

CS. SAVITA JYOTI, B.Com., F.C.S.

**SCRUTINIZER'S REPORT**

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the  
Companies (Management and Administration) Rules, 2013]

To,

The Chairman of 22<sup>nd</sup> Annual General Meeting of the members of M/s. **Heritage Foods Limited** (formerly known as M/s Heritage Foods (India) Limited, CIN: L15209TG 1992PLC014332) to be held on 26<sup>th</sup> Day of September, 2014 at National Institute for Micro, Small and Medium Enterprises, Yousufguda, Hyderabad-500 045.

**Dear Sir,**

I, Savita Jyoti, a Company Secretary in practice, have been appointed by the Board of Directors of M/s. HERITAGE FOODS LIMITED ("the Company") as Scrutinizer for the purpose of scrutinizing the e-voting process, and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice of the 22<sup>nd</sup> Annual General Meeting (AGM) of the members of the Company, to be held on Friday, 26<sup>th</sup> September, 2014 at 10.30 A.M. at National Institute For Micro, Small And Medium Enterprises, Yousufguda, Hyderabad-500 045.

The Annual Report containing the notice date 30<sup>th</sup> July, 2014 convening the 22<sup>nd</sup> Annual General Meeting of Company and notice of e-voting along with statement setting out the material facts in respect of resolutions proposed to be passed under Section 102 of the Companies Act, 2013 was sent to shareholders 28<sup>th</sup> August, 2014 through email and courier .

The management of company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the notice to the 22<sup>nd</sup> Annual General Meeting of the members of the Company. My responsibility as

**CS. SAVITA JYOTI**, B.Com., F.C.S.

Scrutinizer is restricted to make a scrutinizers report of votes cast "in favor" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by M/s Karvy Computershare Private Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

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

1. The e-voting period remained open from **Saturday, 20<sup>th</sup> September, 2014 (09.00a.m) to Monday, 22<sup>nd</sup> September, 2014 (06.00p.m).**
2. The members of the Company as on "cut-off" date i.e. **Thursday, 28<sup>th</sup> August, 2014** were entitled to vote on the resolutions in the notice of the Annual General Meeting.
3. The votes cast were unblocked on Monday, **22<sup>nd</sup> September, 2014 at 6.05 P.M.** in the presence of two witnesses, K.Rajesh K.Bhaskar who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Signature K.Rajesh

Signature Bhaskar

Name 1: K.Rajesh

Name 2: BHASKAR.KANAKA

4. Thereafter, I have also generated complete records of votes cast by electronic mode from M/s Karvy Computershare Private Limited the agency appointed for providing and supervising electronic platform: evoting.karvy.com **23<sup>rd</sup> September, 2014** and based on sub e-voting records generated, I hereby report as under:

S.J

**SAVITA JYOTI ASSOCIATES**  
COMPANY SECRETARIES

CS.SAVITAJYOTI, B.Com., F.C.S.

**Item No. 1: Adoption of Financial Statements of the Company for the year ended 31 March, 2014 including Balance Sheet as at 31 March, 2014 and the Statement of Profit & Loss, Reports of the Board of Directors and Auditors thereon.**

(i) Voted in favour of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
25	13329926	100%

(ii) Voted in against of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
0	0	0

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
1	100

**Item No.2: Approval of dividend for the financial year ended 31March, 2014.**

(i) Voted in favour of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
25	13329926	100%

(ii) Voted in against of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
0	0	0

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
1	100

AJ

**SAVITA JYOTI ASSOCIATES**  
COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.C.S.

**Item No. 3: Appointment of Director in place of Dr. V.Nagaraja Naidu, (DIN: 00003730) who retires by rotation and, being eligible, offers himself for re-appointment.**

(i) Voted in favour of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
25	13329926	100%

(ii) Voted in against of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
0	0	0

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
1	100

**Item No.4: Appointment of M/s Raju & Prasad (Firm Registration No. 003475S) as Auditors of the Company and to fix their remuneration.**

i) Voted in favour of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
25	13329926	100%

(ii) Voted in against of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
0	0	0

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
1	100

**SAVITA JYOTI ASSOCIATES**  
COMPANY SECRETARIES

CS.SAVITAJYOTI, B.Com., F.C.S.

**Item No.5: Appointment of Sri D Seetharamaiah (DIN: 00005016) as Non Executive Independent Director (designated as the Chairman) of the Company.**

i) Voted in favour of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
25	13329926	100%

(ii) Voted in against of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
0	0	0

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
1	100

**Item No.6: Appointment of N.Sri Vishnu Raju (DIN: 00025063) as Non Executive Independent Director.**

i) Voted in favour of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
25	13329926	100%

(ii) Voted in against of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
0	0	0

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
1	100

A.J.

**SAVITA JYOTI ASSOCIATES**  
COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.C.S.

**Item No.7: Appointment of Sri M.Siva Rama Vara Prasad, (DIN: 00170919) as a Non Executive Independent Director.**

i) Voted in favour of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
25	13329926	100%

(ii) Voted in against of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
0	0	0

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
1	100

**Item No.8: Appointment of Sri K Durga Prasada Rao (DIN: 06888949) as Director of the Company**

i) Voted in favour of the resolution:

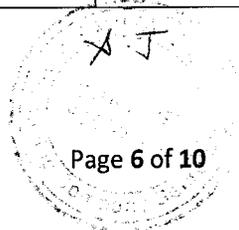
No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
24	13322939	100%

(ii) Voted in against of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
0	0	0

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
1	100



# SAVITA JYOTI ASSOCIATES

## COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.C.S.

**Item No.9: Appointment of Sri K Durga Prasada Rao (DIN: 06888949) as Whole time Director of the Company.**

i) Voted in favour of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
24	13322939	100%

(ii) Voted in against of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
0	0	0

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
1	100

**Item No.10: Re-appointment of Smt. N.Bhuvanewari (DIN: 00003741) as Whole time Director designated as Vice Chairperson & Managing Director of the Company.**

i) Voted in favour of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
22	5531700	100%

(ii) Voted in against of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
0	0	0

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
1	100

**SAVITA JYOTI ASSOCIATES**  
COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.C.S.

**Item No.11: Re-appointment of Smt. N.Brahmani (DIN: 02338940) as Whole time Director designated as Executive Director of the Company**

i) Voted in favour of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
22	5531700	100%

(ii) Voted in against of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
0	0	0

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
1	100

**Item No.12: Increase the Sitting fee of Non Executive Director for attending the Board/ Committee.**

i) Voted in favour of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
25	13329926	100%

(ii) Voted in against of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
0	0	0

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
1	100

X J  
Page 8 of 10

**CS.SAVITA JYOTI**, B.Com., F.C.S.

**Item No.13: Alteration of the Articles of Association of the Company**

i) Voted in favour of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
25	13329926	100%

(ii) Voted in against of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
0	0	0

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
1	100

**Item No.14: Approval of the related party Transactions.**

i) Voted in favour of the resolution:

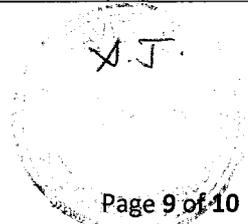
No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
23	7898100	100%

(ii) Voted in against of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
0	0	0

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
1	100



**SAVITA JYOTI ASSOCIATES**  
COMPANY SECRETARIES

---

**CS.SAVITA JYOTI**, B.Com., F.C.S.

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 thereafter the same are handed over to the Chairman or the Company Secretary for safe keeping.

Thanking You,  
Yours faithfully,

For **Savita Jyoti Associates**  
**Practicing Company Secretaries**



Savita Jyoti  
CP No.: 1796  
M.No. F 3738

SAVITA JYOTI, FCS 3738  
Practicing Company Secretary  
Certificate of Practice No. 1796

Place: Hyderabad

Date: 23<sup>rd</sup> September, 2014.

CS. SAVITA JYOTI, B.Com., F.C.S.

**FORM No.MGT-13**

Report of Scrutinizer(s)

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

To,

**The Chairman,**

22<sup>nd</sup> Annual General Meeting of Shareholders of M/s. Heritage Foods Limited(Formerly known as M/s. Heritage Foods (India) Limited, CIN: L15209TG1992PLC014332) held on Friday, 26<sup>th</sup> September, 2014 at 10.30 a.m. at National Institute For Micro, Small And Medium Enterprises, Yousufguda, Hyderabad-500 045.

Dear Sir,

I, Savita Jyoti, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 22<sup>nd</sup> Annual General Meeting of the members of the Company hold on Friday, 26<sup>th</sup> September, 2014 at 10.30 a.m. at National Institute For Micro, Small And Medium Enterprises, Yousufguda, Hyderabad-500 045.

- A. After the time fixed for closing of the poll by the Chairman, ballot box kept for polling was marked by identification mark placed on them.
- B. The sealed ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company. The voters were also scrutinized for eliminating duplicate voting i.e. on e-voting as well as on poll.

A.J.

CS. SAVITA JYOTI, B.Com., F.C.S.

C. The poll papers, which were incomplete and/or which were otherwise found defective or the member had already done the voting through e-voting platform have been treated as invalid and record for the same was maintained.

D. the result of the poll is as under

**1. Resolution Item No. 1: Ordinary Resolution**

**Adoption of Financial Statements of the Company for the year ended 31 March, 2014 including Balance Sheet as at 31 March, 2014 and the Statement of Profit & Loss, Reports of the Board of Directors and Auditors thereon.**

(i) Voted in favour of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
70	62556	59.48

(ii) Voted in against of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
2	42608	40.52

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
8	1630

A.J.

CS. SAVITA JYOTI, B.Com., F.C.S.

**2. Resolution Item No.2: Ordinary Resolution**

**Approval of dividend for the financial year ended 31March, 2014.**

(i) Voted in favour of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
72	105364	100

(ii) Voted in against of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
0	0	0

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
7	1430

**3. Resolution Item No. 3: Ordinary Resolution**

**Appointment of Director in place of Dr. V.Nagaraja Naidu, (DIN: 00003730) who retires by rotation and, being eligible, offers himself for re-appointment.**

(i) Voted in favour of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
71	105164	99.81

(ii) Voted in against of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
1	200	0.19

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
7	1430

A.J.

CS. SAVITA JYOTI, B.Com., F.C.S.

**4. Resolution Item No.4: Ordinary Resolution**

**Appointment of M/s Raju & Prasad (Firm Registration No. 003475S) as Auditors of the Company and to fix their remuneration.**

(i) Voted in favour of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
71	62856	59.66

(ii) Voted in against of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
1	42508	40.34

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
7	1430

**Resolution Item No.5: Ordinary Resolution**

**Appointment of Sri D Seetharamaiah (DIN: 00005016) as Non Executive Independent Director (designated a as the Chairman) of the Company.**

(i) Voted in favour of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
71	105164	99.81

(ii) Voted in against of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
1	200	0.19

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
7	1430

A.J.

CS. SAVITA JYOTI, B.Com., F.C.S.

**Resolution Item No.6: Ordinary Resolution**

**Appointment of N.Sri Vishnu Raju (DIN:00025063) as Non Executive Independent**

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

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
71	105164	100

(ii) Voted in against of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
0	0	0

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
8	1630

**Resolution Item No.7: Ordinary Resolution**

**Appointment of Sri M.Siva Rama Vara Prasad, (DIN: 00170919) as a Non Executive Independent Director.**

(i) Voted in favour of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
70	104964	99.62

(ii) Voted in against of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
2	400	0.38

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
7	1430

A.J.

CS. SAVITA JYOTI, B.Com., F.C.S.

**Resolution Item No.8: Special Resolution**

**Appointment of Sri K Durga Prasada Rao (DIN: 06888949) as Director of the Company**

(i) Voted in favour of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
71	105164	100

(ii) Voted in against of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
0	0	0

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
8	1630

**Resolution Item No.9: Special Resolution**

**Appointment of Sri K Durga Prasada Rao (DIN: 06888949) as Whole time Director of the Company.**

(i) Voted in favour of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
71	105164	99.81

(ii) Voted in against of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
1	200	0.19

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
7	1430

A.J.

CS. SAVITA JYOTI, B.Com., F.C.S.

**Resolution Item No.10: Ordinary Resolution**

**Re-appointment of Smt. N.Bhuvanewari (DIN: 00003741) as Whole time Director designated as Vice Chairperson & Managing Director of the Company.**

(i) Voted in favour of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
72	105364	100

(ii) Voted in against of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
0	0	0

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
7	1430

**Resolution Item No.11: Ordinary Resolution**

**Re-appointment of Smt. N.Brahmani (DIN: 02338940) as Whole time Director designated as Executive Director of the Company**

(i) Voted in favour of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
70	104964	99.62

(ii) Voted in against of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
2	400	0.38

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
7	1430

A.J.

CS. SAVITA JYOTI, B.Com., F.C.S.

**Resolution Item No.12: Special Resolution**

**Increase the Sitting fee of Non Executive Director for attending the Board/Committee.**

(i) Voted in favour of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
69	104764	99.43

(ii) Voted in against of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
3	600	0.57

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
7	1430

**Resolution Item No.13: Special Resolution**

**Alteration of the Articles of Association of the Company**

(i) Voted in favour of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
70	104864	99.53

(ii) Voted in against of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
3	500	0.47

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
7	1430

A.J.

CS. SAVITA JYOTI, B.Com., F.C.S.

**Resolution Item No.14: Special Resolution**

**Approval of the related party Transactions.**

(i) Voted in favour of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast in favour
68	62346	59.28

(ii) Voted in against of the resolution:

No. of members voted	No. of votes cast by them	% of total no. of valid votes cast against
4	42818	40.72

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
8	1630

Thanking You,  
Yours faithfully,

For **Savita Jyoti Associates**  
**Practicing Company Secretaries**

Savita Jyoti

CS Savita Jyoti

CP No.: 1796

M. No. F 3738

Place: Hyderabad

Date: 26<sup>th</sup> September, 2014.

**Witness:**

1. Sonam Malhan  
(SONAM MALHAN)

2. Supriya Singh  
(Supriya Singh)

SAVITA JYOTI, FCS 3738  
Practicing Company Secretary  
Certificate of Practice No. 1796

CS. SAVITA JYOTI, B.Com., F.C.S.

**Combined Report of Scrutinizer of E-voting and Poll**

To,  
**The Chairman,**

22<sup>nd</sup> Annual General Meeting of Shareholders of Heritage Foods Limited (Formerly known as M/s Heritage Foods (India) Limited, CIN: L15209TG1992PLC014332) held on Friday, 26<sup>th</sup> September, 2014 at 10.30 A.M. at National Institute For Micro, Small And Medium Enterprises,(Formerly known as NISIET) Yousufguda, Hyderabad-500 045.

Dear Sir,

I, Savita Jyoti, Practicing Company Secretary, was appointed as Scrutinizer to conduct the voting by way of electronic means and to scrutinize the poll process and voting on poll under the provisions of Section 108 of the Companies Act, 2013 ('Act') read with Chapter VII Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 and Section 109 of the Companies Act, 2013 read with Chapter VII Rule 21(2) of the Companies (Management and Administration) Rules, 2014 respectively at the 22<sup>nd</sup> Annual General Meeting (AGM) of the Company held on Friday, 26<sup>th</sup> September, 2014 at National Institute For Micro, Small And Medium Enterprises, Yousufguda, Hyderabad-500 045.

- a) A Separate Scrutinizer's Report on electronic voting dated 23<sup>rd</sup> September, 2014 has already been issued by me to the Company.
- b) I, as Scrutinizer, appointed by the Company, have also separately issued Scrutinizer's Report dated 26<sup>th</sup> September, 2014 on the voting by the shareholders of the Company through Poll at the AGM of the Company held on Friday, 26<sup>th</sup> September, 2014 at National Institute For Micro, Small And Medium Enterprises, Yousufguda, Hyderabad-500 045.

S.J.

**SAVITA JYOTI ASSOCIATES**  
**COMPANY SECRETARIES**

CS. SAVITA JYOTI, B.Com., F.C.S.

- c) The Shareholding details mentioned in the combined report are based on the details provided by the Company / Registrar and Transfer Agents i.e. (M/s Karvy Computershare Private Limited) of the Company.
- d) 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 of e-voting together with that of Poll as under.

Item No. of notice	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos. of Shares	% of total number of valid votes cast	Nos. of Shares	% of total number of valid votes cast	Nos.
Item No.1 of the Notice (As an Ordinary Resolution)	13392482	<b>99.68</b>	42608	0.32	1730
Item No.2 of the Notice (As an Ordinary Resolution)	13435290	<b>100.00</b>	0	0.00	1530
Item No.3 of the Notice (As an Ordinary Resolution)	13435090	<b>99.998</b>	200	0.002	1530
Item No.4 of the Notice (As an Ordinary Resolution)	13392782	<b>99.683</b>	42508	0.317	1530
Item No.5 of the Notice (As an Ordinary Resolution)	13435090	<b>99.998</b>	200	0.002	1530
Item No.6 of the Notice (As an Ordinary Resolution)	13435090	<b>100.000</b>	0	0.000	1730
Item No.7 of the Notice (As an Ordinary Resolution)	13434890	<b>99.997</b>	400	0.003	1530

A.J.

**SAVITA JYOTI ASSOCIATES**  
**COMPANY SECRETARIES**

**CS. SAVITA JYOTI, B.Com., F.C.S.**

Item No.8 of the Notice (As an Special Resolution)	13428103	<b>100.000</b>	0	0.000	1730
Item No.9 of the Notice (As an Special Resolution)	13428103	<b>99.998</b>	200	0.002	1730
Item No.10 of the Notice (As an Ordinary Resolution)	5637064	<b>100.000</b>	0	0	1530
Item No.11 of the Notice (As an Ordinary Resolution)	5636664	<b>99.993</b>	400	0.007	1530
Item No.12 of the Notice (As an Special Resolution)	13434690	<b>99.996</b>	600	0.004	1530
Item No.13 of the Notice (As an Special Resolution)	13434790	<b>99.996</b>	500	0.004	1530
Item No.14 of the Notice (As an Special Resolution)	7960446	<b>99.465</b>	42818	0.535	1730

*for Savita Jyoti Associates*  
**Practicing Company Secretaries**

*Savita Jyoti*

**Savita Jyoti**

CP No.: 1796

M. No. F 3738

Place: Hyderabad

Date: 26<sup>th</sup> September, 2014.

**SAVITA JYOTI, FCS 3738**  
**Practicing Company Secretary**  
**Certificate of Practice No. 1796**