



# BARAK VALLEY CEMENTS LTD.

281, Deepali, Pitam Pura, Delhi-34 Tel. : +91-11-27033828 / 829 Fax : +91-11-27033830

E-mail : delhi@barakcement.com • Website : www.barakcement.com



CIN:L01403AS1999PLC005741

## DETAILS OF VOTING RESULTS AS PER CLAUSE

### 35A

S. No.	Particulars	Details
1	Date of AGM	08th September, 2014
2	Total number of shareholders on record date	7205
3	No. of Shareholders present in the meeting either in person or through proxy:	45
	Promoters and Promoter Group:	21
	Public:	24
4	No. of Shareholders attended the meeting through Video Conferencing	Not Arranged
	Promoters and Promoter Group:	
	Public:	

### AGENDA WISE

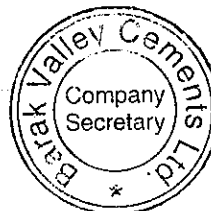
#### In case of Poll/E- voting:

The mode of voting for all resolutions was e-voting and poll conducted at the meeting

#### RESOLUTION NO. 1: ORDINARY RESOLUTION

To consider and adopt the audited Balance Sheet of the Company as at 31st March, 2014 and Profit and Loss A/c for the year ended on that date together with the Report of the Directors and Auditors thereon.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	13,080,521.00	11,127,521.00	85.07	11,127,521.00	-	100.00	-
Public-Institutional holders	-	-	-	-	-	-	-
Public-Others	9,079,479.00	2,308,070.00	25.42	2,307,805.00	265.00	99.99	0.01
<b>Total</b>	<b>22,160,000.00</b>	<b>13,435,591.00</b>	<b>60.63</b>	<b>13,435,326.00</b>	<b>265.00</b>	<b>100.00</b>	<b>0.00</b>



*T. Karan Jangra*

**RESOLUTION NO. 2: ORDINARY RESOLUTION**  
reappointment

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes-in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*1 00	% of Votes against on votes polled (7)=[(5)/(2)]*1 00
Promoter and Promoter Group	13,080,521.00	7,230,140.00	55.27	7,230,140.00	-	100.00	-
Public-Institutional holders	-	-	-	-	-	-	-
Public-Others	9,079,479.00	2,308,055.00	25.42	2,307,785.00	270.00	99.99	0.01
<b>Total</b>	<b>22,160,000.00</b>	<b>9,538,195.00</b>	<b>43.04</b>	<b>9,537,925.00</b>	<b>270.00</b>	<b>100.00</b>	<b>0.00</b>

**RESOLUTION NO. 3: ORDINARY RESOLUTION**

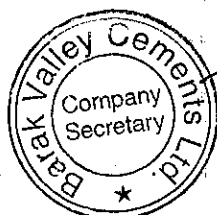
To appoint a Director in place of Sh. Prahlad Rai Chamaria (DIN: 00037589), who retires by rotation and being eligible, offers himself for reappointment.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes-in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*1 00	% of Votes against on votes polled (7)=[(5)/(2)]*1 00
Promoter and Promoter Group	13,080,521.00	8,285,721.00	63.34	8,285,721.00	-	100.00	-
Public-Institutional holders	-	-	-	-	-	-	-
Public-Others	9,079,479.00	2,308,449.00	25.42	2,307,785.00	664.00	99.97	0.03
<b>Total</b>	<b>22,160,000.00</b>	<b>10,594,170.00</b>	<b>47.81</b>	<b>10,593,506.00</b>	<b>664.00</b>	<b>99.99</b>	<b>0.01</b>

**RESOLUTION NO. 4: ORDINARY RESOLUTION**

Appointment of M/s Kumar Vijay Gupta & Co., Chartered Accountants (Firm Registration No. 007814-N) as Statutory Auditors of the Company and fixing their remuneration.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes-in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*1 00	% of Votes against on votes polled (7)=[(5)/(2)]*1 00
Promoter and Promoter Group	13,080,521.00	11,127,521.00	85.07	11,127,521.00	-	100.00	-
Public-Institutional holders	-	-	-	-	-	-	-
Public-Others	9,079,479.00	2,308,449.00	25.42	2,307,785.00	664.00	99.97	0.03
<b>Total</b>	<b>22,160,000.00</b>	<b>13,435,970.00</b>	<b>60.63</b>	<b>13,435,306.00</b>	<b>664.00</b>	<b>100.00</b>	<b>0.00</b>



*TKL* *Jain*

**RESOLUTION NO. 5: ORDINARY RESOLUTION**

Appointment of Smt. Renu Kejriwal (DIN: 06768299) as an Independent Director of the Company.

Promoter /Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes-in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*1 00	% of Votes against on votes polled (7)=[(5)/(2)]*1 00
Promoter and Promoter Group	13,080,521.00	11,127,521.00	85.07	11,127,521.00	-	100.00	-
Public-Insitutional holders	-	-	-	-	-	-	-
Public-Others	9,079,479.00	2,308,060.00	25.42	2,307,785.00	275.00	99.99	0.01
<b>Total</b>	<b>22,160,000.00</b>	<b>13,435,581.00</b>	<b>60.63</b>	<b>13,435,306.00</b>	<b>275.00</b>	<b>100.00</b>	<b>0.00</b>

**RESOLUTION NO. 6: SPECIAL RESOLUTION**

Re-appointment of Sh. Kamakhya Chamaria (DIN:00612581) as a Managing Director of the Company designated as Key Managerial Personnel for a period of three years effective from 30th September, 2014

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes-in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*1 00	% of Votes against on votes polled (7)=[(5)/(2)]*1 00
Promoter and Promoter Group	13,080,521.00	8,525,721.00	65.18	8,525,721.00	-	100.00	-
Public-Insitutional holders	-	-	-	-	-	-	-
Public-Others	9,079,479.00	1,966,445.00	21.66	1,966,185.00	260.00	99.99	0.01
<b>Total</b>	<b>22,160,000.00</b>	<b>10,492,166.00</b>	<b>47.35</b>	<b>10,491,906.00</b>	<b>260.00</b>	<b>100.00</b>	<b>0.00</b>

**RESOLUTION NO. 7: SPECIAL RESOLUTION**

Re-appointment of Sh. Bijay Kumar Garodia (DIN:00044379) as a Whole Time Director of the Company designated as Key Managerial Personnel for a period of three years effective from 1st June, 2014.

Promoter /Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes-in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*1 00	% of Votes against on votes polled (7)=[(5)/(2)]*1 00
Promoter and Promoter Group	13,080,521.00	7,388,571.00	56.49	7,388,571.00	-	100.00	-
Public-Insitutional holders	-	-	-	-	-	-	-
Public-Others	9,079,479.00	2,308,035.00	25.42	2,307,785.00	250.00	99.99	0.01
<b>Total</b>	<b>22,160,000.00</b>	<b>9,696,606.00</b>	<b>43.76</b>	<b>9,696,356.00</b>	<b>250.00</b>	<b>100.00</b>	<b>0.00</b>



*Tejvan Jankar*

**RESOLUTION NO. 8: SPECIAL RESOLUTION**

Re-appointment of Sh. Santosh Kumar Bajaj (DIN:00045759) as a Whole Time Director of the Company designated as Key Managerial Personnel for a period of three years effective from 30th September, 2014.

Promoter /Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes-in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*1 00	% of Votes against on votes polled (7)=[(5)/(2)]*1 00
Promoter and Promoter Group	13,080,521.00	5,379,221.00	41.12	5,379,221.00	-	100.00	-
Public-Insitutional holders	-	-	-	-	-	-	-
Public-Others	9,079,479.00	2,308,035.00	25.42	2,307,785.00	250.00	99.99	0.01
<b>Total (B)</b>	<b>22,160,000.00</b>	<b>7,687,256.00</b>	<b>34.69</b>	<b>7,687,006.00</b>	<b>250.00</b>	<b>100.00</b>	<b>0.00</b>

**RESOLUTION NO. 9: SPECIAL RESOLUTION**

Re-appointment of Sh. Brahm Prakash Bakshi (DIN:00129132) as an Independent Director of the Company.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes-in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*1 00	% of Votes against on votes polled (7)=[(5)/(2)]*1 00
Promoter and Promoter Group	13,080,521.00	11,127,521.00	85.07	11,127,521.00	-	100.00	-
Public-Insitutional holders	-	-	-	-	-	-	-
Public-Others	9,079,479.00	2,305,569.00	25.39	2,305,305.00	264.00	99.99	0.01
<b>Total</b>	<b>22,160,000.00</b>	<b>13,433,090.00</b>	<b>60.62</b>	<b>13,432,826.00</b>	<b>264.00</b>	<b>100.00</b>	<b>0.00</b>

**RESOLUTION NO. 10: SPECIAL RESOLUTION**

Re-appointment of Dr. Dhanpat Ram Agarwal (DIN:00322861) as an Independent Director of the Company

Promoter /Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes-in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*1 00	% of Votes against on votes polled (7)=[(5)/(2)]*1 00
Promoter and Promoter Group	13,080,521.00	11,127,521.00	85.07	11,127,521.00	-	100.00	-
Public-Insitutional holders	-	-	-	-	-	-	-
Public-Others	9,079,479.00	2,308,069.00	25.42	2,307,805.00	264.00	99.99	0.01
<b>Total</b>	<b>22,160,000.00</b>	<b>13,435,590.00</b>	<b>60.63</b>	<b>13,435,326.00</b>	<b>264.00</b>	<b>100.00</b>	<b>0.00</b>



*T. L. ...*

**RESOLUTION NO. 11: SPECIAL RESOLUTION**

Re-appointment of Sh. Vishal More (DIN:01513638) as an Independent Director of the Company.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes-in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*1 00	% of Votes against on votes polled (7)=[(5)/(2)]*1 00
Promoter and Promoter Group	13,080,521.00	11,127,521.00	85.07	11,127,521.00	-	100.00	-
Public-Insitutional holders	-	-	-	-	-	-	-
Public-Others	9,079,479.00	2,308,069.00	25.42	2,307,805.00	264.00	99.99	0.01
<b>Total</b>	<b>22,160,000.00</b>	<b>13,435,590.00</b>	<b>60.63</b>	<b>13,435,326.00</b>	<b>264.00</b>	<b>100.00</b>	<b>0.00</b>

**RESOLUTION NO. 12: SPECIAL RESOLUTION**

Re-appointment of Sh. Ramesh Chandra Bajaj (DIN: 01054099) as an Independent Director of the Company

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes-in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*1 00	% of Votes against on votes polled (7)=[(5)/(2)]*1 00
Promoter and Promoter Group	13,080,521.00	11,127,521.00	85.07	11,127,521.00	-	100.00	-
Public-Insitutional holders	-	-	-	-	-	-	-
Public-Others	9,079,479.00	2,308,069.00	25.42	2,307,805.00	264.00	99.99	0.01
<b>Total</b>	<b>22,160,000.00</b>	<b>13,435,590.00</b>	<b>60.63</b>	<b>13,435,326.00</b>	<b>264.00</b>	<b>100.00</b>	<b>0.00</b>

**RESOLUTION NO. 13: ORDINARY RESOLUTION**

Ratification and approval of cost Auditor's Remuneration.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes-in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*1 00	% of Votes against on votes polled (7)=[(5)/(2)]*1 00
Promoter and Promoter Group	13,080,521.00	11,127,521.00	85.07	11,127,521.00	-	100.00	-
Public-Insitutional holders	-	-	-	-	-	-	-
Public-Others	9,079,479.00	2,308,069.00	25.42	2,307,805.00	264.00	99.99	0.01
<b>Total</b>	<b>22,160,000.00</b>	<b>13,435,590.00</b>	<b>60.63</b>	<b>13,435,326.00</b>	<b>264.00</b>	<b>100.00</b>	<b>0.00</b>



T. K. Jaiswal

**RESOLUTION NO. 14: SPECIAL RESOLUTION**

Approve the limit under the provisions of Section 180(1)(a) of the Companies Act, 2013.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes-in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*1 00	% of Votes against on votes polled (7)=[(5)/(2)]*1 00
Promoter and Promoter Group	13,080,521.00	11,127,521.00	85.07	11,127,521.00	-	100.00	-
Public-Insitutional holders	-	-	-	-	-	-	-
Public-Others	9,079,479.00	2,308,069.00	25.42	2,307,805.00	264.00	99.99	0.01
<b>Total</b>	<b>22,160,000.00</b>	<b>13,435,590.00</b>	<b>60.63</b>	<b>13,435,326.00</b>	<b>264.00</b>	<b>100.00</b>	<b>0.00</b>

**RESOLUTION NO. 15: SPECIAL RESOLUTION**

Approve the borrowing limit of the company under the provisions of section 180(1) (c) of the companies act, 2013.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes-in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*1 00	% of Votes against on votes polled (7)=[(5)/(2)]*1 00
Promoter and Promoter Group	13,080,521.00	11,127,521.00	85.07	11,127,521.00	-	100.00	-
Public-Insitutional holders	-	-	-	-	-	-	-
Public-Others	9,079,479.00	2,308,069.00	25.42	2,307,805.00	264.00	99.99	0.01
<b>Total</b>	<b>22,160,000.00</b>	<b>13,435,590.00</b>	<b>60.63</b>	<b>13,435,326.00</b>	<b>264.00</b>	<b>100.00</b>	<b>0.00</b>



*T. L. Jaiswal*

**Scrutinizer's Report On E-Voting Carried Out For Barak Valley Cements Limited**  
(Pursuant to section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies  
(Management and Administration) Rules, 2014

05<sup>th</sup> September, 2014

To,  
The Chairman of 15<sup>th</sup> Annual General Meeting of the members  
of Barak Valley Cements Limited to be held on the 8<sup>th</sup> day of September, 2014 at 12:30 P.M.  
at 202, Royal View B.K. Kakoti Road, Guwahati, Assam-781007

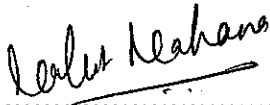
Dear Sir,

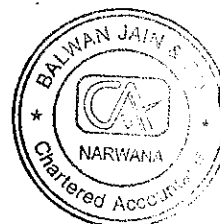
Re: Scrutinizer's Report on voting through electronic means in terms of Section 108 of the  
Companies Act, 2013 read with Rule 20(3)(xi) of the Companies (Management and  
Administration) Rules, 2014

I, Balwan Jain, Proprietor of M/s. Balwan Jain & Co., Chartered Accountant firm having its registered office at 243/5, Canal road, Near Patram Rice Mill, Narwana-126116(Haryana), have been appointed by the Board of Directors of Barak Valley Cements limited ("the company") as Scrutinizer for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e- Voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies(Management and Administration) Rules, 2014 on the below mentioned resolution(s), at the 15<sup>th</sup> Annual General Meeting of the Equity Shareholders of Barak Valley Cements Limited, to be held on 8<sup>th</sup> day of September, 2014 at 12:30 P.M. at 202, Royal View B.K. kakoti road, Guwahati, Assam-781007. We submit our report as under:

1. The members of the Company as on the cut-off date i.e. 01<sup>st</sup> August, 2014 were entitled to vote on the proposed resolutions (Item No. 1 to 15 as set out in the notice of the 15<sup>th</sup> AGM of the company.
2. The e-voting period commenced on Tuesday, 2<sup>nd</sup> September, 2014 (9:00 A.M.) and ended on Thursday, 04<sup>th</sup> September, 2014(6:00 P.M.).
3. Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on 04<sup>th</sup> September, 2014 at 6:00 P.M., the NSDL portal was blocked for voting.
4. The votes cast were unblocked on Thursday, 4<sup>th</sup> September, 2014 around 7:00 P.M., in presence of two witness, Mr. Ashish Soni (Address: 282, Deepali, Pitampura, New Delhi-110034 ) and Mr. Mohit Mahana (Address: E-19, 83-84, 3<sup>rd</sup> Floor, Sector-3, Rohini, Delhi-110085) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
.....  
(Name: Ashish Soni)

  
.....  
(Name: Mohit Mahana)



5. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of National Securities Depository Limited(<https://www.evoting.nsdl.com/>)-Annexure-A
6. The 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 and nominal value of such shares. There were no shares with differential voting rights in the Company; hence there is no requirement of maintain of the list of shares with differential voting rights.
7. The result of the e-voting is as under:
- a.) **Resolution 1-** To receive, consider, approve and adopt the audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2014 and the Statement of Profit and Loss for the year ended on that date together with the Report of the Board of Directors and the Auditors thereon.

(i) Voted in favour of the resolution:

Number of Members Voted through Electronic voting System	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
20	37,55,440	99.9996%

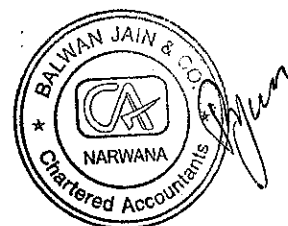
(ii) Voted against the resolution:

Number of Members Voted through Electronic voting System	Number of Votes Cast in against of the resolution	% of total number of valid votes cast
1	15	0.0004%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

- b) **Resolution 2** - To appoint a Director in place of Sh. Mahendra Kumar Agarwal (DIN: 00044343), who retires by rotation and being eligible, offers himself for reappointment.





(i) Voted in favour of the resolution:

Number of Members Voted through Electronic voting System	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
18	19,78,120	99.9989%

(ii) Voted in against of the resolution:

Number of Members Voted through Electronic voting System	Number of Votes Cast in against of the resolution	% of total number of valid votes cast
1	20	0.0010%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

C) **Resolution 3** - To appoint a Director in place of Sh. Prahlad Rai Chamaria (DIN: 00037589), who retires by rotation and being eligible, offers himself for reappointment.

(i) Voted in favour of the resolution:

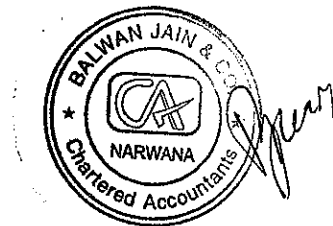
Number of Members Voted through Electronic voting System	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
18	17,28,120	99.9790%

(ii) Voted in against of the resolution:

Number of Members Voted through Electronic voting System	Number of Votes Cast in against of the resolution	% of total number of valid votes cast
1	414	0.0209%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	2,50,000



D) **Resolution 4** - Appointment of M/s Kumar Vijay Gupta & Co., Chartered Accountants (Firm Registration No. 007814-N) as Statutory Auditors of the Company and fixing their remuneration.

(i) Voted in favour of the resolution:

Number of Members Voted through Electronic voting System	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
19	37,55,420	99.9889%

(ii) Voted in against of the resolution:

Number of Members Voted through Electronic voting System	Number of Votes Cast in against of the resolution	% of total number of valid votes cast
1	414	0.0110%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

E) **Resolution 5**- Appointment of Smt. Renu Kejriwal (DIN: 06768299) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

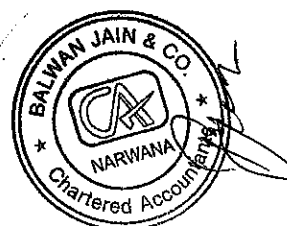
Number of Members Voted through Electronic voting System	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
19	37,55,420	99.9993%

(ii) Voted in against of the resolution:

Number of Members Voted through Electronic voting System	Number of Votes Cast in against of the resolution	% of total number of valid votes cast
1	25	0.0006%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.



**F) Resolution No. 6-** Re-appointment of Sh. Kamakhya Chamaria (DIN:00612581) as a Managing Director of the Company designated as Key Managerial Personnel for a period of three years effective from 30th September, 2014.

(i) Voted in favour of the resolution:

Number of Members Voted through Electronic voting System	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
15	1416420	99.9992%

(ii) Voted in against of the resolution:

Number of Members Voted through Electronic voting System	Number of Votes Cast in against of the resolution	% of total number of valid votes cast
1	10	0.0007%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

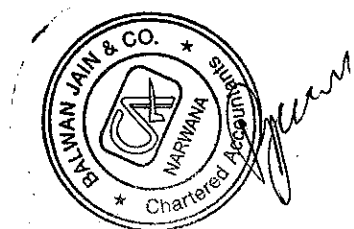
**G) Resolution No.7.-** Re-appointment of Sh. Bijay Kumar Garodia (DIN:00044379) as a Whole Time Director of the Company designated as Key Managerial Personnel for a period of three years effective from 1<sup>st</sup> June, 2014.

(i) Voted in favour of the resolution:

Number of Members Voted through Electronic voting System	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
18	19,78,120	100.00%

(ii) Voted in against of the resolution:

Number of Members Voted through Electronic voting System	Number of Votes Cast in against of the resolution	% of total number of valid votes cast
0	0	0.00%



(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

**H) Resolution No. 8-** Re-appointment of Sh. Santosh Kumar Bajaj (DIN:00045759) as a Whole Time Director of the Company designated as Key Managerial Personnel for a period of three years effective from 30th September, 2014.

(i) Voted in favour of the resolution:

Number of Members Voted through Electronic voting System	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
18	19,78,120	100.00%

(ii) Voted in against of the resolution:

Number of Members Voted through Electronic voting System	Number of Votes Cast in against of the resolution	% of total number of valid votes cast
0	0	0.00%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

**I) Resolution No. 9. -** Re-appointment of Sh. Brahm Prakash Bakshi (DIN:00129132) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of Members Voted through Electronic voting System	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
19	37,52,940	99.9996%



(ii) Voted in against of the resolution:

Number of Members Voted through Electronic voting System	Number of Votes Cast in against of the resolution	% of total number of valid votes cast
1	14	0.0003%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

**J) Resolution No. 10-** Re-appointment of Dr. Dhanpat Ram Agarwal (DIN:00322861) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

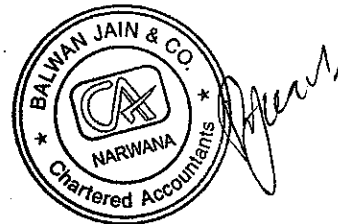
Number of Members Voted through Electronic voting System	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
20	37,55,440	99.9996%

(ii) Voted in against of the resolution:

Number of Members Voted through Electronic voting System	Number of Votes Cast in against of the resolution	% of total number of valid votes cast
1	14	0.0003%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.



**K) Resolution No.11-** Re-appointment of Sh. Vishal More (DIN:01513638) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

Number of Members Voted through Electronic voting System	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
20	37,55,440	99.9996%

(ii) Voted in against of the resolution:

Number of Members Voted through Electronic voting System	Number of Votes Cast in against of the resolution	% of total number of valid votes cast
1	14	0.0003%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

**L) Resolution No. 12.-** Re-appointment of Sh. Ramesh Chandra Bajaj (DIN: 01054099) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

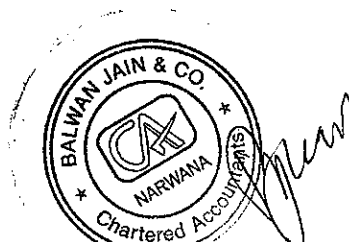
Number of Members Voted through Electronic voting System	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
20	37,55,440	99.9996%

(ii) Voted in against of the resolution:

Number of Members Voted through Electronic voting System	Number of Votes Cast in against of the resolution	% of total number of valid votes cast
1	14	0.0003%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.



M) **Resolution No.13-** Ratification and approval of cost Auditor's Remuneration.

(i) Voted in favour of the resolution:

Number of Members Voted through Electronic voting System	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
20	37,55,440	99.9996%

(ii) Voted in against of the resolution:

Number of Members Voted through Electronic voting System	Number of Votes Cast in against of the resolution	% of total number of valid votes cast
1	14	0.0003%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

N) **Resolution No. 14-** Approve the limit under the provisions of Section 180(1)(a) of the Companies Act, 2013.

(i) Voted in favour of the resolution:

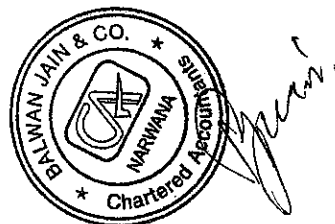
Number of Members Voted through Electronic voting System	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
20	37,55,440	99.9996%

(ii) Voted in against of the resolution:

Number of Members Voted through Electronic voting System	Number of Votes Cast in against of the resolution	% of total number of valid votes cast
1	14	0.0003%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.



O) **Resolution No. 15-** Approve the borrowing limit of the company under the provisions of section 180(1) (c) of the companies act, 2013.

(i) Voted in favour of the resolution:

Number of Members Voted through Electronic voting System	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
20	37,55,440	99.9996%

(ii) Voted in against of the resolution:

Number of Members Voted through Electronic voting System	Number of Votes Cast in against of the resolution	% of total number of valid votes cast
1	14	0.0003%

(iii) Invalid Votes:


Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

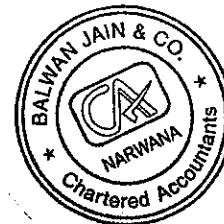
8. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

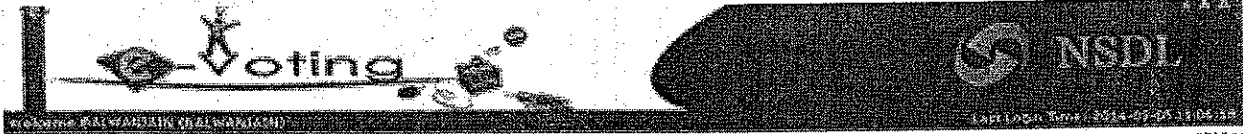
Place: New Delhi  
Dated: 05.09.2014

Yours Faithfully,

  
Balwan Jain  
Proprietor,  
Balwan Jain & Co.  
Chartered Accountants  
(FRN-013079N)  
Membership No. -91276







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e-Voting News

### View/Authorize e-Voting Results

ISIN Name : **BARAK VALLEY CEMENTS LIMITED EQ**

EVEN : 100674

ISIN : INE139I01011

Resolution File : [Download File](#)

Logo File : [Download File](#)

Record Date : 2014-08-01

Voting Start Date : 2014-09-02

Voting End Date : 2014-09-04

Voting Result Date : 2014-09-08

Resolution : **Ordinary Business**

Description : To consider and adopt the audited Balance Sheet of the Company as at 31st March, 2014 and Profit and Loss A/c for the year ended on that date together with the Report of the Directors and Auditors thereon.

I/We Assent To The Resolution(For/ Yes/ Favour)	3755440.000
I/We Dissent To The Resolution(Against/ No)	15.000

Resolution : **Ordinary Business**

Description : Re-appointment of Sh. Mahendra Kumar Agarwal (DIN: 00044343), who retires by rotation.

I/We Assent To The Resolution(For/ Yes/ Favour)	1978120.000
I/We Dissent To The Resolution(Against/ No)	20.000

Resolution : **Ordinary Business**

Description : Re-appointment of Sh. Prahlad Rai Chamarla (DIN: 00037589), who retires by rotation.

I/We Assent To The Resolution(For/ Yes/ Favour)	1978120.000
I/We Dissent To The Resolution(Against/ No)	414.000

Resolution : **Ordinary Business**

Description : Appointment of M/s Kumar Vijay Gupta & Co., Chartered Accountants (Firm Registration No. 007814-N) as Statutory Auditors of the Company and fixing their remuneration.

I/We Assent To The Resolution(For/ Yes/ Favour)	3755420.000
I/We Dissent To The Resolution(Against/ No)	414.000

Resolution : **Special Business**

Description : Appointment of Smt. Renu Kejriwal (DIN:06768299) as an Independent Director of the Company.

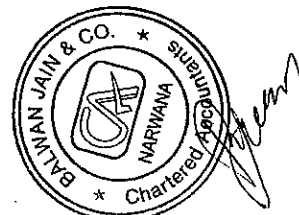
I/We Assent To The Resolution(For/ Yes/ Favour)	3755420.000
I/We Dissent To The Resolution(Against/ No)	25.000

Resolution : **Special Business**

Description : Re-appointment of Sh. Kamakhya Chamarla (DIN:00612581) as a Managing Director of the Company designated as Key Managerial Personnel for a period of three years effective from 30th September, 2014.

I/We Assent To The Resolution(For/ Yes/ Favour)	1416420.000
I/We Dissent To The Resolution(Against/ No)	10.000

Resolution : **Special Business**



Description : **Re-appointment of Sh. Bijay Kumar Garodia (DIN:00044379) as a Whole Time Director of the Company designated as Key Managerial Personnel for a period of three years effective from 1st June, 2014.**

I/We Assent To The Resolution(For/ Yes/ Favour)	1978120.000
I/We Dissent To The Resolution(Against/ No)	0.000

Resolution Description : **Special Business**  
**Re-appointment of Sh. Santosh Kumar Bajaj (DIN:00045759) as a Whole Time Director of the Company designated as Key Managerial Personnel for a period of three years effective from 30th September, 2014.**

I/We Assent To The Resolution(For/ Yes/ Favour)	1978120.000
I/We Dissent To The Resolution(Against/ No)	0.000

Resolution Description : **Special Business**  
**Re-appointment of Sh. Brahm Prakash Bakshi (DIN:00129132) as an Independent Director of the Company.**

I/We Assent To The Resolution(For/ Yes/ Favour)	3752940.000
I/We Dissent To The Resolution(Against/ No)	14.000

Resolution Description : **Special Business**  
**Re-appointment of Dr. Dhanpat Ram Agarwal (DIN:00322861) as an Independent Director of the Company.**

I/We Assent To The Resolution(For/ Yes/ Favour)	3755440.000
I/We Dissent To The Resolution(Against/ No)	14.000

Resolution Description : **Special Business**  
**Re-appointment of Sh. Vishal More (DIN:01513638) as an Independent Director of the Company.**

I/We Assent To The Resolution(For/ Yes/ Favour)	3755440.000
I/We Dissent To The Resolution(Against/ No)	14.000

Resolution Description : **Special Business**  
**Re-appointment of Sh. Ramesh Chandra Bajaj (DIN: 01054099) as an Independent Director of the Company.**

I/We Assent To The Resolution(For/ Yes/ Favour)	3755440.000
I/We Dissent To The Resolution(Against/ No)	14.000

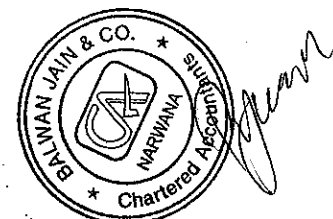
Resolution Description : **Special Business**  
**Ratification and approval of cost Auditor Remuneration.**

I/We Assent To The Resolution(For/ Yes/ Favour)	3755440.000
I/We Dissent To The Resolution(Against/ No)	14.000

Resolution Description : **Special Business**  
**Approve the limit under the provisions of Section 180(1)(a) of the Companies Act, 2013.**

I/We Assent To The Resolution(For/ Yes/ Favour)	3755440.000
I/We Dissent To The Resolution(Against/ No)	14.000

Resolution : **Special Business**



Description : Approve the borrowing limit of the company under the provisions of section 180(1) (c) of the companies act, 2013.

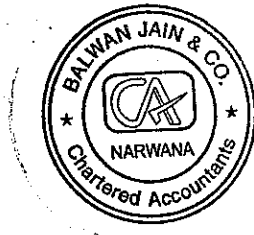
I/We Assent To The Resolution(For/ Yes/ Favour)	3755440.000
I/We Dissent To The Resolution(Against/ No)	14.000

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*Handwritten signature*



**FORM No. MGT-13**  
**Report of Scrutinizer(s)**

*[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 15<sup>th</sup> Annual General Meeting of the Equity Shareholders  
of Barak Valley Cements Limited held on the 8<sup>th</sup> day of September, 2014  
at 202, Royal View, B.K. Kakoti Road, Guwahati, Assam-781007

Dear Sir,

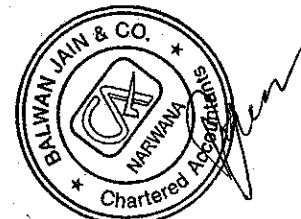
I, Balwan Jain, Proprietor of M/s. Balwan Jain & Co., chartered Accountant firm having its registered office at 243/5, Canal road, near Patram rice mill, Narwana-126116(Haryana), appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 15th Annual general meeting of the Equity Shareholders of Barak Valley Cements Limited, held on 8th day of September, 2014 at 12:30 P.M. at 202, Royal View B.K. Kakoti road, Guwahati, Assam-781007, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, two ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

**A.)Resolution 1-** To receive, consider, approve and adopt the audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2014 and the Statement of Profit and Loss for the year ended on that date together with the Report of the Board of Directors and the Auditors thereon.

(ii)Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
41	96,79,886	99.9974%



(ii) Voted in against of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast in against of the resolution	% of total number of valid votes cast
1	250	0.0025%

(iv) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	50

b) **Resolution 2** - To appoint a Director in place of Sh. Mahendra Kumar Agarwal (DIN: 00044343), who retires by rotation and being eligible, offers himself for reappointment.

(ii) Voted in favour of the resolution:

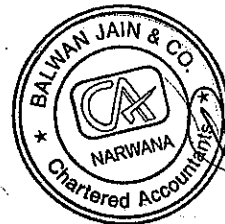
Number of Members present and voting (in person or by proxy)	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
41	75,59,805	99.9966%

(ii) Voted in against of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast in against of the resolution	% of total number of valid votes cast
1	250	0.0033%

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	50



C) **Resolution 3** - To appoint a Director in place of Sh. Prahlad Rai Chamaria (DIN: 00037589), who retires by rotation and being eligible, offers himself for reappointment.

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
41	88,65,386	99.9971%

(ii) Voted in against of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast in against of the resolution	% of total number of valid votes cast
1	250	0.0028%

(iii) Invalid Votes:

Total number of members ( in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	50

D) **Resolution 4** - Appointment of M/s Kumar Vijay Gupta & Co., Chartered Accountants (Firm Registration No. 007814-N) as Statutory Auditors of the Company and fixing their remuneration.

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
41	96,79,886	99.9974%

(ii) Voted in against of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast in against of the resolution	% of total number of valid votes cast
1	250	0.0025%



(iii) Invalid Votes:

Total number of members ( in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	50

E) **Resolution 5-** Appointment of Smt. Renu Kejriwal (DIN: 06768299) as an Independent 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 in favour of the resolution	% of total number of valid votes cast
41	96,79,886	99.9974%

(ii) Voted in against of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast in against of the resolution	% of total number of valid votes cast
1	250	0.0025%

(iii) Invalid Votes:

Total number of members ( in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	50

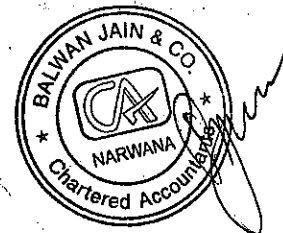
F) **Resolution No. 6-** Re-appointment of Sh. Kamakhya Chamaria (DIN:00612581) as a Managing Director of the Company designated as Key Managerial Personnel for a period of three years effective from 30th September, 2014.

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
41	90,75,486	99.9972%

(ii) Voted in against of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast in against of the resolution	% of total number of valid votes cast
1	250	0.0027%



(iii) Invalid Votes:

Total number of members ( in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	50

G) **Resolution No.7.-** Re-appointment of Sh. Bijay Kumar Garodia (DIN:00044379) as a Whole Time Director of the Company designated as Key Managerial Personnel for a period of three years effective from 1<sup>st</sup> June, 2014.

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
41	77,18,236	99.9967%

(ii) Voted in against of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast in against of the resolution	% of total number of valid votes cast
1	250	0.0032%

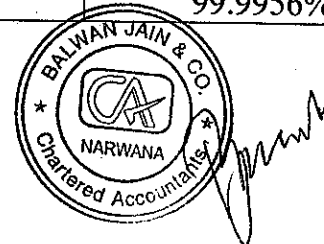
(iii) Invalid Votes:

Total number of members ( in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	50

H) **Resolution No. 8-** Re-appointment of Sh. Santosh Kumar Bajaj (DIN:00045759) as a Whole Time Director of the Company designated as Key Managerial Personnel for a period of three years effective from 30th September, 2014.

(ii) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
41	57,08,886	99.9956%





(ii) Voted in against of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast in against of the resolution	% of total number of valid votes cast
1	250	0.0043%

(iii) Invalid Votes:

Total number of members ( in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	50

II) **Resolution No. 9. - Re-appointment of Sh. Brahm Prakash Bakshi (DIN:00129132) as an Independent 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 in favour of the resolution	% of total number of valid votes cast
41	96,79,886	99.9974%

(ii) Voted in against of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast in against of the resolution	% of total number of valid votes cast
1	250	0.0025%

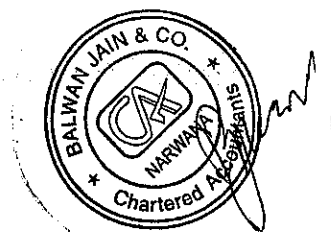
(iii) Invalid Votes:

Total number of members ( in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	50

J) **Resolution No. 10- Re-appointment of Dr. Dhanpat Ram Agarwal (DIN:00322861) as an Independent 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 in favour of the resolution	% of total number of valid votes cast
41	96,79,886	99.9974%



(ii) Voted in against of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast in against of the resolution	% of total number of valid votes cast
1	250	0.0025%

(iii) Invalid Votes:

Total number of members ( in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	50

**K) Resolution No.11-** Re-appointment of Sh. Vishal More (DIN:01513638) as an Independent 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 in favour of the resolution	% of total number of valid votes cast
41	96,79,886	99.9974%

(ii) Voted in against of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast in against of the resolution	% of total number of valid votes cast
1	250	0.0025%

(iii) Invalid Votes:

Total number of members ( in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	50



L) **Resolution No. 12.-** Re-appointment of Sh. Ramesh Chandra Bajaj (DIN: 01054099) as an Independent 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 in favour of the resolution	% of total number of valid votes cast
41	96,79,886	99.9974%

(ii) Voted in against of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast in against of the resolution	% of total number of valid votes cast
1	250	0.0025%

(iii) Invalid Votes:

Total number of members ( in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	50

M) **Resolution No.13-** Ratification and approval of cost Auditor's Remuneration.

(i) Voted in favour of the resolution:

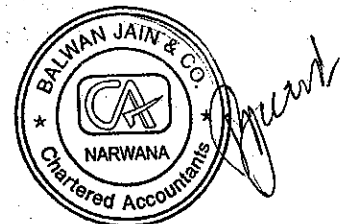
Number of Members present and voting (in person or by proxy)	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
41	96,79,886	99.9974%

(ii) Voted in against of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast in against of the resolution	% of total number of valid votes cast
1	250	0.0025%

(iii) Invalid Votes:

Total number of members ( in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	50



N) **Resolution No. 14-** Approve the limit under the provisions of Section 180(1)(a) of the Companies Act, 2013.

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
41	96,79,886	99.9974%

(ii) Voted in against of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast in against of the resolution	% of total number of valid votes cast
1	250	0.0025%

(iii) Invalid Votes:

Total number of members ( in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	50

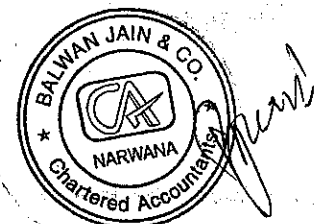
O) **Resolution No. 15-** Approve the borrowing limit of the company under the provisions of section 180(1) (c) of the companies act, 2013.

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
41	96,79,886	99.9974%

(ii) Voted in against of the resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes Cast in against of the resolution	% of total number of valid votes cast
1	250	0.0025%



(iii) Invalid Votes:

Total number of members ( in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	50

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared 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.

Thanking you,

Place: New Delhi

Dated: 08.09.2014

Yours Faithfully,



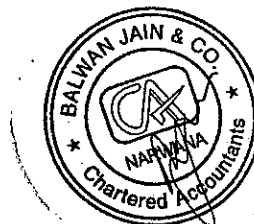
**Balwan jain  
Proprietor,**

**Balwan Jain & Co.**

**Chartered Accountants**

**(FRN-013079N)**

**Membership No. -91276**



**Combined Report of Scrutinizer on E-Voting and Poll**

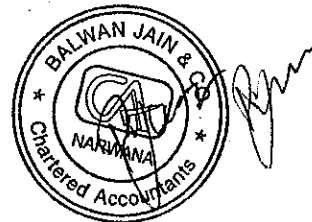
08<sup>th</sup> September, 2014

To,

The Chairman of 15<sup>th</sup> Annual General Meeting of the members of Barak Valley Cements Limited held on the 8<sup>th</sup> day of September, 2014 at 202, Royal View B.K. Kakoti Road, Guwahati, Assam-781007

Dear Sir,

- A. I, Balwan Jain, Proprietor of M/s. Balwan Jain & Co., Chartered Accountant firm having its registered office at 243/5, Canal road, Near Patram Rice Mill, Narwana-126116(Haryana), was appointed as Scrutinizer to scrutinize the e-voting, poll process, and voting on poll under the provisions of Section 108 and 109 of the Companies Act, 2013 read with rule 20(xi) and rule 21(2) of the Companies (Management and Administration) Rules, 2014 at the 15<sup>th</sup> Annual General Meeting (AGM) of Barak Valley Cements Limited held at Guwahati on Monday, 08<sup>th</sup> September, 2014.
- B. I, as Scrutinizer, have separately issued Scrutinizer's report dated 05<sup>th</sup> September, 2014 on electronic voting and Scrutinizers report dated 08<sup>th</sup> September, 2014 on voting by the shareholders of the Company through Poll at the AGM of the Company held at Guwahati on Monday, 08<sup>th</sup> September, 2014.
- C. I am requested by the management to submit a combined report on the voting by shareholders through electronic voting (e-voting) and through the poll conducted at the AGM. Accordingly, I am submitting herewith a combined report on the results in respect of each of the resolution.



**RESOLUTION NO. 1: ORDINARY RESOLUTION**

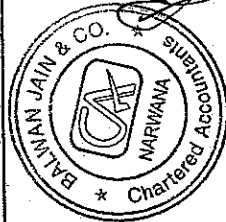
To consider and adopt the audited Balance Sheet of the Company as at 31st March, 2014 and Profit and Loss A/c for the year ended on that date together with the Report of the Directors and Auditors thereon.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes-in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	13,080,521.00	11,127,521.00	85.07	11,127,521.00	-	100.00	-
Public-Institutional holders	-	-	-	-	-	-	-
Public-Others	9,079,479.00	2,308,070.00	25.42	2,307,805.00	265.00	99.99	0.01
<b>Total</b>	<b>22,160,000.00</b>	<b>13,435,591.00</b>	<b>60.63</b>	<b>13,435,326.00</b>	<b>265.00</b>	<b>100.00</b>	<b>0.00</b>

**RESOLUTION NO. 2: ORDINARY RESOLUTION**

To appoint a Director in place of Sh. Mahendra Kumar Agarwal (DIN: 00044343), who retires by rotation and being eligible, offers himself for reappointment

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes-in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	13,080,521.00	7,230,140.00	55.27	7,230,140.00	-	100.00	-
Public-Institutional holders	-	-	-	-	-	-	-
Public-Others	9,079,479.00	2,308,055.00	25.42	2,307,785.00	270.00	99.99	0.01
<b>Total</b>	<b>22,160,000.00</b>	<b>9,538,195.00</b>	<b>43.04</b>	<b>9,537,925.00</b>	<b>270.00</b>	<b>100.00</b>	<b>0.00</b>



**RESOLUTION NO. 3: ORDINARY RESOLUTION**

To appoint a Director in place of Sh. Prahlad Rai Chamaria (DIN: 00037589), who retires by rotation and being eligible, offers himself for reappointment.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	13,080,521.00	8,285,721.00	63.34	8,285,721.00	-	100.00	-
Public-Institutional holders	-	-	-	-	-	-	-
Public-Others	9,079,479.00	2,308,449.00	25.42	2,307,785.00	664.00	99.97	0.03
<b>Total</b>	<b>22,160,000.00</b>	<b>10,594,170.00</b>	<b>47.81</b>	<b>10,593,506.00</b>	<b>664.00</b>	<b>99.99</b>	<b>0.01</b>

**RESOLUTION NO. 4: ORDINARY RESOLUTION**

Appointment of M/s Kumar Vijay Gupta & Co., Chartered Accountants (Firm Registration No. 007814-N) as Statutory Auditors of the Company and fixing their remuneration.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	13,080,521.00	11,127,521.00	85.07	11,127,521.00	-	100.00	-
Public-Institutional holders	-	-	-	-	-	-	-
Public-Others	9,079,479.00	2,308,449.00	25.42	2,307,785.00	664.00	99.97	0.03
<b>Total</b>	<b>22,160,000.00</b>	<b>13,435,970.00</b>	<b>60.63</b>	<b>13,435,306.00</b>	<b>664.00</b>	<b>100.00</b>	<b>0.00</b>





**RESOLUTION NO. 5: ORDINARY RESOLUTION**

Appointment of Sant. Renn Kejriwal (DIN: 06768299) as an Independent Director of the Company.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	13,080,521.00	11,127,521.00	85.07	11,127,521.00	-	100.00	-
Public-Institutional holders	-	-	-	-	-	-	-
Public-Others	9,079,479.00	2,308,060.00	25.42	2,307,785.00	275.00	99.99	0.01
Total	22,160,000.00	13,435,581.00	60.63	13,435,306.00	275.00	100.00	0.00

**RESOLUTION NO. 6: SPECIAL RESOLUTION**

Re-appointment of Sh. Kamakhya Chamaria (DIN:00612581) as a Managing Director of the Company designated as Key Managerial Personnel for a period of three years effective from 30th September, 2014

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	13,080,521.00	8,525,721.00	65.18	8,525,721.00	-	100.00	-
Public-Institutional holders	-	-	-	-	-	-	-
Public-Others	9,079,479.00	1,966,445.00	21.66	1,966,185.00	260.00	99.99	0.01
Total	22,160,000.00	10,492,166.00	47.35	10,491,906.00	260.00	100.00	0.00



**RESOLUTION NO. 7: SPECIAL RESOLUTION**

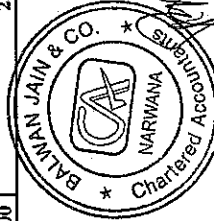
Re-appointment of Sh. Bijay Kumar Garodia (DIN:00044379) as a Whole Time Director of the Company designated as Key Managerial Personnel for a period of three years effective from 1st June, 2014.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes-in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	13,080,521.00	7,388,571.00	56.49	7,388,571.00	-	100.00	-
Public-Institutional holders	-	-	-	-	-	-	-
Public-Others	9,079,479.00	2,308,035.00	25.42	2,307,785.00	250.00	99.99	0.01
<b>Total</b>	<b>22,160,000.00</b>	<b>9,696,606.00</b>	<b>43.76</b>	<b>9,696,356.00</b>	<b>250.00</b>	<b>100.00</b>	<b>0.00</b>

**RESOLUTION NO. 8: SPECIAL RESOLUTION**

Re-appointment of Sh. Santosh Kumar Bajaj (DIN:00045759) as a Whole Time Director of the Company designated as Key Managerial Personnel for a period of three years effective from 30th September, 2014.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes-in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	13,080,521.00	5,379,221.00	41.12	5,379,221.00	-	100.00	-
Public-Institutional holders	-	-	-	-	-	-	-
Public-Others	9,079,479.00	2,308,035.00	25.42	2,307,785.00	250.00	99.99	0.01
<b>Total (B)</b>	<b>22,160,000.00</b>	<b>7,687,256.00</b>	<b>34.69</b>	<b>7,687,006.00</b>	<b>250.00</b>	<b>100.00</b>	<b>0.00</b>



**RESOLUTION NO. 9: SPECIAL RESOLUTION**

Re-appointment of Sh. Brahm Prakash Bakshi (DIN:00129132) as an Independent Director of the Company.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes-in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	13,080,521.00	11,127,521.00	85.07	11,127,521.00	-	100.00	-
Public-Insitutional holders	-	-	-	-	-	-	-
Public-Others	9,079,479.00	2,305,569.00	25.39	2,305,305.00	264.00	99.99	0.01
<b>Total</b>	<b>22,160,000.00</b>	<b>13,433,090.00</b>	<b>60.62</b>	<b>13,432,326.00</b>	<b>264.00</b>	<b>100.00</b>	<b>0.00</b>

**RESOLUTION NO. 10: SPECIAL RESOLUTION**

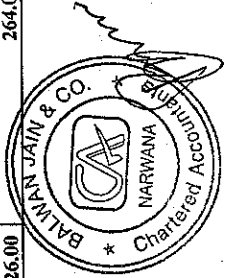
Re-appointment of Dr. Dhaupat Ram Agarwal (DIN:00322861) as an Independent Director of the Company

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes-in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	13,080,521.00	11,127,521.00	85.07	11,127,521.00	-	100.00	-
Public-Insitutional holders	-	-	-	-	-	-	-
Public-Others	9,079,479.00	2,308,069.00	25.42	2,307,805.00	264.00	99.99	0.01
<b>Total</b>	<b>22,160,000.00</b>	<b>13,435,590.00</b>	<b>60.63</b>	<b>13,435,326.00</b>	<b>264.00</b>	<b>100.00</b>	<b>0.00</b>

**RESOLUTION NO. 11: SPECIAL RESOLUTION**

Re-appointment of Sh. Vishal More (DIN:01513638) as an Independent Director of the Company.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes-in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	13,080,521.00	11,127,521.00	85.07	11,127,521.00	-	100.00	-
Public-Insitutional holders	-	-	-	-	-	-	-
Public-Others	9,079,479.00	2,308,069.00	25.42	2,307,805.00	264.00	99.99	0.01
<b>Total</b>	<b>22,160,000.00</b>	<b>13,435,590.00</b>	<b>60.63</b>	<b>13,435,326.00</b>	<b>264.00</b>	<b>100.00</b>	<b>0.00</b>



**RESOLUTION NO. 12: SPECIAL RESOLUTION**  
**Re-appointment of Sh. Ramesh Chandra Bajaj (DIN: 01054099) as an Independent Director of the Company**

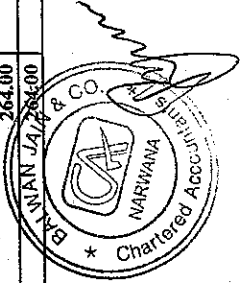
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	13,080,521.00	11,127,521.00	85.07	11,127,521.00	-	100.00	-
Public-Institutional holders	-	-	-	-	-	-	-
Public-Others	9,079,479.00	2,308,069.00	25.42	2,307,805.00	264.00	99.99	0.01
<b>Total</b>	<b>22,160,000.00</b>	<b>13,435,590.00</b>	<b>60.63</b>	<b>13,435,326.00</b>	<b>264.00</b>	<b>100.00</b>	<b>0.00</b>

**RESOLUTION NO. 13: ORDINARY RESOLUTION**  
**Ratification and approval of cost Auditor's Remuneration.**

Promoter/Public	No. of shares held (1)	No. of votes polled. (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	13,080,521.00	11,127,521.00	85.07	11,127,521.00	-	100.00	-
Public-Institutional holders	-	-	-	-	-	-	-
Public-Others	9,079,479.00	2,308,069.00	25.42	2,307,805.00	264.00	99.99	0.01
<b>Total</b>	<b>22,160,000.00</b>	<b>13,435,590.00</b>	<b>60.63</b>	<b>13,435,326.00</b>	<b>264.00</b>	<b>100.00</b>	<b>0.00</b>

**RESOLUTION NO. 14: SPECIAL RESOLUTION**  
**Approve the limit under the provisions of Section 180(1)(a) of the Companies Act, 2013.**

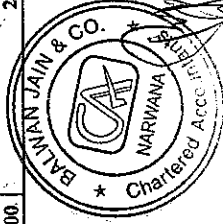
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	13,080,521.00	11,127,521.00	85.07	11,127,521.00	-	100.00	-
Public-Institutional holders	-	-	-	-	-	-	-
Public-Others	9,079,479.00	2,308,069.00	25.42	2,307,805.00	264.00	99.99	0.01
<b>Total</b>	<b>22,160,000.00</b>	<b>13,435,590.00</b>	<b>60.63</b>	<b>13,435,326.00</b>	<b>264.00</b>	<b>100.00</b>	<b>0.00</b>



**RESOLUTION NO. 15: SPECIAL RESOLUTION**

Approve the borrowing limit of the company under the provisions of section 180(1) (c) of the companies act, 2013.

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes-in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	13,080,521.00	11,127,521.00	85.07	11,127,521.00	-	100.00	-
Public-Institutional holders	-	-	-	-	-	-	-
Public-Others	9,079,479.00	2,308,069.00	25.42	2,307,805.00	264.00	99.99	0.01
Total	22,160,000.00	13,435,590.00	60.63	13,435,326.00	264.00	100.00	0.00



Balwan Jain

Proprietor

Balwan Jain & Co.

Chartered Accountants

(FRN- 013079N)

Membership No :- 91276

Place : New Delhi

Dated : 08.09.2014