIN 00012252) as an Independent Director of the Company for a period of five consecutive years.

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

Number of Members	Number of Votes	% of Votes in favour
110	7309034	100.00



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

Number of Members	Number of Votes	% of Votes Against
0	0	0

(iii) Invalid Votes:

Number of Members	Number of Votes
0	0

**Resolution No. 7**

Appointment of Mr. Venkatraman Mohan (DIN 00071517) as an Independent Director of the Company for a period of five consecutive years.

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

Number of Members	Number of Votes	% of Votes in favour
109	7309033	99.999

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

Number of Members	Number of Votes	% of Votes Against
1	1	0.00

(iii) Invalid Votes:



Number of Members	Number of Votes
0	0

**Resolution No. 8**

Appointment of Mr. Anil Kumar Mehra (DIN 00004654) as an Independent Director of the Company for a period of five consecutive years.

(i) Voted in favour of the resolution:

Number of Members	Number of Votes	% of Votes in favour
109	7309033	99.999

(ii) Voted in against of the resolution:

Number of Members	Number of Votes	% of Votes Against
1	1	0.00

(iii) Invalid Votes:

Number of Members	Number of Votes
0	0

**Resolution No. 9**



Appointment of Mr. Amit Burman (DIN 00042050) as an Independent Director of the Company for a period of five consecutive years.

(i) Voted in favour of the resolution:

Number of Members	Number of Votes	% of Votes in favour
109	7309033	99.999

(ii) Voted in against of the resolution:

Number of Members	Number of Votes	% of Votes Against
1	1	0.00

(iii) Invalid Votes:

Number of Members	Number of Votes
0	0

#### Resolution No. 10

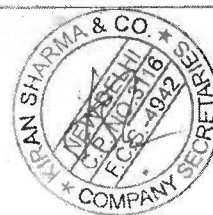
Acceptance of Deposits from Members and/or Public.

(i) Voted in favour of the resolution:

Number of Members	Number of Votes	% of Votes in favour
109	7309033	99.999

(ii) Voted in against of the resolution:

Number of Members	Number of Votes	% of Votes Against



1	1	0.00
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(iii) Invalid Votes:

Number of Members	Number of Votes
0	0

**Resolution No. 11**

Sale Agreement with QH Talbros Ltd.

(i) Voted in favour of the resolution:

Number of Members	Number of Votes	% of Votes in favour
110	3992022	100

(ii) Voted in against of the resolution:

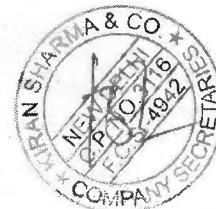
Number of Members	Number of Votes	% of Votes Against
0	0	0.00

(iii) Invalid Votes:

Number of Members	Number of Votes
0	0

**Resolution No. 12**

Trademark Licence Agreement with QH Talbros Ltd for receipt of Royalty





(i) Voted in favour of the resolution:

Number of Members	Number of Votes	% of Votes in favour
110	3992022	100.00

(ii) Voted in against of the resolution:

Number of Members	Number of Votes	% of Votes Against
0	0	0.00

(iii) Invalid Votes:

Number of Members	Number of Votes
0	0

**Resolution No. 13**

Agreement with Nippon Leakless Talbros Private Ltd for Sale/ Purchase of Tyre Sealant and other production inputs etc.

(i) Voted in favour of the resolution:

Number of Members	Number of Votes	% of Votes in favour
110	6454829	100

(ii) Voted in against of the resolution:

Number of Members	Number of Votes	% of Votes Against
0	0	0.00



(iii) Invalid Votes:

Number of Members	Number of Votes
0	0

Resolution No. 14

Agreement with Nippon Leakless Talbros Private Ltd for Sale/ Purchase of gaskets.

(i) Voted in favour of the resolution:

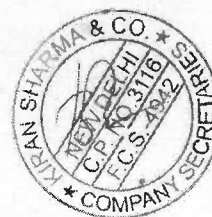
Number of Members	Number of Votes	% of Votes in favour
110	6454829	100

(ii) Voted in against of the resolution:

Number of Members	Number of Votes	% of Votes Against
0	0	0

(iii) Invalid Votes:

Number of Members	Number of Votes
0	0



**Resolution No. 15**

To approve Borrowing limits of the Company.

(i) Voted in favour of the resolution:

Number of Members	Number of Votes	% of Votes in favour
109	7309033	99.999

(ii) Voted in against of the resolution:

Number of Members	Number of Votes	% of Votes Against
1	1	0.00

(iii) Invalid Votes:

Number of Members	Number of Votes
0	0

**Resolution No. 16**

Provide security in connection with borrowing of the Company.

(i) Voted in favour of the resolution:

Number of Members	Number of Votes	% of Votes in favour
109	7309033	99.999



(ii) Voted in against of the resolution:

Number of Members	Number of Votes	% of Votes Against
1	1	0.00

(iii) Invalid Votes:

Number of Members	Number of Votes
0	0

**Resolution No. 17**

Re appointment of M/s Vijender Sharma & Co (Firm Registration No. 00180). as Cost Auditor for the financial year 2014-15 and approval of terms of his remuneration.

(i) Voted in favour of the resolution:

Number of Members	Number of Votes	% of Votes in favour
109	7309033	99.999

(ii) Voted in against of the resolution:

Number of Members	Number of Votes	% of Votes Against
1	1	0.00



(iii) Invalid Votes:

Number of Members	Number of Votes
0	0

5. A Compact Disc (CD) containing a list of equity shareholders who voted "For", "Against" and those whose vote were disclosed invalid for each resolution is enclosed.
6. The Poll Papers and all other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe keeping.
7. The combined results of the votes (electronic and physical) is annexed as Annexure- 1 with this report.
8. All the above mentioned resolutions have been passed with the requisite majority.

Thanking You,

Yours faithfully,



For Kiran Sharma & Company

  
Kiran Sharma

Scrutinizer

C.P. No. 3116

Place: Faridabad

Date: September 13, 2014

# ANNEXURE - I

TALBROS AUTOMOTIVE COMPONENTS LIMITED	
CIN: L29199HR1956PLC033107	
Date of AGM: Friday, September 12, 2014	
Total Number of Shareholders as on record date:	18030
No. of Members present in the meeting either personally or through Proxy*	
*(Based on shareholders registering Attendance)	
Promoter and Promoter Group:	15
Public Shareholders	633
E- Voting Facility for Members [ 04/09/2014 to 06/09/2014]	
Promoter and Promoter Group:	0
Public Shareholders	8
Details of Agenda	





**Resolution 1:** Adoption of Balance Sheet, Statement of Profit and Loss, Reports of the Board of Directors and auditors for the financial year ended on March 31, 2014.

**Ordinary Resolution**

Category	No. of shares held	Mode of voting	No. of valid 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>Promoter and Promoter Group</b>	6438956	e- voting	0	0	0	0	0	0
		Poll	5542266	86.07	5542266	0	100	0
		<b>Sub- total</b>	<b>5542266</b>	<b>86.07</b>	<b>5542266</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Public-Institutional</b>	285312	e- voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		<b>Sub- total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Public- Others</b>	5621362	e- voting	13625	0.24	13625	0	0	0
		Poll	1766768	31.43	1766768	0	100	0
		<b>Sub- total</b>	<b>1780393</b>	<b>31.67</b>	<b>1780393</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Total</b>	<b>12345630</b>		<b>7322659</b>	<b>59.31</b>	<b>7322659</b>	<b>0</b>	<b>100</b>	<b>0</b>



**Resolution 2:** Declaration of Dividend on paid-up Equity Share Capital for the financial year ended on 31st March, 2014.

Ordinary Resolution

Category	No. of shares held	Mode of voting	No. of valid 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	6438956	e- voting	0	0	0	0	0	0
		Poll	5542266	86.07	5542266	0	100	0
		Sub- total	5542266	86.07	5542266	0	100	0
Public-Institutional	285312	e- voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub- total	0	0	0	0	0	0
Public- Others	5621362	e- voting	13625	0.24	13625	0	0	0
		Poll	1766768	31.42	1766767	1	99.999	0
		Sub- total	1780393	31.67	1780392	1	99.999	0
Total	12345630		7322659	59.31	7322658	1	99.999	0



**Resolution 3:** To appoint a Director in place of Mr. Anuj Talwar (DIN 00628063), who retires by rotation and being eligible, offer himself for re- appointment.

Ordinary Resolution

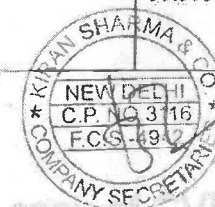
Category	No. of shares held	Mode of voting	No. of valid votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)		(2)	(3)= (2)/(1)*100	(4)	(5)	(6)= (4)/(2)*100	(7)=(5)/(2) *100
Promoter and Promoter Group	6438956	e- voting	0	0	0	0	0	0
		Poll	4706312	73.09	4706312	0	100	0
		Sub- total	4706312	73.09	4706312	0	100	0
Public- Institutional	285312	e- voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub- total	0	0	0	0	0	0
Public- Others	5621362	e- voting	13625	0.24	13575	50	99.64	0.36
		Poll	1766768	31.43	1766767	1	99.999	0
		Sub- total	1780393	31.67	1780342	51	99.997	0.0028
Total	12345630		6486705	52.54	6486654	51	99.999	0



**Resolution 4:** To appoint M/s. S. N. Dhawan & Co., New Delhi (Firm Registration No. 000050N) as Statutory Auditors of the Company, M/s. R. Sundaraman & Co., Chartered Accountants, Chennai (Firm Registration No. 0042195), and M/s. CMRS & Associates, Chartered Accountants, Pune (Firm Registration No. 101678W) as auditor's for company's Chennai & Pune Branches respectively and authorize Board of Directors to fix their remuneration.

**Ordinary Resolution**

Category	No. of shares held	Mode of voting	No. of valid 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	6438956	e- voting	0	0	0	0	0	0
		Poll	5542266	86.07	5542266	0	100	0
		Sub- total	5542266	86.07	5542266	0	100	0
Public-Institutional	285312	e- voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub- total	0	0	0	0	0	0
Public- Others	5621362	e- voting	13625	0.24	13575	50	99.63	0.37
		Poll	1766768	31.43	1766768	0	100	0
		Sub- total	1780393	31.67	1780343	50	99.9972	0.0028
Total	12345630		7322659	59.31	7322609	50	99.999	0



**Resolution 5:** Appointment of Mr. Rajive Sawhney (DIN 00071612) as an Independent Director of the Company for a period of five consecutive years.

Ordinary Resolution

Category	No. of shares held	Mode of voting	No. of valid 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	6438956	e- voting	0	0	0	0	0	0
		Poll	5542266	86.07	5542266	0	100	0
		Sub- total	5542266	86.07	5542266	0	100	0
Public- Institutional	285312	e- voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub- total	0	0	0	0	0	0
Public- Others	5621362	e- voting	13625	0.24	13595	30	99.78	0.22
		Poll	1766768	31.42	1766768	0	100	0
		Sub- total	1780393	31.67	1780363	30	99.999	0.001
Total	12345630		7322659	59.31	7322629	30	99.999	0





**Resolution 6:** Appointment of Mr. Rajeev Ranjan Vederah (DIN 00012252) as an Independent Director of the Company for a period of five consecutive years.

Ordinary Resolution

Category	No. of shares held	Mode of voting	No. of valid 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	6438956	e- voting	0	0	0	0	0	0
		Poll	5542266	86.07	5542266	0	100	0
		Sub- total	5542266	86.07	5542266	0	100	0
Public- Institutional	285312	e- voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub- total	0	0	0	0	0	0
Public- Others	5621362	e- voting	13625	0.24	12925	700	94.86	5.14
		Poll	1766768	31.42	1766768	0	100	0
		Sub- total	1780393	31.66	1779693	700	99.96	0.04
Total	12345630		7322659	59.31	7321959	700	99.990	0.009





**Resolution 7:** Appointment of Mr. Venkatraman Mohan (DIN 00071517) as an Independent Director of the Company for a period of five consecutive years.

Ordinary Resolution

Category	No. of shares held	Mode of voting	No. of valid 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	6438956	e- voting	0	0	0	0	0	0
		Poll	5542266	86.07	5542266	0	100	0
		Sub- total	5542266	86.07	5542266	0	100	0
Public-Institutional	285312	e- voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub- total	0	0	0	0	0	0
Public- Others	5621362	e- voting	13625	0.24	12925	700	94.86	5.14
		Poll	1766768	31.42	1766767	1	99.999	0
		Sub- total	1780393	31.67	1779692	701	99.96	0.04
Total	12345630		7322659	59.31	7321958	701	99.96	0.04



**Resolution 8:** Appointment of Mr. Anil Kumar Mehra (DIN 00004654) as an Independent Director of the Company for a period of five consecutive years.

Ordinary Resolution

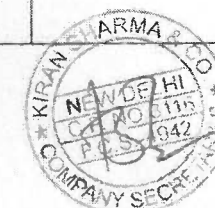
Category	No. of shares held	Mode of voting	No. of valid votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)		(2)	(3)= (2)/(1)*100	(4)	(5)	(6)= (4)/(2)*100	(7)=(5)/(2) *100
Promoter and Promoter Group	6438956	e- voting	0	0	0	0	0	0
		Poll	5542266	86.07	5542266	0	100	0
		Sub- total	5542266	86.07	5542266	0	100	0
Public-Institutional	285312	e- voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub- total	0	0	0	0	0	0
Public- Others	5621362	e- voting	13625	0.24	12875	750	94.49	5.51
		Poll	1766768	31.42	1766767	1	99.999	0
		Sub- total	1780393	31.67	1779642	751	99.96	0.04
Total	12345630		7322659	59.31	7321908	751	99.96	0.04



**Resolution 9:** Appointment of Mr. Amit Burman (DIN 00042050) as an Independent Director of the Company for a period of five consecutive years.

Ordinary Resolution

Category	No. of shares held	Mode of voting	No. of valid 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	6438956	e- voting	0	0	0	0	0	0
		Poll	5542266	86.07	5542266	0	100	0
		Sub- total	5542266	86.07	5542266	0	100	0
Public-Institutional	285312	e- voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub- total	0	0	0	0	0	0
Public- Others	5621362	e- voting	13625	0.24	13555	70	99.48	0.52
		Poll	1766768	31.42	1766767	1	99.999	0
		Sub- total	1780393	31.67	1780322	71	99.996	0.004
Total	12345630		7322659	59.31	7322588	71	99.999	0.0009



**Resolution 10:** Acceptance of Deposits from Members and/or Public.

Special Resolution

Category	No. of shares held	Mode of voting	No. of valid 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	6438956	e- voting	0	0	0	0	0	0
		Poll	5542266	86.07	5542266	0	100	0
		Sub- total	5542266	86.07	5542266	0	100	0
Public- Institutional	285312	e- voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub- total	0	0	0	0	0	0
Public- Others	5621362	e- voting	13625	0.24	13625	0	100	0
		Poll	1766768	31.42	1766767	1	99.999	0
		Sub- total	1780393	31.67	1780392	1	99.999	0
Total	12345630		7322659	59.31	7322658	1	99.999	0



**Resolution 11:** Sale Agreement with QH Talbros Ltd.

Special Resolution

Category	No. of shares held	Mode of voting	No. of valid 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	6438956	e- voting	0	0	0	0	0	0
		Poll	2225254	34.56	2225254	0	100	0
		Sub- total	2225254	34.56	2225254	0	100	0
Public- Institutional	285312	e- voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub- total	0	0	0	0	0	0
Public- Others	5621362	e- voting	13625	0.24	13625	0	100	0
		Poll	1766768	31.42	1767768	0	100	0
		Sub- total	1780393	31.67	1780393	0	100	0
Total	12345630		4005647	32.44	4005647	0	100	0

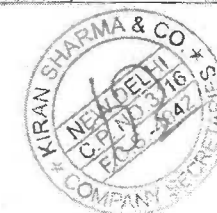




**Resolution 12:** Trademark Licence Agreement with QH Talbros Ltd for receipt of Royalty.

Special Resolution

Category	No. of shares held	Mode of voting	No. of valid 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	6438956	e- voting	0	0	0	0	0	0
		Poll	2225254	34.56	2225254	0	100	0
		Sub- total	2225254	34.56	2225254	0	100	0
Public- Institutional	285312	e- voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub- total	0	0	0	0	0	0
Public- Others	5621362	e- voting	13625	0.24	13625	0	100	0
		Poll	1766768	31.42	1766768	0	100	0
		Sub- total	1780393	31.66	1780393	0	100	0
Total	12345630		4005647	32.44	4005647	0	100	0





**Resolution 13:** Agreement with Nippon Leakless Talbros Private Ltd for Sale/ Purchase of Tyre Sealant and other production inputs etc.

Special Resolution

Category	No. of shares held	Mode of voting	No. of valid 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	6438956	e- voting	0	0	0	0	0	0
		Poll	4688061	72.81	4688061	0	100	0
		Sub- total	4688061	72.81	4688061	0	100	0
Public-Institutional	285312	e- voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub- total	0	0	0	0	0	0
Public- Others	5621362	e- voting	13625	0.24	13625	0	100	0
		Poll	1766768	31.42	1767768	0	100	0
		Sub- total	1780393	31.67	1780393	0	100	0
Total	12345630		6468454	52.39	6468454	0	100	0



**Resolution 14:** Agreement with Nippon Leakless Talbros Private Ltd for Sale/ Purchase of gaskets

Special Resolution

Category	No. of shares held	Mode of voting	No. of valid 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	6438956	e- voting	0	0	0	0	0	0
		Poll	4688061	72.81	4688061	0	100	0
		Sub- total	4688061	72.81	4688061	0	100	0
Public- Institutional	285312	e- voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub- total	0	0	0	0	0	0
Public- Others	5621362	e- voting	13625	0.24	13625	0	100	0
		Poll	1766768	31.42	1766768	0	100	0
		Sub- total	1780393	31.67	1780393	0	100	0
Total	12345630		6468454	52.39	6468454	0	100	0



**Resolution 15:** To approve Borrowing limits of the Company.

Special Resolution

Category	No. of shares held	Mode of voting	No. of valid 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	6438956	e- voting	0	0	0	0	0	0
		Poll	5542266	86.07	5542266	0	100	0
		Sub- total	5542266	86.07	5542266	0	100	0
Public- Institutional	285312	e- voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub- total	0	0	0	0	0	0
Public- Others	5621362	e- voting	13625	0.24	13625	0	100	0
		Poll	1766768	31.42	1766767	1	99.999	0
		Sub- total	1780393	31.66	1780392	1	99.999	0
Total	12345630		7322659	59.31	7322658	1	99.999	0



**Resolution 16:** Provide security in connection with borrowing of the Company.

**Special Resolution**

Category	No. of shares held	Mode of voting	No. of valid 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	6438956	e- voting	0	0	0	0	0	0
		Poll	5542266	86.07	5542266	0	100	0
		Sub- total	5542266	86.07	5542266	0	100	0
Public- Institutional	285312	e- voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub- total	0	0	0	0	0	0
Public- Others	5621362	e- voting	13625	0.24	13575	50	99.63	0.37
		Poll	1766768	31.42	1766767	1	99.999	0.001
		Sub- total	1780393	31.67	1780342	51	99.9971	0.0028
Total	12345630		7322659	59.31	7322608	51	99.99	0



**Resolution 17:** Re appointment of M/s Vijender Sharma & Co (Firm Registration No. 00180). as Cost Auditor for the financial year 2014-15 and approval of terms of his remuneration.

Ordinary Resolution

Category	No. of shares held	Mode of voting	No. of valid 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	6438956	e- voting	0	0	0	0	0	0
		Poll	5542266	86.07	5542266	0	100	0
		Sub- total	5542266	86.07	5542266	0	100	0
Public- Institutional	285312	e- voting	0	0	0	0	0	0
		Poll	0	0	0	0	0	0
		Sub- total	0	0	0	0	0	0
Public- Others	5621362	e- voting	13525	0.24	13525	0	100	0
		Poll	1766768	31.42	1767767	1	99.999	0
		Sub- total	1780293	31.67	1780292	1	99.999	0
Total	12345630		7322559	59.31	7322558	1	99.999	0

