

**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
A.	Date of the AGM / EGM	September 27, 2017
B.	Total No. of shareholders on Record Date i.e. September 20, 2017	8,852
C.	No. of Shareholders present in the meeting either in person or through Proxy:	
	i) Promoters and promoter group	3
	ii) Public	34
D.	No. of shareholders who attended the meeting through Video Conferencing:	Nil
	i) Promoters and promoter group	
	ii) Public	



**AGENDA WISE DETAILS:**

Resolution Required : (Ordinary)			Resolution No: 1 - a. Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2017, 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, 2017 and the Report of Auditors thereon					
Whether promoter/ promoter group are interested in the agenda/resolution?			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 Promoter Group	E-Voting	104607641	89707641	85.7563	89707641	0	100.0000	0.0000
	Poll		14900000	14.2437	14900000	0	100.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>104607641</b>	<b>100.0000</b>	<b>104607641</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	29731692	29297860	98.5408	29241817	56043	99.8087	0.1913
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>29297860</b>	<b>98.5408</b>	<b>29241817</b>	<b>56043</b>	<b>99.8087</b>	<b>0.1913</b>
Public Non Institutions	E-Voting	164539641	141490790	85.9919	141490676	114	99.9999	0.0001
	Poll		499553	0.3036	499553	0	100.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>141990343</b>	<b>86.2955</b>	<b>141990229</b>	<b>114</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Total</b>		<b>298878974</b>	<b>275895844</b>	<b>92.3102</b>	<b>275839687</b>	<b>56157</b>	<b>99.9796</b>	<b>0.0204</b>





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Resolution Required : (Ordinary)			Resolution No. 2 - Appointment of a Director in place of Mr. Naresh Malhotra (DIN: 00004597), who retires by rotation and being eligible offers himself for re-appointment					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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 Promoter Group	E-Voting	104607641	0	0	0.0000	0	0.0000	0.0000
	Poll		0	0	0.0000	0	0.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		0	0	0.0000	0	0.0000	0.0000
Public Institutions	E-Voting	29731692	29297860	98.5408	29241817	56043	99.8087	0.1913
	Poll		0	0	0.0000	0	0.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		29297860	98.5408	29241817	56043	99.8087	0.1913
Public Non Institutions	E-Voting	164539641	141490790	85.9919	141490676	114	99.9999	0.0001
	Poll		499553	0.3036	499553	0	100.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		141990343	86.2955	141990229	114	99.9999	0.0001
Total		298878974	171288203	57.3102	171232046	56157	99.9672	0.0328







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Resolution Required : (Ordinary)			Resolution No. 3 - Ratification of Statutory Auditors' Appointment					
Whether promoter/ promoter group are interested in the agenda/resolution?			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]	$[3]=\{[2]/[1]\} \times 100$	[4]	[5]	$[6]=\{[4]/[2]\} \times 100$	$[7]=\{[5]/[2]\} \times 100$
Promoter and Promoter Group	E-Voting	104607641	89707641	85.7563	89707641	0	100.0000	0.0000
	Poll		14900000	14.2437	14900000	0	100.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting	29731692	29297860	98.5408	29297860	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		29297860	98.5408	29297860	0	100.0000	0.0000
Public Non Institutions	E-Voting	164539641	141490790	85.9919	141490676	114	99.9999	0.0001
	Poll		499553	0.3036	499553	0	100.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		141990343	86.2955	141990229	114	99.9999	0.0001
Total		298878974	275895844	92.3102	275895730	114	100.0000	0.0000



Resolution Required : (Special)			Resolution No. 4 - Offer or invite for subscription of Secured / Unsecured Non-Convertible Debentures					
Whether promoter/ promoter group are interested in the agenda/resolution?			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 Promoter Group	E-Voting	104607641	89707641	85.7563	89707641	0	100.0000	0.0000
	Poll		14900000	14.2437	14900000	0	100.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting	29731692	29297860	98.5408	29297860	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		29297860	98.5408	29297860	0	100.0000	0.0000
Public Non Institutions	E-Voting	164539641	141490790	85.9919	141490676	114	99.9999	0.0001
	Poll		499553	0.3036	499553	0	100.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		141990343	86.2955	141990229	114	99.9999	0.0001
Total		298878974	275895844	92.3102	275895730	114	100.0000	0.0000





Resolution Required : (Special)			Resolution No. 5 - Issue of Securities to the Qualified Institutional Buyers					
Whether promoter/ promoter group are interested in the agenda/resolution?			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 Promoter Group	E-Voting	104607641	89707641	85.7563	89707641	0	100.0000	0.0000
	Poll		14900000	14.2437	14900000	0	100.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting	29731692	29297860	98.5408	29297860	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		29297860	98.5408	29297860	0	100.0000	0.0000
Public Non Institutions	E-Voting	164539641	141490790	85.9919	141490676	114	99.9999	0.0001
	Poll		499553	0.3036	499553	0	100.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		141990343	86.2955	141990229	114	99.9999	0.0001
Total		298878974	275895844	92.3102	275895730	114	100.0000	0.0000



Resolution Required : (Ordinary)			Resolution No. 6 - Appointment of Mr. Samu Devarajan (DIN: 00878956), as an Independent Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			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 Promoter Group	E-Voting	104607641	89707641	85.7563	89707641	0	100.0000	0.0000
	Poll		14900000	14.2437	14900000	0	100.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting	29731692	29297860	98.5408	29241817	56043	99.8087	0.1913
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		29297860	98.5408	29241817	56043	99.8087	0.1913
Public Non Institutions	E-Voting	164539641	141490790	85.9919	141490676	114	99.9999	0.0001
	Poll		499553	0.3036	499553	0	100.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		141990343	86.2955	141990229	114	99.9999	0.0001
Total		298878974	275895844	92.3102	275839687	56157	99.9796	0.0204





Resolution Required : (Ordinary)			Resolution No. 7 - Appointment of Mr. Udai Dhawan (DIN: 03048040), as a Non-Executive Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			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 Promoter Group	E-Voting	104607641	89707641	85.7563	89707641	0	100.0000	0.0000
	Poll		14900000	14.2437	14900000	0	100.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>104607641</b>	<b>100.0000</b>	<b>104607641</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	29731692	29297860	98.5408	29241817	56043	99.8087	0.1913
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>29297860</b>	<b>98.5408</b>	<b>29241817</b>	<b>56043</b>	<b>99.8087</b>	<b>0.1913</b>
Public Non Institutions	E-Voting	164539641	141490790	85.9919	141490676	114	99.9999	0.0001
	Poll		499553	0.3036	499553	0	100.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>141990343</b>	<b>86.2955</b>	<b>141990229</b>	<b>114</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Total</b>		<b>298878974</b>	<b>275895844</b>	<b>92.3102</b>	<b>275839687</b>	<b>56157</b>	<b>99.9796</b>	<b>0.0204</b>





Resolution Required : (Special)			Resolution No. 8 - Re-appointment of Mr. Namit Malhotra (DIN: 00004049) as a Chairman and Executive Director					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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 Promoter Group	E-Voting	104607641	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	29731692	29297860	98.5408	29297860	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>29297860</b>	<b>98.5408</b>	<b>29297860</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	164539641	141490790	85.9919	141490676	114	99.9999	0.0001
	Poll		499553	0.3036	499553	0	100.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>141990343</b>	<b>86.2955</b>	<b>141990229</b>	<b>114</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Total</b>		<b>298878974</b>	<b>171288203</b>	<b>57.3102</b>	<b>171288089</b>	<b>114</b>	<b>99.9999</b>	<b>0.0001</b>



Resolution Required : (Special)			Resolution No. 9 - Re-appointment of Mr. Ramakrishnan Sankaranarayanan (DIN: 02696897) as a Managing Director					
Whether promoter/ promoter group are interested in the agenda/resolution?			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 Promoter Group	E-Voting	104607641	89707641	85.7563	89707641	0	100.0000	0.0000
	Poll		14900000	14.2437	14900000	0	100.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting	29731692	29297860	98.5408	29297860	0	100.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		29297860	98.5408	29297860	0	100.0000	0.0000
Public Non Institutions	E-Voting	164539641	141490790	85.9919	141490676	114	99.9999	0.0001
	Poll		499503	0.3036	499503	0	100.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		141990293	86.2955	141990179	114	99.9999	0.0001
Total		298878974	275895794	92.3102	275895680	114	100.0000	0.0000







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Resolution Required : (Special)			Resolution No. 10 - Fixing minimum fee for serving various documents on members of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			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 Promoter Group	E-Voting	104607641	89707641	85.7563	89707641	0	100.0000	0.0000
	Poll		14900000	14.2437	14900000	0	100.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting	29731692	29297860	98.5408	29297860	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		29297860	98.5408	29297860	0	100.0000	0.0000
Public Non Institutions	E-Voting	164539641	141490790	85.9919	141490676	114	99.9999	0.0001
	Poll		499553	0.3036	499553	0	100.0000	0.0000
	Postal ballot (if Applicable)		-	-	-	-	-	-
	Total		141990343	86.2955	141990229	114	99.9999	0.0001
Total		298878974	275895844	92.3102	275895730	114	100.0000	0.0000

For Prime Focus Limited

*Parina Shah*  
Parina Shah  
Company Secretary



Encl: As above





Shilpa Ray & Associates

COMPANY SECRETARIES



+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

20th Annual General Meeting of the Equity Shareholders of Prime Focus Limited held on 27<sup>th</sup> September, 2017 at 10.00 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 & Associates having office at 3B-10, Phoenix Paragon Plaza, LBS Marg, Kurla (West), Mumbai -400070 was 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, 2015 in respect of the below mentioned resolutions proposed at the 20th Annual General Meeting of the Equity Shareholders of Prime Focus Limited held on 27<sup>th</sup> September, 2017 at 10.00 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.
2. 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. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

The e-voting system was provided by Central Depository Services Limited (CDSL) which started on Saturday, September 23, 2017 at 9.00 am and ended on Tuesday September 26, 2017. E-voting was concluded by CDSL at 5.00 pm on Tuesday September 26, 2017.



Shilpa Ray Associates Scrutiny report PFL 2017 Page 1 of 2



**Details of the e-voting:**

Number of folios participated in e-voting were 23.

**Details of voting by poll:**

37(thirty sevens) persons were present for the meeting out of which 35 (thirty five) were members and 2 (two) were proxies. 19 persons present participated in poll out of which 17 (seventeen) were present in person and 2 (two) were proxy.

None of the ballot paper were declared invalid.

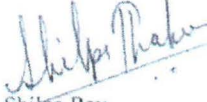
The combined results of E-voting and Poll are summarised in Annexure -I of this report.

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 & Associates

  
Shilpa Ray  
FCS-5936 CP : 5311



Place: Mumbai  
Dated: 27/09/2017



Annexure I

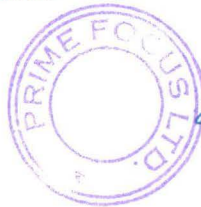
The results of the Poll are as under:

Resolution No.1:

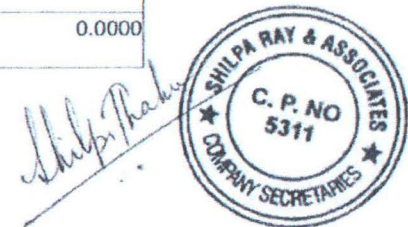
To receive, consider and adopt:

1. The Audited Financial Statements of the Company for the Financial Year ended March 31, 2017, together with the Report of the Board of Directors and Auditors thereon.
2. The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017 and the Report of Auditors thereon.

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 Promoter Group	E-Voting	104607641	89707641	85.7563	89707641	0	100.0000	0.0000
	Poll		14900000	14.2437	14900000	0	100.0000	0.0000
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting	29731692	29297860	98.5408	29241817	56043	99.8087	0.1913
	Poll		0	0.0000	0	0	0.0000	0.0000



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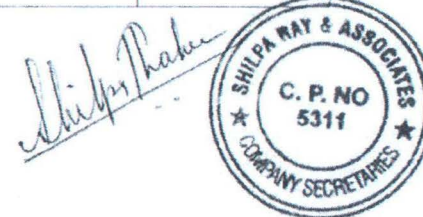
	Total		29297860	98.5408	29241817	56043	99.8087	0.1913
Public Non Institutions	E-Voting	164539641	141490790	85.9919	141490676	114	99.9999	0.0001
	Poll		499553	0.3036	499553	0	100.0000	0.0000
	Total		141990343	86.2955	141990229	114	99.9999	0.0001
Total		298878974	275895844	92.3102	275839687	56157	99.9796	0.0204



**Resolution No. 2 :**

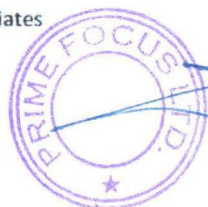
To appoint a Director in place of Mr. Naresh M. Malhotra (DIN:00004597), who retires by rotation and being eligible offers himself for re-appointment

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 Promoter Group	E-Voting	104607641	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	29731692	29297860	98.5408	29241817	56043	99.8087	0.1913
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>29297860</b>	<b>98.5408</b>	<b>29241817</b>	<b>56043</b>	<b>99.8087</b>	<b>0.1913</b>
Public Non Institutions	E-Voting	164539641	141490790	85.9919	141490676	114	99.9999	0.0001
	Poll		499553	0.3036	499553	0	100.0000	0.0000
	<b>Total</b>		<b>141990343</b>	<b>86.2955</b>	<b>141990229</b>	<b>114</b>	<b>99.9999</b>	<b>0.0001</b>
<b>Total</b>		<b>298878974</b>	<b>171288203</b>	<b>57.3102</b>	<b>171232046</b>	<b>56157</b>	<b>99.9672</b>	<b>0.0328</b>



Resolution No. 3: Ratification of Auditors' Appointment

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 Promoter Group	E-Voting		89707641	85.7563	89707641	0	100.0000	0.0000
	Poll	104607641	14900000	14.2437	14900000	0	100.0000	0.0000
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting		29297860	98.5408	29297860	0	100.0000	0.0000
	Poll	29731692	0	0.0000	0	0	0.0000	0.0000
	Total		29297860	98.5408	29297860	0	100.0000	0.0000
Public Non Institutions	E-Voting		141490790	85.9919	141490676	114	99.9999	0.0001
	Poll	164539641	499553	0.3036	499553	0	100.0000	0.0000
	Total		141990343	86.2955	141990229	114	99.9999	0.0001
Total		298878974	275895844	92.3102	275895730	114	100.0000	0.0000



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*Shilpa Ray*

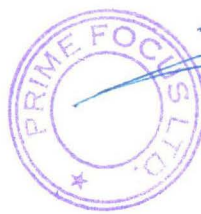




Resolution No. 4 :

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

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 Promoter Group	E-Voting	104607641	89707641	85.7563	89707641	0	100.0000	0.0000
	Poll		14900000	14.2437	14900000	0	100.0000	0.0000
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting	29731692	29297860	98.5408	29297860	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		29297860	98.5408	29297860	0	100.0000	0.0000
Public Non Institutions	E-Voting	164539641	141490790	85.9919	141490676	114	99.9999	0.0001
	Poll		499553	0.3036	499553	0	100.0000	0.0000
	Total		141990343	86.2955	141990229	114	99.9999	0.0001
Total		298878974	275895844	92.3102	275895730	114	100.0000	0.0000



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Resolution No. 5: Issue of Securities to Qualified Institutional Buyers

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 Promoter Group	E-Voting	104607641	89707641	85.7563	89707641	0	100.0000	0.0000
	Poll		14900000	14.2437	14900000	0	100.0000	0.0000
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting	29731692	29297860	98.5408	29297860	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		29297860	98.5408	29297860	0	100.0000	0.0000
Public Non Institutions	E-Voting	164539641	141490790	85.9919	141490676	114	99.9999	0.0001
	Poll		499553	0.3036	499553	0	100.0000	0.0000
	Total		141990343	86.2955	141990229	114	99.9999	0.0001
Total		298878974	275895844	92.3102	275895730	114	100.0000	0.0000



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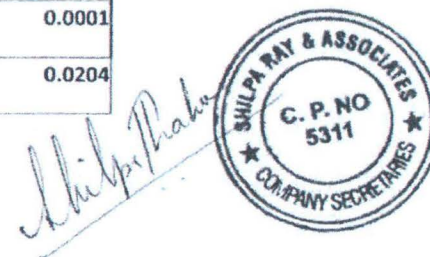


Resolution No. 6 : Appointment of Mr. Samu Devarajan (DIN: 00878956), as an Independent Director of the Company

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 Promoter Group	E-Voting		89707641	85.7563	89707641	0	100.0000	0.0000
	Poll	104607641	14900000	14.2437	14900000	0	100.0000	0.0000
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting		29297860	98.5408	29241817	56043	99.8087	0.1913
	Poll	29731692	0	0.0000	0	0	0.0000	0.0000
	Total		29297860	98.5408	29241817	56043	99.8087	0.1913
Public Non Institutions	E-Voting		141490790	85.9919	141490676	114	99.9999	0.0001
	Poll	164539641	499553	0.3036	499553	0	100.0000	0.0000
	Total		141990343	86.2955	141990229	114	99.9999	0.0001
Total		298878974	275895844	92.3102	275839687	56157	99.9796	0.0204



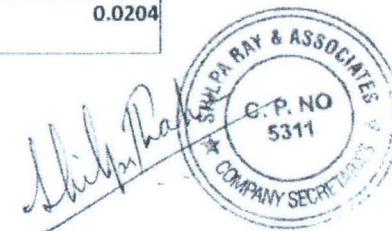
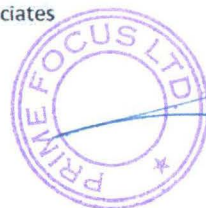
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Resolution No. 7: Appointment of Mr. Udai Dhawan (DIN: 03048040), as a Non-Executive Director of the Company

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 Promoter Group	E-Voting		89707641	85.7563	89707641	0	100.0000	0.0000
	Poll	104607641	14900000	14.2437	14900000	0	100.0000	0.0000
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting		29297860	98.5408	29241817	56043	99.8087	0.1913
	Poll	29731692	0	0.0000	0	0	0.0000	0.0000
	Total		29297860	98.5408	29241817	56043	99.8087	0.1913
Public Non Institutions	E-Voting		141490790	85.9919	141490676	114	99.9999	0.0001
	Poll	164539641	499553	0.3036	499553	0	100.0000	0.0000
	Total		141990343	86.2955	141990229	114	99.9999	0.0001
Total		298878974	275895844	92.3102	275839687	56157	99.9796	0.0204



Resolution No. 8 : Re-appointment of Mr. Namit Malhotra (DIN: 00004049) as a Chairman and Executive Director

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 Promoter Group	E-Voting	104607641	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	29731692	29297860	98.5408	29297860	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		29297860	98.5408	29297860	0	100.0000	0.0000
Public Non Institutions	E-Voting	164539641	141490790	85.9919	141490676	114	99.9999	0.0001
	Poll		499553	0.3036	499553	0	100.0000	0.0000
	Total		141990343	86.2955	141990229	114	99.9999	0.0001
Total		298878974	171288203	57.3102	171288089	114	99.9999	0.0001



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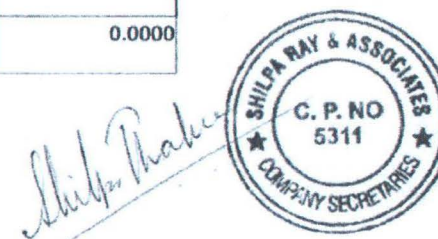


Resolution No. 9: Re-appointment of Mr. Ramakrishnan Sankaranarayanan (DIN: 02696897) as a Managing Director

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 Promoter Group	E-Voting		89707641	85.7563	89707641	0	100.0000	0.0000
	Poll	104607641	14900000	14.2437	14900000	0	100.0000	0.0000
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting		29297860	98.5408	29297860	0	100.0000	0.0000
	Poll	29731692	0	0.0000	0	0	0.0000	0.0000
	Total		29297860	98.5408	29297860	0	100.0000	0.0000
Public Non Institutions	E-Voting		141490790	85.9919	141490676	114	99.9999	0.0001
	Poll	164539641	499503	0.3036	499503	0	100.0000	0.0000
	Total		141990293	86.2955	141990179	114	99.9999	0.0001
Total		298878974	275895794	92.3102	275895680	114	100.0000	0.0000



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Resolution No. 10: To fix minimum fee for serving various documents on members of the company

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 Promoter Group	E-Voting	104607641	89707641	85.7563	89707641	0	100.0000	0.0000
	Poll		14900000	14.2437	14900000	0	100.0000	0.0000
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting	29731692	29297860	98.5408	29297860	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		29297860	98.5408	29297860	0	100.0000	0.0000
Public Non Institutions	E-Voting	164539641	141490790	85.9919	141490676	114	99.9999	0.0001
	Poll		499553	0.3036	499553	0	100.0000	0.0000
	Total		141990343	86.2955	141990229	114	99.9999	0.0001
Total		298878974	275895844	92.3102	275895730	114	100.0000	0.0000



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