

**Details of Agenda**

**Resolution No. 1:- Adoption of Audited Balance sheet and Statement of Profit and Loss for the year ended March 31, 2015 together with the Reports of the Board of Directors and the Auditors thereon.**

**Resolution Required: - Ordinary**

**Mode of Voting : 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	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	59485602	59485602	100.000	59485602	0	100.000	0.000
Public – Institutional holders	16087114	12992597	80.764	12992597	0	100.000	0.000
Public-Others	15525508	5496240	35.401	5496208	32	99.999	0.001
<b>Total</b>	<b>91098224</b>	<b>77974439</b>	<b>85.594</b>	<b>77974407</b>	<b>32</b>	<b>100.000</b>	<b>0.000</b>

**Mode of Voting : Ballot**

Promoter and Promoter Group	59485602	0	0.000	0	0	0.000	0.000
Public – Institutional holders	16087114	0	0.000	0	0	0.000	0.000
Public-Others	15525508	111515	0.718	111511	4	99.996	0.004
<b>Total</b>	<b>91098224</b>	<b>111515</b>	<b>0.122</b>	<b>111511</b>	<b>4</b>	<b>99.996</b>	<b>0.004</b>
<b>Result (A+B)</b>	<b>91098224</b>	<b>78085954</b>	<b>85.716</b>	<b>78085918</b>	<b>36</b>	<b>100.000</b>	<b>0.000</b>

\* excludes invalid votes cast for 17 shares



Capital First Limited

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**Resolution No. 2:- Approval for dividend of Rs. 2.20/- per Equity Shares of the Company for the Financial Year ended March 31, 2015.**

**Resolution Required: - Ordinary**

**Mode of Voting : 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	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	59485602	59485602	100.000	59485602	0	100.000	0.000
Public – Institutional holders	16087114	12992597	80.764	12992597	0	100.000	0.000
Public-Others	15525508	5496435	35.403	5495873	562	99.990	0.010
<b>Total</b>	<b>91098224</b>	<b>77974634</b>	<b>85.594</b>	<b>77974072</b>	<b>562</b>	<b>99.999</b>	<b>0.001</b>

Mode of Voting : Ballot							
Promoter and Promoter Group	59485602	0	0.000	0	0	0.000	0.000
Public – Institutional holders	16087114	0	0.000	0	0	0.000	0.000
Public-Others	15525508	111515	0.718	111511	4	99.996	0.004
<b>Total</b>	<b>91098224</b>	<b>111515</b>	<b>0.122</b>	<b>111511</b>	<b>4</b>	<b>99.996</b>	<b>0.004</b>
<b>Result (A+B)</b>	<b>91098224</b>	<b>78086149</b>	<b>85.716</b>	<b>78085583</b>	<b>566</b>	<b>99.999</b>	<b>0.001</b>

\* excludes invalid votes cast for 17 shares



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**Resolution No. 3:- Appointment of Mr. Vishal Mahadevia (DIN 01035771), who retires by rotation and being eligible, offers himself for re-appointment.**

**Resolution Required: - Ordinary**

**Mode of Voting : 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	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	59485602	59485602	100.000	59485602	0	100.000	0.000
Public – Institutional holders	16087114	12992597	80.764	12642434	350163	97.305	2.695
Public-Others	15525508	5496190	35.401	5496034	156	99.997	0.003
<b>Total</b>	<b>91098224</b>	<b>77974389</b>	<b>85.594</b>	<b>77624070</b>	<b>350319</b>	<b>99.551</b>	<b>0.449</b>

**Mode of Voting : Ballot**

Promoter and Promoter Group	59485602	0	0.000	0	0	0.000	0.000
Public – Institutional holders	16087114	0	0.000	0	0	0.000	0.000
Public-Others	15525508	111515	0.718	111511	4	99.996	0.004
<b>Total</b>	<b>91098224</b>	<b>111515</b>	<b>0.122</b>	<b>111511</b>	<b>4</b>	<b>99.996</b>	<b>0.004</b>
<b>Result (A+B)</b>	<b>91098224</b>	<b>78085904</b>	<b>85.716</b>	<b>77735581</b>	<b>350323</b>	<b>99.551</b>	<b>0.449</b>

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**Resolution No. 4:-** Re-appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, having ICAI firm registration no. 301003E, as approved by members at the Ninth Annual General Meeting as Statutory Auditors of the Company to hold office until the conclusion of Twelfth Annual General meeting and to authorise the Board to fix their remuneration..

**Resolution Required: - Ordinary**

**Mode of Voting : 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	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	59485602	59485602	100.000	59485602	0	100.000	0.000
Public – Institutional holders	16087114	12992597	80.764	12992597	0	100.000	0.000
Public-Others	15525508	5491425	35.370	5491289	136	99.998	0.003
<b>Total</b>	<b>91098224</b>	<b>77969624</b>	<b>85.589</b>	<b>77969488</b>	<b>136</b>	<b>100.000</b>	<b>0.000</b>

**Mode of Voting : Ballot**

Promoter and Promoter Group	59485602	0	0.000	0	0	0.000	0.000
Public – Institutional holders	16087114	0	0.000	0	0	0.000	0.000
Public-Others	15525508	111515	0.718	111511	4	99.996	0.004
<b>Total</b>	<b>91098224</b>	<b>111515</b>	<b>0.122</b>	<b>111511</b>	<b>4</b>	<b>99.996</b>	<b>0.004</b>
<b>Result (A+B)</b>	<b>91098224</b>	<b>78081139</b>	<b>85.711</b>	<b>78080999</b>	<b>140</b>	<b>100.000</b>	<b>0.000</b>

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**Resolution No. 5:- Appointment of Dr. (Mrs.) Brinda Jagirdar (DIN 06979864), as an Independent Director of the Company for a term upto September 23, 2017.**

**Resolution Required: - Ordinary**

**Mode of Voting : 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	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	59485602	59485602	100.000	59485602	0	100.000	0.000
Public – Institutional holders	16087114	12992597	80.764	12992597	0	100.000	0.000
Public-Others	15525508	5496144	35.401	5495943	201	99.996	0.004
<b>Total</b>	<b>91098224</b>	<b>77974343</b>	<b>85.594</b>	<b>77974142</b>	<b>201</b>	<b>100.000</b>	<b>0.000</b>

**Mode of Voting : Ballot**

Promoter and Promoter Group	59485602	0	0.000	0	0	0.000	0.000
Public – Institutional holders	16087114	0	0.000	0	0	0.000	0.000
Public-Others	15525508	111515	0.718	111511	4	99.996	0.004
<b>Total</b>	<b>91098224</b>	<b>111515</b>	<b>0.122</b>	<b>111511</b>	<b>4</b>	<b>99.996</b>	<b>0.004</b>
<b>Result (A+B)</b>	<b>91098224</b>	<b>78085858</b>	<b>85.716</b>	<b>78085653</b>	<b>205</b>	<b>100.000</b>	<b>0.000</b>

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**Resolution No. 6:- Appointment of Mr. Dinesh Kanabar (DIN 00003252), as an Independent Director of the Company for a term upto January 05, 2018.**

**Resolution Required: - Ordinary**

**Mode of Voting : 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	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	59485602	59485602	100.000	59485602	0	100.000	0.000
Public – Institutional holders	16087114	12992597	80.764	12992597	0	100.000	0.000
Public-Others	15525508	5496112	35.401	5495973	139	99.998	0.003
<b>Total</b>	<b>91098224</b>	<b>77974311</b>	<b>85.594</b>	<b>77974172</b>	<b>139</b>	<b>100.000</b>	<b>0.000</b>

**Mode of Voting : Ballot**

Promoter and Promoter Group	59485602	0	0.000	0	0	0.000	0.000
Public – Institutional holders	16087114	0	0.000	0	0	0.000	0.000
Public-Others	15525508	111515	0.718	111511	4	99.996	0.004
<b>Total</b>	<b>91098224</b>	<b>111515</b>	<b>0.122</b>	<b>111511</b>	<b>4</b>	<b>99.996</b>	<b>0.004</b>
<b>Result (A+B)</b>	<b>91098224</b>	<b>78085826</b>	<b>85.716</b>	<b>78085683</b>	<b>143</b>	<b>100.000</b>	<b>0.000</b>

\* excludes invalid votes cast for 17 shares



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**Resolution No. 7:- Appointment of Mr. Narendra Ostawal (DIN 06530414), as a Non Executive Director of the Company.**

**Resolution Required: - Ordinary**

**Mode of Voting : 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	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	59485602	59485602	100.000	59485602	0	100.000	0.000
Public – Institutional holders	16087114	12992597	80.764	12992597	0	100.000	0.000
Public-Others	15525508	5495282	35.395	5495121	161	99.997	0.003
<b>Total</b>	<b>91098224</b>	<b>77973481</b>	<b>85.593</b>	<b>77973320</b>	<b>161</b>	<b>100.000</b>	<b>0.000</b>

**Mode of Voting : Ballot**

Promoter and Promoter Group	59485602	0	0.000	0	0	0.000	0.000
Public – Institutional holders	16087114	0	0.000	0	0	0.000	0.000
Public-Others	15525508	111515	0.718	111511	4	99.996	0.004
<b>Total</b>	<b>91098224</b>	<b>111515</b>	<b>0.122</b>	<b>111511</b>	<b>4</b>	<b>99.996</b>	<b>0.004</b>
<b>Result (A+B)</b>	<b>91098224</b>	<b>78084996</b>	<b>85.715</b>	<b>78084831</b>	<b>165</b>	<b>100.000</b>	<b>0.000</b>

\* excludes invalid votes cast for 17 shares



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**Resolution No. 8:- approval for reclassification of Authorised Share Capital..**

**Resolution Required: - Special**

**Mode of Voting : 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	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	59485602	59485602	100.000	59485602	0	100.000	0.000
Public – Institutional holders	16087114	12992597	80.764	12992597	0	100.000	0.000
Public-Others	15525508	5496007	35.400	5495930	77	99.999	0.001
<b>Total</b>	<b>91098224</b>	<b>77974206</b>	<b>85.594</b>	<b>77974129</b>	<b>77</b>	<b>100.000</b>	<b>0.000</b>

**Mode of Voting : Ballot**

Promoter and Promoter Group	59485602	0	0.000	0	0	0.000	0.000
Public – Institutional holders	16087114	0	0.000	0	0	0.000	0.000
Public-Others	15525508	111515	0.718	111511	4	99.996	0.004
<b>Total</b>	<b>91098224</b>	<b>111515</b>	<b>0.122</b>	<b>111511</b>	<b>4</b>	<b>99.996</b>	<b>0.004</b>
<b>Result (A+B)</b>	<b>91098224</b>	<b>78085721</b>	<b>85.716</b>	<b>78085640</b>	<b>81</b>	<b>100.000</b>	<b>0.000</b>

\* excludes invalid votes cast for 17 shares



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**Resolution No. 9:- Approval for payment of Commission to Non Executive Directors not exceeding 1% of net profits for 5 financial years.**

**Resolution Required: - Ordinary**

**Mode of Voting : 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	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	59485602	59485602	100.000	59485602	0	100.000	0.000
Public – Institutional holders	16087114	12992597	80.764	12992597	0	100.000	0.000
Public-Others	15525508	5496302	35.402	5494679	1623	99.971	0.030
<b>Total</b>	<b>91098224</b>	<b>77974501</b>	<b>85.594</b>	<b>77972878</b>	<b>1623</b>	<b>99.998</b>	<b>0.002</b>

**Mode of Voting : Ballot**

Promoter and Promoter Group	59485602	0	0.000	0	0	0.000	0.000
Public – Institutional holders	16087114	0	0.000	0	0	0.000	0.000
Public-Others	15525508	111515	0.718	111511	4	99.996	0.004
<b>Total</b>	<b>91098224</b>	<b>111515</b>	<b>0.122</b>	<b>111511</b>	<b>4</b>	<b>99.996</b>	<b>0.004</b>
<b>Result (A+B)</b>	<b>91098224</b>	<b>78086016</b>	<b>85.716</b>	<b>78084389</b>	<b>1627</b>	<b>99.998</b>	<b>0.002</b>

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**Resolution No. 10:- Approval for revision in remuneration payable to Mr. V. Vaidyanathan, Chairman & Managing Director (DIN 00082596) from April 01, 2015 to August 09, 2015..**

**Resolution Required: - Special**

**Mode of Voting : 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	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	59485602	59485602	100.000	59485602	0	100.000	0.000
Public – Institutional holders	16087114	12992597	80.764	12738464	254133	98.044	1.956
Public-Others	15525508	5154166	33.198	5153387	779	99.985	0.015
<b>Total</b>	<b>91098224</b>	<b>77632365</b>	<b>85.218</b>	<b>77377453</b>	<b>254912</b>	<b>99.672</b>	<b>0.328</b>

**Mode of Voting : Ballot**

Promoter and Promoter Group	59485602	0	0.000	0	0	0.000	0.000
Public – Institutional holders	16087114	0	0.000	0	0	0.000	0.000
Public-Others	15525508	111515	0.718	111511	4	99.996	0.004
<b>Total</b>	<b>91098224</b>	<b>111515</b>	<b>0.122</b>	<b>111511</b>	<b>4</b>	<b>99.996</b>	<b>0.004</b>
<b>Result (A+B)</b>	<b>91098224</b>	<b>77743880</b>	<b>85.341</b>	<b>77488964</b>	<b>254916</b>	<b>99.672</b>	<b>0.328</b>

\* excludes invalid votes cast for 17 shares



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**Resolution No. 11:- Approval for reappointment of Mr. V. Vaidyanathan (DIN 00082596) for Five years w.e.f. August 10, 2015.**

**Resolution Required: - Special**

**Mode of Voting : 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	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	59485602	59485602	100.000	59485602	0	100.000	0.000
Public – Institutional holders	16087114	12992597	80.764	12738464	254133	98.044	1.956
Public-Others	15525508	5154624	33.201	5154196	428	99.992	0.008
<b>Total</b>	<b>91098224</b>	<b>77632823</b>	<b>85.219</b>	<b>77378262</b>	<b>254561</b>	<b>99.672</b>	<b>0.328</b>

**Mode of Voting : Ballot**

Promoter and Promoter Group	59485602	0	0.000	0	0	0.000	0.000
Public – Institutional holders	16087114	0	0.000	0	0	0.000	0.000
Public-Others	15525508	111515	0.718	111511	4	99.996	0.004
<b>Total</b>	<b>91098224</b>	<b>111515</b>	<b>0.122</b>	<b>111511</b>	<b>4</b>	<b>99.996</b>	<b>0.004</b>
<b>Result (A+B)</b>	<b>91098224</b>	<b>77744338</b>	<b>85.341</b>	<b>77489773</b>	<b>254565</b>	<b>99.673</b>	<b>0.327</b>

\* excludes invalid votes cast for 17 shares



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**Resolution No. 12:- Approval for increase in Borrowing limits under section 180 (1) (c) upto Rs. 15000 crore over and above the aggregate, for the time being, of the paid-up capital and free reserves of the Company.**

**Resolution Required: - Special**

**Mode of Voting : 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	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	59485602	59485602	100.000	59485602	0	100.000	0.000
Public – Institutional holders	16087114	12992597	80.764	12940417	52180	99.598	0.402
Public-Others	15525508	5496254	35.401	5495631	623	99.989	0.011
<b>Total</b>	<b>91098224</b>	<b>77974453</b>	<b>85.594</b>	<b>77921650</b>	<b>52803</b>	<b>99.932</b>	<b>0.068</b>

**Mode of Voting : Ballot**

Promoter and Promoter Group	59485602	0	0.000	0	0	0.000	0.000
Public – Institutional holders	16087114	0	0.000	0	0	0.000	0.000
Public-Others	15525508	111515	0.718	111511	4	99.996	0.004
<b>Total</b>	<b>91098224</b>	<b>111515</b>	<b>0.122</b>	<b>111511</b>	<b>4</b>	<b>99.996</b>	<b>0.004</b>
<b>Result (A+B)</b>	<b>91098224</b>	<b>78085968</b>	<b>85.716</b>	<b>78033161</b>	<b>52807</b>	<b>99.932</b>	<b>0.068</b>

\* excludes invalid votes cast for 17 shares



Capital First Limited

Indiabulls Finance Centre, 15th Floor, Tower - 2, Senapati Bapat Marg, Elphinstone Road., Mumbai - 400 013, India.

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**Resolution No. 13:- Approval for issue of Non Convertible Debentures in one or more tranches**

**Resolution Required: - Special**

**Mode of Voting : E-voting**

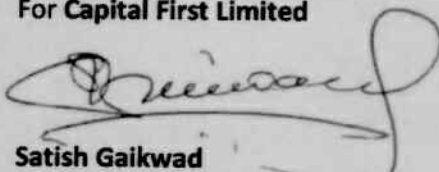
Promoter/Public	No. of shares held	No. of votes polled *	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	59485602	59485602	100.0000	59485602	0	100.0000	0.0000
Public – Institutional holders	16087114	12721981	79.0818	12662422	59559	99.5318	0.4682
Public-Others	15525508	5496332	35.4019	5495760	572	99.9896	0.0104
<b>Total</b>	<b>91098224</b>	<b>77703915</b>	<b>85.2968</b>	<b>77643784</b>	<b>60131</b>	<b>99.9226</b>	<b>0.0774</b>

**Mode of Voting : Ballot**

Promoter and Promoter Group	59485602	0	0.0000	0	0	0.0000	0.0000
Public – Institutional holders	16087114	0	0.0000	0	0	0.0000	0.0000
Public-Others	15525508	111515	0.7183	111511	4	99.9964	0.0036
<b>Total</b>	<b>91098224</b>	<b>111515</b>	<b>0.1224</b>	<b>111511</b>	<b>4</b>	<b>99.9964</b>	<b>0.0036</b>
<b>Result (A+B)</b>	<b>91098224</b>	<b>77815430</b>	<b>85.4192</b>	<b>77755295</b>	<b>60135</b>	<b>99.9227</b>	<b>0.0773</b>

\* excludes invalid votes cast for 17 shares

For Capital First Limited



**Satish Gaikwad**

Head – Legal, Compliance & Company Secretary



Capital First Limited

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**PARIKH & ASSOCIATES**  
**COMPANY SECRETARIES**

Office :

111, 11th Floor, Sai-Dwar CHS Ltd,  
Sab TV Lane, Opp Laxmi Industrial Estate  
Off Link Road, Above Shabari Restaurant,  
Andheri (W), Mumbai : 400 053  
Tel. : 26301232 / 26301233 / 26301240  
Email : cs@parikhassociates.com  
parikh.associates@rediffmail.com

To,  
The Chairman  
Capital First Limited  
Indiabulls Finance Centre, Tower - 2,  
15<sup>th</sup> Floor, Senapati Bapat Marg,  
Elphinstone (West), Mumbai - 400 013

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting at the Annual General Meeting of Capital First Limited held on Monday, July 20, 2015 at 3.00p.m.**

I, P. N. Parikh, of M/s. Parikh & Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Capital First Limited pursuant to Section 108 of the Companies Act, 2013("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, to conduct the remote e-voting process in respect of the below mentioned resolutions passed at the Annual General Meeting of Capital First Limited held on Monday, July 20, 2015 at 3.00 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process through Ballot at the said Annual General Meeting held on July 20, 2015.

The Notice dated May 13, 2015 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 passed at the Annual General Meeting of the Company.

The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company.

The Company had also provided voting facility to the shareholders present at the Annual General Meeting through Ballot and who had not cast their vote earlier through remote e-voting facility.



The shareholders of the company holding shares as on the "cut-off" date of July 13, 2015 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Thursday, July 16, 2015 at 09:30 a.m. (IST) and ended on Sunday, July 19, 2015 at 05:00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system.

I now submit my consolidated Report as under on the result of the remote e-voting and voting at the meeting in respect of the said Resolutions.

#### Resolution 1: Ordinary Resolution

**Adoption of the Audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon.**

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
210	7,80,85,918	100.00(Rounded-off)

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4	36	0.00



(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	17

**Resolution 2: Ordinary Resolution**

**Declaration of dividend of Rs. 2.20/- per equity share of the company for the financial year ended March 31, 2015.**

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
210	7,80,85,583	100.00 (Rounded-off)

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
6	566	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	17



**Resolution 3: Ordinary Resolution**

To appoint a Director in place of Mr. Vishal Mahadevia (DIN 01035771), who retires by rotation and, being eligible, offers himself for re-appointment.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
193	7,77,35,581	99.55

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
20	3,50,323	0.45

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	17

**Resolution 4: Ordinary Resolution**

To ratify the appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, (ICAI Firm Registration No. 301003E), as approved by members at the Ninth Annual General Meeting as Statutory Auditors of the company to hold office until the conclusion of Twelfth Annual General Meeting and to authorise the Board to fix their remuneration.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
201	7,80,80,999	100.00(Rounded-off)



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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	140	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	17

#### Resolution 5: Ordinary Resolution

**Appointment of Dr. (Mrs.) Brinda Jagirdar (DIN 06979864), as an Independent Director of the Company for a term upto September 23, 2017.**

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
197	7,80,85,653	100.00(Rounded-off)

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
12	205	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	17





**Resolution 6 : Ordinary Resolution**

**Appointment of Mr. Dinesh Kanabar (DIN 00003252), as an Independent Director of the Company for a term upto January 05, 2018.**

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
200	7,80,85,683	100.00(Rounded-off)

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
11	143	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	17

**Resolution 7: Ordinary Resolution**

**Appointment of Mr. Narendra Ostawal (DIN 06530414) as a Non Executive Director of the Company.**

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
199	7,80,84,831	100.00(Rounded-off)

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
11	165	0.00



(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	17

**Resolution 8: Special Resolution****To approve reclassification of Authorised Share Capital of the company.**(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
203	7,80,85,640	100.00(Rounded-off)

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
9	81	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	17



**Resolution 9: Ordinary Resolution**

**Payment of Commission to Non Executive Directors of the company not exceeding 1% of net profits of the company for each of the financial year commencing from financial year 2015-16 for a period of five years.**

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
183	7,80,84,389	100.00(Rounded-off)

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
31	1627	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	17

**Resolution 10: Special Resolution**

**Revision in remuneration payable to Mr. V. Vaidyanathan (DIN 00082596), Chairman and Managing Director of the company for the period from April 01, 2015 to August 09, 2015.**

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
187	7,74,88,964	99.67

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
21	2,54,916	0.33



## (iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	17

## Resolution 11: Special Resolution

**Re-appointment of Mr. V. Vaidyanathan (DIN 00082596) as Chairman and Managing Director of the company for a period of five years with effect from August 10, 2015.**

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
195	7,74,89,773	99.67

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
14	2,54,565	0.33

## (iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	17



**Resolution 12: Special Resolution**

**Increase in borrowing limits under Section 180(1)(c) of the Companies Act, 2013 upto Rs. 15000/- crore over and above the aggregate, for the time being, of the paid-up capital and free reserves of the Company.**

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
192	7,80,33,161	99.93

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
19	52,807	0.07

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	17

**Resolution 13: Special Resolution**

**Issue of Non Convertible Debentures on private placement basis in one or more tranches.**

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
198	7,77,55,295	99.92

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

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
14	60,135	0.08





## (iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	17

Thanking you,  
Yours faithfully,

P. N. Parikh

Parikh & Associates

Practising Company Secretaries

FCS: 327 CP No.: 1228

111, 11<sup>th</sup> Floor, Sai Dwar CHS Ltd

Sab TV Lane, Opp. Laxmi Indl. Estate,

Off Link Road, Above Shabari Restaurant,

Andheri West, Mumbai - 400053

Place: Mumbai

Dated: July 21, 2015



*[Handwritten signature]*

