

July 30, 2019

To, National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra - Kurla Complex, Bandra (East), Mumbai - 400 051.	To, BSE Limited Corporate Relations Department, 1st Floor, New Trading Ring, P. J. Towers, Dalal Street, Mumbai - 400 001.
---	---

Sub: Minutes of the Proceedings with respect to Declaration of Voting Results of Postal Ballot (including e-voting)

Ref: Scrip Code – 501150 and NSE Scrip Code: - CENTRUM

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI(LODR) Regulations, 2015, we are submitting herewith copy of the Minutes of the proceedings with respect to declaration of voting results on July 19, 2019 of the Postal Ballot (including e-voting) conducted by the Company for seeking approval of the Members by way of Special Resolution and Ordinary Resolution for the following Special Business contained in the Postal Ballot Notice dated May 28, 2019:

1. Ordinary Resolution - Approval for Related Party Transaction under Section 188 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, proposed to be entered with Mr. Amritpal Singh Bindra;
2. Ordinary Resolution - Approval for Related Party Transactions proposed to be entered with subsidiaries/step-down subsidiaries/associate companies of the Company;
3. Special Resolution - Approval for revision in borrowing powers of the Company;
4. Special Resolution - Approval for authorizing Board of Directors to create mortgage/pledge/hypothecation/charge on all or any of the movable/immovable properties of the Company; and
5. Special Resolution - Approval of loans, investments, guarantee or security under Section 185 of Companies Act, 2013.

Kindly acknowledge the receipt and take the same on your record.

Thanking you,

Yours faithfully,

For Centrum Capital Limited


Alpesh shah
Company Secretary



Encl: a/a

Centrum Capital Limited(CIN No.:L65990MH1977PLC019986)

Corporate Office : Centrum House, CST Road, Vidyanagari Marg, Kalina, Santacruz (East), Mumbai - 400 098. Tel : +91 22 4215 9000

Registered Office: 2nd Floor, Bombay Mutual Building, Dr. D. N. Road, Fort, Mumbai - 400 001. Tel : +91 22 2266 2434 Email : info@centrum.co.in

Website : www.centrum.co.in

HELD AT ON TIME

MINUTES OF ANNOUNCEMENT OF RESULTS OF POSTAL BALLOT BY CENTRUM CAPITAL LIMITED ON THURSDAY, JULY 18, 2019, AT "CENTRUM HOUSE", CST ROAD, VIDYANAGARI MARG, KALINA, SANTACRUZ (EAST), MUMBAI-400098 AT 04.00 P.M.

The Company had on, June 18, 2019, completed the dispatch of the Postal Ballot Notice dated May 28, 2019, through email and physical mode to the Members of the Company as on May 31, 2019, ("the cut-off date") for seeking their approval by way of Special Resolution and Ordinary Resolution for the following Special Business contained in the said Notice:

1. Approval for Related Party Transaction under Section 188 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, proposed to be entered with Mr. Amritpal Singh Bindra;
2. Approval for Related Party Transactions proposed to be entered with subsidiaries/step-down subsidiaries/associate companies of the Company;
3. Approval for revision in borrowing powers of the Company;
4. Approval for authorizing Board of Directors to create mortgage/pledge/hypothecation/charge on all or any of the movable/immovable properties of the Company; and
5. Approval of loans, investments, guarantee or security under Section 185 of Companies Act, 2013

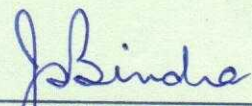
The voting rights were reckoned in proportion to the paid-up value of the equity shares registered in the name of the Members as on May 31, 2019. Public Notice regarding the completion of dispatch of Postal Ballot Notice was published in The Free Press Journal and Navshakti on June 19, 2019.

The Company had, in compliance with Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, also offered e-voting facility through Central Depository Services (India) Limited to all the Members of the Company to enable them to cast their votes electronically. The voting period (physical and e-voting) commenced from Wednesday, June 19, 2019, (09:00 a.m.) and ends on Thursday, July 18, 2019, (05:00 p.m.). The last date for receipt of the Ballot Forms by the Scrutinizer was Thursday, July 18, 2019, up to 5:00 p.m.

The Board of Directors, at its Meeting held on May 28, 2019, had appointed Mr. Umesh Maskeri, Practicing Company Secretary, (COP No 12704) as Scrutinizer for conducting the Postal Ballot (physical and e-voting) process in a fair and transparent manner.

The Scrutinizer carried out the scrutiny of the Postal Ballot Forms received physically and the votes cast electronically up to 5.00 p.m. on July 18, 2019 and had submitted his Report dated July 18, 2019.

The Report submitted by the Scrutinizer was taken on record and the results given herein below were declared:


CHAIRMAN'S INITIALS

HELD AT ON TIME

SPECIAL BUSINESS:**Item No. 1 – ORDINARY RESOLUTION**

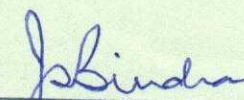
Approval for Related Party Transaction under Section 188 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, proposed to be entered with Mr. Amritpal Singh Bindra

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (the “Act”) read with Companies (Meetings of Board and its Powers) Rules, 2014 (the “Rules”) (including any statutory modification(s) or amendment or re-enactment(s) thereof for the time being in force) and subject to applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and subject to requisite approvals including the approval of lenders, if any and all concerned statutory and regulatory authorities and departments, to the extent necessary, and such other approvals, permissions and sanctions as may be required including that of concerned stakeholders as the case may be and subject to the Memorandum and Articles of Association of the Company and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include ,unless the context otherwise requires, any committee of the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to enter into contract(s)/arrangement(s)/agreement (s) with Mr. Amritpal Singh Bindra, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulation for buying in one or more tranches 6.67 % i.e 23,69,207 equity shares of Rs. 10 each of Centrum Retail Services Limited, subsidiary company at a consideration of Rs.80,04,00,000 on such terms and conditions as may be agreed between the Company and Mr. Amritpal Singh Bindra;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the Members of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors or to any Director or Officer(s) or Authorized Representative(s) of the Company/Group in order to give effect to this resolution;

RESOLVED FURTHER THAT all acts, deeds, matters and things, either verbal or written or otherwise, already done by the Company and / or any of its Directors and/or officers and/or representatives for and in the name of the Company in this regard be and the same are hereby noted, ratified and approved.”


CHAIRMAN'S INITIALS

HELD AT ON TIME

Mode of Voting: E-voting and Postal Ballot Forms:

Total No. of Shareholders		21007
Total No. of Shares		416032740
Receipt of Postal Ballot Forms		From Wednesday, June 19, 2019, (09:00 a.m.) and ends on Thursday, July 18, 2019, (05:00 p.m.).
		Number of Votes Number of Shares
Total votes cast through e-voting	A	45 42029274
Total Votes Cast through Postal Ballot Forms Received	B	40 1601460
Grand Total of e-voting/Postal Ballot Form (A+B)	C	85 43630734
Less : Invalid e-voting /Postal Ballot Forms(on account of signature mismatch, for/against option not indicated)	D	0 0
Net e-voting/ Postal Ballot Forms (C-D)	E	84 43630734

Summary of Postal Ballot (including E-voting):

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 one votes polled
		1	2	$(3)=[(2)/(1)]*100$	4	5	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter Group	Evoting	158043537	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Institutions	Evoting	3491241	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non-Institutions	Evoting	254497962	42029274	16.51	41883758	145516	99.6538	0.3462
	Postal Ballot		1601460	0.63	1601396	64	99.9960	0.0040
	Total		43630734	17.14	43485154	145580	99.6663	0.3337
Total		416032740	43630734	10.49	43485154	145580	99.6663	0.3337

As the number of votes casted in favour of the Resolution i.e. 99.6663% were more than the number of votes casted against i.e. 0.3337% . Hence, the abovementioned Ordinary Resolution had been passed by the Members with requisite majority on July 18, 2019 i.e. the last date of receipt of the duly completed Ballot Forms and e-voting.

Item No. 2 – ORDINARY RESOLUTION

Approval for Related Party Transactions proposed to be entered with subsidiaries/step-down subsidiaries/associate companies of the Company

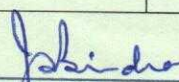
“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the

J. S. Indhe
CHAIRMAN'S INITIALS

HELD AT ON TIME

Company's policy on Related Party transaction(s) and any amendments/enactments/re-enactments thereof as are applicable, and subject to such approvals, consents, sanctions and permissions as may be necessary and provisions of other applicable laws, consent of the Members be and is hereby accorded to the Board of the Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include ,unless the context otherwise requires, any committee of the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to enter into contract(s)/arrangement(s)/ transaction(s) or make any modifications to such contracts/ arrangements/transactions as stated herein below with Subsidiaries/Step-Down Subsidiaries/Joint Ventures/Associates, related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for each Financial year commencing from FY 2019-20, upto the aggregate monetary limits stated herein, that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis, whether or not in the ordinary course of business of the Company;

Name of Related Party	Nature of Relationship	Nature of Transaction	Nature of Transaction/ contractAggregate Limit for each financial year Amount(Rs.)
Centrum Retail Services Limited	Subsidiary Companies	1. Investment /Disinvestment/ buyback of securities, 2. transfer of assets, leasing, providing/availing of services,Management service(s), professional services etc allocation of common expenses, reimbursement of expenses 3. Lending/borrowing, providing and receiving corporate guarantees and providing securities for existing/new credit facility (ies) whether availed by the company or it's group companies	Rs.2000 crore
Centrum Broking Limited			Rs. 500 crore
Centrum Financial Services Limited			Rs. 3000 crore
Centrum Microcredit Limited			
Centrum Housing Finance Limited			
Essel - Centrum Holdings Limited			
Centrum International Services PTE Ltd			
Centrum Alternative Investment Managers Limited			
Centrum Capital Advisors Limited			
Centrum Capital International Limited			
Centrum Wealth Management Limited	Step-down Subsidiary Companies		
Centrum Insurance Brokers Limited			
Centrum Investment Advisors Limited			
CCAL Investment			


CHAIRMAN'S INITIALS

HELD AT		ON		TIME	
Management Limited					
Centrum Alternatives LLP	Associates				
Acorn Fund Consultants Private Limited					
Centrum REMA LLP					

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned transactions including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer, sale, recall, renewal, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits, take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution".

Mode of Voting: E-voting and Postal Ballot Forms:

Total No. of Shareholders	21007		
Total No. of Shares	416032740		
Receipt of Postal Ballot Forms	From Wednesday, June 19, 2019, (09:00 a.m.) and ends on Thursday, July 18, 2019, (05:00 p.m.).		
		Number of Votes	Number of Shares
Total votes cast through e-voting	A	45	42029274
Total Votes Cast through Postal Ballot Forms Received	B	39	1601460
Grand Total of e-voting/Postal Ballot Form (A+B)	C	84	43630734
Less : Invalid e-voting /Postal Ballot Forms(on account of signature mismatch, for/against option not indicated)	D	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	84	43630734

Summary of Postal Ballot (including E-voting):

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 one votes polled
		1	2	$(3)=[(2)/(1)]*100$	4	5	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter Group	Evoting	158043537	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Institutions	Evoting	3491241	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00

J. Bindra
 CHAIRMAN'S INITIALS

HELD AT	Total	ON	TIME	0.00	0.00	0.00		
	Evoting	42029274	16.51	41928009	101265	99.7591	0.2409	
	Postal Ballot	1601460	0.63	1601456	4	99.9998	0.0002	
	Total	43630734	17.14	43529465	101269	99.7679	0.2321	
Public Non-Institutions		254497962						
Total		416032740	43630734	10.49	43529465	101269	99.7679	0.2321

As the number of votes casted in favour of the Resolution i.e. 99.7679% were more than the number of votes casted against i.e. 0.2321% . Hence, the abovementioned Ordinary Resolution had been passed by the Members with requisite majority on July 18, 2019 i.e. the last date of receipt of the duly completed Ballot Forms and e-voting.

Item No. 3 – SPECIAL RESOLUTION

Approval for revision in borrowing powers of the Company

“RESOLVED THAT in supersession of the earlier Resolution passed by the Members at their Meeting held on December 30, 2013 and pursuant to the provisions of Section 180 (1)(c) of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, as amended till date and any amendments/ enactments/ re-enactments thereof as are applicable and the Memorandum and Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary and provisions of other applicable laws, consent of the Members be and is hereby accorded to the Board of the Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include ,unless the context otherwise requires, any committee of the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to borrow from time to time any sum or sums of moneys(exclusive of interest) on such terms and conditions as may be determined, from anyone or more of the Company’s bankers and/or from anyone or more other banks, persons, firms, companies/bodies corporate, financial institutions, institutional investors, mutual funds, insurance companies, pension funds and or any entity/entities or authority/authorities, whether in India or abroad, and whether by way of cash credit, advance or deposits, loans or bill discounting, issue of debentures, commercial papers, long/short term loans, suppliers’ credit, securitized instruments such as floating rate notes, fixed rate notes, syndicated loans, commercial borrowing from the private sector window of multilateral financial institutions, either in rupees and/or in such other foreign currencies as may be permitted by law from time to time, and/or any other instruments/securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company’s assets, licences and properties, whether immovable or movable and all or any of the undertakings of the Company, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, so that the total amount upto which the moneys may be borrowed by the Company and outstanding at any time shall not exceed the sum of Rs. 1250 Crore (Rupees One Thousand Two Hundred Fifty Crore only);

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take from time to time all decisions and steps necessary, expedient or

J. S. D. S.
CHAIRMAN'S INITIALS

HELD AT ON TIME

proper, in respect of the above mentioned transactions including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer, sale, recall, renewal, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits, take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution".

Mode of Voting: E-voting and Postal Ballot Forms:

Total No. of Shareholders		21007
Total No. of Shares		416032740
Receipt of Postal Ballot Forms		From Wednesday, June 19, 2019, (09:00 a.m.) and ends on Thursday, July 18, 2019, (05:00 p.m.).
		Number of Votes
		Number of Shares
Total votes cast through e-voting	A	45
Total Votes Cast through Postal Ballot Forms Received	B	62
Grand Total of e-voting/Postal Ballot Form (A+B)	C	107
Less : Invalid e-voting /Postal Ballot Forms(on account of signature mismatch, for/against option not indicated)	D	0
Net e-voting/ Postal Ballot Forms (C-D)	E	107
		291863442

Summary of Postal Ballot (including E-voting):

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 one votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	158043537	0	0.00	0	0	0.00	0.00
	Postal Ballot		158043537	100.00	158043537	0	100.00	0.00
	Total		158043537	100.00	158043537	0	100.00	0.00
Public Institutions	E-voting	3491241	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non-Institutions	E-voting	254497962	42029274	16.51	42028205	1069	99.9975	0.0025
	Postal Ballot		91790631	36.07	91790627	4	100.0000	0.0000
	Total		133819905	52.58	133818832	1073	99.9992	0.0008
Total		416032740	291863442	70.15	291862369	1073	99.9996	0.0004

As the number of votes casted in favour of the Resolution i.e. 99.9996% were more than the number of votes casted against i.e. 0.0004% . Hence, the abovementioned Special Resolution had been passed by the Members with requisite majority on July 18, 2019 i.e. the last date of receipt of the duly completed Ballot Forms and e-voting.

Bindra
CHAIRMAN'S INITIALS

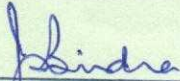
HELD AT ON TIME

Item No. 4 – SPECIAL RESOLUTION

Approval for authorizing Board of Directors to create mortgage/pledge/hypothecation/charge on all or any of the movable/immovable properties of the Company

“RESOLVED THAT in supersession of the earlier Resolution passed by the Members at their Meeting held on April 15, 2015 and pursuant to the provisions Section 180 (1)(a) of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, as amended till date and any amendments/ enactments/ re-enactments thereof as are applicable and the Memorandum and Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary and provisions of other applicable laws, consent of the Members be and is hereby accorded to the Board of the Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to mortgage, hypothecate, pledge, charge, encumber, to transfer, sell, lease, assign, deliver or otherwise dispose off, in addition to the mortgage/ charges created/ to be created by the Company on such terms and conditions and at such time(s) and in such form and manner and with such ranking as to priority as the Board in its absolute discretion thinks fit, on the whole or substantially the whole of the Company’s any one or more of the undertakings or all the undertakings, including the present and/or future properties, whether movable or immovable comprised in any existing or new undertaking or undertakings of the Company, as the case may be, Company’s assets and effects and properties including uncalled capital, stock in trade (including raw materials, stores, spares and components in stock or in transit) together with interest, additional interest, liquidating damages, commitment charges, redemption costs/premium, charges, expenses, and all other monies in respect of all such borrowings including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other moneys payable by the Company in terms of Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into/to be entered into between the Company and the Lender(s)/Agent(s) and Trustee(s), in respect of said loans/borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of securities as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s)/Agent(s) and Trustee(s), in favour of the Lenders including but not limited to bank or banks or any financial institutions, Central Government or State Government, body corporates, firms, other person or persons and/or such other parties, as may be required, to secure borrowings whether fund based on non fund based including term loans and working capital assistance obtained/to be obtained by the Company, upto an aggregate amount not exceeding ` 1250 Crore (Rupees One Thousand Two Hundred Fifty Crore only) or equivalent amount in foreign currency, exclusive of interest and other charges i.e. within the overall ceiling approved by the members of the Company, in terms of Section 180(1)(c) of the Companies Act, 2013;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned transactions including the timing, the amount and other terms and conditions of such transactions and also to take all


CHAIRMAN'S INITIALS

HELD AT

ON

TIME

other decisions including varying any of them, through transfer, sale, recall, renewal, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits, take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution".

Mode of Voting: E-voting and Postal Ballot Forms:

Total No. of Shareholders		21007	
Total No. of Shares		416032740	
Receipt of Postal Ballot Forms		From Wednesday, June 19, 2019, (09:00 a.m.) and ends on Thursday, July 18, 2019, (05:00 p.m.).	
		Number of Votes	Number of Shares
Total votes cast through e-voting	A	45	42029274
Total Votes Cast through Postal Ballot Forms Received	B	62	249834168
Grand Total of e-voting/Postal Ballot Form (A+B)	C	107	291863442
Less : Invalid e-voting /Postal Ballot Forms(on account of signature mismatch, for/against option not indicated)	D	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	107	291863442

Summary of Postal Ballot (including E-voting):

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 one votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Evoting	158043537	0	0.00	0	0	0.00	0.00
	Postal Ballot		158043537	100.00	158043537	0	100.00	0.00
	Total		158043537	100.00	158043537	0	100.00	0.00
Public Institutions	Evoting	3491241	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non-Institutions	Evoting	254497962	42029274	16.51	42012858	16416	99.9609	0.0391
	Postal Ballot		91790631	36.07	91790627	4	100.0000	0.0000
	Total		133819905	52.58	133803485	16420	99.9877	0.0123
Total		416032740	291863442	70.15	291847022	16420	99.9944	0.0056

As the number of votes casted in favour of the Resolution i.e. 99.9944% were more than the number of votes casted against i.e. 0.0056% . Hence, the abovementioned Special Resolution had been passed by the Members with requisite majority on July 18, 2019 i.e. the last date of receipt of the duly completed Ballot Forms and e-voting.


CHAIRMAN'S INITIALS

HELD AT ON TIME

Item No. 5 – SPECIAL RESOLUTION**Approval of loans, investments, guarantee or security under Section 185 of Companies Act, 2013**

“RESOLVED THAT pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, and other applicable provisions, if any, as amended till date and any amendments/ enactments/ re-enactments thereof as are applicable and the Memorandum and Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary and provisions of other applicable laws, consent of the Members be and is hereby accorded to the Board of the Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include ,unless the context otherwise requires, any committee of the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loans taken by any entities which is a subsidiary or associate or joint venture of the Company, (in which any director is deemed to be interested) upto an aggregate sum of ` 3000 Crore (Rupees Three Thousand Crore Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned transactions including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer, sale, recall, renewal, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits, take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution”.

Mode of Voting: E-voting and Postal Ballot Forms:

Total No. of Shareholders		21007	
Total No. of Shares		416032740	
Receipt of Postal Ballot Forms		From Wednesday, June 19, 2019, (09:00 a.m.) and ends on Thursday, July 18, 2019, (05:00 p.m.).	
		Number of Votes	Number of Shares
Total votes cast through e-voting	A	45	42029274
Total Votes Cast through Postal Ballot Forms Received	B	39	1601460
Grand Total of e-voting/Postal Ballot Form (A+B)	C	84	43630734
Less : Invalid e-voting /Postal Ballot Forms(on account of signature mismatch, for/against option not indicated)	D	0	0
Net e-voting/ Postal Ballot Forms (C-D)	E	84	43630734


 CHAIRMAN'S INITIALS

HELD AT ON TIME

Summary of Postal Ballot (including E-voting):

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 one votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Evoting	158043537	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Institutions	Evoting	3491241	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public Non-Institutions	Evoting	254497962	42029274	16.51	42028580	694	99.9983	0.0017
	Postal Ballot		1601460	0.63	1601456	4	99.9998	0.0002
	Total		43630734	17.14	43630036	698	99.9984	0.0016
Total		416032740	43630734	10.49	43630036	698	99.9984	0.0016

As the number of votes casted in favour of the Resolution i.e. 99.9984% were more than the number of votes casted against i.e. 0.0016% . Hence, the abovementioned Special Resolution had been passed by the Members with requisite majority on July 18, 2019 i.e. the last date of receipt of the duly completed Ballot Forms and e-voting.

Place : Mumbai
Date of Entry : 29/7/2019

J. B. Bida
CHAIRMAN
29/7/2019

CHAIRMAN'S INITIALS