

# September 28, 2018

To.

The National Stock Exchange of India Ltd.

Listing Department,

Exchange Plaza,

Bandra Kurla Complex

Bandra East,

Mumbai - 400 051

Fax Nos.: 26598237 / 26598238

Ref: Scrip Code: BSE - 532748/NSE - PFOCUS

Dear Sir,

Sub: Outcome /Proceedings and Voting Results of the 21st Annual General Meeting

To.

**BSE** Limited

Dalal Street,

Listing Department,

Mumbai - 400 001

Phiroze Jeejebhoy Towers,

Fax Nos.:22723121/2037/2039

("AGM") of the Company

Ref: Regulation 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements),

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we have enclosed a copy of the Proceedings of the 21st Annual General Meeting duly convened on Friday, September 28, 2018 at 10.30 a.m. at 9th Floor, 'True North', Plot No. 63, Road no. 13, Opp. Hotel Tunga Paradise, MIDC, Andheri (East), Mumbai - 400093.

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, also please find enclosed herewith the details regarding the voting results in the prescribed format along with the Scrutinizers report.

Request you to take the above on record and oblige.

Thanking you,

Yours faithfully,

For Prime Focus Limited

Parina Shah

Company Secretary

Encl.: As above



# PROCEEDINGS OF THE 21<sup>st</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD ON SEPTEMBER 28, 2018

The 21<sup>st</sup> Annual General Meeting ("AGM") of the Company was duly held on Friday, September 28, 2018 at 10.30 a.m. at 9<sup>th</sup> Floor, 'True North', Plot No. 63, Road No. 13, Opp. Hotel Tunga Paradise, MIDC, Andheri (East), Mumbai – 400093.

Mr. Naresh Malhotra chaired the Meeting. The chairman extended a warm welcome to the Shareholders, Board Members, representatives of the Body Corporates and all other present at the Meeting. He also introduced the Directors and Key Managerial Personnel(s) present on dais. The requisite quorum being present, the chairman called the meeting to order. He informed that the aggregate 34 members were present in person at the AGM and 1 person was present through proxy received by the Company. The members were informed that the requisite registers and documents referred to in the Notice of the AGM were available for inspection during the meeting. With the consent of the members, the Notice convening the Meeting was taken as read.

The Company in accordance with the provisions of Section 108 of the Companies Act, 2013 read with the amended Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company had provided remote e-voting facility through Central Depository Services Limited (CDSL) platform to all its members holding shares in dematerialized or physical form as on the cut-off date being Friday, September 21, 2018 to exercise their right to vote by electronic means on all the businesses specified in the Notice convening the Annual General Meeting. The remote e-voting period commenced on Tuesday, September 25, 2018 from 09.00 a.m. and concluded on Thursday, September 27, 2018 at 5.00 p.m.

As remote e-voting facility was provided to the Members, voting through Ballot paper was available at the meeting for Members as on September 21, 2018 who had not cast their vote by remote e-voting.

The Company had appointed, Ms. Shilpa Ray, Practicing Company Secretary as Scrutinizer for independently conducting and overseeing the voting process in a fair and transparent manner.





The Chairman then placed the following agenda matters as set out in the Notice of 21<sup>st</sup> Annual General Meeting before the Members briefly explaining the objective and implications, whenever necessary. As Mr. Naresh Malhotra was interested, Mr. Rivkaran Chadha, Independent Director presided over the Meeting for item number 4. The following resolutions set out in the Notice convening the AGM were proposed and seconded by the Members:

# **Ordinary Business:**

- 1. (a) Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018, together with the Report of the Board of Directors and Auditors thereon.
  - (b) Adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Report of Auditors thereon. (Ordinary Resolution)
- To appoint Director in place of Mr. Ramakrishnan Sankaranarayanan (DIN: 02696897), who retires by rotation and being eligible offers himself for reappointment. (Ordinary Resolution)

#### **Special Business:**

- 3. Offer or invite for Subscription of Secured / Unsecured Non-Convertible Debentures and/or other Debt securities on private placement basis. (Special Resolution)
- Payment of Remuneration to Mr. Naresh Malhotra (DIN: 00004597), Whole-time Director of the Company for the period of two years w.e.f. April 01, 2018 till March 31, 2020. (Special Resolution)
- 5. Appointment of Mr. Anand Natarajan (DIN: 00061109) as a Non-Executive Director of the Company. (Ordinary Resolution)
- 6. Continuation of Directorship of Mr. G. P. Aiyar (DIN: 02722981), Independent Non-Executive Director who has attained the age of Seventy Five years. (Special Resolution)
- 7. Approval of Extension of exercise period under PFL ESOP Scheme 2014. (Special Resolution)



The Chairman then invited queries from the Members on the agenda matters. The queries were replied and the suggestions made by the Members were taken on record.

Thereafter, the Members were informed that a consolidated report on total votes cast in favour or against shall be submitted by the scrutinizer within 48 hours of the conclusion of the AGM and the same shall be forthwith declared by the Company by publishing on its website, the website of CDSL and by notifying to the Stock Exchange where the shares of the Company are listed and on the Notice Board of the Company.

The AGM concluded with vote of thanks to those present.

For Prime Focus Limited

Parina Shah

Parina Shah Company Secretary

# PRIME FOCUS

# WE FOCUS DETAILS OF VOTING RESULTS AT THE AGM AS PER THE FORMAT PRESCRIBED UNDER REGULATION 44 OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015

Sr. No.	Description	Particulars
Α.	Day & Date of the AGM	Friday, September 28, 2018
В.	Total No. of shareholders on Record Date i.e. September 21, 2018	10,975
C.	No. of Shareholders present in the meeting either in person or through Proxy: i) Promoters and promoter group ii) Public	3 32
D.	No. of shareholders who attended the meeting through Video Conferencing: i) Promoters and promoter group ii) Public	Nii .





# AGENDA WISE DETAILS:

Resolution R	equired : (	Ordinary)	Company for the Board of b. Adoption	the Financial Y Directors and A of the Audited	ear ended Mar Auditors therec Consolidated F	ch 31, 2018, on inancial State	ne Financial Staten together with the ements of the Com Auditors thereon	Report of
Whether group are agenda/reso	promoter/ interester lution?		No					¥.
Category	Mode of Voting	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]}*1 00	[7]={[5]/[2] }*100
Promoter	E-Voting		62201546	59.4618	62201546	0	100.0000	0.0000
and	Poll	104607641	42406095	40.5382	42406095	0	100.0000	0.0000
Promoter Group	Total		104507641	106.0000	104607641	0	100.0000	0.0000
D 11:	E-Voting		29368572	98.0107	29368572	0	100.0000	0.0000
Public Institutions	Poll	29964672	0	0.0000	0	0	100.0000	0.0000
motitutions	Total		29368572	98.0107	29368572	0	100.0000	0.0000
D 11: N	E-Voting		141591628	86.0251	141591625	3	100.0000	0.0000
Public Non Institutions	Poll	164593332	135253	0.0822	135253	0	100.0000	0.0000
mstitutions	Total		141726881	86.1073	141726878	3	100.0000	0.0000
Total		299165645	275703094	92.1573	275703091	0	100.0000	0.0000





Resolution R	equired :	(Ordinary)		o. 2 - Appoir anan (DIN: 0269 appointment				
Whether p group are agenda/reso	interest		No					
Category	Mode of Voting	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	E- Voting	404607644	62201546	59.4618	62201546	0	100.0000	0.0000
Promoter	Poli	104607641	42406095	40.5382	42406095	0	100.0000	0.0000
Group	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public	E- Voting		29375816	98.0348	29375816	О	100.0000	0.0000
Institutions	Poll	29964672	0	0.0000	0	0	0.0000	0.0000
	Total		29375816	98.0348	29375816	0	100.0000	0.0000
Public Non	E- Voting	Polysterio 13 September 2	141591628	86.0251	141591625	3	100.0000	0.0000
Institutions	Poll	164593332	135253	0.0822	135253	0	100.0000	0.0000
	Total		141726881	86.1073	141726878	3	100.0000	0.0000
Total		299165645	275710338	92.1598	275710335	3	100.0000	0.0000





Resolution Requ	iired : (Speci	al)					of Secured / Un urities on priva	
Whether promo	and the same of the same of		No		0			
Category	Mode of Voting	No. of shares held	No. of votes polied	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Vote s – Agai nst	% 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	E-Voting		62201546	59.4618	62201546	0	100.0000	0.0000
Promoter	Poll	104607641	42406095	40.5382	42406095	0	100.0000	0.0000
Group	Total		104607641	100.0000	104607641	0	100.0000	0.0000
The street Labor.	E-Voting		29375816	98.0348	29375816	0	100.0000	0.0000
Public	Poll	29964672	0	0.0000	0	0	0.0000	0.0000
Institutions	Total		29375816	98.0348	29375816	0	100.0000	0.0000
1460014 - 44500414050000	E-Voting		141591628	86.0251	141591625	3	100.0000	0.0000
Public Non	Poll	164593332	135253	0.0822	135253	0	100.0000	0.0000
Institutions	Total		141726881	86.1073	141726878	3	1.00.0000	0.0000
Total		299165645	275710338	92.1598	275710335	3	100.0000	0.0000





Resolution Requ	ired : (Special	)	(DIN: 0000	04597), Whole	yment of Ren e-time Director 18 till March 3	of the Comp	to Mr. Nares pany for the p	eriod of two
Whether promo interested in the			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstandin g 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	E-Voting		0	0.0000	0	0	0.0000	0.0000
Promoter	Poll	104607641	0	0.0000	0	0	0.0000	0.0000
Group	Total	7	0	0.0000	0	0	0.0000	0.0000
	E-Voting		293758 16	98.0348	29241817	133999	99.5438	0.4562
Public	Poll	29964672	0	0.0000	0	0	0.0000	0.0000
Institutions	Total		293758 16	98.0348	29241817	133999	99.5438	0.4562
	E-Voting		141591 628	86.0251	141591625	3	100.0000	0.0000
Public Non	Poll	164593332	135253	0.0822	135253	0	100.0000	0.0000
Institutions	Total		141726 881	86.1073	141726878	3	100.0000	0.0000
Total		299165645	171102 697	57.1933	170968695	134002	99.9217	0.0783





Resolution Req	uired : (Ordir	nary)			tment of Mr. the Company	Anand Na	tarajan (DIN	V: 00061109) as a
Whether promo interested in th	The state of the s		No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng 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]}*10 0
S	E-Voting		62201546	59.4618	62201546	0	100.0000	0.0000
Promoter and Promoter	Poll	104607641	42406095	40.5382	42406095	0	100.0000	0.0000
Group	Total	104007041	104607641	100.0000	104607641	0	100.000	0.0000
	E-Voting		29375816	98.0348	29375816	0	100.0000	0.0000
Public	Poll	29964672	0	0.0000	0	0	0.0000	0.0000
Institutions	Total	25504072	29375816	98.0348	29375816	0	100.000	0.0000
	E-Voting		36652267	22.2684	36652264	3	100.0000	0.0000
Public Non	Poll	164593332	135253	0.0822	135253	0	100.0000	0.0000
Institutions	Total	104333332	36787520	22.3506	36787517	3	100.000	0.0000
Total		299165645	170770977	57.0824	170770974	3	100.000	0.0000





Resolution Requ	uired : (Speci	al)		vo. 6 - Continu ndependent Nor years		-		
Whether promo interested in the	- 6		No				8	
Category	Mode of Voting	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	E-Voting		62201546	59.4518	62201546	0	100.0000	0.0000
Promoter	Poll	104607641	42406095	40.5382	42406095	0	100.0000	0.0000
Group	Total		104607641	100.0000	104607641	0	100.0000	0.0000
D. I.I.	E-Voting		29375816	98.0348	29241817	133999	99.5438	0.4562
Public Institutions	Poll	29964672	0	0.0000	0	0	0.0000	0.0000
IIIstitutions	Total		29375816	98.0348	29241817	133999	99.5438	0.4562
D. I. I Maria	E-Voting		141591628	86.0251	141591625	3	100.0000	0.0000
Public Non Institutions	Poll	164593332	135253	0.0822	135253	0	100.0000	0.0000
institutions	Total		141726881	86.1073	141726878	3	100.0000	0.0000
Total		299165645	275710338	92.1598	275576336	134002	99.9514	0.0486





Resolution Req	uired : (Spec	ial)	Resolution N Scheme 2014		of Extension o	f exercise (	eriod under PF	L – ESOP
Whether prom interested in th	2 2	200	No					
Category	Mode of Voting	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	E-Voting		62201546	59.4618	62201546	0	100.0000	0.0000
Promoter	Poll	104607641	42406095	40.5382	42406095	0	100.0000	0.0000
Group	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public	E-Voting		29375816	98.0348	29241817	133999	99.5438	0.4562
Institutions	Poll	29964672	0	0.0000	0	0	0.0000	0.0000
matitutions	Total		29375816	98.0348	29241817	133999	99.5438	0.4562
Dublic Non	E-Voting		141591628	86.0251	141591625	3	100.0000	0.0000
Public Non Institutions	Poll	164593332	135253	0.0822	135253	0	100.0000	0.0000
motitutions	Total		141726881	86.1073	141726878	3	100.0000	0.0000
Total		299165645	275710338	92.1598	275576336	134002	99.9514	0.0486

For Prime Focus Limited

Parina Shah

Company Secretary





+91 98694 57341 +91 022 61802020

#### FORM NO. MGT.13

Report of Scrutinizer(s)

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

To,
The Chairman
Prime Focus Limited
Prime Focus House, Linking Road,
Khar West, Mumbai -400052

21<sup>st</sup>Annual General Meeting of the Equity Shareholders of Prime Focus Limited held on Friday,28<sup>th</sup> September,2018 at 10.30 a.m.at 9th Floor, 'True North', Plot no. 63, Road no. 13, Opp. Hotel Tunga Paradise, MIDC, Andheri (East), Mumbai – 400093

#### Dear Sir,

I Shilpa Ray, Practising Company Secretary, Proprietor of Shilpa Ray & Associateshaving office at 3B-10, Phoenix Paragon Plaza, LBS Marg, Kurla (West), Mumbai -400070was appointed as Scrutinizer for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of ballot at the meeting pursuant to section 108 of the Companies Act,2013 read with rule 20 & 21 of the Companies (Management and Administration) Rules,2014 and Amendment Rules,2015in respect of the below mentioned resolutions proposed at the 21st Annual General Meeting of the Equity Shareholders of Prime Focus Limited held on Friday,28th September,2018 at 10.30 a.m.at 9th Floor, 'True North', Plot no. 63, Road no. 13, Opp. Hotel Tunga Paradise, MIDC, Andheri (East), Mumbai – 400093, submit our report as under:

- 1. After the time fixed for closing of the poll by the Chairman, a ballot boxes kept for polling were locked in my/our presence with due identification marks placed by me/us.
- The locked ballot boxes were 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.
- 3. I did not find any poll papers invalid

The e-voting system was provided by Central Depository Services Limited (CDSL) which started on Tuesday, 25<sup>th</sup> September, 2018 at 9.00 am and ended on Thursday, 27<sup>th</sup> September, 2018 at 5.00 pm. E-voting wasconcluded by CDSL at 5.00 pm on 27<sup>th</sup> September, 2018.

C. P. NO 5311 SECRETARIST

Shilpa Ray Associates / Scrutiny report/PFL/2018/Page 1 of 2

# Details of the e-voting:

Number of members participated in e-voting were20and votedfor07 resolutions in the manner mentioned below:

Res.	Voted in favour of	Voted against
1	17	2
2	18	2
3	18	2
4	13	6
5	17	2
6	14	6
7	14	6

### Details of voting by poli:

35 (Thirty Five)Persons were present for the meeting out of which 28 (Twenty Eight)were members and 1(One)was proxy and 6(six) were authorised representative. 24 (Twenty Four)present participated in poll out of which 22 (Twenty Two)were present in person and 1(One) was proxy and 1 (One) was authorised representative.

The combined results of E-voting and Poll are summarised in Annexure -I of this report.

The compilation of data containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

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

Thanking you,

Yours faithfully

For Shilpa Ray

Shitpa Ray FCS-5936

CP: 5311

Place: Mumbai

Dated: 28 09 2018

The results of the Poll are as under:

Resolution No.1:

To receive, consider and adopt:

a. the Audited Financial Statements of the Company for the Financial Year ended March 31, 2018, together with the Report of the Board of Directors and Auditors thereon.

b. The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Report of Auditors thereon.

Category	Mode of Voting	7	y - N	% of Votes	4	90	- 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1	0, 46, 19, 10	
		shares	votes polled	Polled on outstanding shares	Votes – in favour	Votes – Against	% or votes in favour on votes polled	against on votes	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[2]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
	E-Voting		62201546	59.4618	62201546	0	100.0000	0.0000	0
	Poll		42406095	40.5382	42406095	0	100.0000	0.0000	0
Promoter Group	Postal Ballot	104607641	0	0.0000	0	0	0.0000	0.0000	0
	Total		104607641	100.0000	104607641	0	100.0000	0.0000	0
	E-Voting		29368572	98.0107	29368572	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
Public Institutions	Postal	29964672							
	Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		29368572	98.0107	29368572	0	100.0000	0.0000	0
	E-Voting		141591628	86.0251	141591625	3	100.0000	0.0000	0
\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	Poll		135253	0.0822	135253	0	100.0000	0.0000	0
rubile Nori Institutions	Postal	164593332							
	Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		141726881	86.1073	141726878	3	100.0000	0.0000	0
Total		299165645	275703094	92.1573	275703091	3	100.0000	0.0000	0

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Resolution No. 2:

To appoint a Director in place of Mr. RamakrishnanSankaranarayanan (DIN:02696897), who retires by rotation and being eligible offers himself for re-appointment

Category	Mode of Voting	No. of	No. of	% of Votes Polled on	No. of	No. of	% of Votes in	% of Votes	3 6 8
		shares	votes	outstanding shares	Votes – in favour	Votes – Against	favour on votes polled	against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[2]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
	E-Voting		62201546	59.4618	62201546	0	100.0000	0.0000	0
40	Poll		42406095	40.5382	42406095	0	100.0000	0.0000	0
Promoter Group	Postal Ballot	104607641	0	0.0000	0	0	0.0000	0.0000	0
	Total		104607641	100.0000	104607641	0	100.0000	0.0000	0
	E-Voting		29375816	98.0348	29375816	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
Public Institutions	Postal	29964672				21			
	Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		29375816	98.0348	29375816	0	100.0000	0.0000	0
	E-Voting		141591628	86.0251	141591625	3	100.0000	0.0000	0
o No.	Poll		135253	0.0822	135253	0	100.0000	0.0000	0
Institutions	Postal Ballot	164593332	0	00000	0	0	0.0000	00000	0
	Total		141726881	86.1073	141726878	e e	100.0000	0.0000	0
Total		299165645	275710338	92.1598	275710335	m	100.0000	0.0000	0







Resolution No. 3:

Offer or invite for Subscription of Secured / Unsecured Non-Convertible Debentures and/or other Debt securities on private placement basis (Special Resolution).

Category	Mode of Voting	No. of	No. of	% of Votes Polled on	No. of	No. of	% of Votes in	% of Votes	
		shares	votes	outstanding shares	Votes – in favour	Votes – Against	favour on votes polled	against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[2]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
	E-Voting		62201546	59.4618	62201546	0	100.0000	0.0000	0
400	Poll		42406095	40.5382	42406095	0	100.0000	0.0000	0
Promoter Group	Postal Ballot	104607641	0	0.0000	0	0	0.0000	0.0000	0
	Total		104607641	100.0000	104607641	0	100.0000	0.0000	0
	E-Voting		29375816	98.0348	29375816	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
Public Institutions	Postal	29964672							
	Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		29375816	98.0348	29375816	0	100.0000	0.0000	0
	E-Voting		141591628	86.0251	141591625	3	100.0000	0.0000	0
Disklic Non	Poll		135253	0.0822	135253	0	100.0000	0.0000	0
Institutions	Postal	164593332							
	Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		141726881	86.1073	141726878	3	100.0000	0.0000	0
Total		299165645	275710338	92.1598	275710335	3	100.0000	0.0000	0





Resolution No. 4: Payment of Remuneration to Mr. Naresh Malhotra (DIN: 00004597) Whole time Director of the Company for the years of 2 years w.e.f. April 01, 2018 till March 31, 2020 (Special Resolution).

141   141	Category Mc	Mode of Voting	No. of shares	No. of votes	% of Votes Polled on outstanding	No. of Votes – in	No. of Votes –	% of Votes in favour on votes	% of Votes against on votes	No. of votes
E-Voting         0         0.0000         0           Postal         0         0.0000         0           Ballot         0         0.0000         0           Total         0         0.0000         0           E-Voting         29375816         98.0348         29241817           Postal         29964672         0         0.0000         0           Ballot         29375816         98.0348         29241817           E-Voting         0         0.0000         0           Poll         141591628         86.0251         141591625           Postal         144591628         86.0251         141591625           Postal         1441726881         86.1073         141726878           Total         299165645         171107697         57.1933         170968695			held [1]	polled [2]	shares [3]={[2]/[1]}*100	favour [4]	Against [5]	polled [6]={[4]/[2]}*100	polled [7]={[5]/[2]}*100	Invalid [8]
Poll         0         0.0000         0           Postal         104607641         0         0.0000         0           Total         29375816         98.0348         29241817           Poll         0         0.0000         0           Postal         29964672         0         0.0000         0           Postal         29375816         98.0348         29241817           Postal         29375816         98.0348         29241817           F-Voting         0         0.0000         0           Poll         141591628         86.0251         141591625           Poll         135253         0.0822         135253           Postal         141726881         86.1073         141726878           Total         299165645         171107697         57.1933         170968695	E-1	Voting		0	0.0000	0	0	0.0000	0.0000	0
Postal         104607641         0         0.0000         0           Fallot         0         0.0000         0           Fe-Voting         29375816         98.0348         29241817           Postal         29964672         0         0.0000         0           Postal         29375816         98.0348         29241817           E-Voting         29375816         98.0348         29241817           F-Voting         141591628         86.0251         141591625           Postal         135253         0.0822         135253           Postal         141726881         86.1073         141726878           Total         77 1933         170968695		=		0	0.0000	0	0	0.0000	0.0000	0
Fotal         0         0.0000         0           E-Voting         29375816         98.0348         29241817           Poll         0         0.0000         0           Postal         29964672         0         0.0000         0           Total         29375816         98.0348         29241817           E-Voting         141591628         86.0251         141591625           Poll         135253         0.0822         135253           Postal         0         0.0000         0           Ballot         141726881         86.1073         141726878           Total         299165645         171107697         57.1933         170968695	1010	stal	104607641	0	0.0000	0	0	0.0000	0.0000	0
E-Voting         29375816         98.0348         29241817           Poll         0         0.0000         0           Postal         29964672         0         0.0000         0           Total         29375816         98.0348         29241817           E-Voting         141591628         86.0251         141591625           Poll         135253         0.0822         135253           Postal         164593332         0         0         0           Ballot         0         0.0000         0         0           Total         141726881         86.1073         141726878           171107697         57.1933         170968695	Tot	tal		0	0.0000	0	0	0.0000	0.0000	0
Poll         0         0.0000         0           Postal         29964672         0         0.0000         0           Total         29375816         98.0348         29241817           E-Voting         141591628         86.0251         141591625           Poll         135253         0.0822         135253           Postal         0         0.0000         0           Ballot         0         0.0000         0           Total         141726881         86.1073         141726878           Total         57.1933         170968695	E-V	Voting		29375816	98.0348	29241817	133999	99.5438	0.4562	0
Postal         29964672         0         0.0000         0           Ballot         29375816         98.0348         29241817           E-Voting         141591628         86.0251         141591625           Poll         135253         0.0822         135253           Postal         164593332         0         0.0000         0           Ballot         141726881         86.1073         141726878           Total         57.1933         170968695	Pol	=		0	0.0000	0	0	0.0000	0.0000	0
Ballot         0         0.0000         0           Total         29375816         98.0348         29241817           E-Voting         141591628         86.0251         141591625           Poll         135253         0.0822         135253           Postal         164593332         0         0.0000         0           Ballot         0         0.0000         0         0           Total         141726881         86.1073         141726878           171107697         57.1933         170968695		stal	29964672							
Total         29375816         98.0348         29241817           E-Voting         141591628         86.0251         141591625           Poll         135253         0.0822         135253           Postal         0         0.0000         0           Ballot         0         0         0           Total         141726881         86.1073         141726878	Bal	llot		0	0.0000	0	0	0.0000	0.0000	0
E-Voting         141591628         86.0251         141591625           Poll         135253         0.0822         135253           Postal         164593332         0         0.0000         0           Ballot         0         0.0000         0         0           Total         141726881         86.1073         141726878           299165645         171107697         57.1933         170968645	Tot	tal		29375816	98.0348	29241817	133999	99.5438	0.4562	0
Poll         135253         0.0822         135253           Postal         164593332         0         0.0000         0           Ballot         0         0.0000         0         0           Total         141726881         86.1073         141726878           299165645         171102697         57.1933         170968695	E-V	/oting		141591628	86.0251	141591625	3	100.0000	0.0000	0
Postal         164593332         0         0.0000         0           Ballot         141726881         86.1073         141726878           Total         57.1933         170968695		=		135253	0.0822	135253	0	100.0000	0.0000	0
Ballot         0         0.0000         0           Total         141726881         86.1073         141726878           299165645         171102697         57.1933         170968695		stal	164593332							
299165645 171107697 57.1933 170968695		llot		0	0.0000	0	0	0.0000	0.0000	0
57 1933 170968695	Tot	tal		141726881	86.1073	141726878	3	100.0000	0.0000	0
000000000000000000000000000000000000000			299165645	171102697	57.1933	170968695	134002	99.9217	0.0783	0





Resolution No. 5: Appointment of Mr. Anand Natarajan (DIN: 00061109), as a Non- Executive Director of the Company (Ordinary Resolution).

Category	Mode of Voting	No. of shares	No. of votes	% of Votes Polled on outstanding	No. of Votes – in	No. of Votes –	% of Votes in favour on votes	% of Votes against on votes	No. of votes
		held [1]	polled [2]	shares [3]={[2]/[1]}*100	favour [4]	Against [5]	polled [6]={[4]/[2]}*100	polled [7]={[5]/[2]}*100	Invalid [8]
	E-Voting		62201546	59.4618	62201546	0	100.0000	0.0000	0
	Poll		42406095	40.5382	42406095	0	100.0000	0.0000	0
Promoter and Promoter Group	Postal	104607641	C	00000	C	O	00000	00000	0
	Total		104607641	100.0000	104607641	0	100.0000	0.0000	0
	E-Voting		29375816	98.0348	29375816	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
Public Institutions	Postal	29964672							
	Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		29375816	98.0348	29375816	0	100.0000	0.0000	0
	E-Voting		36652267	22.2684	36652264	3	100.0000	0.0000	0
4.00	Poll		135253	0.0822	135253	0	100.0000	0.0000	0
Public Nori Institutions	Postal	164593332							
	Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		36787520	22.3506	36787517	3	100.0000	0.0000	0
Total	D	299165645	170770977	57.0824	170770974	3	100.0000	0.0000	0



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Resolution No. 6: Continuation of Directorship of Mr. G. P. Aiyar (DIN: 02722981), Independent Non- Executive Director who has attained the age of Seventy- Five Years (Special Resolution).

Category	Mode of Voting	No. of shares	No. of votes	% of Votes Polled on outstanding	No. of Votes – in	No. of Votes –	% of Votes in favour on votes	% of Votes against on votes	No. of votes
		held	polled	shares	favour	Against	polled	polled	Invalid
		[1]	[2]	[3]={[5]/[1]}*100	[4]	[2]	[6]={[4]/[2]}*100	[7]={[5]/[5]}*100	[8]
	E-Voting		62201546	59.4618	62201546	0	100.0000	0.0000	0
200000000000000000000000000000000000000	Poll		42406095	40.5382	42406095	0	100.0000	0.0000	0
Promoter Group	Postal	104607641							
	Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		104607641	100.0000	104607641	0	100.0000	0.0000	0
	E-Voting		29375816	98.0348	29241817	133999	99.5438	0.4562	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
Public Institutions	Postal	29964672							
	Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		29375816	98.0348	29241817	133999	99.5438	0.4562	0
	E-Voting		141591628	86.0251	141591625	3	100.0000	0.0000	0
Dublic Non	Poll		135253	0.0822	135253	0	100.0000	0.0000	0
Institutions	Postal	164593332							
	Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		141726881	86.1073	141726878	3	100.0000	0.0000	0
Total		299165645	299165645 275710338	92.1598	275576336	134002	99.9514	0.0486	0

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Resolution No. 7: Approval of Extension of Exercise period under PFL- ESOP Scheme 2014 (Special Resolution).

Category	Mode of Voting	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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[2]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
	E-Voting		62201546	59.4618	62201546	0	100.0000	0.0000	0
3	Poll		42406095	40.5382	42406095	0	100.0000	0.0000	0
Promoter Groun	Postal	104607641							
dholo lagoliloi l	Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		104607641	100.0000	104607641	0	100.0000	0.0000	0
	E-Voting		29375816	98.0348	29241817	133999	99.5438	0.4562	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
Public Institutions	Postal	29964672							
	Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		29375816	98.0348	29241817	133999	99.5438	0.4562	0
	E-Voting		141591628	86.0251	141591625	3	100.0000	0.0000	0
D. His Mos	Poll		135253	0.0822	135253	0	100.0000	0.0000	0
Institutions	Postal	164593332	į						
	Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		141726881	86.1073	141726878	3	100.0000	0.0000	0
Total		299165645	275710338	92.1598	275576336	134002	99.9514	0.0486	0



