

# FLUIDOMAT LIMITED

Head Office & Works : 7C-8J, I. S. Gajra Industrial Area 1, A. B. Road, DEWAS - 455 001 (M.P.) INDIA  
Phone : + 91-7272-268100, 258582, 258583, Fax : 91-7272-258581  
Email : [fluidomat@bsnl.in](mailto:fluidomat@bsnl.in) / [info@fluidomat.com](mailto:info@fluidomat.com) / [fluidomat@bsnl.in](mailto:fluidomat@bsnl.in) Website : [www.fluidomat.com](http://www.fluidomat.com)

**Reference :** CIN L74210MP1978PLC001452

**Date** FL/SE//RITU/2014

27<sup>th</sup> Sept., 2014

Email: [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)  
Online filing at [listing.bseindia.com](http://listing.bseindia.com)

To,  
The General Manager  
DCS-CRD  
BSE Ltd.  
Rotunda Building  
P.J. Tower, Dalal Street, Fort  
MUMBAI - 400001

FAX NO.: 022-22723121  
22722039  
22722041  
22722061

**BSE CODE: 522017**

**Sub: Compliance with Clause 35A/35B of Listing Agreement in relation to Annual General Meeting of Company held on 26<sup>th</sup> September, 2014.**

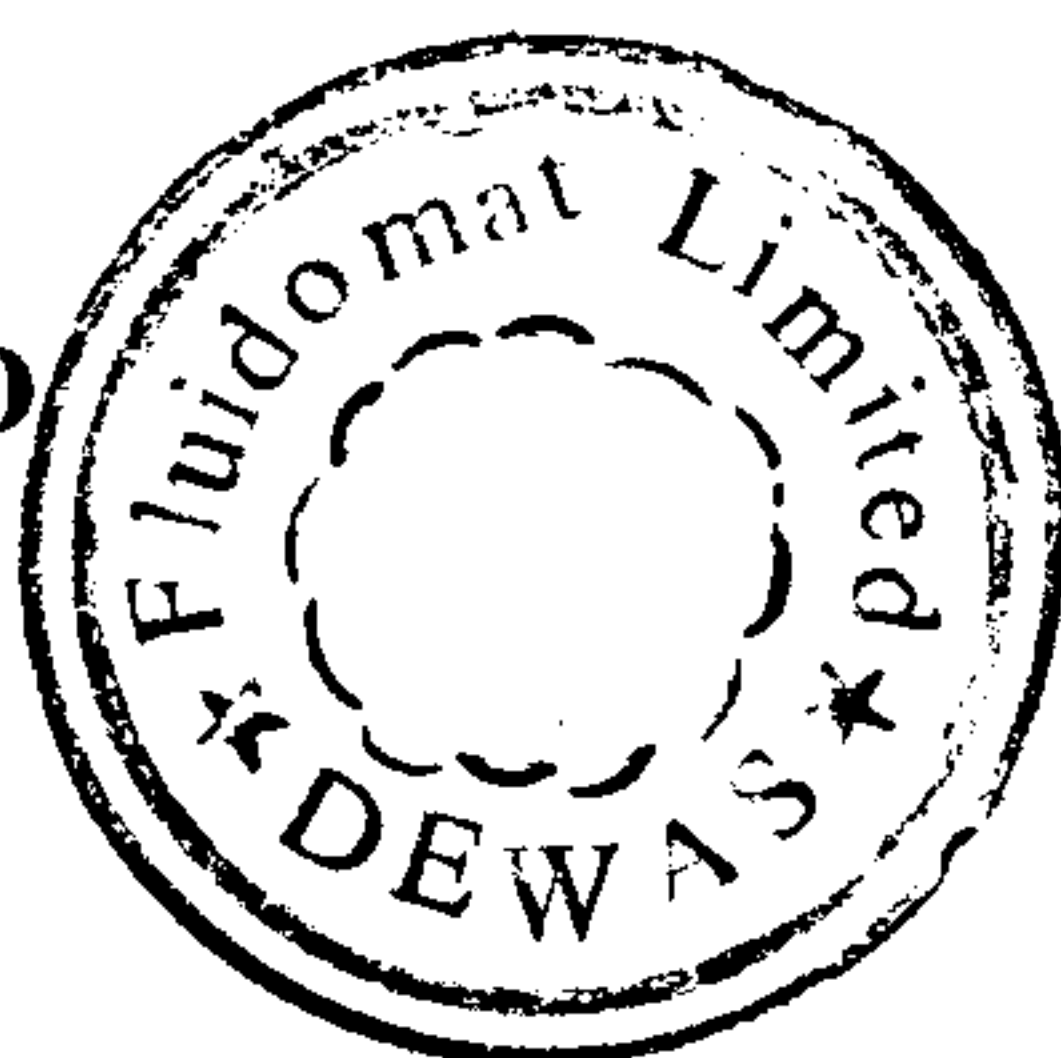
Dear Sir,

With reference to above, we are enclosing herewith the details of voting results of 38<sup>th</sup> Annual General Meeting of Company held on 26<sup>th</sup> September 2014 at 2:00 P.M. at the registered office of the Company situated at 117 1<sup>st</sup> Floor Navneet Darshan, 16/2 Old Palasia, Indore (M.P.) 452001. The Chairman has declared the results of the voting at the above said AGM including voting through E-Voting on the basis of the Scrutinisers Report for the above said purposes.

We also attach a copy of the Scrutinisers Report and request to please take the same on your record as compliance for the Clause 35A and 35B of the Listing Agreement and acknowledge.

Thanking You,  
Yours Faithfully,  
FOR FLUIDOMAT LIMITED

*Ashok Jain*



ASHOK JAIN  
CHAIRMAN & MANAGING DIRECTOR  
DIN 00007813

Enclosed: as above

# FLUIDOMAT LIMITED

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Reference :

Date :

## **DETAILS OF VOTING RESULTS**

As per clause 35A of listing agreement the outcome of 38<sup>th</sup> Annual General Meeting of Fluidomat Limited are as follows:

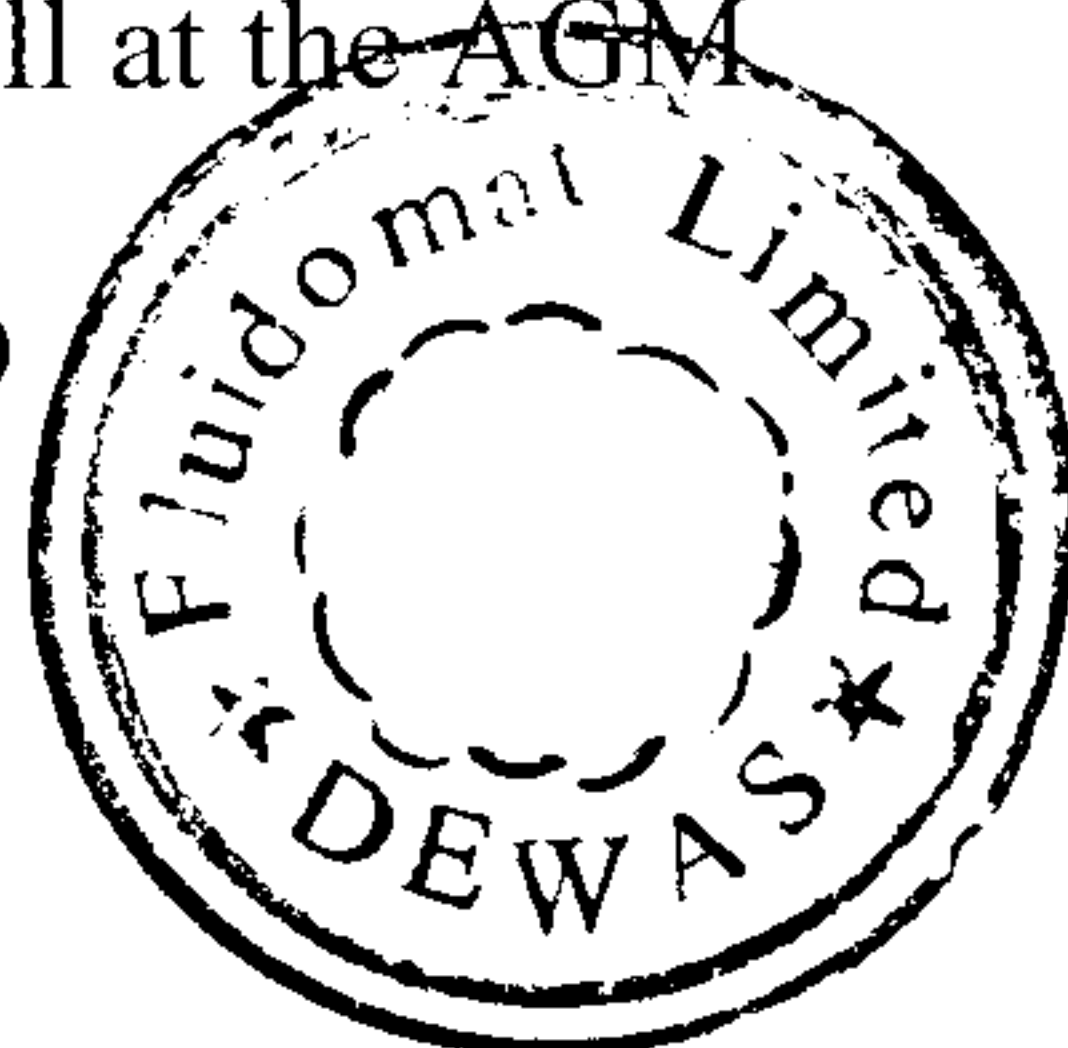
Sr. No.	Particulars	Details
1.	Date of Annual General Meeting	26 <sup>th</sup> Sept., 2014
2.	Total No. of Shareholders on Record date/ Book closure date	4883
3.	No. of Shareholders present in Meeting either in person or through proxy: Promoters and Promoter Group In Person In Proxy Public: In Person In Proxy	  7 0  11 1
4.	No. of shareholders attended the meeting through Video Conferencing:	None

Out of 18 shareholders and 1 proxy physically present, only 10 shareholders and 1 proxy casted their votes by poll and 8 members who have already casted their votes through e-voting platform have not casted their votes by Poll at the AGM.

FOR FLUIDOMAT LIMITED

*Ashok Jain*

ASHOK JAIN  
CHAIRMAN & MANAGING DIRECTOR  
DIN 00007813



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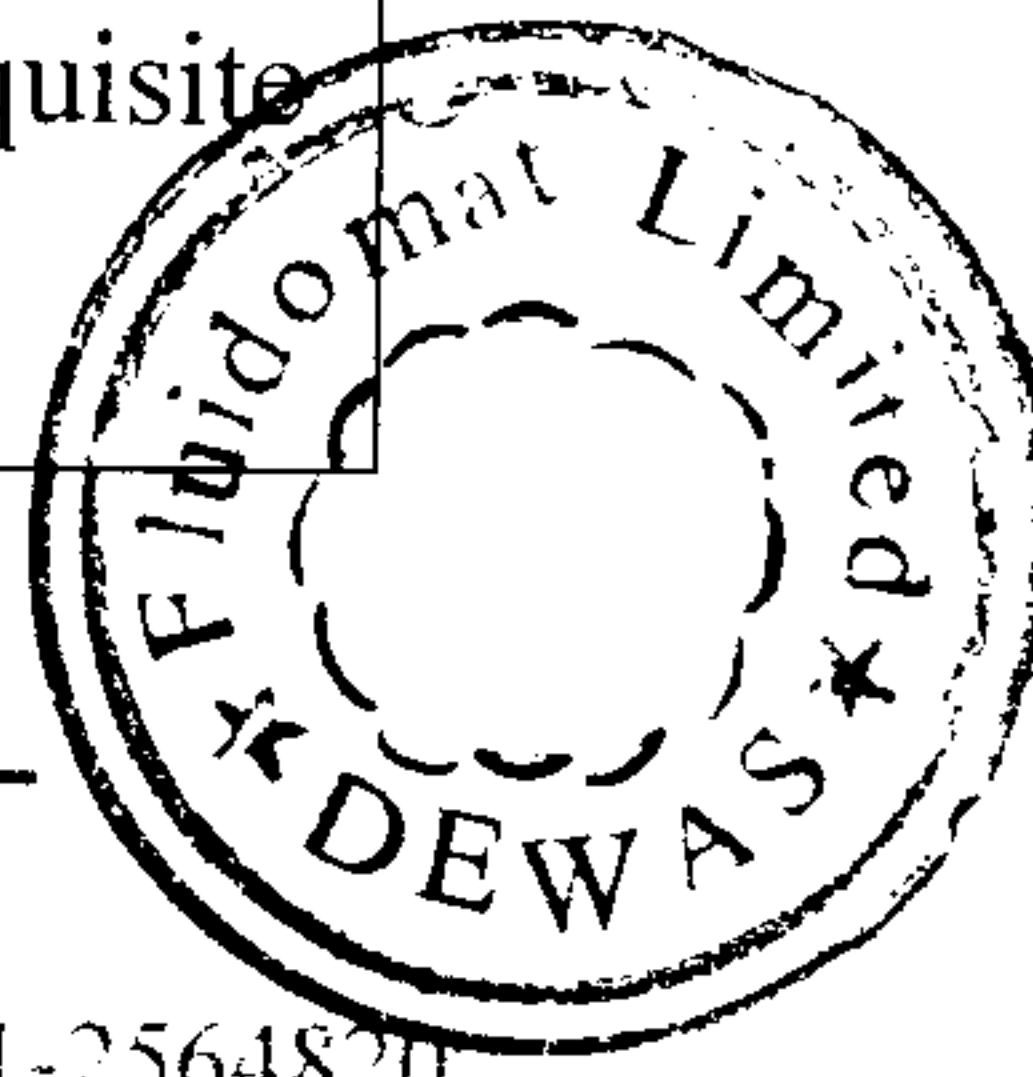
Reference :

Date **AGENDA-WISE CONSOLIDATED VOTING**  
**RESULTS BY E-VOTE AND POLL**

All the resolutions were carried out through e-voting and physical ballot.

Item No.	Particulars of Resolution	Mode of voting: (ballot/ e-voting)	Resolution required (ordinary/ special)	Remarks/Results
1.	Approval of the Audited Financial Statements, for the year ended 31 <sup>st</sup> March, 2014 and Reports of Board of Directors and Auditors thereon	Ballot/ E-voting	Ordinary	The resolution was passed with requisite majority.
2.	Declaration of Rs. 2.75 (27.50%) Dividend on 4927000 Equity Share of Rs. 10/- for the year 2013-14.	Ballot/ E-voting	Ordinary	The resolution was passed unanimously
3.	Appointment of M/s J.P.Saraf & Co., Chartered Accountants (F.R.No. 006430C) as the Auditors for a remaining period upto 41 <sup>st</sup> AGM to be held in the year 2017 and to fix their remuneration	Ballot/ E-voting	Ordinary	The resolution was passed with requisite majority.
4.	Appointment of Mrs. Radhica Sharma (DIN 06811597) as a Director under section 160 of the Companies Act, 2013.	Ballot/ E-voting	Special	The resolution was passed with requisite majority.
5.	Increase in Remuneration of Shri Ashok Jain (DIN 00007813), Chairman and Managing Director of the Company w.e.f. 1st June, 2014 for a remaining part of his tenure.	Ballot/ E-voting	Special	The resolution was passed with requisite majority.
6.	Appointment of Mrs. Radhica Sharma (DIN 06811597) as Whole-time Director and designated as the Dy. Managing Director of the Company w.e.f. 10 <sup>th</sup> Feb., 2014 for a period of 3 years.	Ballot/ E-voting	Special	The resolution was passed with requisite majority.
7.	Re-Appointment of Mr. Kunal Jain (DIN 05279673) as the Whole-time Director of the Company w.e.f. 1st May, 2015 for a period of three years.	Ballot/ E-voting	Special	The resolution was passed with requisite majority.
8.	Appointment of CA Mahendra Kumar Shah (DIN 00014556) u/s 160 of the Companies Act, 2013 as an Independent Director of the Company upto 31.03.2019	Ballot/ E-voting	Ordinary	The resolution was passed with requisite majority.

Ashok Jain



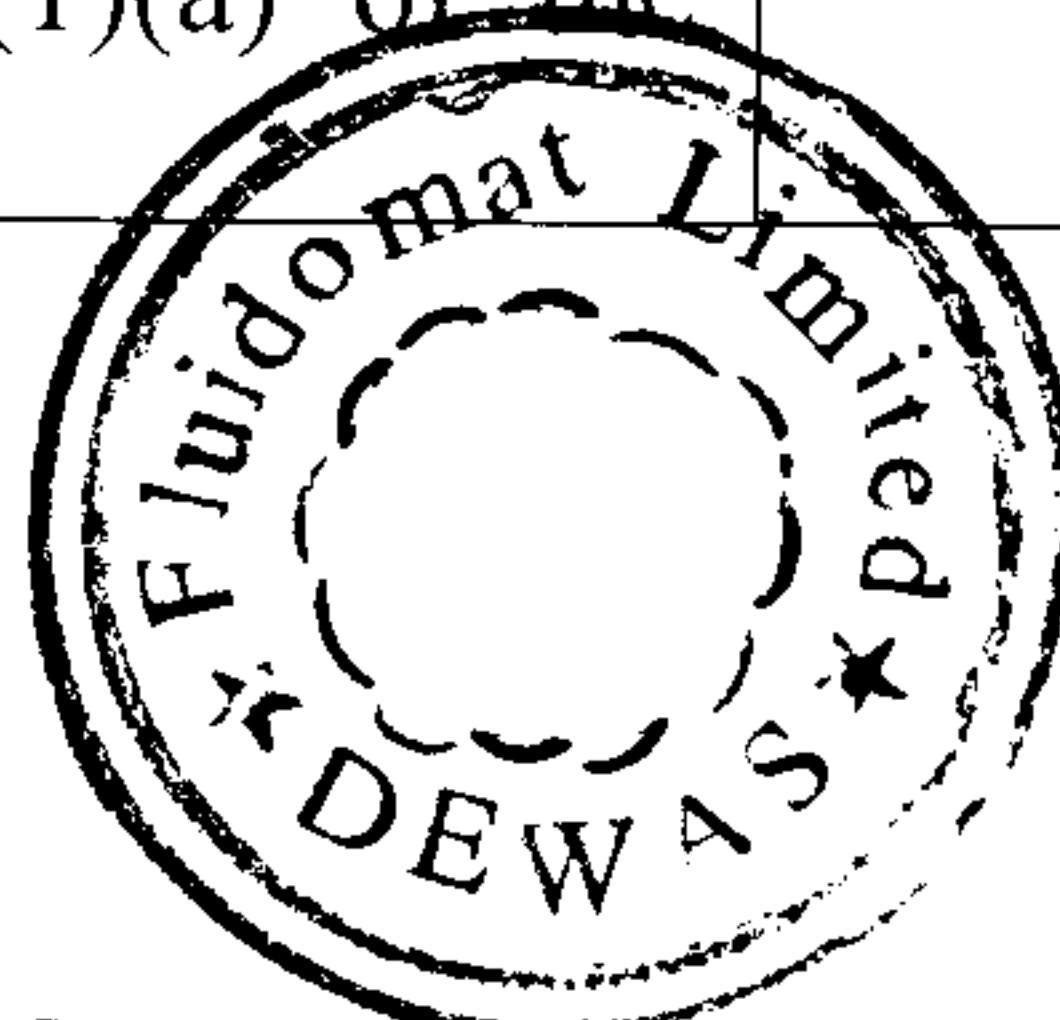


9.	Appointment of Shri Kushal Chandra Jain (DIN 00007916) u/s 160 of the Companies Act, 2013 as an Independent Director of the Company upto 31.03.2019	Ballot/ E-voting	Ordinary	The resolution was passed with requisite majority.
10.	Appointment of Shri Praful Ratilal Turakhia (DIN 00366398) u/s 160 of the Companies Act, 2013 as an Independent Director of the Company upto 31.03.2019	Ballot/ E-voting	Ordinary	The resolution was passed with requisite majority.
11.	Approval for creation of charge to secure loan amount on the whole or substantially the whole of the undertaking of the Company under section 180(1)(a) of the Company's Act, 2013	Ballot/ E-voting	Special	The resolution was passed with requisite majority.

**FOR FLUIDOMAT LIMITED**

*Ashok Jain*

**ASHOK JAIN  
CHAIRMAN & MANAGING DIRECTOR  
DIN 00007813**



**Item No.1: Ordinary Resolution**

**Approval of the Audited Financial Statements, for the year ended 31<sup>st</sup> March, 2014 and Reports of Board of Directors and Auditors thereon.**

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstandin g Shares (3)=[(2)/(1 <th>No. of Votes in favour (4)</th> <th>No. of Votes against (5)</th> <th>% in favour on Votes Polled (6)=[(4)/(2)] *100</th> <th>% of Votes against on Votes Polled (7)=[(5)/(2<br )]*100<="" th=""/> </th>	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)] *100	% of Votes against on Votes Polled (7)=[(5)/(2 
Promoter & Promoter Group	26,21,652	25,74,975	98.22%	25,74,975	0	100.00%	0
Public Institutional Holders	43,770	0	0	0	0	0	0
Public- Others	22,61,578	1,53,531	6.79%	1,51,531	2,000	98.70%	1.30%
<b>Total</b>	<b>49,27,000</b>	<b>27,28,506</b>		<b>27,26,506</b>	<b>2,000</b>		

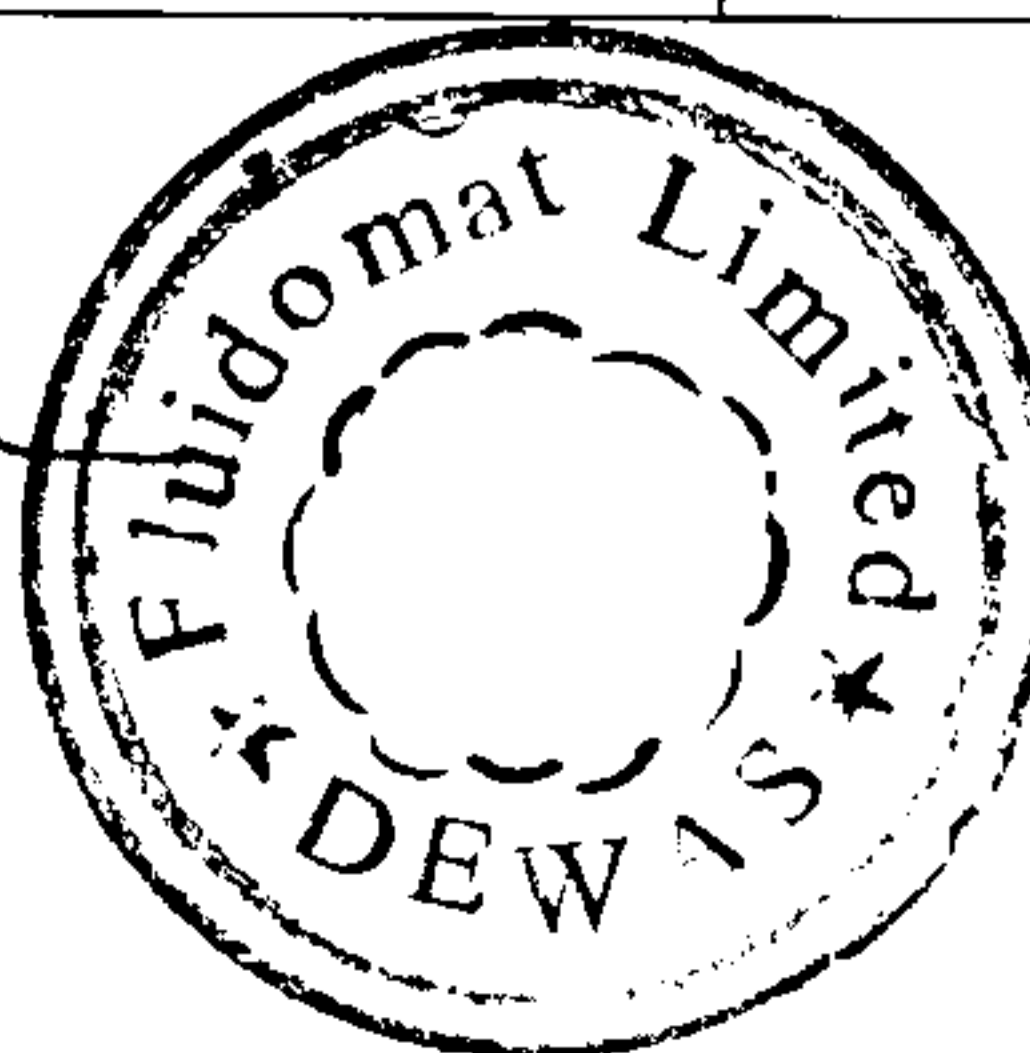
**Item No.2: Ordinary Resolution****Declaration of Rs. 2.75 (27.50%) Dividend on 4927000 Equity Share of Rs. 10/- for the year 2013-14.**

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstandin g Shares (3)=[(2)/(1 )]*100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)] *100	% of Votes against on Votes Polled (7)=[(5)/(2 )]*100
Promoter & Promoter Group	26,21,652	25,74,975	98.22%	25,74,975	0	100.00%	0
Public Institutional Holders	43,770	0	0	0	0	0	0
Public- Others	22,61,578	1,53,531	6.79%	1,53,531	0	100.00%	0
<b>Total</b>	<b>49,27,000</b>	<b>27,28,506</b>		<b>27,28,506</b>	<b>0</b>		

**Item No.3: Ordinary Resolution****Appointment of M/s J.P. Saraf & Co., Chartered Accountants (F.R.No. 006430C) as the Auditors for a remaining period upto 41<sup>st</sup> AGM to be held in the year 2017 and to fix their remuneration.**

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstandin g Shares (3)=[(2)/(1 )]*100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)] *100	% of Votes against on Votes Polled (7)=[(5)/(2 )]*100
Promoter & Promoter Group	26,21,652	25,74,975	98.22%	25,74,975	0	100.00%	0
Public Institutional Holders	43,770	0	0	0	0	0	0
Public- Others	22,61,578	1,53,531	6.79%	1,51,531	2,000	98.70%	1.30%
<b>Total</b>	<b>49,27,000</b>	<b>27,28,506</b>		<b>27,26,506</b>	<b>2,000</b>		

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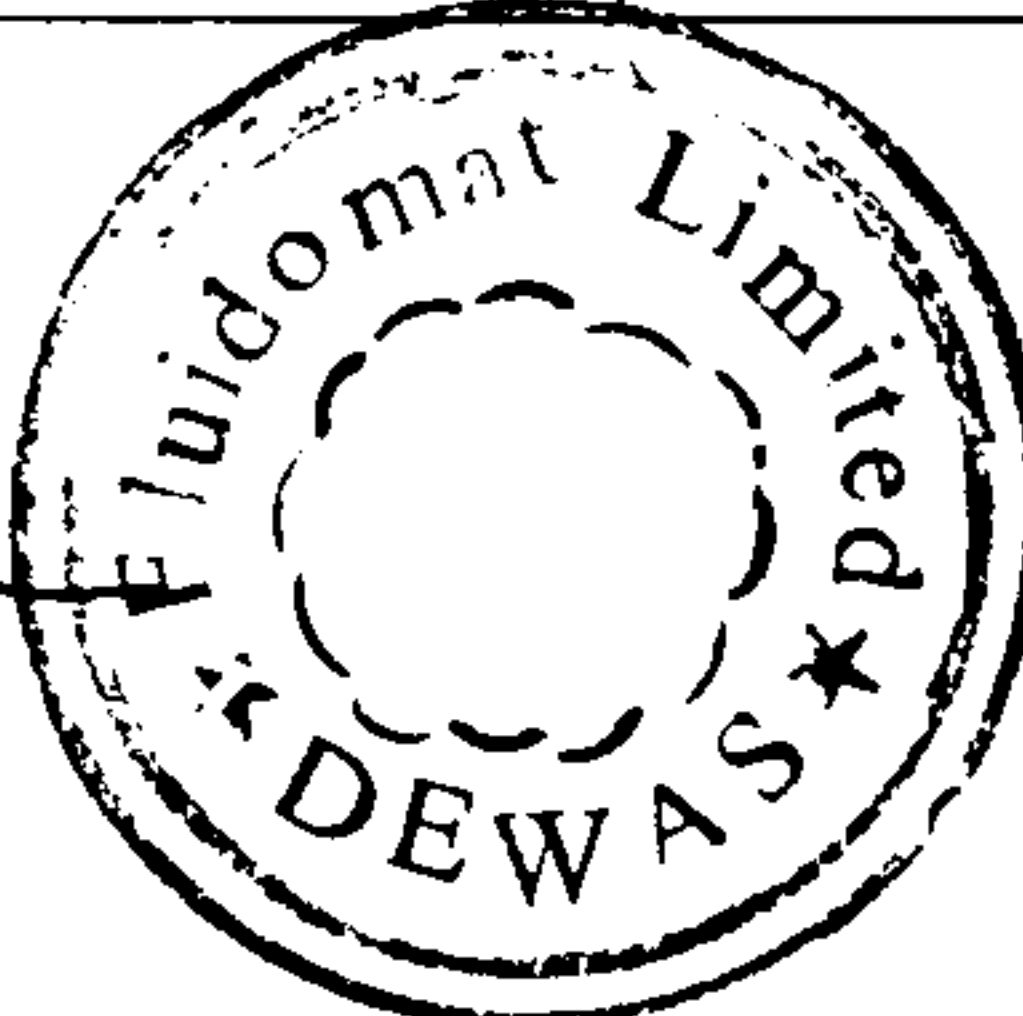
**Item No.4: Special Resolution****Appointment of Mrs. Radhica Sharma (DIN 06811597) as a Director under section 160 of the Companies Act, 2013.**

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstandin g Shares (3)=[(2)/(1 )]*100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)] *100	% of Votes against on Votes Polled (7)=[(5)/(2 )]*100
Promoter & Promoter Group	26,21,652	25,74,975	98.22%	25,74,975	0	100.00%	0
Public Institutional Holders	43,770	0	0	0	0	0	0
Public- Others	22,61,578	1,53,531	6.79%	1,51,531	2,000	98.70%	1.30%
<b>Total</b>	<b>49,27,000</b>	<b>27,28,506</b>		<b>27,26,506</b>	<b>2,000</b>		

**Item No.5: Special Resolution****Increase in Remuneration of Shri Ashok Jain (DIN 00007813), Chairman and Managing Director of the Company w.e.f. 1st June, 2014 for a remaining part of his tenure.**

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstandin g Shares (3)=[(2)/(1 )]*100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)] *100	% of Votes against on Votes Polled (7)=[(5)/(2 )]*100
Promoter & Promoter Group	26,21,652	25,74,975	98.22%	25,74,975	0	100.00%	0
Public Institutional Holders	43,770	0	0	0	0	0	0
Public- Others	22,61,578	1,53,531	6.79%	1,51,531	2,000	98.70%	1.30%
<b>Total</b>	<b>49,27,000</b>	<b>27,28,506</b>		<b>27,26,506</b>	<b>2,000</b>		

Ashok Jain



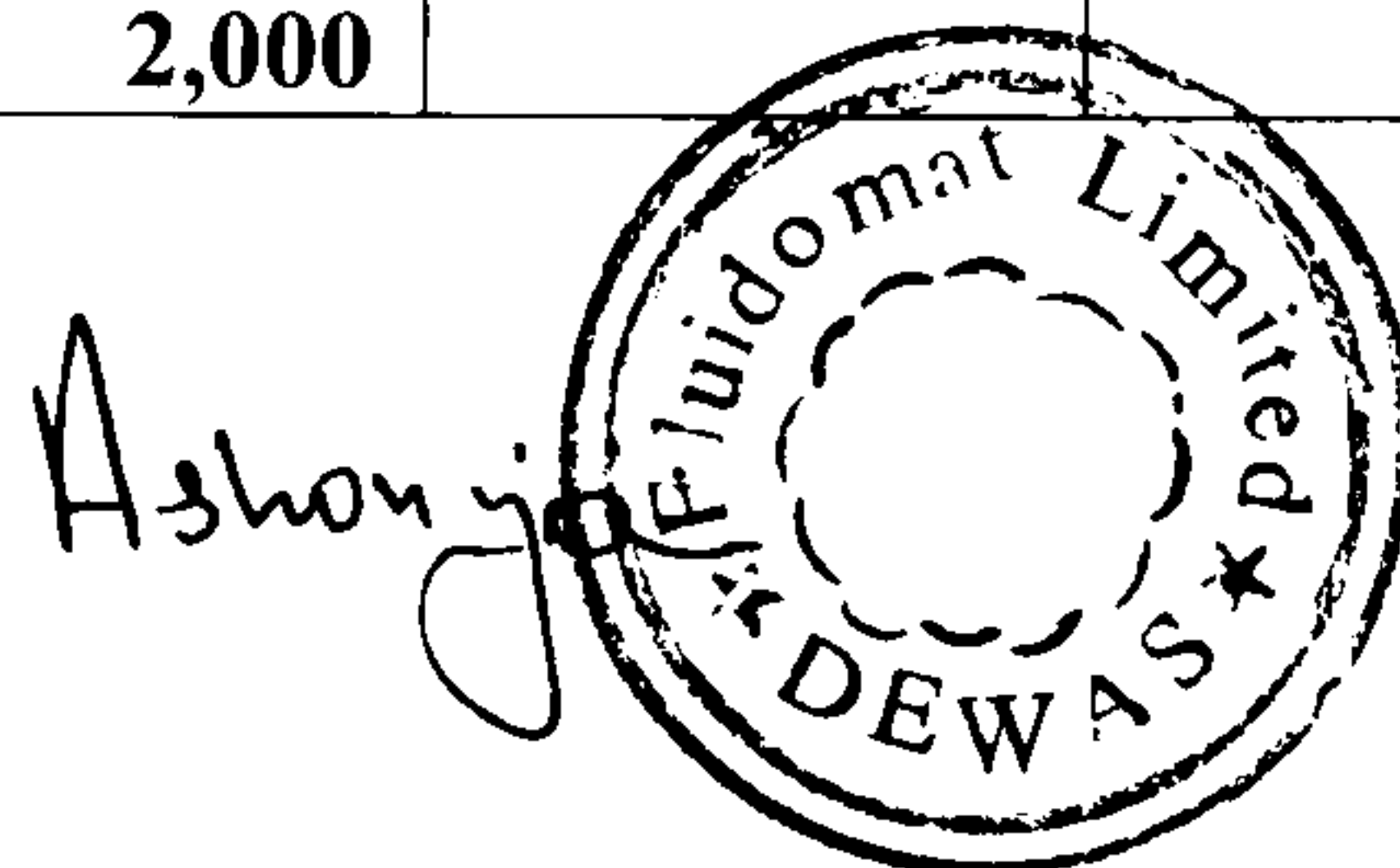


**Item No.:6 Special Resolution****Appointment of Mrs. Radhica Sharma (DIN 06811597) as Whole-time Director and designated as the Dy. Managing Director of the Company w.e.f. 10<sup>th</sup> Feb., 2014 for a period of 3 years.**

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstandin g Shares (3)=[(2)/(1 <th>No. of Votes in favour (4)</th> <th>No. of Votes against (5)</th> <th>% in favour on Votes Polled (6)=[(4)/(2)] *100</th> <th>% of Votes against on Votes Polled (7)=[(5)/(2<br )]*100<="" th=""/> </th>	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)] *100	% of Votes against on Votes Polled (7)=[(5)/(2 
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Public Institutional Holders	43,770	0	0	0	0	0	0
Public- Others	22,61,578	1,53,531	6.79%	1,51,531	2,000	98.70%	1.30%
<b>Total</b>	<b>49,27,000</b>	<b>27,28,506</b>		<b>27,26,506</b>	<b>2,000</b>		

**Item No.:7 Special Resolution****Re-Appointment of Mr. Kunal Jain (DIN 05279673) as the Whole-time Director of the Company w.e.f. 1st May, 2015 for a period of three years.**

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstandin g Shares (3)=[(2)/(1 <th>No. of Votes in favour (4)</th> <th>No. of Votes against (5)</th> <th>% in favour on Votes Polled (6)=[(4)/(2)] *100</th> <th>% of Votes against on Votes Polled (7)=[(5)/(2<br )]*100<="" th=""/> </th>	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)] *100	% of Votes against on Votes Polled (7)=[(5)/(2 
Promoter & Promoter Group	26,21,652	25,74,975	98.22%	25,74,975	0	100.00%	0
Public Institutional Holders	43,770	0	0	0	0	0	0
Public- Others	22,61,578	1,53,531	6.79%	1,51,531	2,000	98.70%	1.30%
<b>Total</b>	<b>49,27,000</b>	<b>27,28,506</b>		<b>27,26,506</b>	<b>2,000</b>		



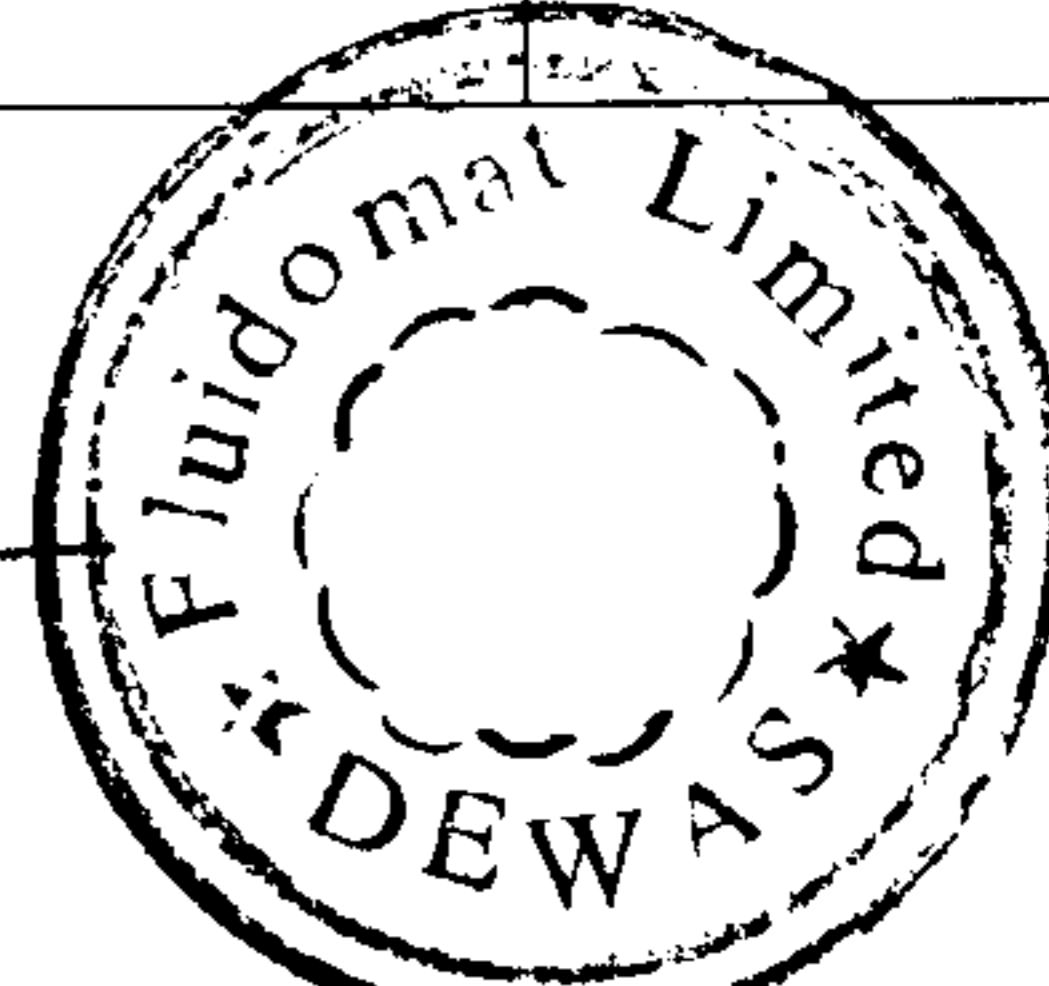
**Item No.:8 Ordinary Resolution****Appointment of CA Mahendra Kumar Shah (DIN 00014556) u/s 160 of the Companies Act, 2013 as an Independent Director of the Company upto 31.03.2019.**

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstandin g Shares (3)=[(2)/(1 <th>No. of Votes in favour (4)</th> <th>No. of Votes against (5)</th> <th>% in favour on Votes Polled (6)=[(4)/(2)] *100</th> <th>% of Votes against on Votes Polled (7)=[(5)/(2<br )]*100<="" th=""/> </th>	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)] *100	% of Votes against on Votes Polled (7)=[(5)/(2 
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Public Institutional Holders	43,770	0	0	0	0	0	0
Public- Others	22,61,578	1,53,531	6.79%	1,51,531	2,000	98.70%	1.30%
<b>Total</b>	<b>49,27,000</b>	<b>27,28,506</b>		<b>27,26,506</b>	<b>2,000</b>		

**Item No.:9 Ordinary Resolution****Appointment of Shri Kushal Chandra Jain (DIN 00007916) u/s 160 of the Companies Act, 2013 as an Independent Director of the Company upto 31.03.2019.**

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstandin g Shares (3)=[(2)/(1 <th>No. of Votes in favour (4)</th> <th>No. of Votes against (5)</th> <th>% in favour on Votes Polled (6)=[(4)/(2)] *100</th> <th>% of Votes against on Votes Polled (7)=[(5)/(2<br )]*100<="" th=""/> </th>	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)] *100	% of Votes against on Votes Polled (7)=[(5)/(2 
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Public Institutional Holders	43,770	0	0	0	0	0	0
Public- Others	22,61,578	1,53,531	6.79%	1,51,531	2,000	98.70%	1.30%
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Ashou Jain



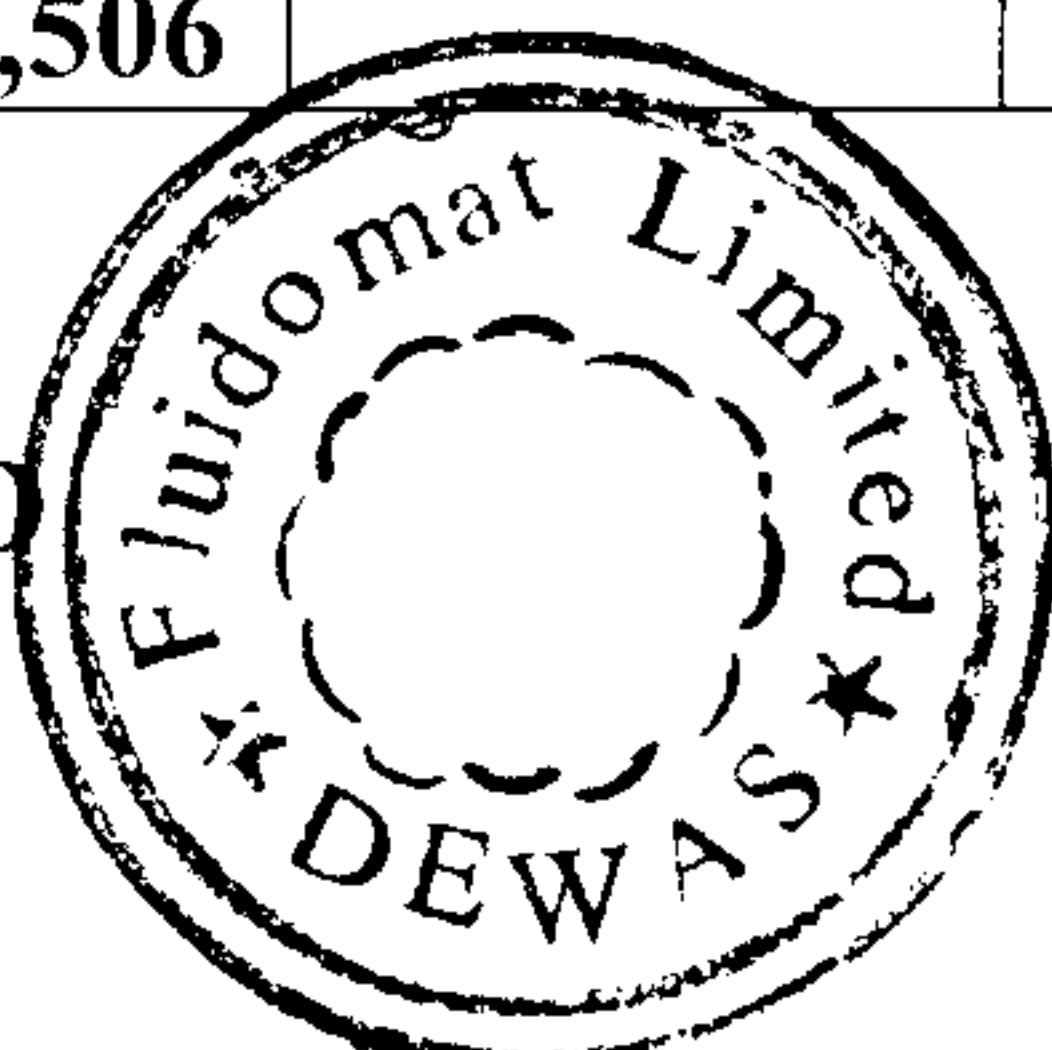


**Item No.:10 Ordinary Resolution****Appointment of Shri Praful Ratilal Turakhia (DIN 00366398) u/s 160 of the Companies Act, 2013 as an Independent Director of the Company upto 31.03.2019.**

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstandin g Shares (3)=[(2)/(1 )]*100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)] *100	% of Votes against on Votes Polled (7)=[(5)/(2 )]*100
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Public Institutional Holders	43,770	0	0	0	0	0	0
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<b>Total</b>	<b>49,27,000</b>	<b>27,28,506</b>		<b>27,26,506</b>	<b>2,000</b>		

**Item No.:11 Special Resolution****Approval for creation of charge to secure loan amount on the whole or substantially the whole of the undertaking of the Company under section 180(1)(a) of the Company's Act, 2013.**

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstandin g Shares (3)=[(2)/(1 )]*100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)] *100	% of Votes against on Votes Polled (7)=[(5)/(2 )]*100
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Public Institutional Holders	43,770	0	0	0	0	0	0
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<b>Total</b>	<b>49,27,000</b>	<b>27,28,506</b>		<b>27,26,506</b>	<b>2,000</b>		

**FOR FLUIDOMAT LIMITED***Ashok Jain***ASHOK JAIN  
CHAIRMAN & MANAGING DIRECTOR  
DIN 00007813**

# **SCRUTINIZERS' REPORT**

***For e-voting at the 38<sup>th</sup> Annual General Meeting of  
Fluidomat Ltd.  
to be held on 26<sup>th</sup> Sept., 2014***

---

**ISHAN JAIN & CO.**

**Company Secretaries**

401-402, Silver Ark Plaza, 20/1, New Palasiya, Indore (M.P.) 452001  
Email: [ishan1619@yahoo.co.in](mailto:ishan1619@yahoo.co.in) cell 09479555060 Phone 0731 2532813



# ISHAN JAIN & CO.

Company Secretaries

Ishan Jain

ACS

23<sup>th</sup> Sept., 2014

IJ/FL/2014

To,

The Chairman of the Board of Directors of

**Fluidomat Ltd.**

117 1st Floor Navneet Darshan,

16/2, Old Palasia,

Indore. (M.P.) 452001

**Sub: Submission of the Scrutinizers' Report on e-voting conducted pursuant to the provision of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the rule) and Clause 35B of the Listing Agreement.**

Dear Sir,

I refer to my appointment as scrutinizer by the Board of Directors of Fluidomat Ltd. (The Company) vide Letter Dt. 14<sup>th</sup> August, 2014, to Scrutinize the e-voting process in a fair and transparent manner pursuant to the provision of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the rule) and Clause 35B of the Listing Agreement for the 38<sup>th</sup> Annual General Meeting (AGM) of the Company to be held on 26<sup>th</sup> Sept., 2014 at the Registered Office of the Company at Indore (M.P.).

I have carried out the work as Scrutinizer on close of working hours on 22<sup>nd</sup> Sept., 2014. I had scrutinized and reviewed the voting through electronic means and votes tendered there in.

My responsibility as a scrutinizer for the e-voting process is restricted to make a scrutinizers' report of the votes cast in **Favour** or **Against** the resolution stated in the Notice of the AGM, based on the reports generated in the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facility and engaged by the Company.

I herewith submit the scrutinizer's report on the results of the e-voting along with the relevant listings.

Thanking you

Yours faithfully

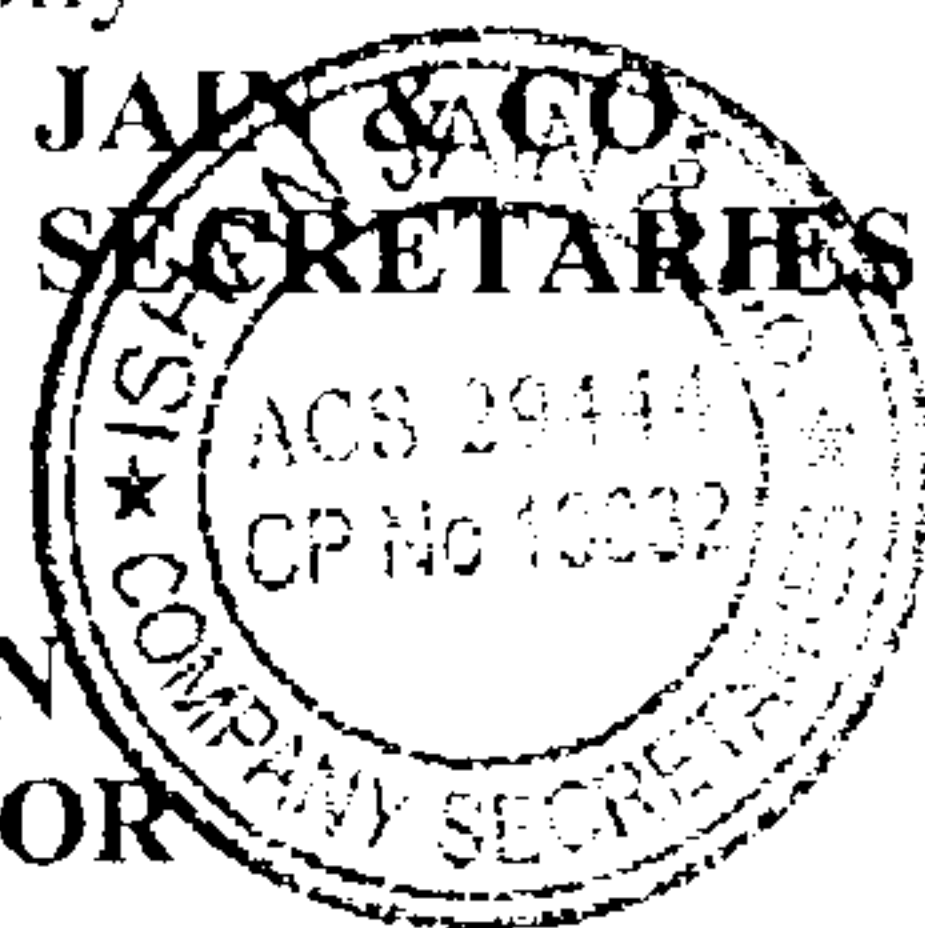
For, ISHAN JAIN & CO.  
COMPANY SECRETARIES

ISHAN JAIN  
PROPRIETOR

ACS: 29444

CP: 13032

Encl.: a/a





**Report of Scrutinizer's**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman of the Board of Directors of  
**Fluidomat Ltd.**  
117 1st Floor Navneet Darshan,  
16/2, Old Palasia,  
Indore, (M.P.) 452001

Dear Sir,

I **Ishan Jain** proprietor of **Ishan Jain & Co.**, Company Secretaries Indore, was appointed as scrutinizer for the purpose of scrutinizing the E-voting process of **Fluidomat Ltd.** (CIN:L74210MP1978PLC001452) in a fair and transparent manner, for the below mentioned resolution(s) as contained in the Notice of the 38<sup>th</sup> Annual General Meeting (AGM) of the Company to be held on 26<sup>th</sup> Sept., 2014, I submit my report on e-voting results as under:

1. The e-voting services were provided by National Securities Depository Ltd. (NSDL).
2. The E-voting period commenced from 9.00 A.M.(IST) and concluded at 6.00 P.M. (IST) on 22<sup>nd</sup> Sept., 2014.
3. The Shareholder holding shares on the "Cut-off date" i.e., 8<sup>th</sup> August, 2014, were entitled to vote on the proposed resolutions stated in the Notice of the Company.
4. The portal was unblocked on 22<sup>nd</sup> Sept., 2014 after 06:00 P.M (IST) in the presence of two witnesses Ms. Meha Singh Sikarwar and Mr. Bhupendra Gupta who are not in the employment of the Company.
5. The results of e-voting along with the list of shareholders who voted "**FOR**" and "**AGAINST**" the below resolutions were downloaded from the e-voting website of NSDL.

**Item No.1: Ordinary Resolution**

**Approval of the Audited Financial Statements, for the year ended 31<sup>st</sup> March, 2014 and Reports of Board of Directors and Auditors thereon.**

(i) Voted in favour of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
10	2714675	99.93

(ii) Voted against the resolution:

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
1	2000	0.07

(iii) Invalid votes:

Total number of members whose votes were invalid	Total number of votes cast by them
Nil	Nil



**Item No.2: Ordinary Resolution****Declaration of Rs. 2.75 (27.50%) Dividend on 4927000 Equity Share of Rs. 10/- for the year 2013-14.**(i) Voted in **favour** of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
<b>11</b>	<b>2716675</b>	<b>100.00</b>

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

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
<b>0</b>	<b>0</b>	<b>0</b>

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
Nil	Nil

**Item No.3: Ordinary Resolution****Appointment of M/s J.P.Saraf & Co., Chartered Accountants (F.R.No. 006430C) as the Auditors for a period of 3 years upto 41<sup>st</sup> AGM to be held in the year 2017 and to fix their remuneration.**(i) Voted in **favour** of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
<b>10</b>	<b>2714675</b>	<b>99.93</b>

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

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
<b>1</b>	<b>2000</b>	<b>0.07</b>

(iii) **Invalid** votes:

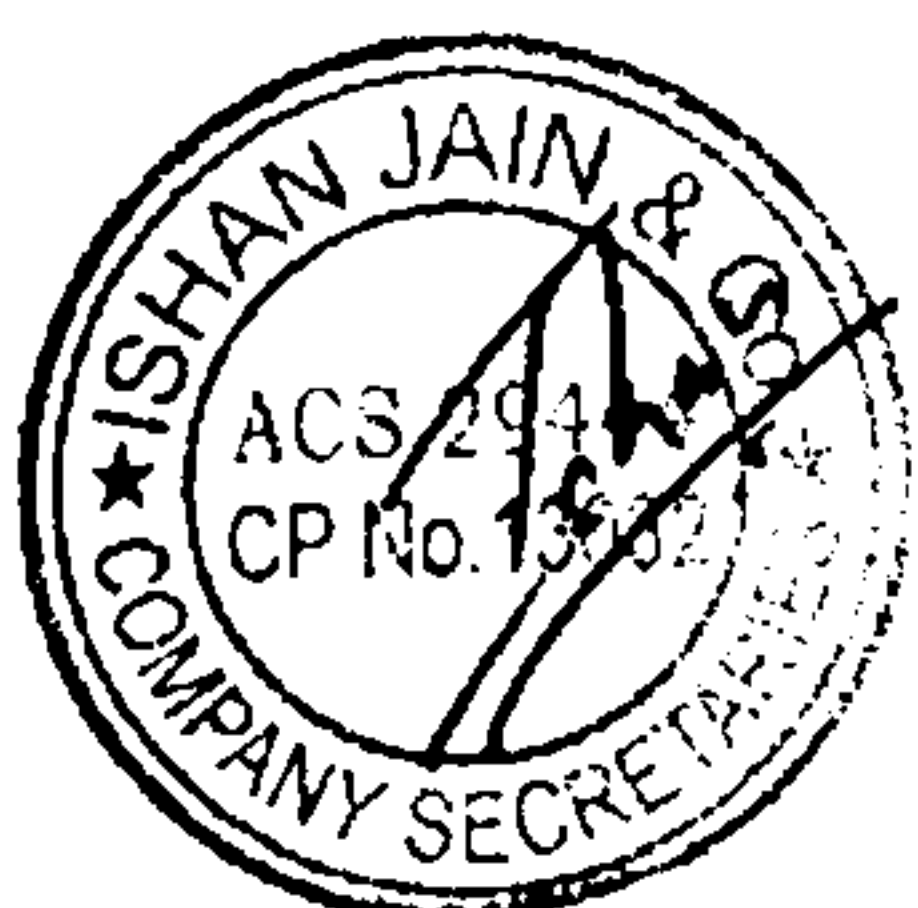
Total number of members whose votes were invalid	Total number of votes cast by them
Nil	Nil

**Item No.4: Special Resolution****Appointment of Mrs. Radhica Sharma (DIN 06811597) as a Director under section 160 of the Companies Act, 2013.**(i) Voted in **favour** of the resolution:

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
<b>10</b>	<b>2714675</b>	<b>99.93</b>

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

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
<b>1</b>	<b>2000</b>	<b>0.07</b>





**(iii) Invalid votes:**

Total number of members whose votes were invalid	Total number of votes cast by them
Nil	Nil

**Item No.5: Special Resolution**

**Increase in Remuneration of Shri Ashok Jain (DIN 00007813), Chairman and Managing Director of the Company w.e.f. 1st June, 2014 for a remaining part of his tenure.**

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

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
10	2714675	99.93

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

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
1	2000	0.07

**(iii) Invalid votes:**

Total number of members whose votes were invalid	Total number of votes cast by them
Nil	Nil

**Item No.6: Special Resolution**

**Appointment of Mrs. Radhica Sharma (DIN 06811597) as Whole-time Director and designated as the Dy. Managing Director of the Company w.e.f. 10<sup>th</sup> Feb., 2014 for a period of 3 years.**

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

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
10	2714675	99.93

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

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
1	2000	0.07

**(iii) Invalid votes:**

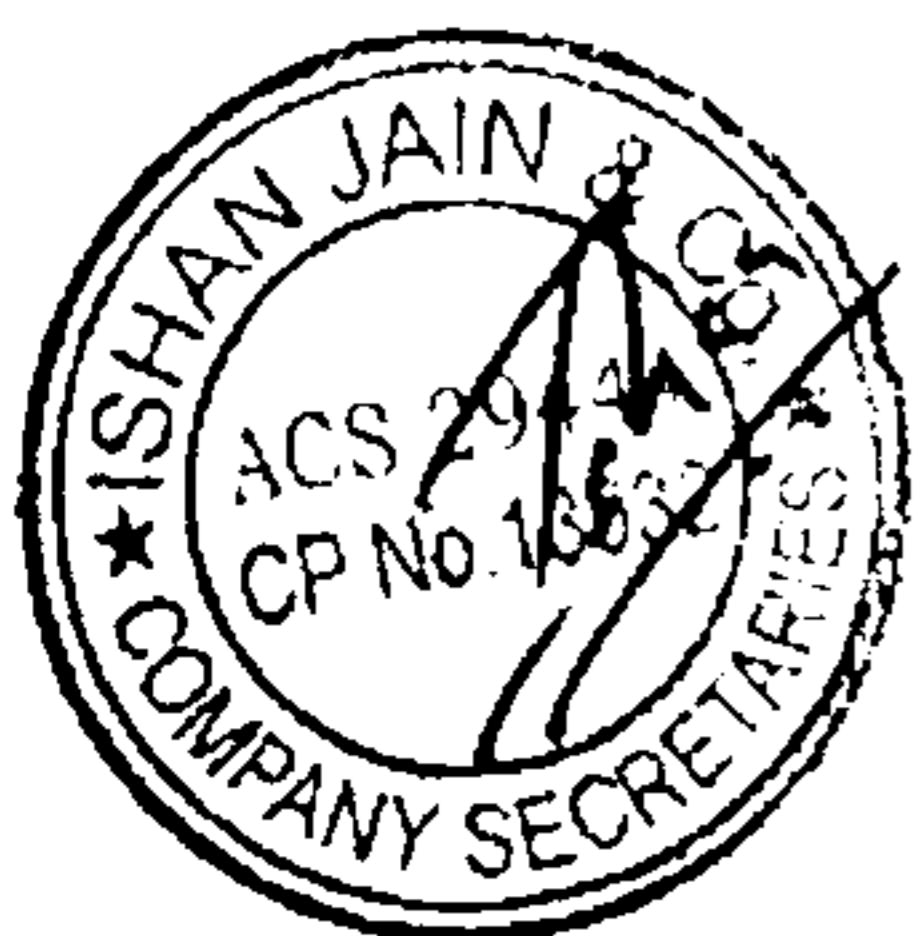
Total number of members whose votes were invalid	Total number of votes cast by them
Nil	Nil

**Item No.:7 Special Resolution**

**Re-Appointment of Mr. Kunal Jain (DIN 05279673) as the Whole-time Director of the Company w.e.f. 1st May, 2015 for a period of three years.**

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

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
10	2714675	99.93





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

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
1	2000	0.07

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
Nil	Nil

**Item No.8: Ordinary Resolution**

**Appointment of CA Mahendra Kumar Shah (DIN 00014556) u/s 160 of the Companies Act, 2013 as an Independent Director of the Company for a term of five years upto 31.03.2019.**

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

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
10	2714675	99.93

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

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
1	2000	0.07

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
Nil	Nil

**Item No.9: Ordinary Resolution**

**Appointment of Shri Kushal Chandra Jain (DIN 00007916) u/s 160 of the Companies Act, 2013 as an Independent Director of the Company for a term of five years upto 31.03.2019.**

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

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
10	2714675	99.93

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

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
1	2000	0.07

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
Nil	Nil



**Item No.10: Ordinary Resolution**

**Appointment of Shri Praful Ratilal Turakhia (DIN 00366398) u/s 160 of the Companies Act, 2013 as an Independent Director of the Company for a term of five years upto 31.03.2019.**

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

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
<b>10</b>	<b>2714675</b>	<b>99.93</b>

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

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
<b>1</b>	<b>2000</b>	<b>0.07</b>

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
Nil	Nil

**Item No.11: Special Resolution**

**Approval for creation of charge to secure loan amount on the whole or substantially the whole of the undertaking of the Company u/s 180(1)(a) of the Companies Act, 2013.**

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

Number of members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
<b>10</b>	<b>2714675</b>	<b>99.93</b>

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

Number of members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
<b>1</b>	<b>2000</b>	<b>0.07</b>

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
Nil	Nil

The relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the 38<sup>th</sup> Annual General Meeting and the same shall thereafter be handed over to the Company Secretary for safe keeping.

For, **ISHAN JAIN & CO.**  
**COMPANY SECRETARIES**

**ISHAN JAIN**  
**PROPRIETOR**

ACS: 29444

CP: 13032

We the undersigned witnessed that the votes were unblocked from the e-voting website of National Securities Depository Limited (<http://www.evoting.nsdl.com>) in our presence at 6.35 p.m on 23.09.2014 at the office of the Scrutinizer.

**Meha Singh Sikarwar**

**Bhupendra Gupta**

Welcome **ISHAN JAIN (ISHAN1617)** Last Login Time: 2014-07-22 15:26:18

Home | e-Voting | User Profile | News & Results | Logout

e-Voting

**View/Authorize e-Voting Results**

ISIN Name : FLUIDOMAT LIMITED EQ

ISIN : 100026      ISIN : INE459C01014

Resolution File : [Resolution File](#)      Logo File : [Company Logo](#)

Resolution Date : 2014-05-16      Voting Start Date : 2014-04-22

Voting End Date : 2014-08-22      Voting Result Date : 2014-07-28

Resolution : To receive consider and adopt the audited Balance Sheet as at March 31 2014

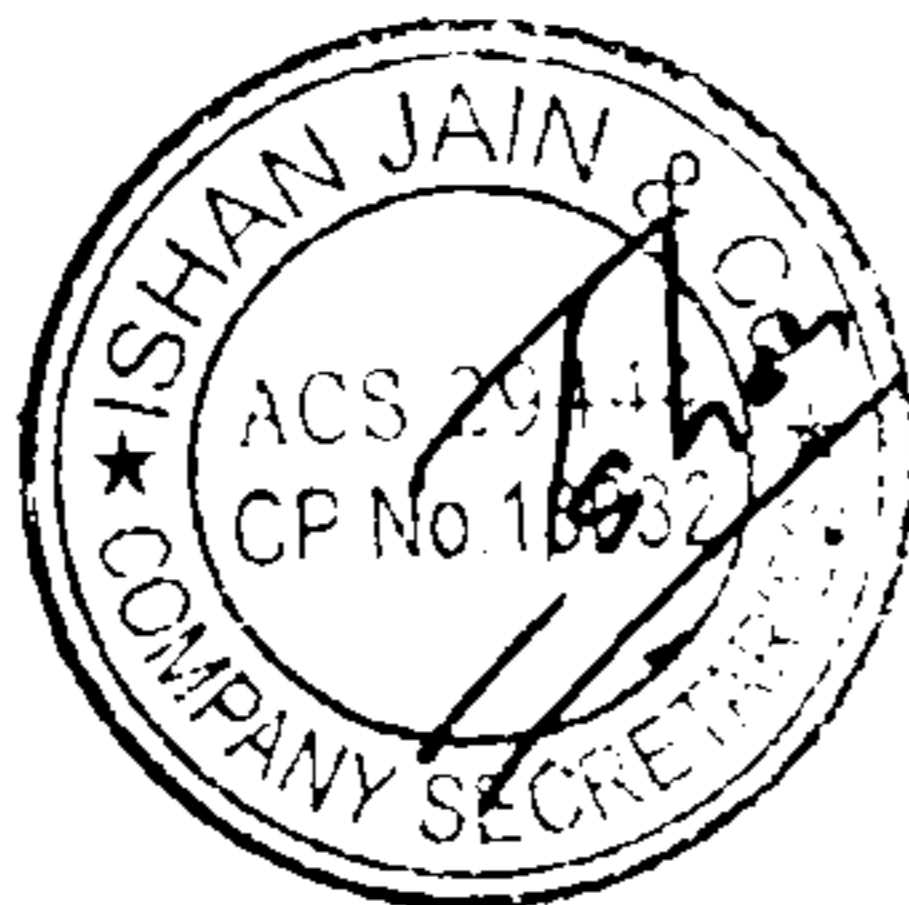
Description : To receive, consider and adopt the audited Balance Sheet as at March 31, 2014, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended March 31, 2014 and the Reports of the Board of directors and Auditors thereon.

I/We Assent To The Resolution (For/ Yes/ Favour)	2714675.000
I/We Dissent To The Resolution (Against/ No)	2000.000

Resolution : To declare dividend on equity share capital of the Company

Description : To declare dividend on equity share capital of the Company.

I/We Assent To The Resolution (For/ Yes/ Favour)	2714675.000
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**Resolution Description :** To appoint the Statutory Auditor of the company  
**RESOLVED THAT** subject to the provisions of section 139 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s J.P. Saraf & Co., Chartered Accountants (ICAI Firm Registration No. 006430C), the retiring Auditors of the Company be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Forty First AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM) on such remuneration as may be fixed by the Board.

I/We Dissent To The Resolution(Against/ No)	0.000
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I/We Assent To The Resolution(For/ Yes/ Favour)	2714675.000
I/We Dissent To The Resolution(Against/ No)	2000.000

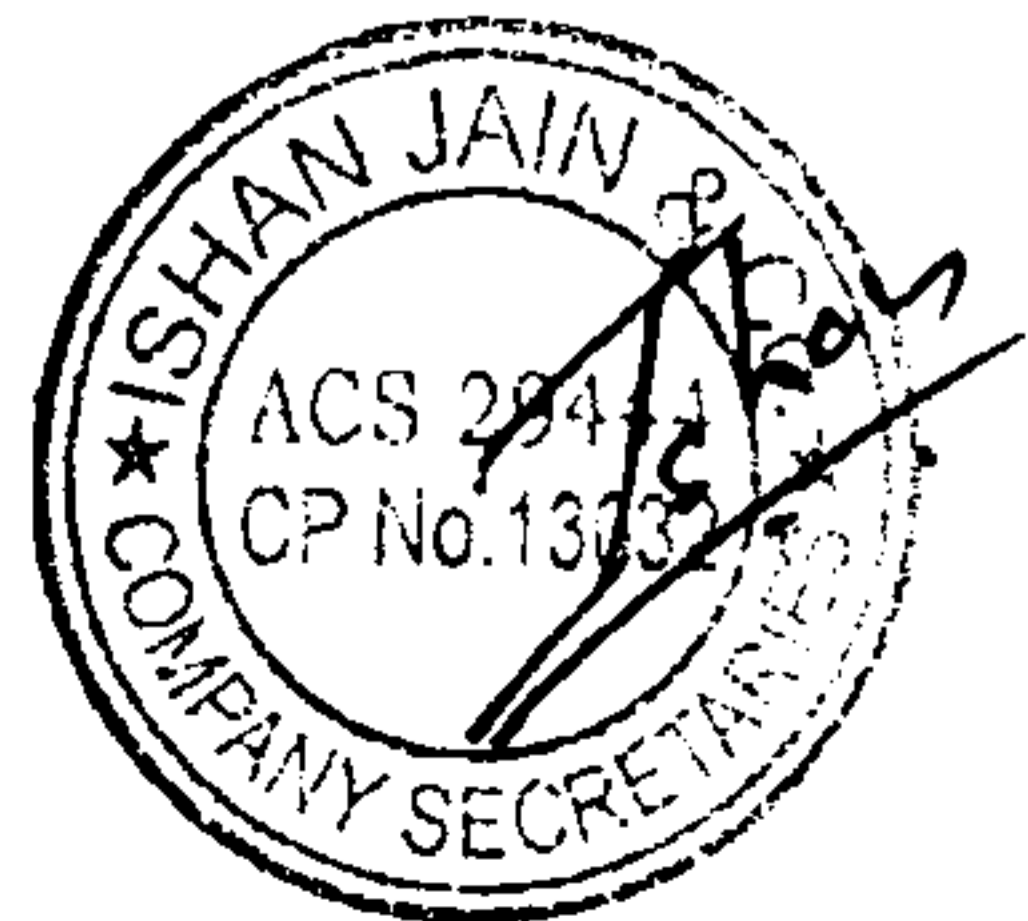
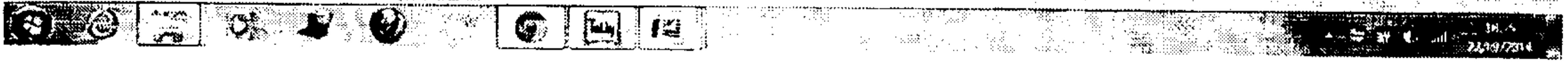
**Resolution Description :** Mrs. Radhica Sharma DIN 06811597 as a candidate for the office of director.  
**RESOLVED THAT** pursuant to the provisions of sections 160 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, if any, Mrs. Radhica Sharma (DIN- 06811597), who was appointed as an additional director pursuant to the provisions of section 160 of the Companies Act, 2013 by the Board w.e.f. 10th Feb., 2014 to hold the office of the director till the date of the annual general meeting and in respect of whom the Company has received a notice in writing from a member proposing her as a candidate for the office of director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

I/We Assent To The Resolution(For/ Yes/ Favour)	2714675.000
I/We Dissent To The Resolution(Against/ No)	2000.000

**Resolution Description :** The approval of the members of the Company for increase in the remuneration of Shri Ashok Jain  
 The approval of the members of the Company be and is hereby accorded for increase in the remuneration of Shri Ashok Jain, Chairman and Managing Director of the Company w.e.f. 1st June, 2014 till the remaining part of his tenure till 30.06.2016 from Rs. 2,50,000/- P.M. to Rs.3,50,000/- P.M.

I/We Assent To The Resolution(For/ Yes/ Favour)	2714675.000
I/We Dissent To The Resolution(Against/ No)	2000.000

**Resolution Description :** The approval of the members of the Company for appointment of Mrs. Radhica Sharma as WTD.  
 The approval of the members of the Company be and is hereby granted for appointment of Mrs. Radhica Sharma (DIN- 06811597) as the Whole-time Director and designated as the Managing Director of the Company for a period of 3 years w.e.f. 10th February, 2014 on



Resolution : The approval of the members of the Company for appointment of Mrs. Radhika Sharma as WTD.

Description : The approval of the members of the Company be and is hereby granted for appointment of Mrs. Radhika Sharma (DIN- 06811997) as the Whole-time Director and designated as the Dy. Managing Director of the Company for a period of 3 years w.e.f. 10th February, 2014 on the terms and conditions as mentioned in Notice of the AGM.

Salary in the scale of Rs.1,00,000/- per month with an annual increment of Rs. 10,000/- per year.

I/We Assent To The Resolution (For/ Yes/ Favour)	2714675.000
I/We Dissent To The Resolution (Against/ No)	2000.000

Resolution : The approval of the members of the Company for appointment of Shri Kunal Jain as WTD.

Description : The approval of the members of the Company be and is hereby granted for re-appointment of Shri Kunal Jain (DIN- 01475424) as the Whole-time Director and designated as the Executive Director of the Company for a period of 3 years w.e.f. 1st May, 2015 on the terms and conditions as mentioned in the Notice of the AGM.

Salary in the scale of Rs.1,50,000/- per month with an annual increment of Rs. 15,000/- per year.

I/We Assent To The Resolution (For/ Yes/ Favour)	2714675.000
I/We Dissent To The Resolution (Against/ No)	2000.000

Resolution : To appoint CA Mahendra Kumar Shah DIN- 00014556 as an Independent Director of the Company

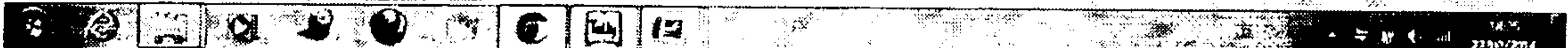
Description : CA Mahendra Kumar Shah (DIN- 00014556), who was holding positions of the Independent Directors and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the director of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided under section 149(6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years upto 31st March, 2019 and he will not be liable to retire by rotation.

I/We Assent To The Resolution (For/ Yes/ Favour)	2714675.000
I/We Dissent To The Resolution (Against/ No)	2000.000

Resolution : To appoint Shri Khushal Chand Jain DIN- 00007916 as an Independent Director of the Company.

Description : Shri Khushal Chand Jain (DIN- 00007916), who was holding positions of the Independent Director and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the director of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided under section 149(6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years upto 31st March, 2019 and he will not be liable to retire by rotation.

I/We Assent To The Resolution (For/ Yes/ Favour)	2714675.000
I/We Dissent To The Resolution (Against/ No)	2000.000



Resolution Description: To appoint Shri Khushal Chand Jain DIN- 00007916 as an Independent Director of the Company.

Shri Khushal Chand Jain (DIN- 00007916), who was holding positions of the Independent Director and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the director of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided under section 149(6) of the Companies Act, 2013 and is eligible for appointment, he and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years upto 31st March, 2019 and he will not be liable to retire by rotation.

I/We Assent To The Resolution(For/ Yes/ Favour)	2714675.000
I/We Dissent To The Resolution(Against/ No)	2000.000

Resolution Description: To appoint Shri Praful Ratilal Turakhia DIN- 00366390 as an Independent Director of the Company.

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014, and the Clause 49 of the Listing Agreement as may be amended from time to time, Shri Praful Ratilal Turakhia (DIN- 00366390), who was holding positions of the Independent Director and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the director of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided under section 149(6) of the Companies Act, 2013 and is eligible for appointment, he and is hereby appointed as an Independent

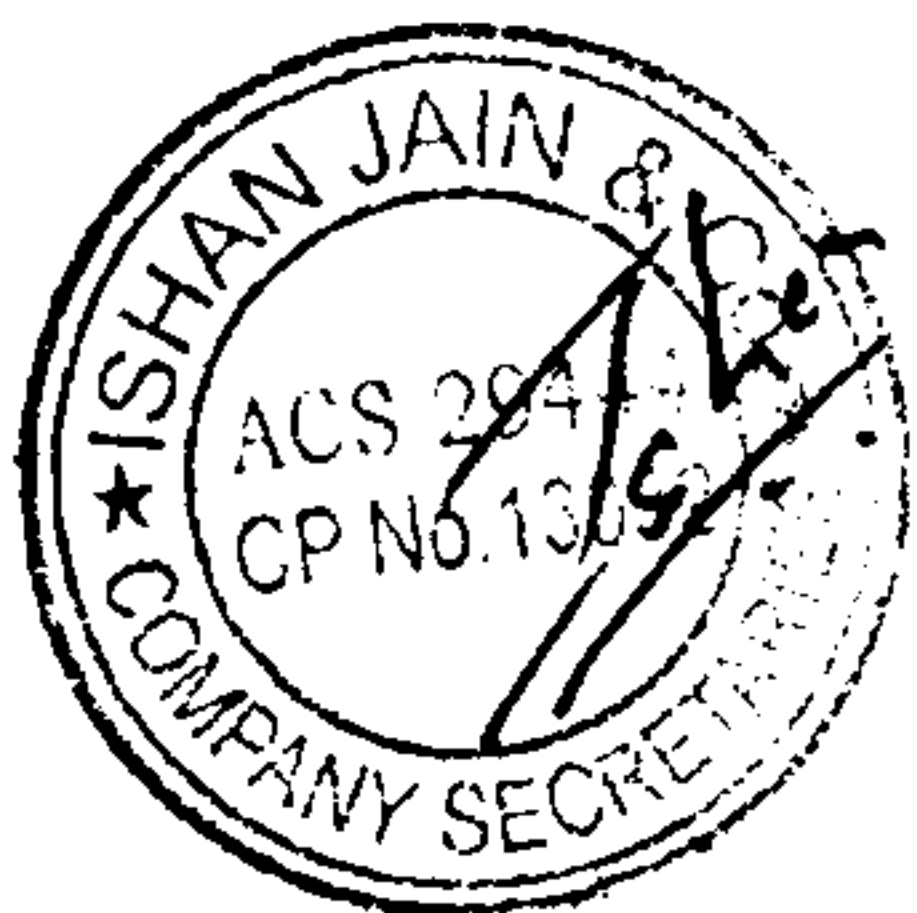
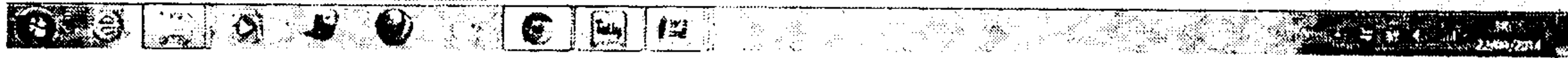
I/We Assent To The Resolution(For/ Yes/ Favour)	2714675.000
I/We Dissent To The Resolution(Against/ No)	2000.000

Resolution Description: The Board authorize to mortgaging and hypothecation pledge or charging

The Board of Directors of the Company to mortgaging and/hypothecation, pledge or charging of all or any of the immovable and movable properties of the Company, wherever situated, both present and future or the whole or substantially the whole of the undertaking or undertakings of the Company in such form and in such manner as the Board of directors may think fit for securing any loans and/or advances already obtained or that may be obtained time to time from any financial institutions/banks/insurance companies, bodies corporate, firms or association or person or persons, and/or to secure any debentures issued, deposits and/or that may be issued and all interest, compounding interest/additional interest, commitment charge, cost, charges, expenses and all other moneys payable by the Company to the concerned secured lenders within the overall

I/We Assent To The Resolution(For/ Yes/ Favour)	2714675.000
I/We Dissent To The Resolution(Against/ No)	2000.000

Assent Dissent Abstain





**SCRUTINIZERS' REPORT**  
**Form MGT-13**

*For the Poll Conducted at the 38<sup>th</sup> Annual General Meeting of*  
***Fluidomat Ltd.***  
*Held on 26<sup>th</sup> Sept., 2014 at 2.00 P.M.*  
*at the Registered Office at 117, Navneet Darshan, 16/2 old Palasiya,*  
*Indore (M.P.) 452001*

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**ISHAN JAIN & CO.**

**Company Secretaries**

401-402, Silver Ark Plaza, 20/1, New Palasiya, Indore (M.P.) 452001  
Email: [ishan1619@yahoo.co.in](mailto:ishan1619@yahoo.co.in) cell 09479555060 Phone 0731 2532813



**Ishan Jain**  
ACS

**FORM MGT-13**  
**Report of Scrutinizer**

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

IJ/FL/2014

26<sup>th</sup> Sept., 2014

To,  
The Chairman of the Board of Directors  
**Fluidomat Ltd.**

For the 38<sup>th</sup> Annual General Meeting of Equity Shareholders of **Fluidomat Ltd.** held on Friday, 26<sup>th</sup> September, 2014 at 2:00 P.M. at the registered office of the Company at 117 1st Floor Navneet Darshan, 16/2, Old Palasia, Indore, (M.P.) 452001.


Dear Sir,

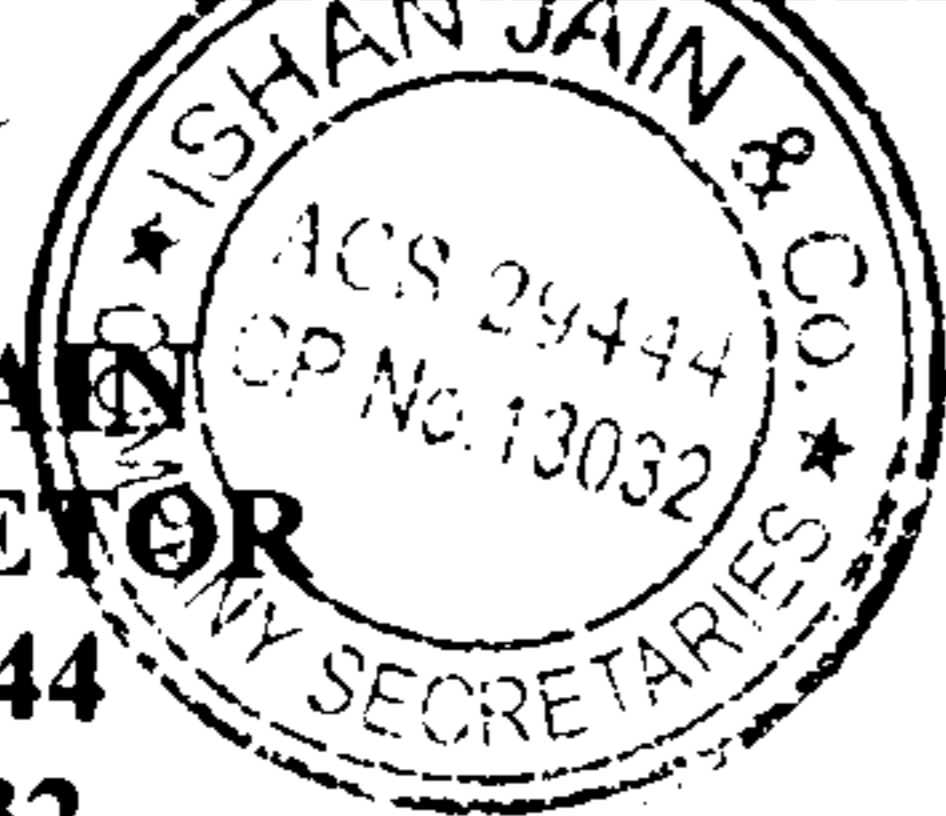
I **Ishan Jain** proprietor of M/s **Ishan Jain & Co.**, Company Secretaries Indore, appointed as scrutinizer for the purpose of poll taken on below resolution(s) at 38<sup>th</sup> Annual General Meeting of equity shareholders of **Fluidomat Limited** (CIN: L74210MP1978PLC001452) held on Friday, 26<sup>th</sup> September, at 2:00 P.M. at the Registered office at 117 1st Floor Navneet Darshan, 16/2, Old Palasia, Indore, (M.P.) 452001.

I hereby to submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 (One) ballot box was kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and in presence of two witness 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 for Resolution wise is annexed.
5. A list containing a List of Equity Shareholder who voted "FOR" & "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The Poll Paper and all other relevant records were sealed and handed over to the Company Secretary as authorized by the Board for safe keeping.

For, **ISHAN JAIN & CO.**  
**COMPANY SECRETARIES**

  
**ISHAN JAIN**  
**PROPRIETOR**  
ACS: 29444  
CP: 13032  
Encl.: a/a





Ishan Jain

ACS

**“RESULT OF POLL”****Item No.1: Ordinary Resolution****Approval of the Audited Financial Statements, for the year ended 31<sup>st</sup> March, 2014 and Reports of Board of Directors and Auditors thereon.****i) Voted in Favour of Resolution**

Number of Members present and Voting (In person or proxy)	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
19	11831	100%

*Out of these 8 members have casted their votes through E-Voting platform and , not voted by Poll.***ii) Voted Against the of Resolution**

Number of Members present and Voting (In person or proxy)	Number of Votes Cast in Against of the Resolution	% of the total number of Valid Votes Cast
0	0	0

**iii) Invalid Votes**

Total Number of Members whose votes were invalid	Total number of Votes Cast by them
1	20

**Item No.2: Ordinary Resolution****Declaration of Rs. 2.75 (27.50%) Dividend on 4927000 Equity Share of Rs. 10/- for the year 2013-14.****i) Voted in Favour of Resolution**

Number of Members present and Voting (In person or proxy)	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
19	11831	100%

*Out of these 8 members have casted their votes through E-Voting platform and , not voted by Poll.***ii) Voted Against the of Resolution**

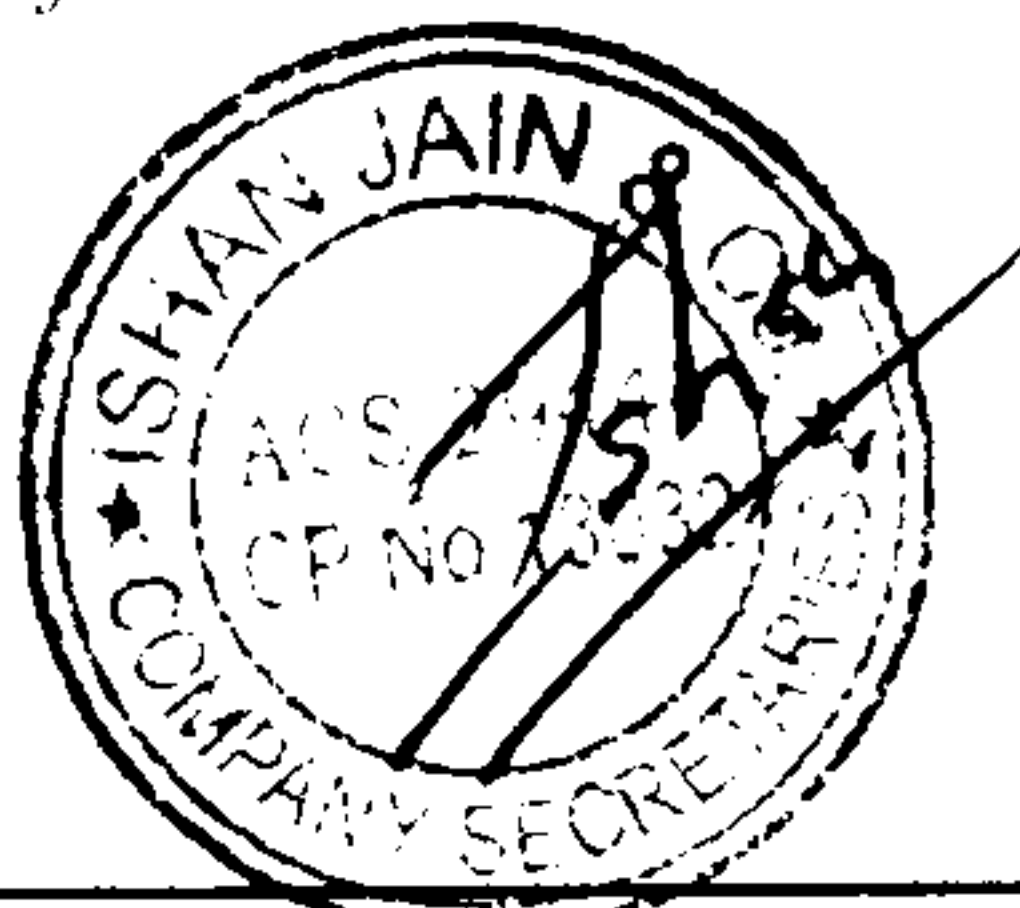
Number of Members present and Voting (In person or proxy)	Number of Votes Cast in Against of the Resolution	% of the total number of Valid Votes Cast
0	0	0

**iii) Invalid Votes**

Total Number of Members whose votes were invalid	Total number of Votes Cast by them
1	20

**Item No.3: Ordinary Resolution****Appointment of M/s J.P.Saraf & Co., Chartered Accountants (F.R.No. 006430C) as the Auditors for a period of three years upto 41<sup>st</sup> AGM to be held in the year 2017 and to fix their remuneration.****i) Voted in Favour of Resolution**

Number of Members present and Voting (In person or proxy)	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
19	11831	100%

*Out of these 8 members have casted their votes through E-Voting platform and , not voted by Poll.*



**ii) Voted Against the of Resolution**

Number of Members present and Voting (In person or proxy)	Number of Votes Cast in Against of the Resolution	% of the total number of Valid Votes Cast
0	0	0

**iii) Invalid Votes**

Total Number of Members whose votes were invalid	Total number of Votes Cast by them
1	20

**Item No.4: Special Resolution**

**Appointment of Mrs. Radhica Sharma (DIN 06811597) as a Director under section 160 of the Companies Act, 2013.**

**i) Voted in Favour of Resolution**

Number of Members present and Voting (In person or proxy)	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
19	11831	100%

*Out of these 8 members have casted their votes through E-Voting platform and , not voted by Poll.*

**ii) Voted Against the of Resolution**

Number of Members present and Voting (In person or proxy)	Number of Votes Cast in Against of the Resolution	% of the total number of Valid Votes Cast
0	0	0

**iii) Invalid Votes**

Total Number of Members whose votes were invalid	Total number of Votes Cast by them
1	20

**Item No.5: Special Resolution**

**Increase in Remuneration of Shri Ashok Jain (DIN 00007813), Chairman and Managing Director of the Company w.e.f. 1st June, 2014 for a remaining part of his tenure.**

**i) Voted in Favour of Resolution**

Number of Members present and Voting (In person or proxy)	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
19	11831	100%

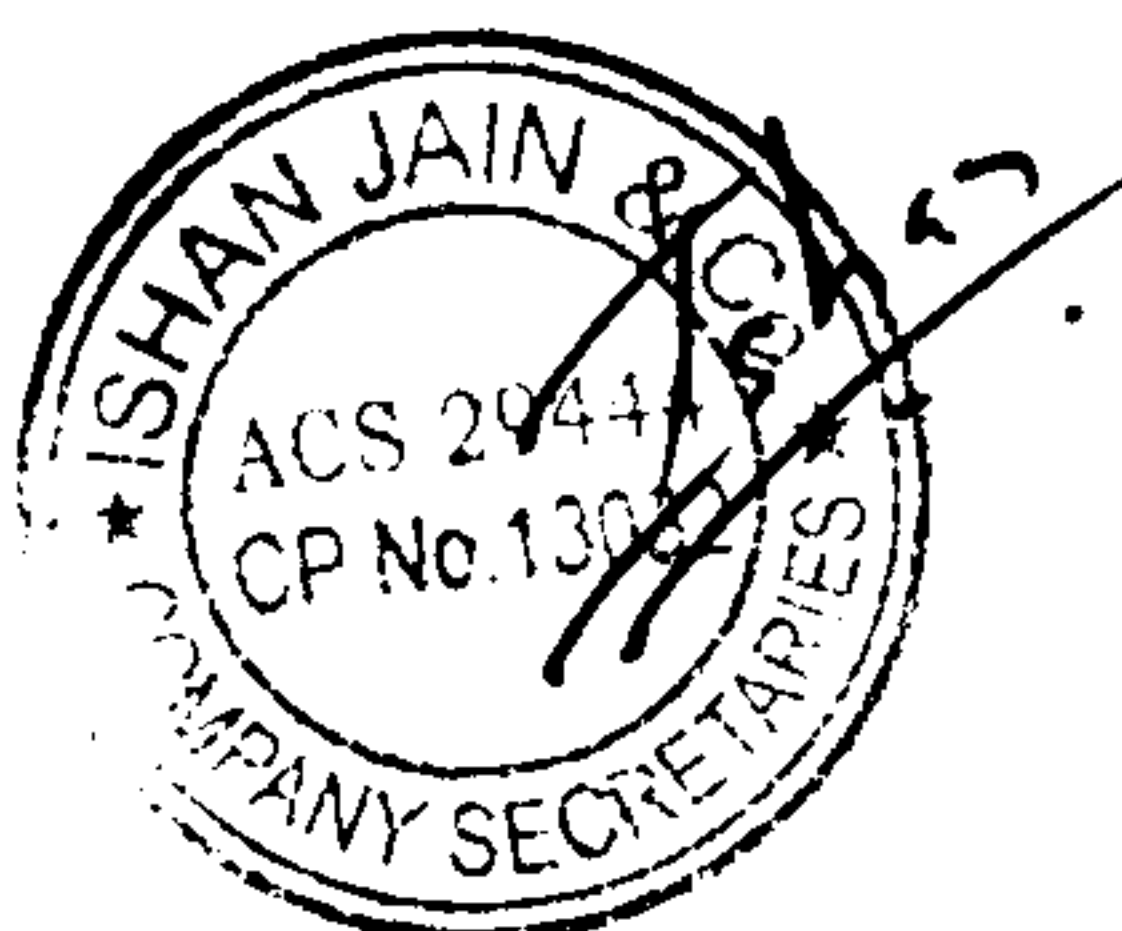
*Out of these 8 members have casted their votes through E-Voting platform and , not voted by Poll.*

**ii) Voted Against the of Resolution**

Number of Members present and Voting (In person or proxy)	Number of Votes Cast in Against of the Resolution	% of the total number of Valid Votes Cast
0	0	0

**iii) Invalid Votes**

Total Number of Members whose votes were invalid	Total number of Votes Cast by them
1	20



**Item No.:6 Special Resolution**

**Appointment of Mrs. Radhica Sharma (DIN 06811597) as Whole-time Director and designated as the Dy. Managing Director of the Company w.e.f. 10<sup>th</sup> Feb., 2014 for a period of 3 years.**

**i) Voted in Favour of Resolution**

Number of Members present and Voting (In person or proxy)	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
19	11831	100%

*Out of these 8 members have casted their votes through E-Voting platform and , not voted by Poll.*

**ii) Voted Against the of Resolution**

Number of Members present and Voting (In person or proxy)	Number of Votes Cast in Against of the Resolution	% of the total number of Valid Votes Cast
0	0	0

**iii) Invalid Votes**

Total Number of Members whose votes were invalid	Total number of Votes Cast by them
1	20

**Item No.:7 Special Resolution**

**Re-Appointment of Mr. Kunal Jain (DIN 05279673) as the Whole-time Director of the Company w.e.f. 1st May, 2015 for a period of three years.**

**i) Voted in Favour of Resolution**

Number of Members present and Voting (In person or proxy)	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
19	11831	100%

*Out of these 8 members have casted their votes through E-Voting platform and , not voted by Poll.*

**ii) Voted Against the of Resolution**

Number of Members present and Voting (In person or proxy)	Number of Votes Cast in Against of the Resolution	% of the total number of Valid Votes Cast
0	0	0

**iii) Invalid Votes**

Total Number of Members whose votes were invalid	Total number of Votes Cast by them
1	20

**Item No.:8 Ordinary Resolution**

**Appointment of CA Mahendra Kumar Shah (DIN 00014556) u/s 160 of the Companies Act, 2013 as an Independent Director of the Company for a term of five years upto 31.03.2019.**

**i) Voted in Favour of Resolution**

Number of Members present and Voting (In person or proxy)	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
19	11831	100%

*Out of these 8 members have casted their votes through E-Voting platform and , not voted by Poll.*

**ii) Voted Against the of Resolution**

Number of Members present and Voting (In person or proxy)	Number of Votes Cast in Against of the Resolution	% of the total number of Valid Votes Cast
0	0	0

