



Sr. No.	Particulars	Details
1.	Date of the AGM	15 <sup>th</sup> July, 2014
2.	Total Number of shareholders as on record date	37,470
3.	No. of shareholders present in the meeting either in person or through proxy :	
	Promoters and Promoter Group :	3
	Public :	72
4.	No. of shareholders attended the meeting through Video Conferencing:	Not arranged
	Promoters and Promoter Group :	
	Public	





**Resolution No. 1**

**Adoption of Financial Statements for the year ended 31<sup>st</sup> March, 2014 (Ordinary Resolution)**

Promoter/Public	No. of shares held	No. of votes polled	% of votes, polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	146870245	144996595	98.724%	144996595	0	100%	0
Public – Institutional Holders	6190541	0	0	0	0	0	0
Public Others	75299318	20878269	27.727%	20874689	3580	99.982%	0.018%
<b>Grand Totals</b>	<b>228360104</b>	<b>165874864</b>	<b>72.64%</b>	<b>165871284</b>	<b>3580</b>	<b>99.998%</b>	<b>0.002%</b>

**Resolution No. 2**

**Declare final dividend for the FY 2013-14 (Ordinary Resolution)**

Promoter/Public	No. of shares held	No. of votes polled	% of votes, polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	146870245	144996595	98.724%	144996595	0	100%	0
Public – Institutional Holders	6190541	0	0	0	0	0	0
Public Others	75299318	20876514	27.724%	20872639	3875	99.981%	0.018%
<b>Grand Totals</b>	<b>228360104</b>	<b>165873109</b>	<b>72.636%</b>	<b>165869234</b>	<b>3875</b>	<b>99.998%</b>	<b>0.002%</b>

**Resolution No. 3**

**Reappointment of Mr. Jean Christophe Gougeon, who retires by rotation (Ordinary Resolution)**

Promoter/Public	No. of shares held	No. of votes polled	% of votes, polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	146870245	144996595	98.724%	144996595	0	100%	0
Public – Institutional Holders	6190541	0	0	0	0	0	0
Public Others	75299318	20878299	27.727%	20869474	8825	99.957%	0.042%
<b>Grand Totals</b>	<b>228360104</b>	<b>165874894</b>	<b>72.637%</b>	<b>165866069</b>	<b>8825</b>	<b>99.995%</b>	<b>0.005%</b>





**Resolution No. 4**

**Reappointment of M/s. Deloitte Haskins & Sells, Chartered Accountants as Auditors and fixing their remuneration (Ordinary Resolution)**

Promoter/Public	No.of shares held	No. of votes polled	%of votes, polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6) =(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	146870245	144996595	98.724%	144996595	0	100%	0
Public – Institutional Holders	6190541	0	0	0	0	0	0
Public Others	75299318	20876944	27.725%	20868459	8485	99.959%	0.041%
<b>Grand Totals</b>	<b>228360104</b>	<b>165873539</b>	<b>72.637%</b>	<b>165865054</b>	<b>8485</b>	<b>99.995%</b>	<b>0.005%</b>

**Resolution No. 5**

**Appointment of Mr. A.P. Kurian as an Independent Director (Ordinary Resolution)**

Promoter/Public	No.of shares held	No. of votes polled	%of votes, polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6) =(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	146870245	144996595	98.724%	144996595	0	100%	0
Public – Institutional Holders	6190541	0	0	0	0	0	0
Public Others	75299318	20878869	27.728%	20867923	10946	99.947%	0.052%
<b>Grand Totals</b>	<b>228360104</b>	<b>165875464</b>	<b>72.637%</b>	<b>165864518</b>	<b>10946</b>	<b>99.994%</b>	<b>0.006%</b>

**Resolution No. 6**

**Appointment of Mr. R. Bupathy as an Independent Director (Ordinary Resolution)**

Promoter/Public	No.of shares held	No. of votes polled	%of votes, polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6) =(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	146870245	144996595	98.724%	144996595	0	100%	0
Public – Institutional Holders	6190541	0	0	0	0	0	0
Public Others	75299318	20878369	27.727%	20867223	11146	99.946%	0.053%
<b>Grand Totals</b>	<b>228360104</b>	<b>165874964</b>	<b>72.637%</b>	<b>165863818</b>	<b>11146</b>	<b>99.993%</b>	<b>0.007%</b>



**Resolution No. 7**

**Appointment of Mr. Mahesh Vyas as an Independent Director (Ordinary Resolution)**


Promoter/Public	No. of shares held	No. of votes polled	% of votes, polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	$(3)=(2)/(1)*100$	(4)	(5)	$(6)=(4)/(2)*100$	$(7)=(5)/(2)*100$
Promoter and Promoter Group	146870245	144996595	98.724%	144996595	0	100%	0
Public – Institutional Holders	6190541	0	0	0	0	0	0
Public Others	75299318	20871629	27.718%	20865424	6205	99.970%	0.029%
<b>Grand Totals</b>	<b>228360104</b>	<b>165868224</b>	<b>72.634%</b>	<b>165862019</b>	<b>6205</b>	<b>99.997%</b>	<b>0.003%</b>

**Resolution No. 8**

**Appointment of Ms. Franciska Decuypere as a Director (Ordinary Resolution)**

Promoter/Public	No. of shares held	No. of votes polled	% of votes, polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	$(3)=(2)/(1)*100$	(4)	(5)	$(6)=(4)/(2)*100$	$(7)=(5)/(2)*100$
Promoter and Promoter Group	146870245	144996595	98.724%	144996595	0	100%	0
Public – Institutional Holders	6190541	0	0	0	0	0	0
Public Others	75299318	20878869	27.727%	20869893	8976	99.957%	0.042%
<b>Grand Totals</b>	<b>228360104</b>	<b>165875464</b>	<b>72.637%</b>	<b>165866488</b>	<b>8976</b>	<b>99.995%</b>	<b>0.005%</b>

For Geojit BNP Paribas Financial Services Limited

  
**Liju K Johnson**  
Company Secretary





RESULT OF VOTING THROUGH ELECTRONIC MEANS CONDUCTED PURSUANT TO THE PROVISIONS OF SECTION 108 OF THE COMPANIES ACT, 2013 READ WITH RULE 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND POLL CONDUCTED PURSUANT TO SECTION 109 OF THE COMPANIES ACT, 2013 AND RULE 21(2) OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 FOR THE TWENTIETH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON TUESDAY, 15<sup>TH</sup> JULY, 2014 AT 4.00 P.M.

**I. Resolution No. 1 :-**

(No. of shares)

	Votes in favour	Votes against	Total
E-voting	48344553	3055	48347608
Poll	117526731	525	117527256
<b>Total</b>	<b>165871284</b>	<b>3580</b>	<b>165874864</b>

% of Votes in favour of the resolution :- 99.998%

% of Votes against the resolution:-0.002%

Based on the above, the Resolution has been passed with requisite majority.

**II. Resolution No.2 :-**

(No. of shares)

	Votes in favour	Votes against	Total
E-voting	48344553	3050	48347603
Poll	1175274681	825	117525506
<b>Total</b>	<b>165869234</b>	<b>3875</b>	<b>165873109</b>

% of Votes in favour of the resolution :-99.998%

% of Votes against the resolution:-0.002%

Based on the above, the Resolution has been passed with requisite majority.

**III. Resolution No.3 :-**

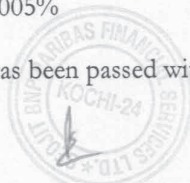
(No. of shares)

	Votes in favour	Votes against	Total
E-voting	48338113	8825	48346938
Poll	117527956	0	117527956
<b>Total</b>	<b>165866069</b>	<b>8825</b>	<b>165874894</b>

% of Votes in favour of the resolution :-99.995%

% of Votes against the resolution:- 0.005%

Based on the above, the Resolution has been passed with requisite majority.





# GEOJIT BNP PARIBAS

## IV. Resolution No.4 :-

(No. of shares)

	Votes in favour	Votes against	Total
E-voting	48337123	8485	48345608
Poll	117527931	0	117527931
<b>Total</b>	<b>165865054</b>	<b>8485</b>	<b>165873539</b>

% of Votes in favour of the resolution :- 99.996%

% of Votes against the resolution:-0.004%

Based on the above, the Resolution has been passed with requisite majority.

## V. Resolution No.5 :-

(No. of shares)

	Votes in favour	Votes against	Total
E-voting	48336663	10945	48347608
Poll	117527855	1	117527856
<b>Total</b>	<b>165864518</b>	<b>10946</b>	<b>165875464</b>

% of Votes in favour of the resolution :- 99.994%

% of Votes against the resolution:-0.006%

Based on the above, the Resolution has been passed with requisite majority.

## VI. Resolution No.6 :-

(No. of shares)

	Votes in favour	Votes against	Total
E-voting	48336163	10945	48347108
Poll	117527655	201	117527856
<b>Total</b>	<b>165863818</b>	<b>11146</b>	<b>165874964</b>

% of Votes in favour of the resolution :- 99.993%

% of Votes against the resolution:- 0.007%

Based on the above, the Resolution has been passed with requisite majority.

## VII. Resolution No.7 :-

(No. of shares)

	Votes in favour	Votes against	Total
E-voting	48334163	6205	48340368
Poll	117527856	0	117527856
<b>Total</b>	<b>165862019</b>	<b>6205</b>	<b>165868224</b>



# GEOJIT BNP PARIBAS

% of Votes in favour of the resolution :-99.997%

% of Votes against the resolution:-0.003%

Based on the above, the Resolution has been passed with requisite majority.

## VIII. Resolution No.8 :-

(No. of shares)

	Votes in favour	Votes against	Total
E-voting	48338633	8975	48347608
Poll	117527855	1	117527856
<b>Total</b>	<b>165866488</b>	<b>8976</b>	<b>165875464</b>

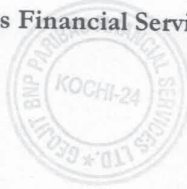
% of Votes in favour of the resolution :- 99.995%

% of Votes against the resolution:-0.005%

Based on the above, the Resolution has been passed with requisite majority.

For Geojit BNP Paribas Financial Services Limited

**Liju K Johnson**  
Company Secretary



SATHEESH AND REMESH  
COMPANY SECRETARIES



Bldg. No. 55/1682, 2<sup>nd</sup> Floor,  
Krishna Apartments, M G Road,  
Ravipuram, Ernakulam, Kochi-  
682016,0484 4046732  
Mobile: 9746094939 9447431347  
Email:sathveeka001@gmail.com

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14.07.2014

Report to the Chairman of *GEOJIT BNP PARIBAS FINANCIAL SERVICES LTD*, a Company incorporated under the Companies Act, 1956, and having its Registered Office at 11th Floor, 34/659-P, Civil Line Road, Padivattom Kochi Kerala -682024 hereinafter referred to as "the Company", on E-voting conducted by the Company to pass 8 (Eight) Ordinary Resolutions as contained in the Notice dated 12<sup>th</sup> June 2014, for the Annual General Meeting to be held on 15<sup>th</sup> July 2014.

1. In terms of the provisions of Section 108 of the Companies Act, 2013 read with Chapter 20 of Companies (Management and Administration) Rules, 2014, we were appointed as the Scrutinizers by the Company on 19<sup>th</sup> May 2014 to conduct E-voting for passing of 8 (Eight) Ordinary Resolutions as contained in the Notice dated 12<sup>th</sup> June 2014.
2. In E-voting, members had to vote by logging on to [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and following the procedure laid down in the notice dated 12<sup>th</sup> June 2014. The E-voting period commences on 9<sup>th</sup> July, 2014 – Wednesday (9:00 am) and ends on 11<sup>th</sup> July, 2014 – Friday (6:00 pm).
3. In terms of the aforesaid Notice, members were required to convey their assent or dissent, as the case may be electronically on e-voting platform provided by NDSL, before 6 PM on 11<sup>th</sup> July, 2014 in respect of Resolution(s) as set out therein.
4. Members' demographic details, their voting rights and voting pattern were provided by NDSL. The votes, if any, cast by a member(s) both in physical form and e-voting having been identified, in terms of the said Notice, votes cast through e- voting form were considered valid.





5. In the E-voting, 4, 83, 47,608 votes have been cast and for the 8 ( Eight) resolutions, and more than 99% votes were in favor of the 8 ( Eight) resolutions as set in the notice. Based on this, I report that the 8 ( Eight) resolutions as contained in the said Notice have been passed with requisite majority.

I have annexed with this Report, the details of e-voting and the analysis of the Results of all Resolutions, as contained in the said Notice.

*Annexure-1*

E-Voting

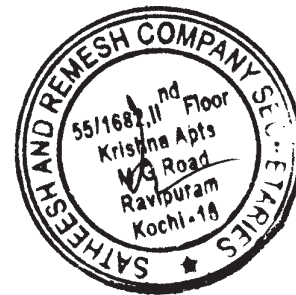
Number of members who participated in e- voting – 45 Nos. (Forty Five)

Item No 1.

To receive, consider and adopt Financial Statements for the year ended 31<sup>st</sup> March 2014 including audited Balance Sheet as at 31<sup>st</sup> March 2014 and the statement of profit and loss for the year ended on that date and the report of the Board of Directors and Auditors thereon` - *Ordinary resolution*

Particulars	No. of E votes	No. of votes contained in the E-votes	Percentage
Received	45	48347608.00	100.00
Assent	43	48344553.00	99.999
Dissent	2	3055.00	.001
Total	45	48347608.00	100.00

Thus, the Ordinary Resolution as contained in Item No.1 of the Notice is passed with requisite majority.



Item No 2.

To declare final dividend for the Financial Year 2013-14- *Ordinary resolution*

Particulars	No. of E votes	No. of votes contained in the E-votes	Percentage
Received	44	48347603.00	100.00
Assent	43	48344553.00	99.999
Dissent	1	3050.00	.001
Total	44	48347603.00	100.00

Thus, the Ordinary Resolution as contained in Item No.2 of the Notice, is passed with requisite majority.

Item No 3.

To appoint a director in place of Mr. Jean Christophe Gougeon (holding DIN 02561258), who retires by rotation and being eligible seeks reappointment - *Ordinary resolution*

Particulars	No. of E votes	No. of votes contained in the E-votes	Percentage
Received	43	48346938.00	100.00
Assent	36	48338113.00	99.999
Dissent	7	8825.00	0.001
Total	43	48346938.00	100.00

Thus, the Ordinary Resolution as contained in Item No.3 of the Notice, is passed with requisite majority.

Item No 4.

To appoint M/s Deloitte Haskins & Sells, Chartered Accountants (ICAI Registration No. 008072S) as statutory auditors to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting of the Company and to fix their remuneration – as a *Ordinary Resolution*



Particulars	No. of E votes	No. of votes contained in the E-votes	Percentage
Received	44	48345608.00	100.00
Assent	38	48337123.00	99.999
Dissent	6	8485.00	.001
Total	44	48345608.00	100.00

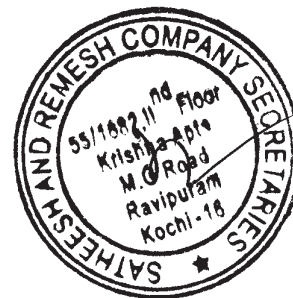
Thus, the Ordinary Resolution as contained in Item No.4 of the Notice, is passed with requisite majority.

Item No – 5

“RESOLVED THAT pursuant to the provisions of Section 149,152 and such other applicable provisions of Companies Act 2013 and the rules made there under ( including any statutory modification(s) or re-enactment thereof for the time being in force)read with Schedule IV of the Companies Act 2013, Mr. A P Kurian (holding DIN 00008022) who retires by rotation at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act 2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to July 14, 2019.” – *Ordinary Resolution*

Particulars	No. of E votes	No. of votes contained in the E-votes	Percentage
Received	45	48347608.00	100.00
Assent	37	48336663.00	99.999
Dissent	8	10945.00	.001
Total	45	48347608.00	100.00

Thus, the Ordinary Resolution as contained in Item No.5 of the Notice, is passed with requisite majority.



Item No 6

“RESOLVED THAT pursuant to the provisions of Section 149,152 and such other applicable provisions of Companies Act 2013 and the rules made there under ( including any statutory modification(s) or re-enactment thereof for the time being in force)read with Schedule IV of the Companies Act 2013, Mr. Ramanathan Bupathy (holding DIN 00022911) who retires by rotation at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act 2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto July 14, 2019.”- *Ordinary Resolution*

Particulars	No. of E votes	No. of votes contained in the E- votes	Percentage
Received	44	48347108.00	100.00
Assent	38	48336163.00	99.999
Dissent	6	10945.00	.001
Total	44	48347108.00	100.00

Thus, the Ordinary Resolution as contained in Item No.6 of the Notice, is passed with requisite majority.

Item No 7

“RESOLVED that pursuant to the provisions of Section 149,150,152 and such other applicable provisions of Companies Act 2013 and the rules made there under ( including any statutory modification(s) or re-enactment thereof for the time being in force)read with Schedule IV of the Companies Act 2013, Mr. Mahesh Vyas (holding DIN 00338749) whose period of office is liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member proposing his



candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto July 14, 2019.." *Ordinary Resolution*

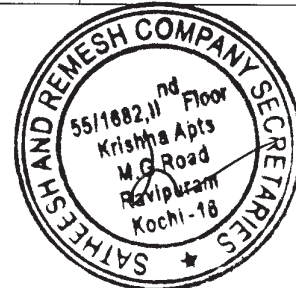
Particulars	No. of E votes	No. of votes contained in the E- votes	Percentage
Received	43	48340368.00	100.00
Assent	35	48334163.00	99.999
Dissent	8	6205.00	.001
Total	43	48340368.00	100.00

Thus, the Ordinary Resolution as contained in Item No.7 of the Notice, is passed with requisite majority.

Item No 8

"RESOLVED THAT Ms. Franciska Maria Godelieve Decuyper ( holding DIN 06869435) who was appointed as Additional Director of the Company with effect from May 14, 2014 in terms of Section 161(1) of the Companies Act 2013 and Article 86(1) of Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act 2013 proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation." - *Ordinary Resolution*

Particulars	No. of E votes	No. of votes contained in the E- votes	Percentage
Received	45	48347608.00	100.00
Assent	38	48338633.00	99.999
Dissent	7	8975.00	.001
Total	45	48347608.00	100.00




Thus, the Ordinary Resolution as contained in Item No.8 of the Notice, is passed with requisite majority.

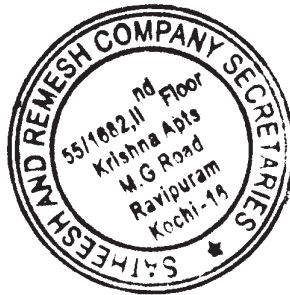
Thus, all the resolutions as contained in of the Notice dated 12<sup>th</sup> June 2014, under the various provisions of the Companies act as set above of the Companies Act, 2013, have been passed with requisite majority. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

Thanking you

For Satheesh and Remesh  
Company Secretaries

For Satheesh And Remesh  
Company Secretaries

  
N Satheesh Kumar B Com, ACS  
Partner. C.P.No.6607  
N Satheesh Kumar  
Partner



**SATHEESH AND REMESH  
COMPANY SECRETARIES**



Bldg. No. 55/1682, 2<sup>nd</sup> Floor,  
Krishna Apartments, M G Road,  
Ravipuram, Ernakulam, Kochi-  
682016,0484 4046732  
Mobile: 9746094939 9447431347  
Email:Sathveeka001@gmail.com

16.07.2014

**FORM No. MGT-13**

**Report of Scrutinizers**

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

To,  
Chairman

**GEOJIT BNP PARIBAS FINANCIAL SERVICES LTD** for Annual General Meeting of  
the Equity Shareholders held on Tuesday, 15<sup>th</sup> day of July 2014 at 4.00 PM at The Renai  
Cochin, Palarivattom, Kochi, Kerala 682024.

Dear Sir,

I, Satheesh Kumar N Partner, Satheesh and Remesh Company secretaries, 55/1682, 2<sup>nd</sup>  
floor, Krishna apartments, MG Road, Ravipuram Ernakulam-682016, appointed as  
Scrutinizer for the purpose of poll taken on the below mentioned resolutions, at the  
Annual General Meeting of the Equity Shareholders of **GEOJIT BNP PARIBAS  
FINANCIAL SERVICES LTD**, on Tuesday, 15<sup>th</sup> day of July 2014 at 4.00 PM at The  
Renai Cochin, Palarivattom, Kochi, Kerala 682024 and we submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 ( one ) ballot box kept  
for polling were locked in our presence with due identification marks placed by us.



2. The locked ballot box were subsequently opened in our 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.

4. The result of the Poll is as under:

**Resolution No.1.**

To receive, consider and adopt Financial Statements for the year ended 31<sup>st</sup> March 2014 including audited Balance Sheet as at 31<sup>st</sup> March 2014 and the statement of profit and loss for the year ended on that date and the report of the Board of Directors and Auditors thereon- *Ordinary resolution*

(i) Voted in favor of the resolution:

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% to the total valid votes cast.
62	11,75,26,731	99.999

(ii) Voted against the resolution:

No. of members present and voting	No. of votes cast by them	% to the total valid votes cast.
2	525	.001





(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	52,630

Thus, the Ordinary Resolution as contained in Item No.1 of the Notice, is passed with requisite majority.

**Note.** One of the shareholder Smt. Shelfy Sarto holding 1000 nos of equity shares voted her 50% in favour of the resolution no .1 and 50% against the said resolution. Hence his name is considered both in favour of the said resolution and against the said resolution.

**ResolutionNo.2 .**

To declare final dividend for the Financial Year 2013-14.- *Ordinary resolution*

(i) Voted in favor of the resolution:

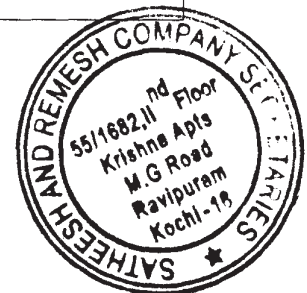
No. of members present and voting (in person or by proxy)	No. of votes cast by them	% to the total valid votes cast.
57	11,75,24,681	99.999

(ii) Voted against the resolution:

No. of members present and voting	No. of votes cast by them	% to the total valid votes cast.
4	825	.001

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
8	54,380



Thus, the Ordinary Resolution as contained in Item No.2 of the Notice, is passed with requisite majority.

**Resolution No.3.**

To appoint a director in place of Mr. Jean Christophe Gougeon (holding DIN 02561258), who retires by rotation and being eligible seeks reappointment - *Ordinary resolution*

(i) Voted in favor of the resolution:

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% to the total valid votes cast.
64	11,75,27,956	100

(ii) Voted against the resolution:

No. of members present and voting	No. of votes cast by them	% to the total valid votes cast.
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	51,930

Thus, the Ordinary Resolution as contained in Item No.3 of the Notice, is passed unanimously



**Resolution No.4.**

To appoint M/s Deloitte Haskins & Sells, Chartered Accountants (ICAI Registration No. 008072S) as statutory auditors to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting of the Company and to fix their remuneration- Ordinary Resolution.

(i) Voted in favor of the resolution:

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% to the total valid votes cast.
63	11,75,27,931	100

(ii) Voted against the resolution:

No. of members present and voting	No. of votes cast by them	% to the total valid votes cast.
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	51955

Thus, the Ordinary Resolution as contained in Item No.4 of the Notice, is passed unanimously.

**Resolution No.5.**

“RESOLVED THAT pursuant to the provisions of Section 149,152 and such other applicable provisions of Companies Act 2013 and the rules made there under ( including any statutory modification(s) or re-enactment thereof for the time being in



force)read with Schedule IV of the Companies Act 2013, Mr. A P Kurian (holding DIN 00008022) who retires by rotation at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act 2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto July 14, 2019." *Ordinary Resolution*

(i) Voted in favor of the resolution:

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% to the total valid votes cast.
62	11,75,27,855	99.999

(ii) Voted against the resolution:

No. of members present and voting	No. of votes cast by them	% to the total valid votes cast.
1	1	.001

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	52,030

Thus, the Ordinary Resolution as contained in Item No.5 of the Notice, is passed with requisite majority.



**Resolution No.6.**

“RESOLVED THAT pursuant to the provisions of Section 149,152 and such other applicable provisions of Companies Act 2013 and the rules made there under ( including any statutory modification(s) or re-enactment thereof for the time being in force)read with Schedule IV of the Companies Act 2013, Mr. Ramanathan Bupathy (holding DIN 00022911) who retires by rotation at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act 2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto July 14, 2019." *Ordinary Resolution*

(i) Voted in favor of the resolution:

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% to the total valid votes cast.
61	11,75,27,655	99.999

(ii) Voted against the resolution:

No. of members present and voting	No. of votes cast by them	% to the total valid votes cast.
2	201	.001

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	52,030

Thus, the Ordinary Resolution as contained in Item No.6 of the Notice, is passed with requisite majority.



**Resolution No.7.**

“RESOLVED that pursuant to the provisions of Section 149,150,152 and such other applicable provisions of Companies Act 2013 and the rules made there under ( including any statutory modification(s) or re-enactment thereof for the time being in force)read with Schedule IV of the Companies Act 2013, Mr. Mahesh Vyas (holding DIN 00338749) whose period of office is liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto July 14, 2019. - *Ordinary Resolution*

(i) Voted in favor of the resolution:

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% to the total valid votes cast.
63	11,75,27,856	100

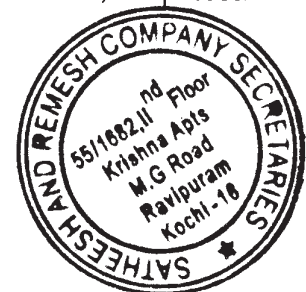
(ii) Voted against the resolution:

No. of members present and voting	No. of votes cast by them	% to the total valid votes cast.
0	0	0

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	52,030

Thus, the Ordinary Resolution as contained in Item No.7 of the Notice, is passed unanimously.



**Resolution No.8.**

“RESOLVED THAT Ms. Franciska Maria Godelieve Decuypere( holding DIN 06869435) who was appointed as Additional Director of the Company with effect from May 14, 2014 in terms of Section 161(1) of the Companies Act 2013 and Article 86(1) of Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act 2013 proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.” Ordinary Resolution

(i) Voted in favor of the resolution:

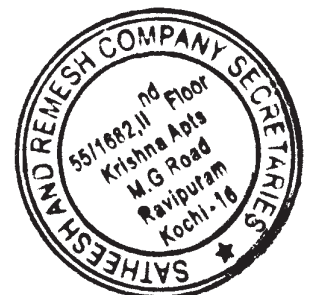
No. of members present and voting (in person or by proxy)	No. of votes cast by them	% to the total valid votes cast.
62	11,75,27,855	99.999

(ii) Voted against the resolution:

No. of members present and voting	No. of votes cast by them	% to the total valid votes cast.
1	1	.001

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	52,030



Thus, the Ordinary Resolution as contained in Item No.8 of the Notice, is passed with requisite majority.

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

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


Thanking you

Yoursfaith fully

Thanking you

For Satheesh and Remesh  
Company Secretaries

For Satheesh And Remesh  
Company Secretaries

  
N Satheesh Kumar B Com, ACS  
Partner. C.P.No.6607

N Satheesh Kumar  
Partner

