NKS & Company
Company Secretaries

8A, UG, CS, Ansal Corporate Suites,
Ansal Plaza, Sector- 1, Vaishali, GZB., NCR-201010
Mob (+91) 9871500827, 9250847457
Tel (O) 0120-4559495
website : www.csnitesh.com
E-mail : mail@csnitesh.com

To
The Chairman
Aravali Securities & Finance Limited
Institutional Area, Plot No. 39, Sector-44,
Gurgaon-122003, Haryana

Dear Sir

At the outset, we would like to thank you for entrusting us with the task of scrutinizing the e-voting and voting on Poll by your shareholders, at the Annual General Meeting of your Company held on Monday, June 29, 2015 at 10.00 A.M.

Please find enclosed our report in two parts as listed below:

Section I: Report of the Scrutinizer on e-Voting

Section II: Report of Poll Results at the AGM in the prescribed format

Section III: Consolidated results of e-voting and Poll

Our Report on voting on poll is based on the data provided /authenticated by your Registrar and Share Transfer Agent.

We trust you will find our report to be Comprehensive and self explanatory in all respects. We will, however, be happy to answer your queries, if any, on the same.

Thanking you,

For NKS & Company

Nitesh

(Nitesh Kumar Sinha)

Practicing Company Secretary

CP No.: 7648
FCS No.-7536

Place: Gurgaon
Date: 29-06-2015

NKS & COMPANY VAISHALI COMPANY SECRETARIES

NKS & Company
Company Secretaries

8A, UG, CS, Ansal Corporate Suites,
Ansal Plaza, Sector- 1, Vaishali, GZB., NCR-201010
Mob (+91) 9871500827, 9250847457
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website : www.csnitesh.com
E-mail : mail@csnitesh.com

To

The Chairman
Aravali Securities and Finance Limited
Institutional Area, Plot No. 39,
Sector-44, Gurgaon-122003
Haryana

Dear Sir

At the outset, we would like to thank you for entrusting us with the task of scrutinizing the e-voting and voting on poll by your shareholders, at the Annual General Meeting of your Company held on June 29, 2015 at 10.00 A.M.

Please find enclosed, my report of the Scrutinizer on –e-voting

Our Report on e-voting is based on the data downloaded from e-voting platform provided by National Depository Limited (NSDL) and our Report on voting on the poll is based on the data provided/authenticated by your Registrar and Share Transfer Agent

We Trust you will find our Report to be Comprehensive and self –explanatory in all respects. We will, however be happy to answer your queries, if any, on the same.

Thanking You

For NKS & Company

NKS & COMPANY VAISHALI COMPANY SECRETARIES

(Nitesh Kumar Sinha)

Place: Gurgaon
Date: 29-06-2015

Practicing Company Secretary

CP No.: 7648
FCS No.-7536

NKS & Company
Company Secretaries

8A, UG, CS, Ansal Corporate Suites,
Ansal Plaza, Sector- 1, Vaishali, GZB., NCR-201010
Mob (+91) 9871500827, 9250847457
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E-mail : mail@csnitesh.com

SECTION I: REPORT OF THE SCRUTINIZER ON E-VOTING

Report of Scrutinizer

[Scrutinizer report on e-voting conducted pursuant to Section 108 of the Companies Act, 2013 ("the act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Physical Ballot forms received from the shareholders who do not have access to e-voting]

To
The Chairman

The 35th Annual General Meeting of the Equity Shareholders of **ARAVALI SECURITIES AND FINANCE LIMITED** held on **29th Day of June, 2015** at **10.00 A.M.** at **INSTITUTIONAL AREA, PLOT NO. 39, SECTOR-44, GURGAON, HARYANA-122003**

Dear Sir,

I, Nitesh Kumar Sinha, (Proprietor) of NKS & Company, Practicing Company Secretaries having its office at 8A, UG, CS, Ansal Corporate Suites, Ansal Plaza, Sector – 1, Vaishali - 201010, appointed as Scrutinizer of **ARAVALI SECURITIES AND FINANCE LIMITED ("the Company")** for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority in respect of resolutions put to vote through e-voting carried out as per 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 **35th Annual General Meeting** of the Equity Shareholders of **ARAVALI SECURITIES AND FINANCE LIMITED** held on **29th Day of June, 2015 at 10.00 A.M. at Institutional Area, Plot No. 39, Sector-44, Gurgaon, Haryana-122003.** We submit our report as under:

The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and the Rules relating to the voting through electronics means on the resolutions contained in the Notice to the 35th Annual General Meeting of the Shareholders of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make Scrutinizer Report of the votes cast "in Favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited, the Authorized Authority to provide e-voting facilities, engaged by the Company.

NKS & COMPANY VAISHALI

The Notice dated 21st May, 2015 convening the Annual General Meeting along with statement setting out material facts under Section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions to be passed at Annual General Meeting of the Equity Shareholders of **Aravali Securities and Finance Limited** held on 29th June, 2015.

The Company has availed the e-voting facilities offered by NSDL for conducting e-voting by the shareholders of the Company

Further to the above, I submit my report as under:

1. The E-voting period remained open from 26th June, 2015 (9.00 A.M.) to 28th June, 2015 (5.00 P.M.)

2. The Shareholders holding shares as on the "cut off" date i.e. 22nd June, 2015 were entitled to vote on the proposed resolutions (Item no.1 to 6 as set out in the Notice dated 21st May, 2015 of the 35th Annual General Meeting of **ARAVALI SECURITIES AND FINANCE LIMITED.**

3. The votes were unblocked on **28th June, 2015** after **5.00 P.M.** in the presence of two witnesses, Mr. Gunjan Kumar Karn R/o B-295, New Ashok Nagar, New Delhi and Mr. Ranjeet Singh, R/o B-2/335, Rajvir Colony, Gharoli Extension, Delhi – 110096, who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Gunjan Kumar Karn

Gunjan Kumar Karn

Ranjeet Singh

Ranjeet Singh

4. Thereafter, the details containing, inter-alia, list of Equity Shareholders, who voted "For" and "Against", were downloaded from the e-voting website of National Depository Services (India) Limited https://www.evoting.nsdl.com/ and based on such reports generated, the result of the e-voting is as under:

5. The result of the E-voting is as under:

NKS & COMPANY VAISHALI COMPANY SECRETARIES

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ITEM No. 1

Resolution 1 (Ordinary Resolution) – To Consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2015, the Report of the Board of Directors and Auditors thereon.

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

Number of shares voted through electronic voting systems	Number of e-Votes	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
6132565	8	6132565	100 %

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

Number of shares voted through electronic voting systems	Number of e-Votes	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
6132565	8	0	0

(iii) **Invalid** votes :

Total Number of Members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NA	NA

NKS & COMPANY VAISHALI

ITEM No. 2

Resolution 2 (Ordinary Resolution) - Appointment of a director in place of Mrs. Malvika Poddar(DIN-00457245), who retires by rotation and being eligible, offers herself for re-appointment.

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

Number of shares voted through electronic voting systems	Number of e-Votes	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
6132565	8	6132565	100%

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

Number of shares voted through electronic voting systems	Number of e-Votes	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
6132565	8	0	0

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NA	NA

NKS & COMPANY VAISHALI COMPANY SECRETARY

NIL

ITEM No. 3

Resolution 3 (Ordinary Resolution) - Re-appointment of Auditors

"RESOLVED THAT M/s. Salarpuria & Partners, Chartered Accountants, New Delhi, (Firm Registration No. 302113E), be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors of the Company."

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

Number of shares voted through electronic voting systems	Number of e-Votes	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
6132565	8	6132565	100%

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

Number of shares voted through electronic voting systems	Number of e-Votes	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
6132565	8	0	0

(iii) **Invalid** votes :

Total Number of Members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NA	NA

NKS & COMPANY VAISHALI COMPANY SEC.

NK

ITEM No. 4

Resolution 4 (Ordinary Resolution) – To appoint Mr. Suresh Kumar Lakhotia (DIN: 00450723) as an Independent Director of the Company.

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Suresh Kumar Lakhotia (DIN: 00450723), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to the conclusion of the 40th Annual General Meeting of the Company in the calendar year 2020."

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

Number of shares voted through electronic voting systems	Number of e-Votes	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
6132565	8	6132565	100 %

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

Number of shares voted through electronic voting systems	Number of e-Votes	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
6132565	8	0	0

(iii) **Invalid** votes :

Total Number of Members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NA	NA

NKS & COMPANY VAISHALI COMPANY SEC

ITEM No. 5

Resolution 5 (Special Resolution) - Sale of 15,33,333 equity shares of Rs.10 each of Boutique Hotels India Private Limited held by the Company to Mrs. Chandra Lekha Poddar.

"RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of Listing Agreement executed with the Stock Exchanges (including any amendment, modification or re-enactment, consent of the members of the Company be and is hereby accorded for sale of 15,33,333 equity shares of Rs. 10 each of Boutique Hotels India Private Limited held by the Company to Mrs. Chandra Lekha Poddar (a related party) at Rs. 27.10 per equity share, amounting to Rs. 4,15,53,324 (Four Crore Fifteen Lakh Fifty Three Thousand Three Hundred Twenty Four only).

RESOLVED FURTHER THAT the Board of Directors, be and is hereby, authorized to do all such acts, deeds and things as may be required including authorising directors, employees or representatives for signing and submitting of papers, deeds, documents which may be required to give effect to the above resolution."

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

Number of shares voted through electronic voting systems	Number of e-Votes	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
400702	6	400702	100%

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

Number of shares voted through electronic voting systems	Number of e-Votes	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
400702	6	0	0

(iii) **Invalid** votes :

Total Number of Members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NA	NA

N.K.S. & COMPANY VAISHALI

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ITEM No. 6

Resolution 6 (Special Resolution) – Sale of 7200 equity shares of Rs. 10 each of Crama Arts & Crafts Private Limited by the Company to Mrs. Chandra Lekha Poddar.

"**RESOLVED THAT** pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of Listing Agreement executed with the Stock Exchanges (including any amendment, modification or re-enactment, consent of the members of the Company be and is hereby accorded for sale of 7200 equity shares of Rs. 10 each of Carma Arts & Crafts Private Limited by the Company to Mrs. Chandra Lekha Poddar (a related party) at Rs. 1300 per equity share, amounting to Rs. 93,60,000 (Ninety Three Lakh Sixty Thousand only).

RESOLVED FURTHER THAT the Board of Directors, be and is hereby, authorized to do all such acts, deeds and things as may be required including authorising directors, employees or representatives for signing and submitting of papers, deeds, documents which may be required to give effect to the above resolution."

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

Number of shares voted through electronic voting systems	Number of e-Votes	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
400702	6	400702	100%

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

Number of shares voted through electronic voting systems	Number of e-Votes	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
400702	6	0	0

(iii) **Invalid** votes :

Total Number of Members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NA	NA

NKS & COMPANY VAISHALI

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The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,

Nitesh K

(Nitesh Kumar Sinha)
NKS and & Company
(Practising Company Secretaries)

NKS & COMPANY VAISHALI COMPANY SECRETARIES NK

C.P. No.: 7648
Membership No.: 7536

Place: Gurgaon
Dated: 29-06-2015

NKS & Company
Company Secretaries

8A, UG, CS, Ansal Corporate Suites,
Ansal Plaza, Sector- 1, Vaishali, GZB., NCR-201010
Mob (+91) 9871500827, 9250847457
Tel (O) 0120-4559495
website : www.csnitesh.com
E-mail : mail@csnitesh.com

SECTION II-REPORT OF POLL RESULTS

MGT-13

Report of Scrutinizer

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

To
The Chairman

The 35th Annual General Meeting of the Equity Shareholders of **ARAVALI SECURITIES AND FINANCE LIMITED** held on **29th Day of June, 2015 at 10.00 A.M. at INSTITUTIONAL AREA, PLOT NO. 39, SECTOR-44, GURGAON, HARYANA-122003**

Dear Sir,

I, Nitesh Kumar Sinha, (Proprietor) of NKS & Company, a Company Secretary Firm having its office at 8A, UG, CS, Ansal Corporate Suites, Ansal Plaza, Sector – 1, Vaishali - 201010, appointed as Scrutinizers for the purpose of the poll taken on the below mentioned resolution(s), at the **Annual General Meeting** of the Equity Shareholders of **Aravali Securities And Finance Limited** held on **29th Day of June, 2015** at **10.00 A.M.** at **Institutional Area, Plot No. 39, Sector-44, Gurgaon, Haryana-122003**, submits our report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling were locked in our presence with due identification marks placed by us.

2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents, Skyline Financial Services Private Limited of the Company and the authorizations / proxies lodged with the Company.

3. **Mr. Gunjan Kumar Karn** and **Mr. Parmod Kumar Jain** were appointed as witnesses for the whole poll process.

4. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

5. The result of the Poll is as under.

Gunjan Kumar Karn

NKS & COMPANY VAISHALI COMPANY SECRETARIES

Item No. 1

Resolution 1 (Ordinary Resolution) - To Consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2015, the Report of the Board of Directors and Auditors thereon.

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

Number of Members present and voting (in person or by proxy)	Total Number of share held by them	Total Number of valid vote cast	Number of members present & Voted in favour of resolution.	Number of votes cast by them	% of total number of valid votes cast
53	908363	908363	53	908363	100

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

Number of Members present and voting (in person or by proxy)	Total Number of share held by them	Total Number of valid vote cast	Number of members present & Voted in against of resolution.	Number of votes cast by them	% of total number of valid votes cast
53	908363	908363	0	0	0

(iii) **Invalid** votes :

Total Number of Members(in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NA	NA

NKS & COMPANY VAISHALI COMPANY SECRETARIES

NIL

ITEM No. 2

Resolution 2 (Ordinary Resolution) – Appointment of a director in place of Mrs. Malika Poddar (DIN-00457245), who retires by rotation and being eligible, offers herself for re-appointment.

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

Number of Members present and voting (in person or by proxy)	Total Number of share held by them	Total Number of valid vote cast	Number of members present & Voted in favour of resolution.	Number of votes cast by them	% of total number of valid votes cast
53	908363	908363	53	908363	100

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

Number of Members present and voting (in person or by proxy)	Total Number of share held by them	Total Number of valid vote cast	Number of members present & Voted in against of resolution.	Number of votes cast by them	% of total number of valid votes cast
53	908363	908363	0	0	0

(iii) **Invalid** votes :

Total Number of Members(in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NA	NA

NKS & COMPANY VAISHALI

Item No. 3

Resolution 3 (Ordinary Resolution) - Re-appointment of Auditors

"**RESOLVED THAT** M/s. Salarpuria & Partners, Chartered Accountants, New Delhi, (Firm Registration No. 302113E), be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors of the Company."

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

Number of Members present and voting (in person or by proxy)	Total Number of share held by them	Total Number of valid vote cast	Number of members present & Voted in favour of resolution.	Number of votes cast by them	% of total number of valid votes cast
53	908363	908363	53	908363	100

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

Number of Members present and voting (in person or by proxy)	Total Number of share held by them	Total Number of valid vote cast	Number of members present & Voted in against of resolution.	Number of votes cast by them	% of total number of valid votes cast
53	908363	908363	0	0	0

(iii) **Invalid** votes :

Total Number of Members(in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NA	NA

NKS & COMPANY VAISHALI

Item No. 4

Resolution 4 (Ordinary Resolution) – To appoint Mr. Suresh Kumar Lakhotia (DIN: 00450723) as an Independent Director of the Company.

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Suresh Kumar Lakhotia (DIN: 00450723), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to the conclusion of the 40th Annual General Meeting of the Company in the calendar year 2020."

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

Number of Members present and voting (in person or by proxy)	Total Number of share held by them	Total Number of valid vote cast	Number of members present & Voted in favour of resolution.	Number of votes cast by them	% of total number of valid votes cast
53	908363	908363	53	908363	100

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

Number of Members present and voting (in person or by proxy)	Total Number of share held by them	Total Number of valid vote cast	Number of members present & Voted in against of resolution.	Number of votes cast by them	% of total number of valid votes cast
53	908363	908363	0	0	0

(iii) **Invalid** votes :

Total Number of Members(in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NA	NA

NKS & CO. VAISHALI COMPANY SECRETARIES

Item No. 5

Resolution-5(Special Resolution)- Sale of 15,33,333 equity shares of Rs.10 each of Boutique Hotels India Private Limited held by the Company to Mrs. Chandra Lekha Poddar.

"**RESOLVED THAT** pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of Listing Agreement executed with the Stock Exchanges (including any amendment, modification or re-enactment, consent of the members of the Company be and is hereby accorded for sale of 15,33,333 equity shares of Rs. 10 each of Boutique Hotels India Private Limited held by the Company to Mrs. Chandra Lekha Poddar (a related party) at Rs. 27.10 per equity share, amounting to Rs. 4,15,53,324 (Four Crore Fifteen Lakh Fifty Three Thousand Three Hundred Twenty Four only).

RESOLVED FURTHER THAT the Board of Directors, be and is hereby, authorized to do all such acts, deeds and things as may be required including authorising directors, employees or representatives for signing and submitting of papers, deeds, documents which may be required to give effect to the above resolution."

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

Number of Members present and voting (in person or by proxy)	Total Number of share held by them	Total Number of valid vote cast	Number of members present & Voted in favour of resolution.	Number of votes cast by them	% of total number of valid votes cast
53	908363	908363	53	908363	100

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

Number of Members present and voting (in person or by proxy)	Total Number of share held by them	Total Number of valid vote cast	Number of members present & Voted in against of resolution.	Number of votes cast by them	% of total number of valid votes cast
53	908363	908363	0	0	0

(iii) **Invalid** votes :

Total Number of Members(in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NA	NA

NKS & COMPANY VAISHALI COMPANY SECRETARIES

NK

Item No. 6

Resolution 6 (Special Resolution) – Sale of 7200 equity shares of Rs. 10 each of Crama Arts & Crafts Private Limited by the Company to Mrs. Chandra Lekha Poddar.

"**RESOLVED THAT** pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of Listing Agreement executed with the Stock Exchanges (including any amendment, modification or re-enactment, consent of the members of the Company be and is hereby accorded for sale of 7200 equity shares of Rs. 10 each of Carma Arts & Crafts Private Limited by the Company to Mrs. Chandra Lekha Poddar (a related party) at Rs. 1300 per equity share, amounting to Rs. 93,60,000 (Ninety Three Lakh Sixty Thousand only).

RESOLVED FURTHER THAT the Board of Directors, be and is hereby, authorized to do all such acts, deeds and things as may be required including authorising directors, employees or representatives for signing and submitting of papers, deeds, documents which may be required to give effect to the above resolution."

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

Number of Members present and voting (in person or by proxy)	Total Number of share held by them	Total Number of valid vote cast	Number of members present & Voted in favour of resolution.	Number of votes cast by them	% of total number of valid votes cast
53	908363	908363	53	908363	100

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

Number of Members present and voting (in person or by proxy)	Total Number of share held by them	Total Number of valid vote cast	Number of members present & Voted in against of resolution.	Number of votes cast by them	% of total number of valid votes cast
53	908363	908363	0	0	0

(iii) **Invalid** votes :

Total Number of Members(in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NA	NA

VAISHALI
NK

6. 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.

7. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

For NKS & Company

(Practicing Company Secretaries)

NKS & COMPANY VAISHALI COMPANY SECRETARIES

Nitesh Kumar Sinha (Prop.)
C.P. No.: 7648
Membership No.: 7536

Place: Gurgaon
Dated: 29-06-2015

SECTION-III-CONSOLIDATED REPORT

Based on Results of e-voting & Poll at the Annual General Meeting held on June 29, 2015, consolidated Results of each items on the Agenda as set out in the Notice dated May 21, 2015 is Annexed herewith:

Consolidated Results of Items No.-1-Ordinary Resolution

Particulars	Number of Votes contained in			Percentage
	E-Votes	Poll	Total	
Assent	61,32,565	9,08,363	70,40,928	**100**
Dissent	0	0	0	0
Total	**61,32,565**	**9,08,363**	**70,40,928**	**100**

Accordingly, out of a total of 70,40,928 valid votes cast via e-voting and Poll, 70,40,928 votes were cast **ASSENTING** to the ordinary Resolution constituting 100 % of the votes polled; o votes were cast **DISSENTING** to the ordinary Resolution constituting 0 % of the votes polled.

Thus, the ordinary Resolution as contained in Item No.-1 of the Notice dated May 21, 2015 is passed with requisite majority.

Consolidated Results of Items No.-2-Ordinary Resolution

Particulars	Number of Votes contained in			Percentage
	E-Votes	Poll	Total	
Assent	61,32,565	9,08,363	70,40,928	**100**
Dissent	0	0	0	0
Total	**6132565**	**9,08,363**	**70,40,928**	**100**

Accordingly, out of a total of 70,40,928 valid votes cast via e-voting and Poll, 70,40,928 votes were cast **ASSENTING** to the ordinary Resolution constituting 100 % of the votes polled; o votes were cast **DISSENTING** to the ordinary Resolution constituting 0 % of the votes polled.

Thus, the ordinary Resolution as contained in Item No.-2 of the Notice dated May 21, 2015 is passed with requisite majority.

NKS & COMPANY VAISHALI COMPANY SECRETARIES

Consolidated Results of Items No.-3-Ordinary Resolution

Particulars	Number of Votes contained in			Percentage
	E-Votes	Poll	Total	
Assent	61,32,565	9,08,363	70,40,928	**100**
Dissent	0	0	0	0
Total	**61,32,565**	**9,08,363**	**70,40,928**	**100**

Accordingly, out of a total of 70,40,928 valid votes cast via e-voting and Poll, 70,40,928 votes were cast **ASSENTING** to the ordinary Resolution constituting 100 % of the votes polled; o votes were cast **DISSENTING** to the ordinary Resolution constituting 0 % of the votes polled.

Thus, the ordinary Resolution as contained in Item No.-3 of the Notice dated May 21, 2015 is passed with requisite majority.

Consolidated Results of Items No.-4-Ordinary Resolution

Particulars	Number of Votes contained in			Percentage
	E-Votes	Poll	Total	
Assent	61,32,565	9,08,363	70,40,928	**100**
Dissent	0	0	0	0
Total	**61,32,565**	**9,08,363**	**70,40,928**	**100**

Accordingly, out of a total of 70,40,928 valid votes cast via e-voting and Poll, 70,40,928 votes were cast **ASSENTING** to the ordinary Resolution constituting 100 % of the votes polled; o votes were cast **DISSENTING** to the ordinary Resolution constituting 0 % of the votes polled.

Thus, the ordinary Resolution as contained in Item No.-4 of the Notice dated May 21, 2015 is passed with requisite majority.

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VAISHALI

Consolidated Results of Items No.-5-Special Resolution

Particulars	Number of Votes contained in			Percentage
	E-Votes	Poll	Total	
Assent	4,00,702	9,08,363	13,09,065	100
Dissent	0	0	0	0
Total	**4,00,702**	**9,08,363**	**13,09,065**	**100**

Accordingly, out of a total of 13,09,065 valid votes cast via e-voting and Poll, 13,09,065 votes were cast **ASSENTING** to the ordinary Resolution constituting 100 % of the votes polled;0 votes were cast **DISSENTING** to the ordinary Resolution constituting 0 % of the votes polled.

Thus, the Special Resolution as contained in Item No.-5 of the Notice dated May 21, 2015 is passed with requisite majority.

Consolidated Results of Items No.-6-Special Resolution

Particulars	Number of Votes contained in			Percentage
	E-Votes	Poll	Total	
Assent	4,00,702	9,08,363	13,09,065	100
Dissent	0	0	0	0
Total	**4,00,702**	**9,08,363**	**13,09,065**	**100**

Accordingly, out of a total of 13,09,065 valid votes cast via e-voting and Poll, 13,09,065 votes were cast **ASSENTING** to the ordinary Resolution constituting 100 % of the votes polled;0 votes were cast **DISSENTING** to the ordinary Resolution constituting 0 % of the votes polled.

Thus, the Special Resolution as contained in Item No.-6 of the Notice dated May 21, 2015 is passed with requisite majority.

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