



DYNAMIC INDUSTRIES LIMITED

(A Govt. Recognised Export House)

Manufacturers & Exporters of Dyes, Pigments & Dye Intermediates

Regd. Office : Plot No. 5501/2, Phase III,
Nr. Trikampura Cross Road, G.I.D.C.,
Vatva, Ahmedabad - 382 445. Gujarat (INDIA)
Tel. : 91-79-2589 7221-22-23
Fax : 91-79-2583 4292, 2589 7232
E-mail : admin@dynaind.com
CIN : L24110GJ1989PLC011989

Factory : Plot No. 125, Phase I,
G.I.D.C. Estate, Vatva,
Ahmedabad - 382 445. Gujarat (INDIA)
Tel. : 91-79-2583 3835, 2589 1835
Fax : 91-79-2589 1735
Our Website : www.dynaind.com



CERTIFIED COPIES OF ORDINARY RESOLUTIONS UNANIMOUSLY PASSED AT THE 25TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON 14-08-2014 AT 11.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO 5501/2, PHASE III, GIDC, VATVA, AHMEDABAD-382445

1. Adoption of financial statements (Ordinary Resolution)

"RESOLVED THAT the audited Balance Sheet of the Company as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the annexures thereto, Cash Flow Statement for the year ended on 31st March, 2014, together with the Directors' and Auditors' Reports thereon be and are hereby received, approved and adopted."

2. Dividend on Equity Shares for the Financial Year 2013-14 (Ordinary Resolution)

"RESOLVED THAT dividend @ 10% p.a. (Re. 1.00 per share) on 30,28,500 equity shares of Rs. 10/- each as recommended by the Board of Directors of the Company be and is hereby declared and be paid to those shareholders whose names appear on the register of Members on 14th August, 2014."

3. Re-appointment of Shri Pravinchandra D. Master, retiring Director (Ordinary Resolution)

"RESOLVED THAT Shri Pravinchandra D. Master, Director of the Company, who retires by rotation at the 25th Annual General Meeting and who being eligible has offered himself for re-appointment be and is hereby re-appointed as a Director of the Company."

4. Re-appointment of Shri Jatinbhai B. Surti, retiring Director (Ordinary Resolution)

"RESOLVED THAT Shri Jatinbhai B. Surti, Director of the Company, who retires by rotation at the 25th Annual General Meeting and who being eligible has offered himself for re-appointment be and is hereby re-appointed as a Director of the Company."

5. Appointment of the Auditor (Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, and pursuant to recommendation of the Audit Committee of the Board of Directors, M/s. G. K. Choksi & Co., Chartered Accountants (Firm Regn. No. 101895W) be and are hereby appointed as statutory auditors of the Company for the period of 3 (three) years, subject to ratification by the members at every Annual General Meeting and eligibility of the firm, to





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hold office from the conclusion of this Annual General Meeting till the conclusion of the twenty eighth Annual General Meeting of the Company, on such remuneration and reimbursement of out of pocket expenses, as shall be decided by the Chairman of the Company in consultation with the said Auditors.”

6. Approval of the Remuneration of the Cost Auditor (Ordinary Resolution)

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 35,000/- recommended by the Audit Committee and approved by the Board of Directors of the Company to be paid to M/s. Vishal Yagnik & Associates as the Cost Auditor of the Company for the financial year ending March 31, 2015, be and is hereby ratified and confirmed.”

Certified True Copy
For Dynamac Industries Ltd.


Managing Director





REPORT OF SCRUTINIZER - Combined

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014)

To

The Chairman of the 25th Annual General Meeting of **Dynamic Industries Limited** held on Thursday, 14th August, 2014 at 11.30 a.m. at 5501/02, Phase III, Near Trikampura Crossroads, G.I.D.C. Vatva, Ahmedabad -382445.

Dear Sir,

1. I, Chetan R. Shah, Practising Company Secretary, have been appointed as a scrutinizer by :
 - 1) the Board of Directors of Dynamic Industries Limited (the Company 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 (Rules) and pursuant to the provisions of Clause 35B of the Listing Agreement and
 - 2) the Chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of Rules, on the resolutions contained in the notice to the 25th Annual General Meeting (AGM) of the members of the Company, held on Thursday, 14th August, 2014 at 11.30 a.m. at 5501/02, Phase III, Near Trikampura Crossroads, G.I.D.C., Vatva, Ahmedabad -382445.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e – voting and poll on the resolutions contained in the Notice to the 25th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for poll at the AGM is restricted to make a Scrutinizer's report of the votes cast "in favour", "against" or "invalid" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company to provide e-voting facilities for e-voting and also at the time of poll at AGM.
3. I have issued a separate Scrutinizer's Report dated 11-08-2014 on the e-voting on the resolutions contained in the notice to the AGM.



Since all the Members present at the Annual General Meeting had already voted electronically, there was no requirement of voting through ballot paper.

As requested by management I submit herewith my combined final report on the results of voting as under: -

Item No. of Notice	Votes in favour of the resolution		Votes against the resolution		Invalid votes
	Nos.	% of total number of valid votes cast (Favour and Against)	Nos.	% of total number of valid votes cast (Favour and Against)	Nos.
Item No. 1 of the Notice (As an Ordinary Resolution)	16,66,875	100%	Nil	Nil	Nil
Item No. 2 of the Notice (As an Ordinary Resolution)	16,66,875	100%	Nil	Nil	Nil
Item No. 3 of the Notice (As an Ordinary Resolution)	16,66,875	100%	Nil	Nil	Nil
Item No. 4 of the Notice (As an Ordinary Resolution)	16,66,875	100%	Nil	Nil	Nil
Item No. 5 of the Notice (As an Ordinary Resolution)	16,66,875	100%	Nil	Nil	Nil
Item No. 6 of the Notice (As an Ordinary Resolution)	16,66,875	100%	Nil	Nil	Nil

Thanking you,

Yours faithfully,



Chetan R. Shah
Practising Company Secretary
Membership No. : 2703, C. P. No. 4253
Place: Ahmedabad
Date: 14-08-2014





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MINUTES OF THE TWENTY FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF DYNAMIC INDUSTRIES LIMITED., HELD AT THE REGISTERED OFFICE OF THE COMPANY AT 5501/02, PHASE III , NEAR TRIKAMPURA CROSSROADS, G.I.D.C., VATVA, AHMEDABAD -382445 ON THURSDAY, 14TH AUGUST, 2014 AT 11.30 A.M.

The following Directors were present:

1. Shri Deepak N. Choksi
2. Shri Harin D. Mamlatdarna
3. Shri Jatinbhai B. Surti
4. Shri Raghavdas Lakhmnai

18 Members were present in person at the meeting.

In Attendance :

1	Shri Rajendra M. Mulani (C.A.) Shri Kamlesh H. Shah (C.A.)	Representatives of M/s. G. K. Choksi & Co., Chartered Accountants, Ahmedabad (Statutory Auditors of the Company)
2	Chetan R. Shah, Practising Company Secretary	Scrutinizer for E-voting and Poll Voting Process
3	Shri Narendra Tavde	Representative of Sharepro Services (India) Pvt. Ltd. (Ahmedabad Branch), Registrar and Transfer Agent.

I. Chairman

Shri Deepak N. Chokshi, Chairman & Managing Director of the Company occupied the Chair.

II. Quorum

The Chairman declared that the requisite quorum being present, the meeting be called in order.

III. Proxies

The Chairman informed that the Company has not received any proxies from any shareholder for this meeting.

The Chairman welcomed the members to the meeting. He delivered his speech.





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IV. Notice of the Meeting

Notice convening the meeting was taken as read with the permission of the members present.

V. Auditors' Report

The report of the Auditors on the financial statements for the year ended 31st March, 2014 was read by the Chairman & Managing Director of the Company.

VI. E-Voting and Voting through Ballot Paper Poll Process

The Chairman informed the members present as under:

- As per Companies Act, 2013 and Clause 35B of the Listing Agreement, E-voting procedure is applicable for all the resolutions pertaining to this Annual General Meeting. Further, due to this, voting by show of hands for all the resolutions has been withdrawn. Therefore none of the six resolutions will be put to vote on show of hands.
- As required under the Companies Act, 2013 and as per Clause 35B of the Listing Agreement E-voting facility was provided to the shareholders from 9th August, 2014 (9 a.m.) to 9th August, 2014 (6 p.m.).
- For enabling the members who are personally present at this meeting an opportunity to vote (excluding those who have exercised the E-voting facility) facility will be provided to vote through Ballot paper poll process for all the six resolutions, after the discussions on all the six resolutions are complete. For conducting the process of voting through Ballot paper, Mr. Chetan R. Shah, a Practising Company Secretary will be the Scrutinizer. After the Ballot paper process is complete, the Scrutinizer will immediately complete the counting and verification process and inform the final results of E-voting, Ballot paper voting for each of the six resolutions. Thereafter, just before the end of the meeting, the results for each resolution will be declared for the information of all the members.

All the members present noted the above.

VII. Financial Statements and Directors' Report

The Chairman informed the members that during the financial year 2013-14, the turnover (net) of the Company was Rs. 10475.48 lacs (previous year Rs. 4364.78 lacs), tax expenses were Rs.178.55 lacs (previous year Rs. 47.73 lacs) and the net profit after tax was registered at Rs. 399.59 lacs (previous year Rs.85.09 lacs).

After the aforesaid preliminary observations and remarks, the Chairman invited questions and comments from the participating members about the overall working and performance of the Company. Appropriate replies were given by the Chairman for all the questions raised by various members.





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Thereafter the Chairman informed that the Ballot paper voting facility will be offered to the members present (other than those who have opted for E-voting facility) for the following **ordinary** resolution :

"RESOLVED THAT the audited Balance Sheet of the Company as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the annexures thereto, Cash Flow Statement for the year ended on 31st March, 2014, together with the Directors' and Auditors' Reports thereon be and are hereby received, approved and adopted."

VIII. Dividend on Equity Shares for the Financial Year 2013-14

The Chairman informed the members that the Board has recommended, subject to your approval, a dividend of Re. 1/- per share (10% of the nominal value) for the year ended 31st March, 2014. The total dividend pay out, excluding dividend distribution tax, would be Rs. 30,28,500/- (Previous year dividend--Nil).

Thereafter, the Chairman invited comments and questions from the shareholders present regarding declaration of dividend on equity shares of the company for the financial year 2013-14.

There were no specific questions or comments from any shareholder for this agenda item.

Thereafter the Chairman informed that the Ballot paper voting facility will be offered to the members present (other than those who have opted for E-voting facility) for the following **ordinary** resolution.

"RESOLVED THAT dividend @ 10% p.a. (Re. 1.00 per share) on 30,28,500 equity shares of Rs. 10/- each as recommended by the Board of Directors of the Company be and is hereby declared and be paid to those shareholders whose names appear on the register of Members on 14th August, 2014."

a) In respect of shares held in physical form, to those members whose names appear on the Register of Members of the Company as on 14th August, 2014, and

b) In respect of shares held in electronic / demat form, to those members / beneficial owners of shares whose names appear in the list furnished by the depositories for this purpose as on the close of the business hours on 14th August, 2014."

IX. Re-appointment of Shri Pravinchandra D. Master, retiring Director

The Chairman informed the members present that Shri Pravinchandra D. Master (DIN 05195587) who retires by rotation and being eligible, has offered himself for reappointment at this general meeting.

The Chairman invited comments and questions from the members present on this agenda item. There were no specific questions and comments from any members for this agenda item.

Thereafter the Chairman informed that the Ballot paper voting facility will be offered to the members present (other than those who have opted for E-voting facility) for the following **ordinary** resolution.





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“RESOLVED THAT Shri Pravinchandra D. Master, Director of the Company, who retires by rotation at the 25th Annual General Meeting and who being eligible has offered himself for re-appointment be and is hereby re-appointed as a Director of the Company.”

X. Re-appointment of Shri Jatinbhai B. Surti, retiring Director

The Chairman informed the members present that Shai Jatinbhai B. Surti (DIN 05195572) who retires by rotation and being eligible, has offered himself for reappointment at this general meeting

The Chairman invited comments and questions from the members present on this agenda item. There were no specific questions and comments from any members for this agenda item.

Thereafter, the Chairman informed that the Ballot paper voting facility will be offered to the members present (other than those who have opted for E-voting facility) for the following **ordinary** resolution :

“RESOLVED THAT Shri Jatinbhai B. Surti, Director of the Company, who retires by rotation at the 25th Annual General Meeting and who being eligible has offered himself for re-appointment be and is hereby re-appointed as a Director of the Company.”

XI. Appointment of Auditors

The Chairman informed the members present that M/s. G. K. Choksi & Co, Chartered Accountants, Ahmedabad who are the existing Auditors of the Company as per the Companies Act, 2013 are eligible for re-appointment as Auditors of company.

The Chairman invited comments and questions from the members present on this agenda item. There were no specific questions and comments from any members for this agenda item.

Thereafter, the Chairman informed that the Ballot paper voting facility will be offered to the members present (other than those who have opted for E-voting facility) for the following **ordinary** resolution :

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, and pursuant to recommendation of the Audit Committee of the Board of Directors, M/s. G. K. Choksi & Co., Chartered Accountants (Firm Regn. No. 101895W) be and are hereby appointed as statutory auditors of the Company for the period of 3 (three) years, subject to ratification by the members at every Annual General Meeting and eligibility of the firm, to hold office from the conclusion of this Annual General Meeting till the conclusion of the twenty eighth Annual General Meeting of the Company, on such remuneration and reimbursement of out of pocket expenses, as shall be decided by the Chairman of the Company in consultation with the said Auditors.”





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XII. Approval of the Remuneration of the Cost Auditor

The Chairman informed the members present that the remuneration payable to the Cost Auditor of the Company M/s. Vishal Yagnik & Associates, which is recommended by the Audit Committee and approved by the Board of Directors of the Company has to be ratified and confirmed.

The Chairman invited comments and questions from the members present on this agenda item. There were no specific questions and comments from any members for this agenda item.

Thereafter, the Chairman informed that the Ballot paper voting facility will be offered to the members present (other than those who have opted for E-voting facility) for the following **ordinary** resolution.

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 35,000/- recommended by the Audit Committee and approved by the Board of Directors of the Company to be paid to M/s. Vishal Yagnik & Associates as the Cost Auditor of the Company for the financial year ending March 31, 2015, be and is hereby ratified and confirmed.”

The Chairman declared that since all the Members present had already voted electronically, there was no requirement of voting through ballot paper.

Mr. Chetan R. Shah, Practising Company Secretary who was the Scrutinizer for e-voting process informed the Chairman about the final results regarding E-voting in respect of all the above mentioned six ordinary resolutions. The Chairman further declared that in view of above, results of E-Voting will be the final result.

The Chairman informed the members about the voting results regarding the aforesaid resolutions as under:

Resolution No.1: Adoption of Audited Financial Statements for the year ended March 31, 2014.

Resolution Required : Ordinary Resolution

Mode of Voting : E-voting

No. of members	No. of votes cast – in favour	No. of votes– against	% of total valid votes cast in favour	% of total valid votes cast against
27	16,66,875	Nil	100%	Nil





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Resolution No.2: To Declare dividend on equity shares for the financial year 2013-14

Resolution Required : Ordinary Resolution

Mode of Voting : E-voting

No. of members	No. of votes cast – in favour	No. of votes– against	% of total valid votes cast in favour	% of total valid votes cast against
27	16,66,875	Nil	100%	Nil

Resolution No. 3: Re-appointment of Shri Pravinchandra D. Master, retiring Director

Resolution Required : Ordinary Resolution

Mode of Voting : E-voting

No. of members	No. of votes cast – in favour	No. of votes– against	% of total valid votes cast in favour	% of total valid votes cast against
27	16,66,875	Nil	100%	Nil

Resolution No. 4: Re-appointment of Shri Jatinbhai B. Surti, retiring Director

Resolution Required : Ordinary Resolution

Mode of Voting : E-voting

No. of members	No. of votes cast – in favour	No. of votes– against	% of total valid votes cast in favour	% of total valid votes cast against
27	16,66,875	Nil	100%	Nil

Resolution No.5: Appoint Auditors and to fix their remuneration.

Resolution Required : Ordinary Resolution

Mode of Voting : E-voting

No. of members	No. of votes cast – in favour	No. of votes– against	% of total valid votes cast in favour	% of total valid votes cast against
27	16,66,875	Nil	100%	Nil





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Resolution No 6: Approval of the Remuneration of the Cost Auditor Resolution Required : Ordinary Resolution

Mode of Voting : E-voting

No. of members	No. of votes cast - in favour	No. of votes- against	% of total valid votes cast in favour	% of total valid votes cast against
27	16,66,875	Nil	100%	Nil

Declaration of Results :

The Chairman informed all the members present that based on the above details regarding E-voting, all the six resolutions are passed as ordinary resolutions unanimously.

XII. Vote of Thanks

The Chairman thanked all the Directors, shareholders, auditors and Scrutinizer for attending the meeting. Thereafter the meeting terminated.

Place : Ahmedabad
Date : 14-08-2014



Chairman