

**Date of the AGM/EGM:** 2<sup>nd</sup> January 2015 (Postal Ballot Voting Result Physical and e-voting)

**Total number of shareholders on record date:** 5406

**No. of shareholders present in the meeting either in person or through proxy:**

**Promoters and Promoter Group:** Not Applicable

**Public:** Not Applicable

**No. of Shareholders attended the meeting through Video Conferencing**

**Promoters and Promoter Group:** Not Applicable

**Public:** Not Applicable

**(Agenda-wise)**

**Details of the Agenda:**

#### **Resolution No. 1 : Alteration of Articles of Association**

**“RESOLVED THAT**, pursuant to the provision of Section 14 and other applicable provisions, if any of the Companies Act, 2013 including any statutory modifications or re-enactments thereof for the time being in force, and subject to approvals, permissions and sanctions from the appropriate authority, if any, the Articles of Association of the Company be and are hereby altered in the manner set out herein below:

i) The following Article be inserted as Article No. 76A after existing Article No. 76

“76A. Electronic Voting.

A member may exercise his vote at a meeting by electronic means in accordance with section 108 of the Companies Act 2013 and shall vote only once.”

ii) The following Article be inserted as Article No. 97A after existing Article No. 97

“97A. Participation through Electronic Mode – Board Meeting.

Notwithstanding anything contained in article 97, the Director(s) of the Company may participate in the Meetings of the Board through Video Conference facility and / or any other permissible electronic or communication facility. Provided that such participation by the Director(s) at Meeting(s) of the Board through Video Conference facility and/or use of any other permissible electronic or communication facilities shall be subject to the Rules, Guidelines and permission issued / laid down by the Regulatory / Statutory Authorities in this regard from time to time and meeting(s) so conducted and attended by the Directors in the prescribed manner shall be deemed to have been conducted and attended as if the same has been at a duly convened meeting of the Board.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take all the requisite, incidental, consequential and necessary steps to implement the forgoing resolution and to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate in the best interest of the Company, to settle any question, query, doubt or difficulty that may arise in this regard, and to execute/publish all such notices, applications, deeds, agreements, documents, papers, undertakings/bonds and writings as may be necessary and required for giving effect to this resolution.”

**Resolution required: Special**

**Mode of voting: Postal ballot and E-voting**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)		
<b>Promoter and Promoter Group</b>	72,66,780	72,66,073	99.99	72,66,073	--	100	--
<b>Public Institutional holders (Includes FIIs)</b>	13,31,958	--	--	--	--	--	--
<b>Public-Others</b>	35,99,285	37,726	1.05	37,126	600	98.41	1.59
<b>Total</b>	1,21,98,023	73,03,799	59.88	73,03,199	600	99.99	0.01

**Resolution No. 2: Authorization to the Board of Directors for mortgaging and/or creating charge on all or any of the movable or immovable assets and / or immovable property of the Company for securing borrowings for the purpose of the Company.**

“**RESOLVED THAT** in supersession of resolution passed by the shareholders in its Annual General Meeting held on 1<sup>st</sup> August, 1991 and pursuant to the provisions of Section 180(1) (a) of the Companies Act, 2013 read with relevant rules (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, consent of the Company be and is hereby accorded in favour of the Board of Directors of the Company for mortgaging and/or charging of all or any of the movable and/or immovable properties of the company, both present and future, or the whole or substantially the whole of the undertaking or the undertakings of the company for securing the borrowing on bonds or on term loans or in any other manner in the Indian Currency and in any Foreign Currency for the purpose of the business of the Company;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do or cause to be done all such acts, deeds and other things as may be required or considered necessary or incidental thereto for giving effect to this resolution.”

**Resolution required: Special**

**Mode of voting: Postal ballot and E-voting**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)		
<b>Promoter and Promoter Group</b>	72,66,780	72,66,073	99.99	72,66,073	--	100	--

<b>Public Institutional holders (Includes FII)</b>	--	13,31,958	--	--	--	--	--
<b>Public-Others</b>		35,99,285	37,791	1.05	36,875	915	97.58
<b>Total</b>		1,21,98,023	73,03,864	59.88	73,02,949	915	99.99

### **Resolution No. 3: Approval of Employee Stock Option Plan 2014 of the Company.**

“**RESOLVED** that pursuant to the provisions of Section 62 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the provisions contained in the Securities And Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (including any statutory modification(s) or re-enactment of the Act or the Regulations, for the time being in force) and other applicable provisions of law and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the board of directors of the Company (hereinafter referred to as “the board” which term shall be deemed to include the Compensation Committee of the board which has been authorised to exercise the power conferred by this resolution), consent of the members be and is hereby accorded to the board to create, offer, issue and allot at any time to or for the benefit of such person(s) who are in permanent employment of the Company, including directors of the Company, whether working in India or out of India under a scheme titled “Employee Stock Option Plan 2014” (hereinafter referred to as the “ESOP” or “scheme” or “plan”) such number of equity options and/or equity linked instruments (including options), (hereinafter collectively referred to as “securities”) of the Company which could give rise to the issue of equity shares not exceeding 7,75,000 (Seven Lakhs Seventy Five Thousand) equity shares of Rs. 10/- each at such price, in one or more tranches and on such terms and conditions, as may be fixed or determined by the board in accordance with the applicable provisions of the law as may be prevailing at that time.

**RESOLVED FURTHER** that the said Securities may be allotted directly to such employees/directors or in accordance with a scheme framed in that behalf and that the scheme may also envisage for providing any financial assistance to the employee to acquire, purchase or subscribe to the securities of the Company.

**RESOLVED FURTHER** that the limits for the maximum number of stock options that can be granted to employees or directors in any financial year and in aggregate shall be 4,10,000 (Four Lakh Ten Thousands) per person.

**RESOLVED FURTHER** that the new equity shares to be issued and allotted by the Company in the manner aforesaid shall stand *pari passu* in all respects with the then existing equity shares of the Company and be listed with the Stock Exchange(s) where the existing security of the Company is listed.

**RESOLVED FURTHER** that “Employee Stock Option Plan 2014” be and is hereby approved and that the same be implemented under the supervision of Compensation Committee constituted for the purpose by the Board of Directors of the Company.

**RESOLVED FURTHER** that for the purpose of giving effect to any creation, offer, issue, allotment or listing of securities, the board be and is hereby authorized on behalf of the Company to evolve, decide upon and bring in to effect the scheme and make any modifications, changes, variations, alterations or revisions in the said scheme from time to time or to suspend, withdraw or revive the scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any

questions, difficulties or doubts that may arise in this regard without requiring the board to secure any further consent or approval of the members of the Company.”

**Resolution required: Special**

**Mode of voting: Postal ballot and E-voting**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)		
<b>Promoter and Promoter Group</b>	72,66,780	72,66,073	99.99	72,66,073	--	100	--
<b>Public Institutional holders (Includes FII's)</b>	13,31,958	--	--	--	--	--	--
<b>Public-Others</b>	35,99,285	37,691	1.05	37,391	300	99.20	0.80
<b>Total</b>	1,21,98,023	73,03,764	59.88	73,03,464	300	99.99	0.01

**Resolution No. 4: Approval of grant of options under Employee Stock Option Plan 2014 to eligible employees of the Subsidiary Company.**

“**RESOLVED** that pursuant to the provisions of Section 62 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the provisions contained in the Securities And Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (including any statutory modification(s) or re-enactment of the Act or the Regulations, for the time being in force) and other applicable provisions of law and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the board of directors of the Company (hereinafter referred to as “the board” which term shall be deemed to include the Compensation Committee of the board which has been authorised to exercise the power conferred by this resolution), consent of the members be and is hereby accorded to the board to extend the benefits of Employees Stock Option Plan 2014 proposed in the resolution under Item 3 in this notice, to the eligible employees / directors of the subsidiary Company, as may from time to time be allowed under prevailing laws, rules and regulations, and/or amendments thereto from time to time, on such terms and conditions as may be decided by the board.

**RESOLVED FURTHER** that for the purpose of giving effect to any creation, offer, issue, allotment or listing of securities, the board be and is hereby authorized on behalf of the Company to evolve, decide upon and bring in to effect the scheme and make any modifications, changes, variations, alterations or revisions in the said scheme from time to time or to suspend, withdraw or revive the scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and

things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the board to secure any further consent or approval of the members of the Company.”

**Resolution required: Special**

**Mode of voting: Postal ballot and E-voting**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)		
<b>Promoter and Promoter Group</b>	72,66,780	72,66,073	99.99	72,66,073	--	100	--
<b>Public Institutional holders (Includes FII's)</b>	13,31,958	--	--	--	--	--	--
<b>Public-Others</b>	35,99,285	37,686	1.05	36,286	1,400	96.28	3.72
<b>Total</b>	1,21,98,023	73,03,759	59.88	73,02,359	1,400	99.98	0.02

**Resolution No. 5: Approval of grant of options under Employee Stock Option Plan 2014 to Identified Eligible Employee.**

“**RESOLVED** that pursuant to the provisions of Section 62 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the provisions contained in Securities And Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (including any statutory modification(s) or re-enactment of the Act or the Regulations, for the time being in force) and other applicable provisions of law and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the board of directors of the Company (hereinafter referred to as “the board” which term shall be deemed to include the Compensation Committee of the board which has been authorised to exercise the power conferred by this resolution), consent of the members be and is hereby accorded to the board for grant of options under Employees Stock Option Plan 2014 proposed in the resolution under Item 3 in this notice to Mr. Anish Unadkat, who is a Identified Employee in term of Rule 12(4)(b) of Companies (Share Capital and Debentures) Rules, 2014, such number of equity options and / or equity linked instruments (including options), (hereinafter collectively referred to as “securities”) of the Company which could give rise to the issue of equity shares not exceeding 4,10,000 (Four Lakhs Ten Thousand) equity shares at such price, in one or more tranches and on such terms and conditions, as may be fixed or determined by the board in accordance with the applicable provisions of the law as may be prevailing at that time.

**RESOLVED FURTHER** that for the purpose of giving effect to any creation, offer, issue, allotment or listing of securities, the board be and is hereby authorized on behalf of the Company to evolve, decide upon and bring in to effect the scheme and make any modifications, changes, variations, alterations or revisions in the said scheme from time to time or to suspend, withdraw or revive the scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the board to secure any further consent or approval of the members of the Company.”

**Resolution required: Special**

**Mode of voting: Postal ballot and E-voting**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes In favour On votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)		
<b>Promoter and Promoter Group</b>	72,66,780	72,66,073	99.99	54,88,373	17,77,700	75.53	24.46
<b>Public Institutional holders (Includes FII's)</b>	13,31,958	--	--	--	--	--	--
<b>Public-Others</b>	35,99,285	37,681	1.05	37,276	405	98.92	1.07
<b>Total</b>	1,21,98,023	73,03,754	59.88	55,25,649	17,78,105	75.65	24.35

**Resolution No. 6: Approval of grant of options under Employee Stock Option Plan 2014 to Identified Eligible Employee.**

“**RESOLVED** that pursuant to the provisions of Section 62 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the provisions contained in the Securities And Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (including any statutory modification(s) or re-enactment of the Act or the Regulations, for the time being in force) and other applicable provisions of law and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the board of directors of the Company (hereinafter referred to as “the board” which term shall be deemed to include the Compensation Committee of the board which has been authorised to exercise the power conferred by this resolution), consent of the members be and is hereby accorded to the board for grant of options under Employees Stock Option Plan 2014 proposed in the resolution under Item 3 in this notice to Mr. Keval Bhanushali, who is a Identified Employee in term of Rule 12(4)(b) of Companies (Share Capital and Debentures) Rules, 2014, such number of equity options and / or equity linked instruments

(including options), (hereinafter collectively referred to as “securities”) of the Company which could give rise to the issue of equity shares not exceeding 2,00,000 (Two Lakhs) equity shares at such price, in one or more tranches and on such terms and conditions, as may be fixed or determined by the board in accordance with the applicable provisions of the law as may be prevailing at that time.

**RESOLVED FURTHER** that for the purpose of giving effect to any creation, offer, issue, allotment or listing of securities, the board be and is hereby authorized on behalf of the Company to evolve, decide upon and bring in to effect the scheme and make any modifications, changes, variations, alterations or revisions in the said scheme from time to time or to suspend, withdraw or revive the scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the board to secure any further consent or approval of the members of the Company.”

**Resolution required: Special**

**Mode of voting: Postal ballot and E-voting**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes In favour On votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)		
<b>Promoter and Promoter Group</b>	72,66,780	72,66,073	99.99	72,66,073	--	100	--
<b>Public Institutional holders (Includes FIIs)</b>	13,31,958	--	--	--	--	--	--
<b>Public-Others</b>	35,99,285	37,781	1.05	36,976	805	97.87	2.13
<b>Total</b>	1,21,98,023	73,03,854	59.88	73,03,049	805	99.99	0.01

For LKP Finance Limited

Girish Innani  
General Manager (Legal) & Company Secretary