

# RADIANT FINANCIAL SERVICES LTD.

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CIN: L65991WB1991PLC053192

## Declaration of result of e-voting and voting through Ballot in respect of 23rd Annual General Meeting of Radiant Financial Services Limited held on September 10th, 2014

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, Radiant Financial Services Limited provided e-voting facility to the Members vide 23rd AGM Notice dated June 30th, 2014 and completed its dispatch on August 6, 2014. Members voted through e-voting till Friday, 5<sup>th</sup> September, 2014 being the last date fixed for e-voting by the Scrutiniser. Further, on September 10th, 2014, the day of the 23rd AGM, Physical Ballot Forms were distributed to the Members present in person to enable those Members to vote who could not do e-voting. The Board had appointed Mr. Kamal Kumar Sharma, as Scrutiniser to scrutinize the votes cast through e-voting or Ballot Forms voting. The Scrutiniser prepared its Report on e-voting on September 8, 2014 i.e. within 3 days of the last date of e-voting of September 5, 2014 in terms of Rule 20 and further submitted the Final Consolidated Scrutiniser's Report dated September 12, 2014 for e-voting and Ballot voting conducted at the AGM on September 10th, 2014.

Based on the Scrutiniser's Final and Consolidated Report dated September 12, 2014, I hereby declare that all the 8 (eight) resolutions contained in Radiant Financial Services Ltd.'s 23rd AGM Notice dated June 30th, 2014 have been duly passed on the date of the 23rd AGM, i.e. September 10th, 2014, as per the details given below:

Item No.	Brief Description of the Resolutions	Votes in favour (Assent)	Votes against (Dissent)	Passed as
1.	Adoption of Accounts of Radiant Financial Services Ltd. as on March 31, 2014	3942601	0	Ordinary Resolution
2.	Re-appointment of Mr. Manish Dalmia as a Director who was liable to retire from office by rotation	3942601	0	Ordinary Resolution
3.	Re-appointment of M/s Kumar Pradeep & Co., as Statutory Auditors for the F.Y 2014-15	3942601	0	Ordinary Resolution
4.	Appointment of Mr. Hari Prasad Agrawal as a Director	3942601	0	Ordinary Resolution
5.	Appointment of Mrs. Kiran Agarwalla as a Director	3942601	0	Ordinary Resolution
6.	Appointment of Mr. Hari Prasad Agrawal as an Independent Director	3942601	0	Ordinary Resolution
7.	Appointment of Mrs. Kiran Agarwalla as an Independent Director	3942601	0	Ordinary Resolution
8.	Appointment of Mr. Girdhar Didwania as an Independent Director	3942601	0	Ordinary Resolution

The Scrutiniser's Final Consolidated Report dated September 12, 2014 is attached herewith.

Place: Kolkata  
Date: 12.09.2014

  
(Manish Dalmia)  
Chairman

Regd. Office : P-355, KEYATALA ROAD, KOLKATA - 700 029



**Scrutinizer's Consolidated Report E-Voting and Poll of Radiant Financial Services Limited**

To,

The Chairman

Of Twenty - Third Annual General Meeting of the members of Radiant Financial Services Limited, held on Wednesday, 10<sup>th</sup> September, 2014 at 11.30 A.M. at the registered office of the Company at P- 355, Keyatala Road, Kolkata 700029.

**Sub: Passing of Resolutions through Electronic voting and Poll conducted at the Twenty - Third Annual General Meeting of Radiant Financial Services Limited held on Wednesday, 10th September, 2014.**

Sir,

I, CS. Kamal Kumar Sharma, Practicing Company Secretary (CP No. 4057), have been appointed as Scrutinizer for Electronic Voting, and for the purpose of poll conducted on Resolutions passed at the Annual General Meeting held on 10<sup>th</sup> September, 2014.

1. The members of the Company were given an option to vote electronically on e-voting platform, provided by National Securities Depository Limited (NSDL), from Wednesday, 3<sup>rd</sup> September, 2014 till Friday, 5<sup>th</sup> September, 2014. The e-voting results were unblocked by me on Saturday, 6<sup>th</sup> September, 2014, in the presence of two witnesses. My detailed Scrutinizer's Report dated 8<sup>th</sup> September, 2014 on e-voting is attached herewith.
2. At the Annual General Meeting, the company facilitated the members presents in the meeting who could not exercise their votes through e-voting, to record their votes through poll process. My detailed Scrutinizer's Report dated 11<sup>th</sup> September, 2014 in form MGT 13 on Poll Conducted at the Annual General Meeting is attached herewith.
3. A consolidated report on details of voting done on all the Resolutions is attached herewith.
4. I confirm that a Register has been maintained electronically to record the assent or dissent received, mentioning the particulars of Name, Addresses, Folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares and the data sheet, papers/registers relating to e-Voting, poll and all other relevant records were sealed and handed over to the Chairman of the meeting for safe Keeping.





Consolidated result of E-voting and Poll at the AGM on Item no 1- Ordinary Resolution

Particulars	No. of			No. of Votes contained in			Percentage
	E-votes	Poll	Total	E-votes	Poll	Total	%
Assent	15	9	24	3632145	310456	3942601	100
Descent	0	0	0	0	0	0	0
Total	15	9	24	3632145	310456	3942601	100

Thus, the ordinary resolution as contained in item no. 1 is passed with requisite majority.

Consolidated result of E-voting and Poll at the AGM on Item no 2- Ordinary Resolution

Particulars	No. of			No. of Votes contained in			Percentage
	E-votes	Poll	Total	E-votes	Poll	Total	%
Assent	15	9	24	3632145	310456	3942601	100
Descent	0	0	0	0	0	0	0
Total	15	9	24	3632145	310456	3942601	100

Thus, the ordinary resolution as contained in item no. 2 is passed with requisite majority.

Consolidated result of E-voting and Poll at the AGM on Item no 3- Ordinary Resolution

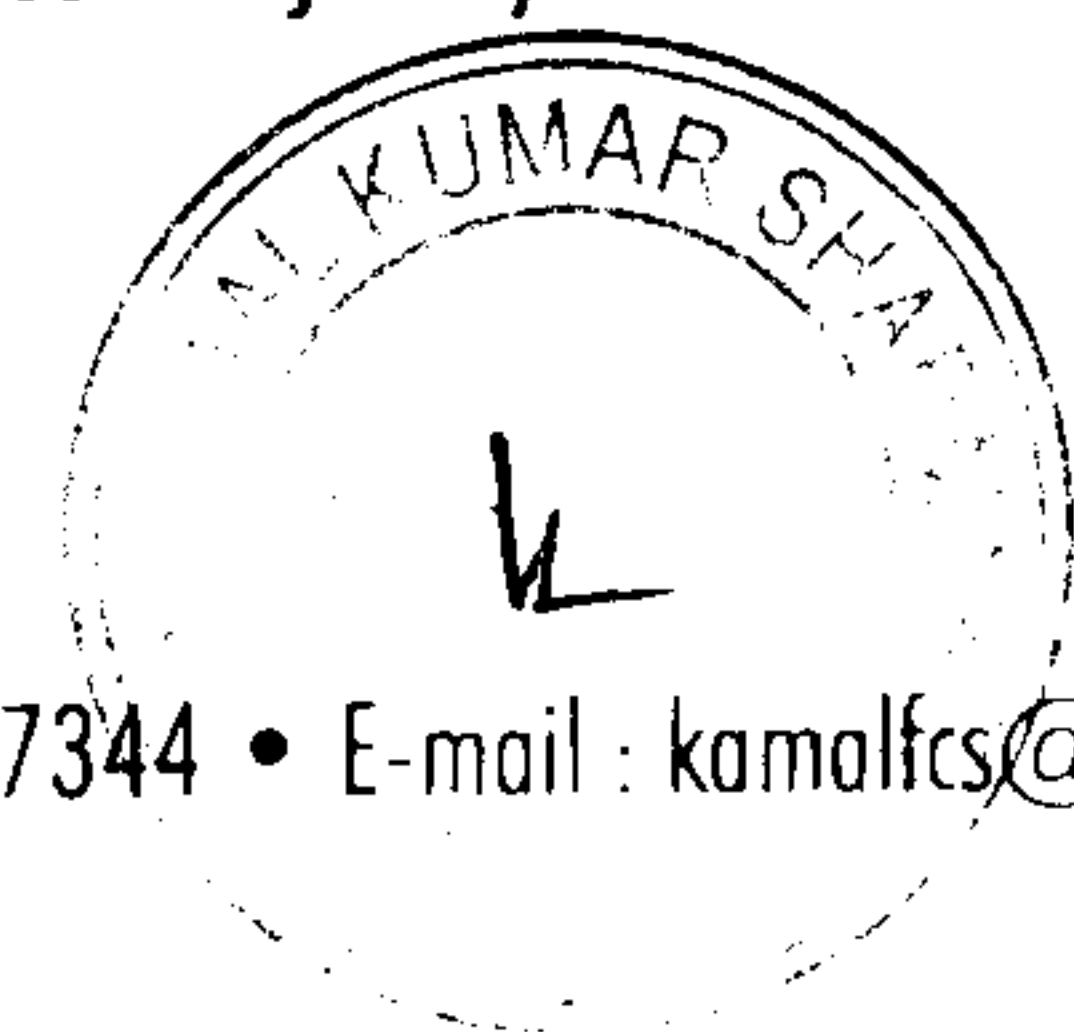
Particulars	No. of			No. of Votes contained in			Percentage
	E-votes	Poll	Total	E-votes	Poll	Total	%
Assent	15	9	24	3632145	310456	3942601	100
Descent	0	0	0	0	0	0	0
Total	15	9	24	3632145	310456	3942601	100

Thus, the ordinary resolution as contained in item no. 3 is passed with requisite majority.

Consolidated result of E-voting and Poll at the AGM on Item no 4- Ordinary Resolution

Particulars	No. of			No. of Votes contained in			Percentage
	E-votes	Poll	Total	E-votes	Poll	Total	%
Assent	15	9	24	3632145	310456	3942601	100
Descent	0	0	0	0	0	0	0
Total	15	9	24	3632145	310456	3942601	100

Thus, the ordinary resolution as contained in item no. 4 is passed with requisite majority.





Consolidated result of E-voting and Poll at the AGM on Item no 5- Ordinary Resolution

Particulars	No. of			No. of Votes contained in			Percentage
	E-votes	Poll	Total	E-votes	Poll	Total	%
Assent	15	9	24	3632145	310456	3942601	100
Descent	0	0	0	0	0	0	0
Total	15	9	24	3632145	310456	3942601	100

Thus, the ordinary resolution as contained in item no. 5 is passed with requisite majority.

Consolidated result of E-voting and Poll at the AGM on Item no 6- Ordinary Resolution

Particulars	No. of			No. of Votes contained in			Percentage
	E-votes	Poll	Total	E-votes	Poll	Total	%
Assent	15	9	24	3632145	310456	3942601	100
Descent	0	0	0	0	0	0	0
Total	15	9	24	3632145	310456	3942601	100

Thus, the ordinary resolution as contained in item no. 6 is passed with requisite majority.

Consolidated result of E-voting and Poll at the AGM on Item no 7- Ordinary Resolution

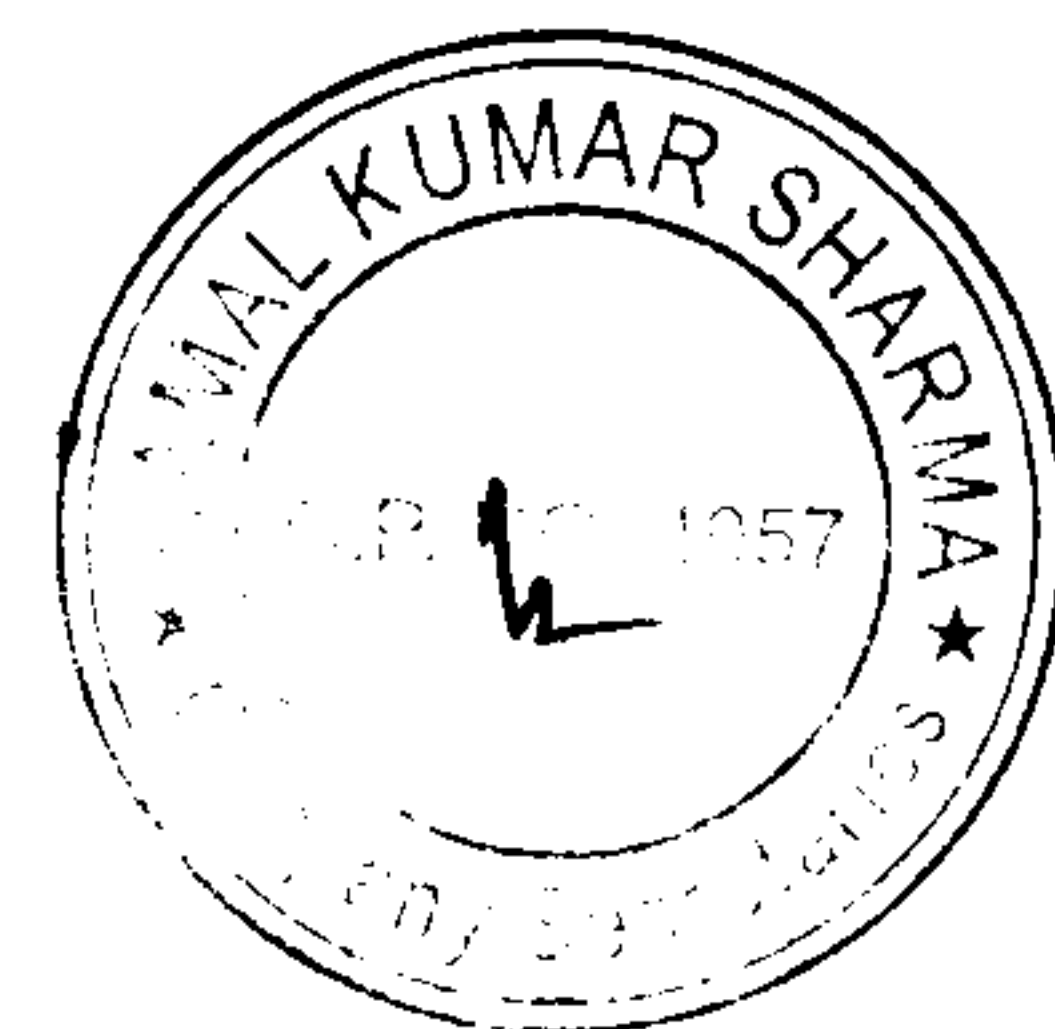
Particulars	No. of			No. of Votes contained in			Percentage
	E-votes	Poll	Total	E-votes	Poll	Total	%
Assent	15	9	24	3632145	310456	3942601	100
Descent	0	0	0	0	0	0	0
Total	15	9	24	3632145	310456	3942601	100

Thus, the ordinary resolution as contained in item no. 7 is passed with requisite majority.

Consolidated result of E-voting and Poll at the AGM on Item no 8- Ordinary Resolution

Particulars	No. of			No. of Votes contained in			Percentage
	E-votes	Poll	Total	E-votes	Poll	Total	%
Assent	15	9	24	3632145	310456	3942601	100
Descent	0	0	0	0	0	0	0
Total	15	9	24	3632145	310456	3942601	100

Thus, the ordinary resolution as contained in item no. 9 is passed with requisite majority.





*Kamal Kumar Sharma*  
Company Secretaries

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Thanking You  
Yours faithfully,

*Kamal K. Sharma*

(CS Kamal Kumar Sharma)

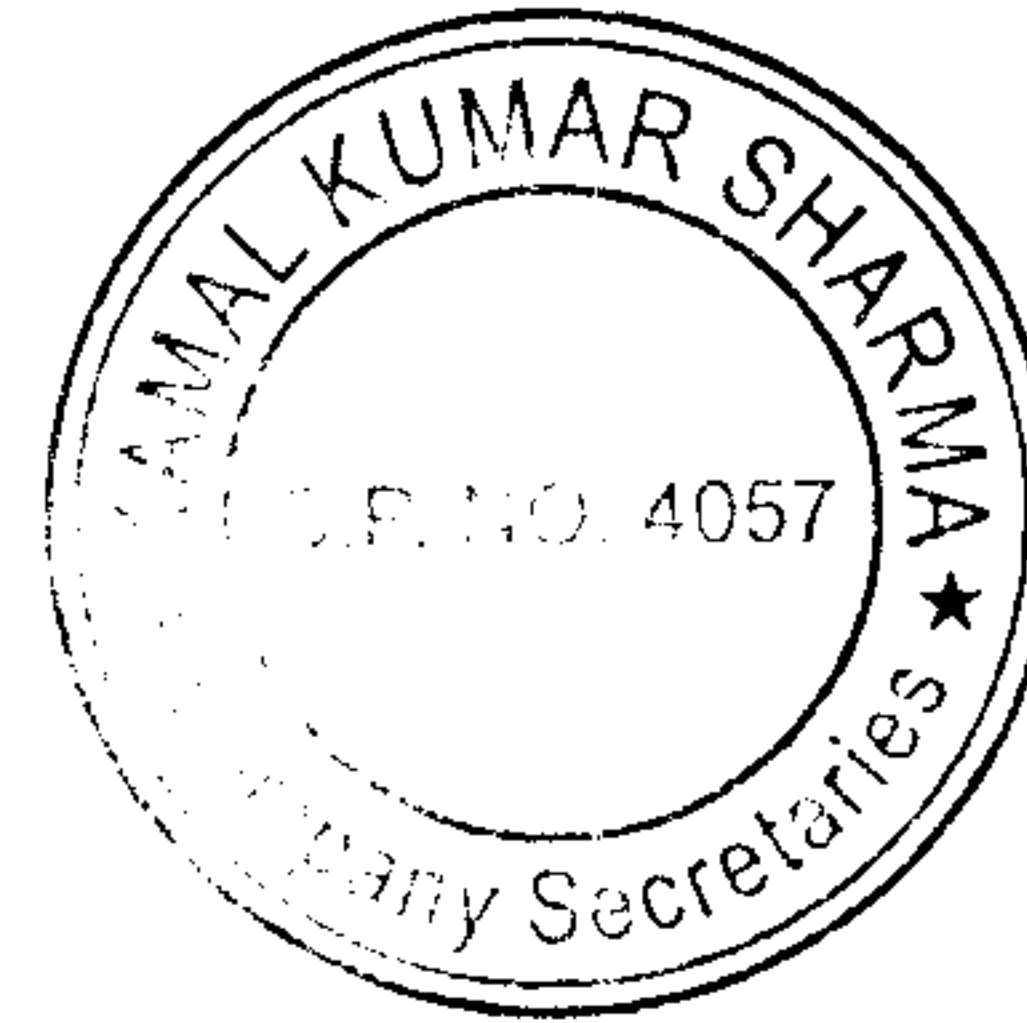
(Company Secretary)

FCS No: 3337

CP No: 4057

Place: Kolkata

Dated: 11th September' 2014.





**Report of Scrutinizer**

To,

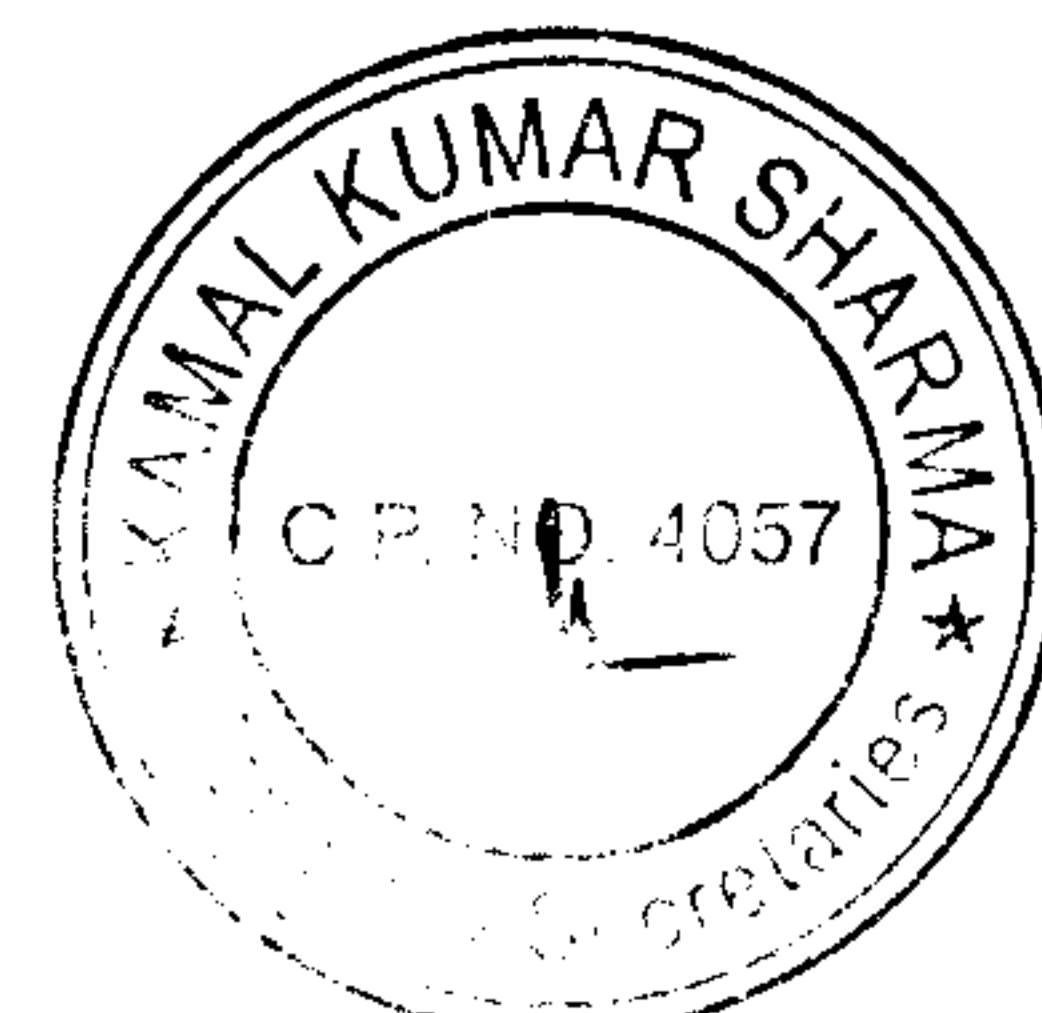
The Chairman

Of Twenty - Third Annual General Meeting of the members of Radiant Financial Services Limited ("the Company"), to be held on Wednesday, 10<sup>th</sup> September, 2014 at 11.30 A.M. at the registered office of the Company at P- 355, Keyatala Road, Kolkata 700029.

Sir,

I, CS. Kamal Kumar Sharma, Practicing Company Secretary (CP NO. 4057), have been appointed as the Scrutinizer as per the letter dated 26<sup>th</sup> July, 2014 issued by the company in terms of clause 35B of the Listing Agreement and provisions of section 108 of the Companies Act, 2013 read with Rule 20(3)(ix) of Companies (Management and Administration) Rules, 2014 for the purpose of voting by electronic means on the below mentioned resolution(s), on agenda as contained in the Notice dated 30<sup>th</sup> June, 2014, submit my report as under

1. Pursuant to section 101,108 of the Act and sub-rule 3(1) of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Notice Convening the Meeting including Statement under section 102 of the Act has been dispatched by Courier and email on 6th August, 2014. The members of the company were given option to vote electronically on e-voting Platform, provided by the National Securities Depository Limited (NSDL).
2. The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper wide circulation and vernacular newspapers on the 8th August, 2014.
3. The e-voting period commenced on Wednesday, 3<sup>rd</sup> September, 2014 at 9.00 a.m. and ended on Friday, 5th September, 2014 at 6.00 p.m.
4. Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on Friday, 5<sup>th</sup> September, 2014 at 6.00 p.m., the NSDL portal was blocked for voting.
5. The votes cast were unblocked in the presence of two witnesses Mr. Manish Singh and Ms. Pallavi Kumari on Saturday, 6<sup>th</sup> September, 2014 at 11.30 a.m.
6. A register has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client id of the shareholders,





number of shares held by them, nominal value of such shares. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights did not arise.

7. Corporate members who have participated in e-voting have provided the scanned copy of the resolution passed by their Board of Directors for authorization.
8. Based on the results made available to me, 15 members have cast their votes on e- Voting platform and I have annexed with this Report the details and analysis of the e- Voting results for each of the eight agenda items contained in the said Notice.
9. A list of equity shareholders who voted "FOR"/"AGAINST" each of the resolutions that were put to vote, were generated from the e-Voting website of the National Securities Depository Limited (NSDL) and based on such report the result of the e-Voting is attached.
- 10 The data sheet relating to e – voting and other related papers/ registers, records and all other relevant records were sealed and handed over to the Chairman of the meeting for Safe Keeping.

Results of the e-Voting are as under:

Agenda No : 1	Type of Resolution: Ordinary
Subject	To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.

Particulars	Number of Member Voted	Number of Votes Contained in e-votes	Percentage of Total
Total Votes casted	15	3632145	100
Assent	15	3632145	100
Dissent	0	0	0
Abstain	0	0	0
Total	15	3632145	100



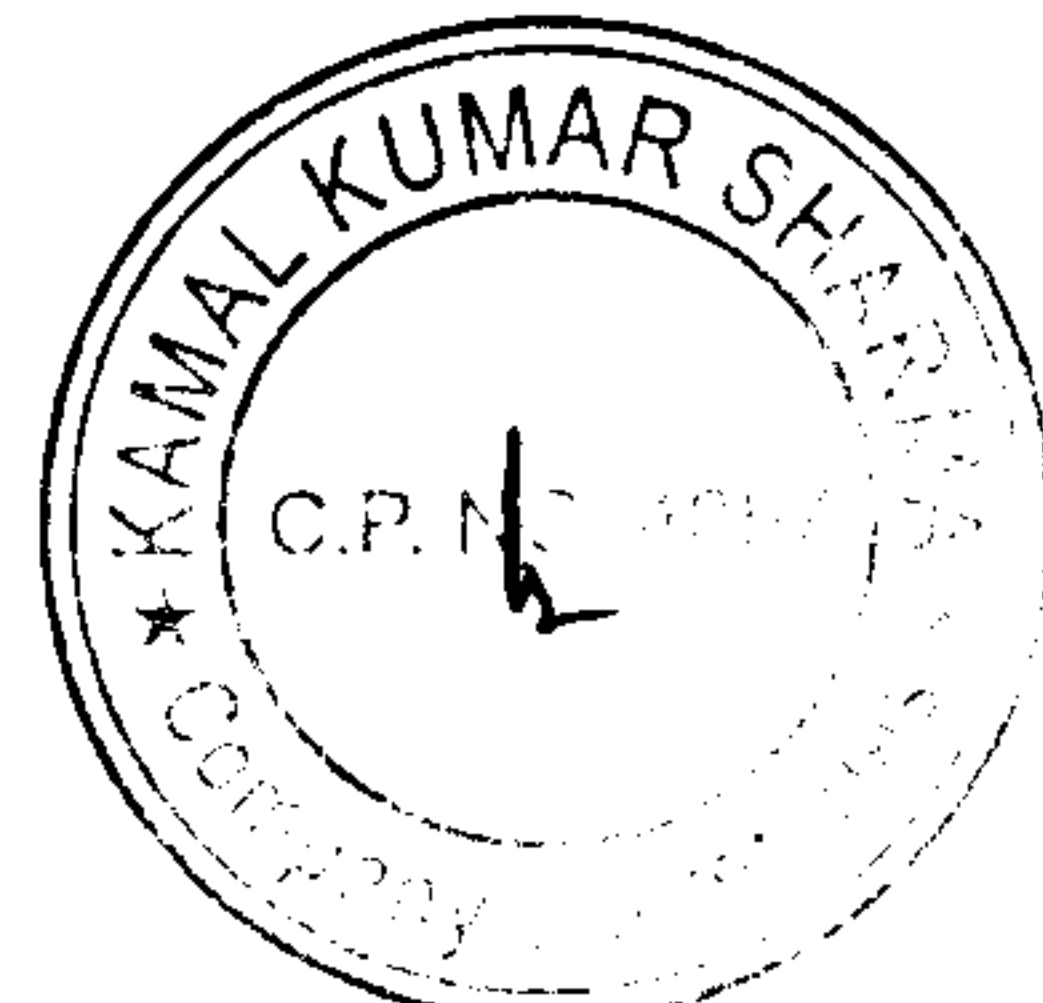


Agenda No : 2	Type of Resolution: Ordinary
Subject	To appoint a Director in place of Mr. Manish Dalmia (holding DIN: 00264752), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

Particulars	Number of Member Voted	Number of Votes Contained in e-votes	Percentage of Total
Total Votes casted	15	3632145	100
Assent	15	3632145	100
Dissent	0	0	0
Abstain	0	0	0
Total	15	3632145	100

Agenda No : 3	Type of Resolution: Ordinary
Subject	To appoint M/s. Kumar Pradeep & Co., Chartered Accountants (FRN: 309009E) as Statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General meeting and fix their remuneration.

Particulars	Number of Member Voted	Number of Votes Contained in e-votes	Percentage of Total
Total Votes casted	15	3632145	100
Assent	15	3632145	100
Dissent	0	0	0
Abstain	0	0	0
Total	15	3632145	100





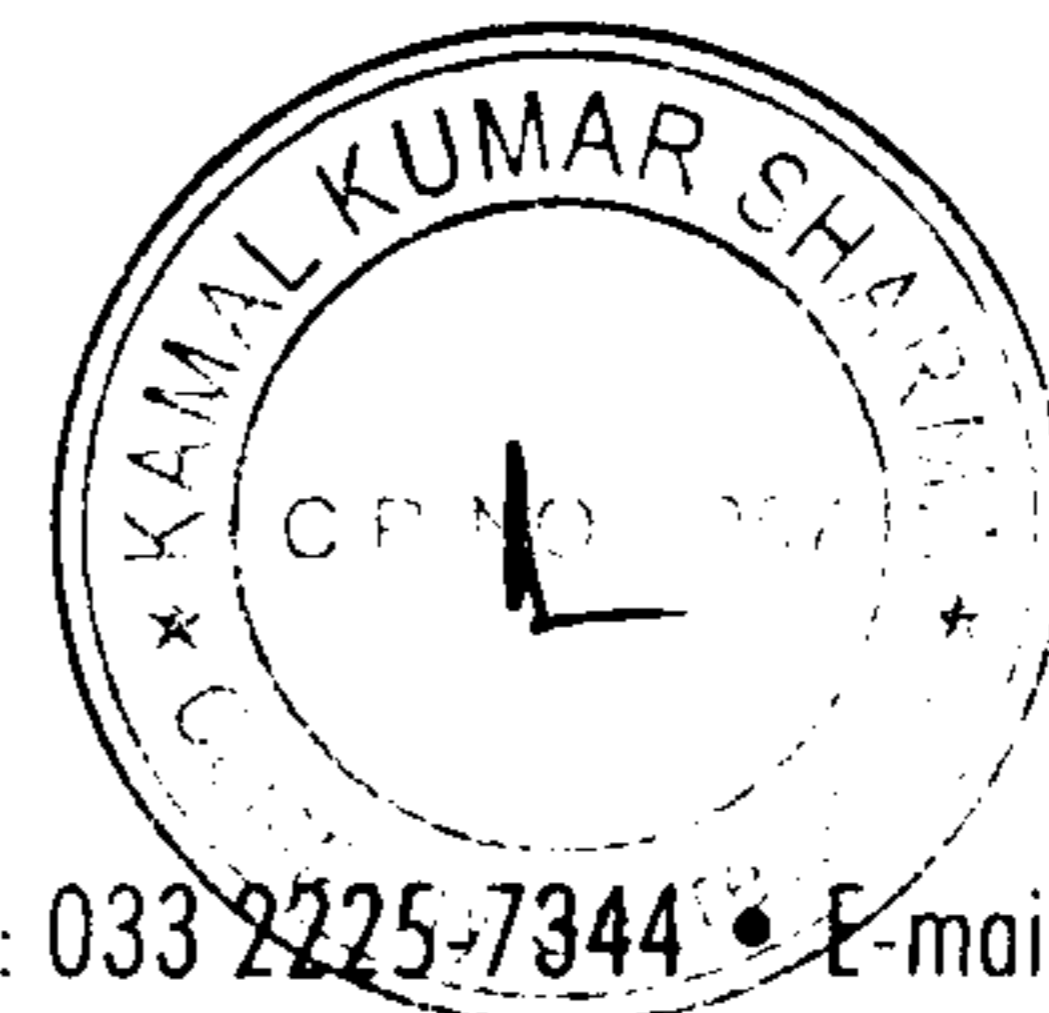


Agenda No : 4	Type of Resolution: Ordinary
Subject	"RESOLVED THAT Mr. Hari Prasad Agrawal (holding DIN: 06889566) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. June 12, 2014 and holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company."

Particulars	Number of Member Voted	Number of Votes Contained in e-votes	Percentage of Total
Total Votes casted	15	3632145	100
Assent	15	3632145	100
Dissent	0	0	0
Abstain	0	0	0
Total	15	3632145	100

Agenda No : 5	Type of Resolution: Ordinary
Subject	"RESOLVED THAT Mrs. Kiran Agarwalla (holding DIN: 06889663), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. June 12, 2014 and holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company."

Particulars	Number of Member Voted	Number of Votes Contained in e-votes	Percentage of Total
Total Votes casted	15	3632145	100
Assent	15	3632145	100
Dissent	0	0	0
Abstain	0	0	0
Total	15	3632145	100

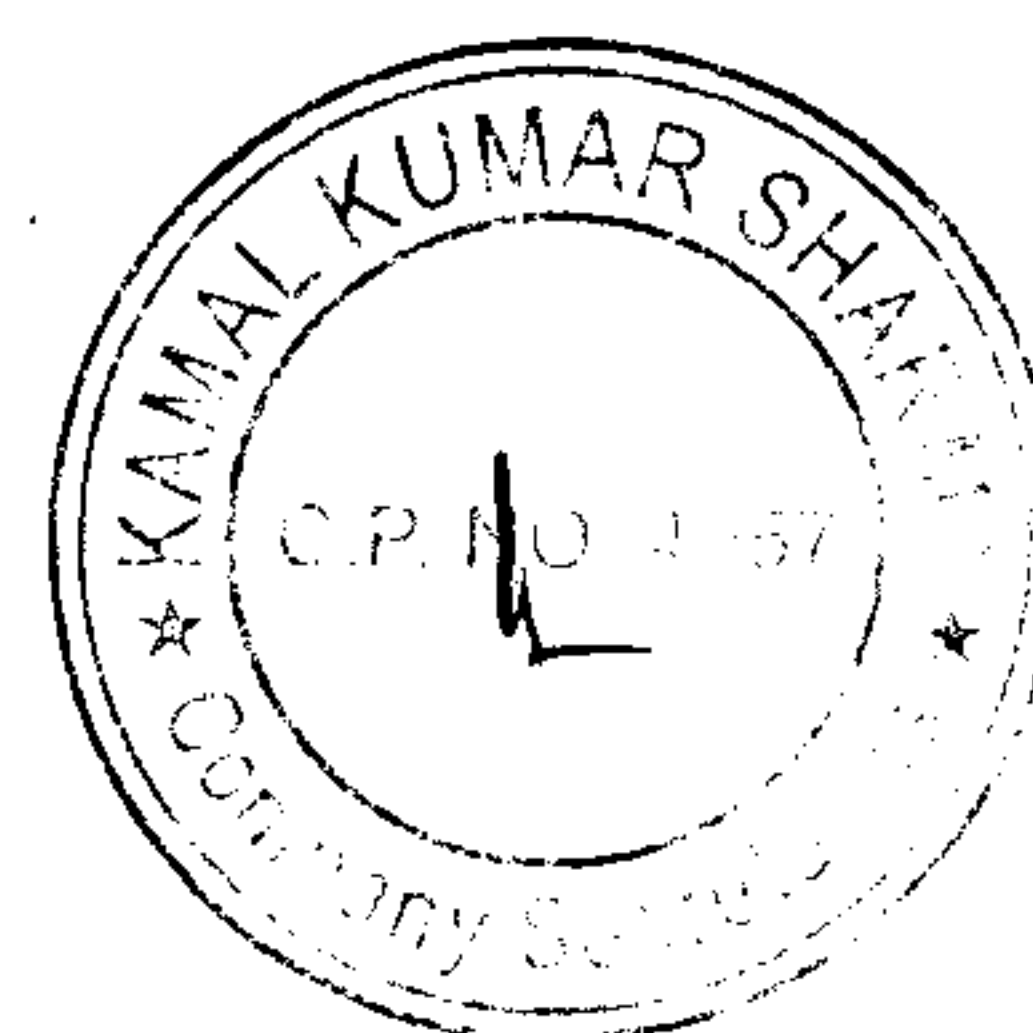




Agenda No : 6	Type of Resolution: Ordinary
Subject	"RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mr. Hari Prasad Agrawal (holding DIN: 06889566) who was appointed as a Director by the Members of the company and has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act, be and is hereby appointed as a Non- Executive Independent Director of the Company, with effect from October 1, 2014 up to September 30, 2019 whose period of office shall not be liable to determination by retirement of directors by rotation."

Particulars	Number of Member Voted	Number of Votes Contained in e-votes	Percentage of Total
Total Votes casted	15	3632145	100
Assent	15	3632145	100
Dissent	0	0	0
Abstain	0	0	0
Total	15	3632145	100

Agenda No : 7	Type of Resolution: Ordinary
Subject	"RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mrs. Kiran Agarwalla (holding DIN: 06889663), who was appointed as a Director by the Members of the company and has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act, be and is hereby appointed as a Non- Executive Independent Director of the Company, with effect from October 1, 2014 up to September 30, 2019 whose period of office shall not be liable to determination by retirement of directors by rotation."

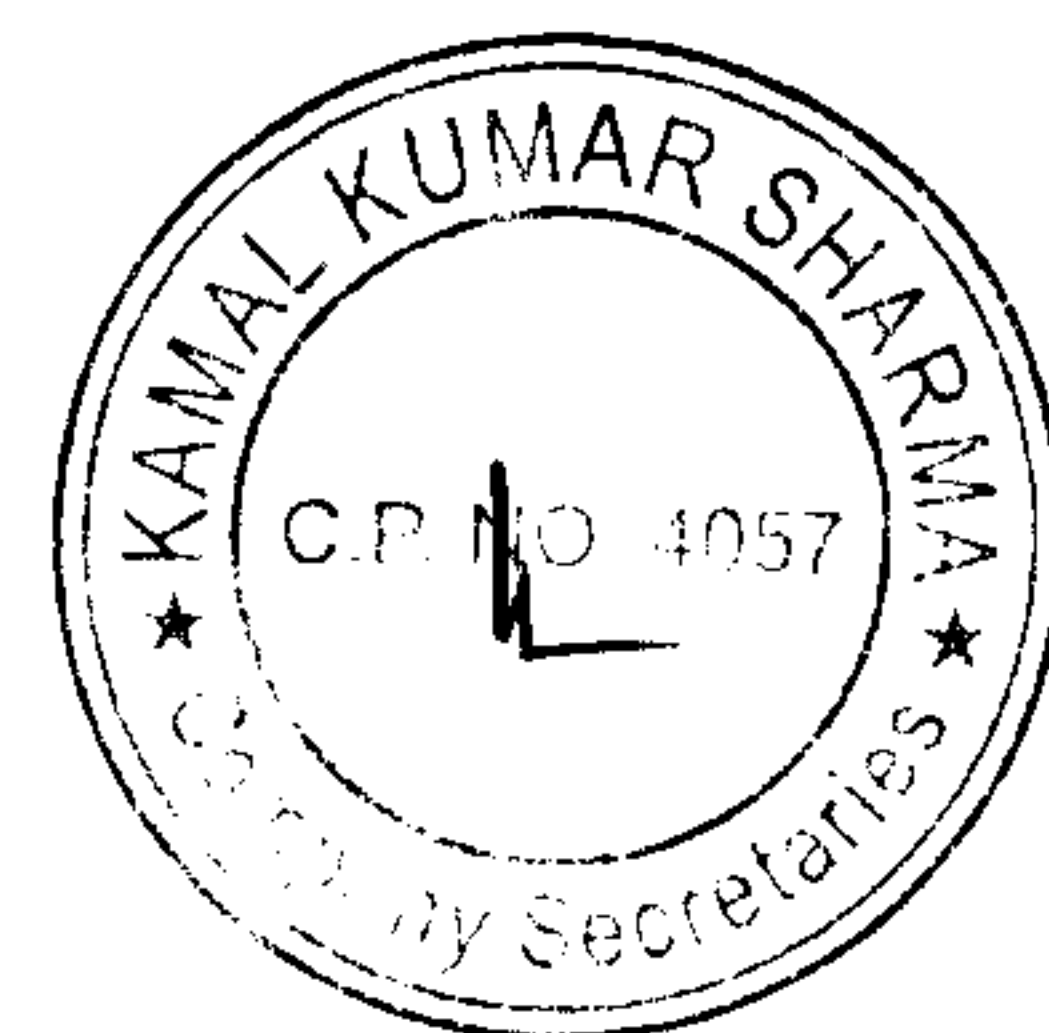




Particulars	Number of Member Voted	Number of Votes Contained in e-votes	Percentage of Total
Total Votes casted	15	3632145	100
Assent	15	3632145	100
Dissent	0	0	0
Abstain	0	0	0
Total	15	3632145	100

Agenda No : 8	Type of Resolution: Ordinary
Subject	"RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mr. Girdhar Didwania (holding DIN: 00264822), a non- executive director of the company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from October 1, 2014 up to September 30, 2019 whose period of office shall not be liable to determination by retirement of directors by rotation."

Particulars	Number of Member Voted	Number of Votes Contained in e-votes	Percentage of Total
Total Votes casted	15	3632145	100
Assent	15	3632145	100
Dissent	0	0	0
Abstain	0	0	0
Total	15	3632145	100





*Kamal Kumar Sharma*  
Company Secretaries

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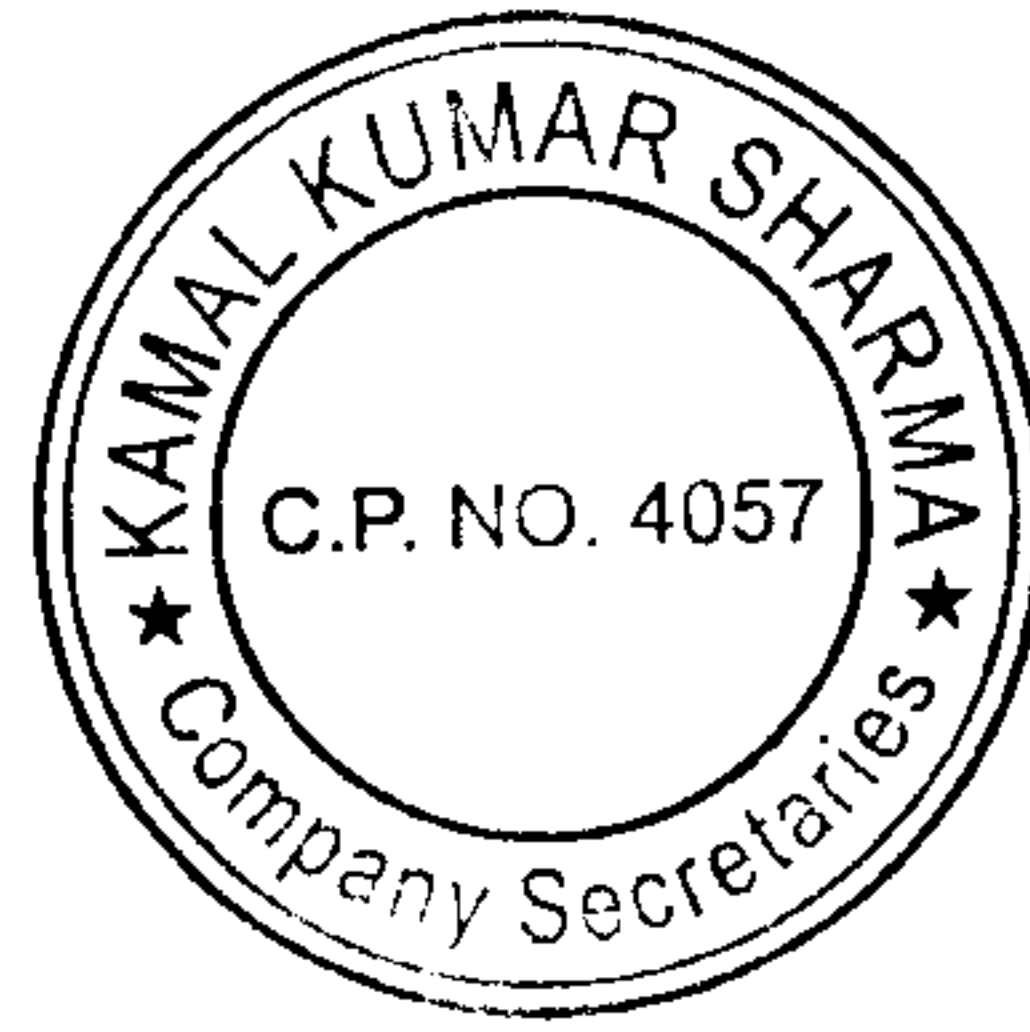
Thanking You,  
Yours faithfully,

*Kamal K. Sharma*

(CS Kamal Kumar Sharma)  
(Company Secretary)  
FCS No.-3337  
CP NO.-4057

Place: Kolkata

Dated: 8<sup>th</sup> September' 2014.





**FORM NO. MGT-13**

**Report of Scrutinizer**

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

To,

The Chairman

Of Twenty - Third Annual General Meeting of the members of Radiant Financial Services Limited, held on Wednesday, 10<sup>th</sup> September, 2014 at 11.30 A.M. at the registered office of the Company at P- 355, Keyatala Road, Kolkata 700029.

Sir,

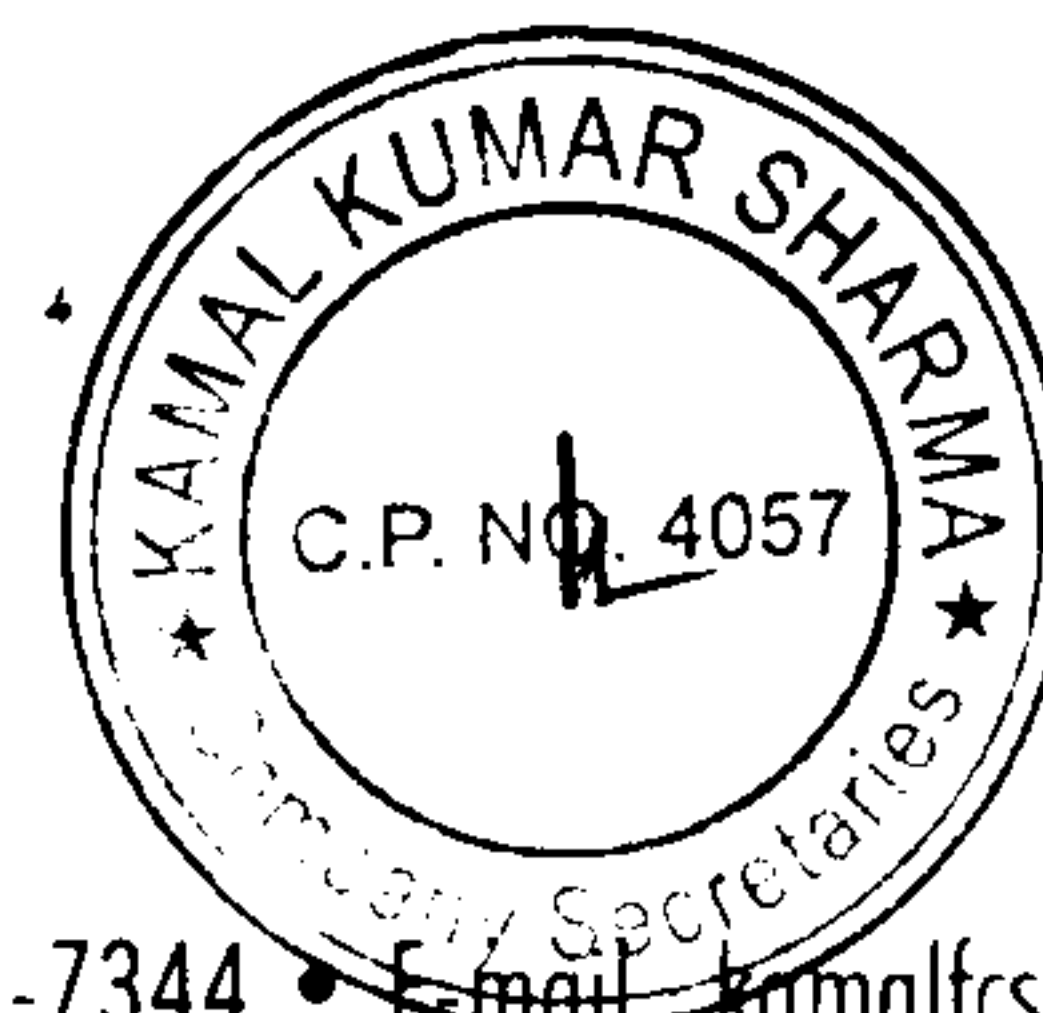
I, CS. Kamal Kumar Sharma, Practicing Company Secretary (CP No. 4057), have been appointed as Scrutinizer as per letter dated 26<sup>th</sup> July, 2014 for the purpose of the poll taken on the below mentioned resolution, at the Twenty - Third Annual General Meeting of the members of Radiant Financial Services Limited, held on Wednesday, 10<sup>th</sup> September, 2014 at the registered office of the Company at P- 355, Keyatala Road, Kolkata 700029, and submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling 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 M/s R & D Infotech Private Limited, the Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.
3. Four poll papers were found invalid.
4. Result of the poll is annexed herewith Resolution - wise.
5. Soft Copy of the list of equity shareholders who have voted "FOR/AGAINST" and those whose votes were declared invalid for each Resolution has been provided to the Chairman of the Company.
6. The Poll papers and all other relevant records were sealed and handed over to the Chairman of the meeting for safe keeping.

The results of the Poll are as under:

Item no 1- Ordinary Resolution

To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the 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
9	310456	100

(ii) Voted in **against** 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
0	0	0

(iii) Invalid votes:

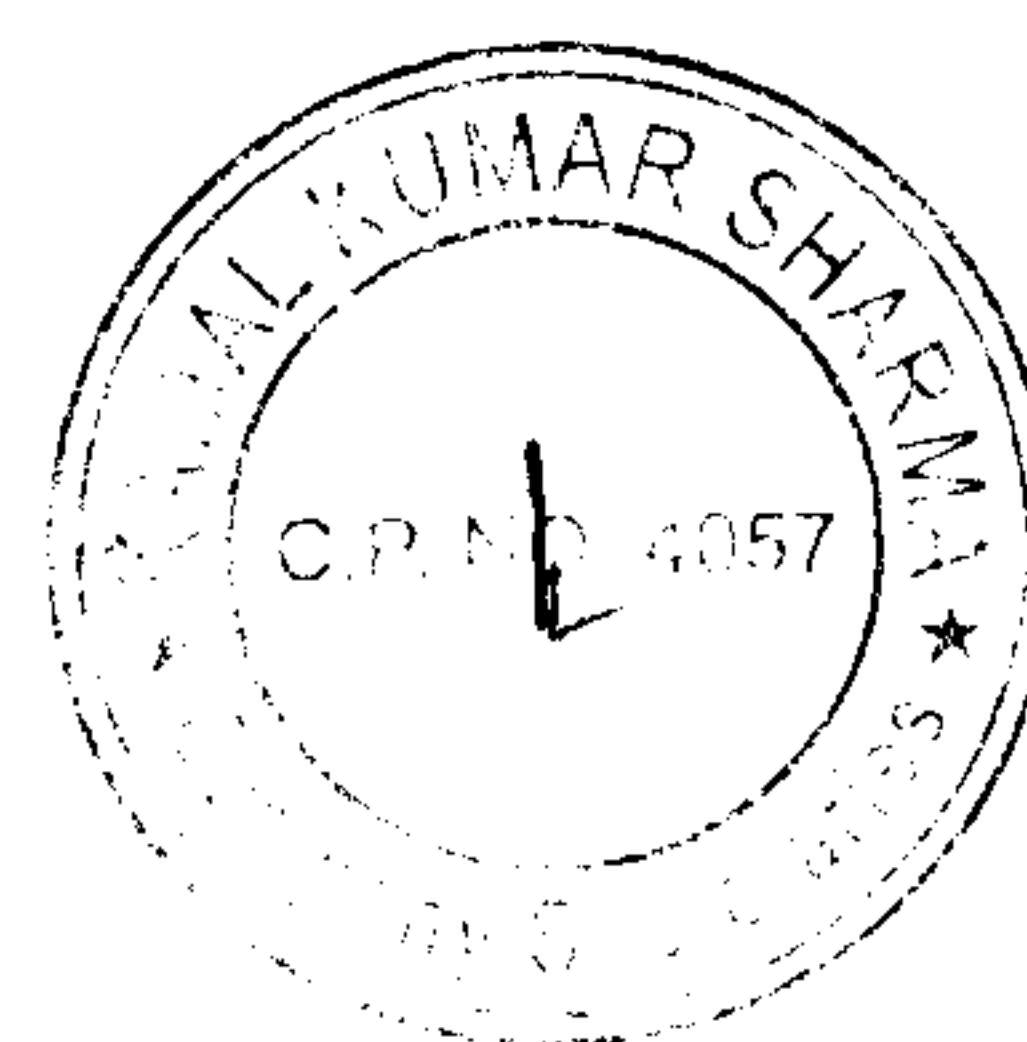
Number of members present and voting (in person or by proxy) Whose votes were declared invalid	Number of votes cast by them	% of total number of valid votes cast
4	264	N.A.

Item no 2- Ordinary Resolution

To appoint a Director in place of Mr. Manish Dalmia (holding DIN: 00264752), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

(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
9	310456	100





(ii) Voted in **against** 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
0	0	0

(iii) Invalid votes:

Number of members present and voting (in person or by proxy) Whose votes were declared invalid	Number of votes cast by them	% of total number of valid votes cast
4	264	N.A.

Item no 3- Ordinary Resolution

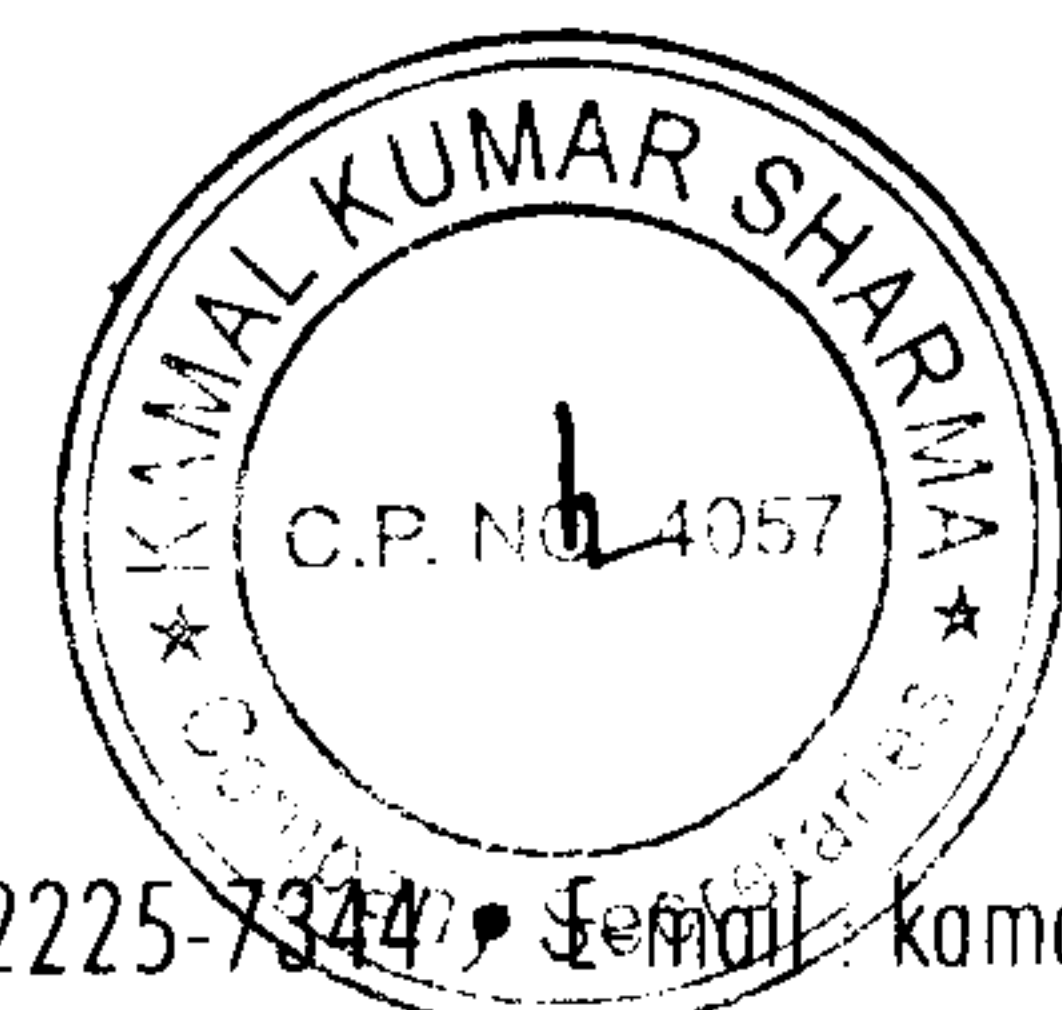
To appoint M/s. Kumar Pradeep & Co., Chartered Accountants (FRN: 309009E) as Statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General meeting and fix their remuneration.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	310456	100

(ii) Voted in **against** 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
0	0	0





(iii) Invalid votes:

Number of members present and voting (in person or by proxy) Whose votes were declared invalid	Number of votes cast by them	% of total number of valid votes cast
4	264	N.A.

Item no 4- Special Business - Ordinary Resolution

“RESOLVED THAT Mr. Hari Prasad Agrawal (holding DIN: 06889566) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. June 12, 2014 and holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as Director of the Company.”

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

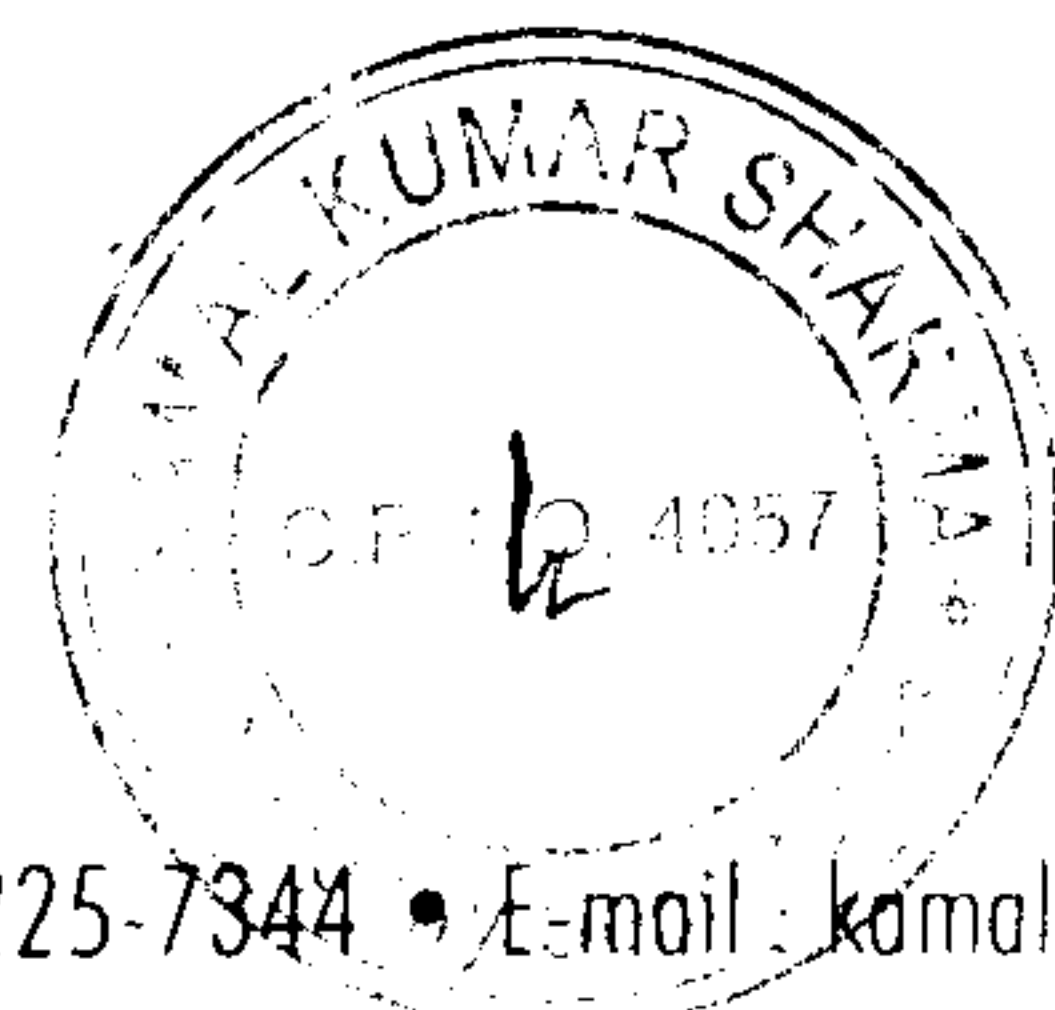
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	310456	100

(ii) Voted in **against** 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
0	0	0

(iii) Invalid votes:

Number of members present and voting (in person or by proxy) Whose votes were declared invalid	Number of votes cast by them	% of total number of valid votes cast
4	264	N.A.







Item no 5- Special Business - Ordinary Resolution

"RESOLVED THAT Mrs. Kiran Agarwalla (holding DIN: 06889663), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. June 12, 2014 and holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director under section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company."

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
9	310456	100

(ii) Voted in **against** 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
0	0	0

(iii) Invalid votes:

Number of members present and voting (in person or by proxy) Whose votes were declared invalid	Number of votes cast by them	% of total number of valid votes cast
4	264	N.A.

Item no 6- Special Business - Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mr. Hari Prasad Agrawal (holding DIN: 06889566) who was appointed as a Director by the Members of the company and has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company, with effect from October 1, 2014 up to September 30, 2019 whose period of office shall not be liable to determination by retirement of directors 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
9	310456	100

(ii) Voted in **against** 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
0	0	0

(iii) Invalid votes:

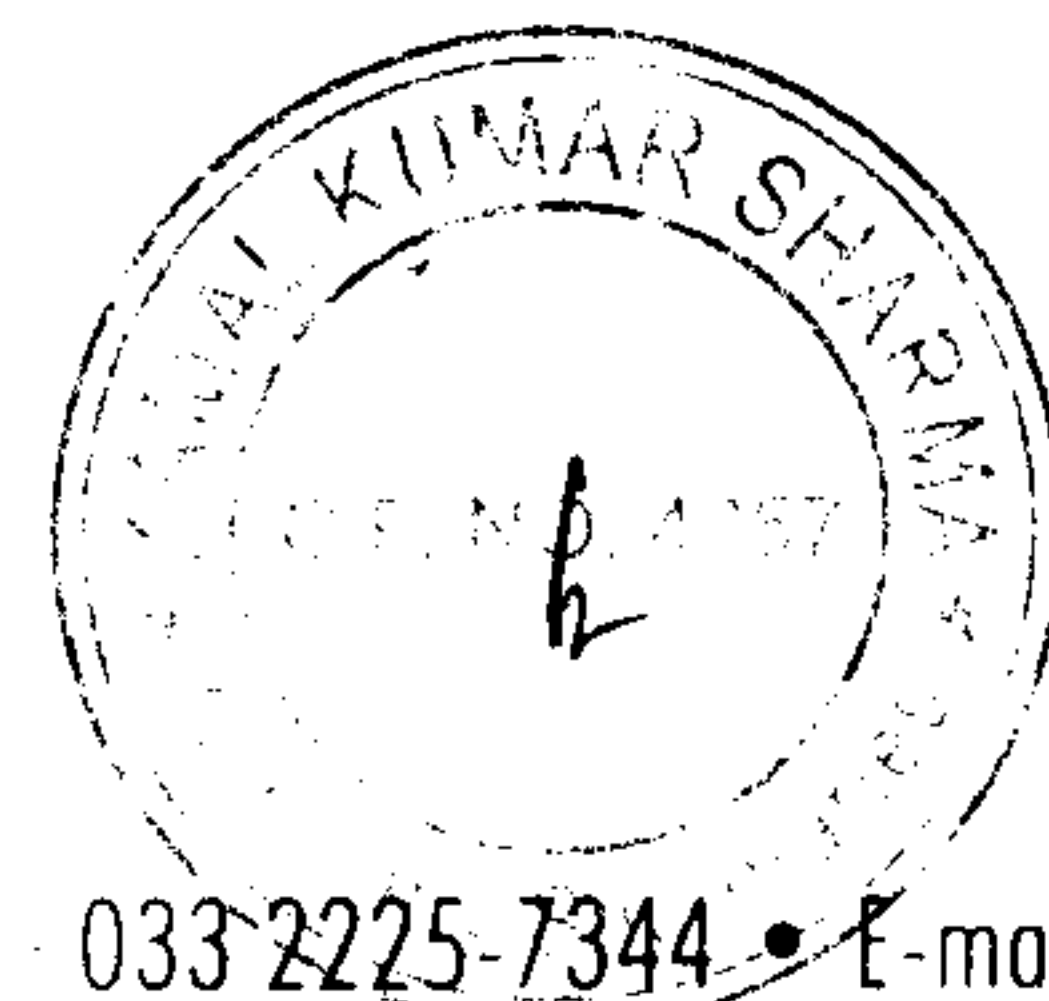
Number of members present and voting (in person or by proxy) Whose votes were declared invalid	Number of votes cast by them	% of total number of valid votes cast
4	264	N.A.

Item no 7- Special Business - Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mrs. Kiran Agarwalla (holding DIN: 06889663), who was appointed as a Director by the Members of the company and has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act, be and is hereby appointed as a Non- Executive Independent Director of the Company, with effect from October 1, 2014 up to September 30, 2019 whose period of office shall not be liable to determination by retirement of directors 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
9	310456	100





(ii) Voted in **against** 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
0	0	0

(iii) Invalid votes:

Number of members present and voting (in person or by proxy) Whose votes were declared invalid	Number of votes cast by them	% of total number of valid votes cast
4	264	N.A.

Item no 8- Special Business - Ordinary Resolution

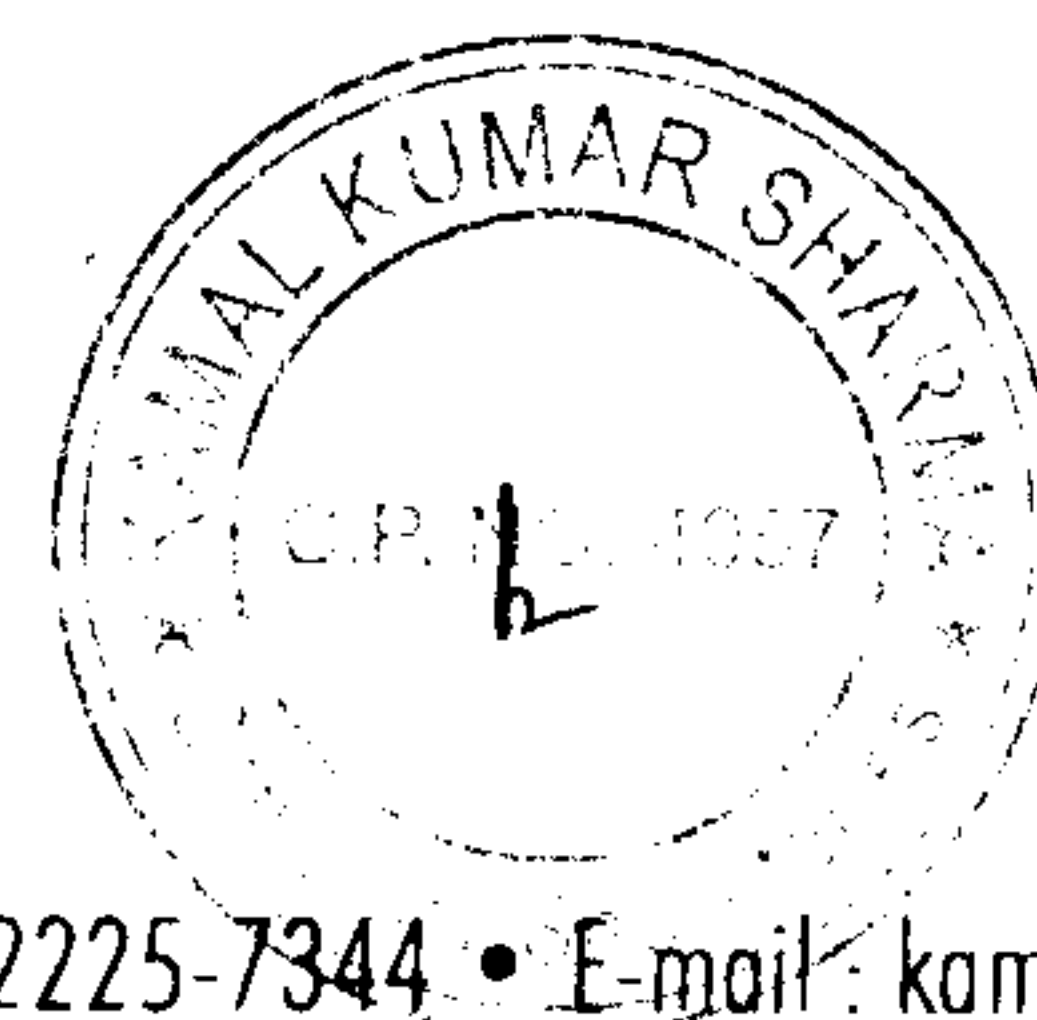
"RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder read with Schedule IV to the Act, as amended from time to time, Mr. Girdhar Didwania (holding DIN: 00264822), a non- executive director of the company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from October 1, 2014 up to September 30, 2019 whose period of office shall not be liable to determination by retirement of directors 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
9	310456	100

(ii) Voted in **against** 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
0	0	0





(iii) Invalid votes:

Number of members present and voting (in person or by proxy) Whose votes were declared invalid	Number of votes cast by them	% of total number of valid votes cast
4	264	N.A.

Thanking You  
Yours Faithfully,

*Kamal K. Sharma*

(CS Kamal Kumar Sharma)  
(Company Secretary)  
FCS NO: 3337  
CP NO. 4057



Place: Kolkata  
Dated: 11<sup>th</sup> September' 2014