

21<sup>st</sup> September, 2015

Bombay Stock Exchange Limited  
Department of Corporate Service  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai-400 001

**Ref: Scrip Code-501150**

Dear Sir/ Madam,

**Sub: Proceedings under Clause 31(d) and results under Clause 35A of Postal Ballot.**

Pursuant to Clause 31 of the Listing Agreement, please find enclosed the proceedings of Results of Postal Ballot declared on 21<sup>st</sup> September, 2015 conducted pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, for the following resolutions proposed in Postal Ballot Notice dated 06<sup>th</sup> July, 2015:

Sr No	Business in brief	Type of Resolution
1	Alteration/ substitution of Articles of Association	Special
2	Appointment of Mr. Rajesh Nanavaty (DIN:00005076) as an Independent Director	Ordinary
3	Appointment of Mr. Ibrahim Belselah (DIN:01639624) as an Independent Director	Ordinary
4	Appointment of Mr. R.S Reddy (DIN:02339668) as an Independent Director	Ordinary
5	Appointment of Mr. Subimal Bhattacharjee (DIN:03505745) as an Independent Director	Ordinary
6	Appointment of Mr. Subhash Kutte (DIN: 00233322), as an Independent Director of the Company.	Ordinary
7	Appointment of Mr. Pankaj Thapar (DIN: 01225255) as a Director of the Company.	Ordinary
8	Appointment of Mr. Sanjiv Bhasin (DIN: 00001575) as a Director.	Ordinary
9	Appointment of Mr. Sanjiv Bhasin (DIN: 00001575) as a Managing Director and CEO.	Special
10	Approval for Investments / Loans / Guarantees/ Securities	Special

Pursuant to the provision of Clause 35A of the Listing Agreement, please find attached herewith the details of voting results in the prescribed format along with the scrutinizers report.

Kindly acknowledge and take the above on record and oblige.

**FOR CENTRUM CAPITAL LIMITED**

*Alpesh Shah*

**ALPESH SHAH  
COMPANY SECRETARY**



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  
Fax: +91 22 4215 9533 / 9316 website: www.centrum.co.in Registered Office: 2nd Floor, Bombay Mutual Building, Dr. D N Road,  
Fort, Mumbai - 400 001 Tel: +91 22 2266 2434 Fax: +91 22 2261 1105 email: info@centrum.co.in website: www.centrum.co.in

The Board of Directors of the Company at its meeting held on 06<sup>th</sup> July, 2015 approved, subject to the approval of the Members of the Company and other approvals as may be required, to pass the following resolutions through Postal Ballot pursuant Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014:

Sr No	Business in brief	Type of Resolution
1	Alteration/ substitution of Articles of Association	Special
2	Appointment of Mr. Rajesh Nanavaty (DIN:00005076) as an Independent Director	Ordinary
3	Appointment of Mr. Ibrahim Belseleh (DIN:01639624) as an Independent Director	Ordinary
4	Appointment of Mr. R.S Reddy (DIN:02339668) as an Independent Director	Ordinary
5	Appointment of Mr. Subimal Bhattacharjee (DIN:03505745) as an Independent Director	Ordinary
6	Appointment of Mr. Subhash Kutte (DIN: 00233322), as an Independent Director of the Company.	Ordinary
7	Appointment of Mr. Pankaj Thapar (DIN: 01225255) as a Director of the Company.	Ordinary
8	Appointment of Mr. Sanjiv Bhasin (DIN: 00001575) as a Director.	Ordinary
9	Appointment of Mr. Sanjiv Bhasin (DIN: 00001575) as a Managing Director and CEO.	Special
10	Approval for Investments / Loans / Guarantees/ Securities	Special

M/s B.K Pradhan and Associates, Practicing Company Secretary was appointed as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The Company pursuant to the provisions of the Companies Act, 2013 and Clause 35B of the Equity Listing Agreement with the Stock Exchange has offered E-voting facility for the members to enable them to cast their votes electronically, through the e-voting platform offered by Central Depository Services Limited. The Company completed the dispatch or sent through email Postal Ballot Notice and explanatory statement dated 06<sup>th</sup> July, 2015 along with postal ballot form and a self-addressed prepaid postage envelope on 17 August, 2015 in compliance with the provisions of Section 110 of the Companies Act, 2013 to all the Members whose name appear as members/beneficial owners in the Company's Register of members/the records of the depository as on 31<sup>st</sup> July, 2015.

Members were requested to return the Postal Ballot Form duly completed with their assent (for) or dissent (against) in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer or cast their votes through e-voting before the close of working hours i.e., 17.00 hours, on or before Wednesday, the 16<sup>th</sup> September 2015.

The Scrutinizer carried out the scrutiny of all Postal Ballot Forms received up to 17.00 hours on 16<sup>th</sup> September 2015 and submitted his report to the Chairman of the Company on 21<sup>st</sup> September, 2015

Based on the report submitted by the Scrutinizer, the following results were announced by the Chairman on 21st September, 2015.



Centrum Capital Limited, (CIN No.: L65990MH1977PLC019986)

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 Fax: +91 22 4215 9533 / 9316 website: www.centrum.co.in Registered Office: 2nd Floor, Bombay Mutual Building, Dr. D N Road,  
 Fort, Mumbai - 400 001 Tel: +91 22 2266 2434 Fax: +91 22 2261 1105 email: info@centrum.co.in website: www.centrum.co.in

**DETAILS OF VOTING RESULTS AT THE POSTAL BALLOT AS PER THE FORMAT PRESCRIBED UNDER  
CLAUSE 35A OF THE LISTING AGREEMENT**

Postal Ballot/ E-voting Period	18 <sup>th</sup> August, 2015 to 16 <sup>th</sup> September, 2015
Total number of shareholders as on 31 <sup>st</sup> July, 2015 (Cut-off date)	524
Total number members who voted	69

The mode of voting on all resolutions was:

1. E-voting conducted from 18<sup>th</sup> August, 2015 to 16<sup>th</sup> September, 2015
2. Voting through physical ballots (by post) upto 16<sup>th</sup> September, 2015

**Item-wise Details:**

**Item No 1:** Alteration/ substitution of Articles of Association-Special Resolution

**Details of voting result as per Clause 35A of the Listing Agreement**

Promoter/ Public	No of shares held	No of valid votes polled	% of Votes Polled on outstandin g shares	No of Votes-in favour	No of votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	138889000	138889000	100	138889000	Nil	100	Nil
Public Institution al holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public- Others	277143740	182254518	65.76173	182254458	60	99.99997	0.00003
<b>Total</b>	<b>416032740</b>	<b>321143518</b>	<b>77.19189</b>	<b>321143458</b>	<b>60</b>	<b>99.99998</b>	<b>0.00002</b>



Item No. 2: Appointment of Mr. Rajesh Nanavaty (DIN: 00005076) as an Independent Director- Ordinary Resolution

Details of voting result as per Clause 35A of the Listing Agreement

Promoter/ Public	No of shares held	No of valid votes polled	% of Votes Polled on outstandin g shares	No of Votes-in favour	No of votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	138889000	138889000	100	138889000	Nil	100	Nil
Public Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	277143740	182254518	65.76173	182254458	60	99.99997	0.00003
Total	416032740	321143518	77.19189	321143458	60	99.99998	0.00002

Item No. 3: Appointment of Mr. Ibrahim Belselah (DIN: 01639624) as an Independent Director - Ordinary Resolution

Details of voting result as per Clause 35A of the Listing Agreement

Promoter/ Public	No of shares held	No of valid votes polled	% of Votes Polled on outstandin g shares	No of Votes-in favour	No of votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	138889000	138889000	100	138889000	Nil	100	Nil
Public Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	277143740	182254518	65.76173	182254263	255	99.99986	0.00014
Total	416032740	321143518	77.19189	321143263	255	99.99992	0.00008





Item No.4: Appointment of Mr. R.S Reddy (DIN: 02339668) as an Independent Director - Ordinary Resolution

Details of voting result as per Clause 35A of the Listing Agreement

Promoter/ Public	No of shares held	No of valid votes polled	% of Votes Polled on outstandin g shares	No of Votes-in favour	No of votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	138889000	138889000	100	138889000	Nil	100	Nil
Public Institution al holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public- Others	277143740	182254518	65.76173	182254458	60	99.99997	0.00003
<b>Total</b>	<b>416032740</b>	<b>321143518</b>	<b>77.19189</b>	<b>321143458</b>	<b>60</b>	<b>99.99998</b>	<b>0.00002</b>

Item No.5: Appointment of Mr. Subimal Bhattacharjee (DIN: 03505745) as an Independent Director - Ordinary Resolution

Details of voting result as per Clause 35A of the Listing Agreement

Promoter/ Public	No of shares held	No of valid votes polled	% of Votes Polled on outstandin g shares	No of Votes-in favour	No of votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	138889000	138889000	100	138889000	Nil	100	Nil
Public Institution al holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public- Others	277143740	182254518	65.76173	182254458	60	99.99997	0.00003
<b>Total</b>	<b>416032740</b>	<b>321143518</b>	<b>77.19189</b>	<b>321143458</b>	<b>60</b>	<b>99.99998</b>	<b>0.00002</b>



Item No. 6: Appointment of Mr. Subhash Kutte (DIN: 00233322) as an Independent Director - Ordinary Resolution

Details of voting result as per Clause 35A of the Listing Agreement

Promoter/ Public	No of shares held	No of valid votes polled	% of Votes Polled on outstandin g shares	No of Votes-in favour	No of votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	138889000	138889000	100	138889000	Nil	100	Nil
Public Institution al holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public- Others	277143740	182254518	65.76173	182254458	60	99.99997	0.00003
Total	416032740	321143518	77.19189	321143458	60	99.99998	0.00002

Item No.7: Appointment of Mr. Pankaj Thapar (DIN: 01225255) as a Director of the Company- Ordinary Resolution

Details of voting result as per Clause 35A of the Listing Agreement

Promoter/ Public	No of shares held	No of valid votes polled	% of Votes Polled on outstandi ng shares	No of Votes-in favour	No of votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	138889000	138889000	100	138889000	Nil	100	Nil
Public Institution al holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public- Others	277143740	182254518	65.76173	182254458	60	99.99997	0.00003
Total	416032740	321143518	77.19189	321143458	60	99.99998	0.00002



Item No. 8: Appointment of Mr. Sanjiv Bhasin (DIN-00001575) as a Director-Ordinary Resolution

Details of voting result as per Clause 35A of the Listing Agreement

Promoter/ Public	No of shares held	No of valid votes polled	% of Votes Polled on outstandi ng shares	No of Votes-in favour	No of votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	138889000	138889000	100	138889000	Nil	100	Nil
Public Institution al holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public- Others	277143740	182254518	65.76173	182254458	60	99.99997	0.00003
Total	416032740	321143518	77.19189	321143458	60	99.99998	0.00002

Item No. 9: Appointment of Mr. Sanjiv Bhasin (DIN-00001575) as a Managing Director and CEO-Special Resolution

Details of voting result as per Clause 35A of the Listing Agreement

Promoter/ Public	No of shares held	No of valid votes polled	% of Votes Polled on outstandi ng shares	No of Votes-in favour	No of votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	138889000	138889000	100	138889000	Nil	100	Nil
Public Institution al holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public- Others	277143740	182254518	65.76173	182254458	60	99.99997	0.00003
Total	416032740	321143518	77.19189	321143458	60	99.99998	0.00002



Item No. 10: Approval for Investments/ Loans/ Guarantee/ Securities-Special Resolution

Details of voting result as per Clause 35A of the Listing Agreement

Promoter/ Public	No of shares held	No of valid votes polled	% of Votes Polled on outstandi ng shares	No of Votes-in favour	No of votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	138889000	138889000	100	138889000	Nil	100	Nil
Public Institution al holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public- Others	277143740	182254518	65.76173	182254458	60	99.99997	0.00003
Total	416032740	321143518	77.19189	321143458	60	99.99998	0.00002

FOR CENTRUM CAPITAL LIMITED

*Alpesh*  
ALPESH SHAH  
COMPANY SECRETARY



**SCRUTINIZER'S REPORT**

**Date: - 18<sup>th</sup> September, 2015**

**Centrum Capital Limited  
Centrum House, C. S. T. Road,  
Vidyanagri Marg, Kalina,  
Santacruz (E), Mumbai-98**

Dear Sir,

**Subject: Submission of Report of Postal Ballot**

In terms of section 110 of the Companies Act, 2013 read with Companies (Management and administration) Rules, 2014 the Company vide a Board resolution passed in board meeting dated 6<sup>th</sup> July, 2015 has appointed me a Scrutinizer for conducting the Postal Ballot voting process.

I submit my report as under:-

1. The Company has completed on 17<sup>th</sup> August, 2015 the dispatch of postal ballots along with postage pre-paid business reply envelopes to its Members whose name(s) appeared on the Register of Members as on 31<sup>st</sup> July, 2015.
2. Particulars of the postal ballots received from the members have been entered in a Register separately maintained for the purpose.
3. The postal ballots were kept under safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballots.
4. The postal ballots were duly opened in my presence scrutinized and the shareholdings were matched/ confirmed with register of Members of the Company 31<sup>st</sup> July, 2015.
5. All postal ballots received up to 05:00 P.M. on 16<sup>th</sup> September, 2015, the last date and time fixed by the company for receipt of the ballots were considered for scrutiny.
6. Envelopes containing postal ballot forms received after 16<sup>th</sup> September, 2015 were not considered for my scrutiny.
7. Envelopes containing postal ballot forms returned undelivered were also not opened and they are separately kept.





8. A summary of the postal ballots received is given below:

**Result for Item No. 01:** Special Resolution under Sections 14 and all other applicable provisions of the Companies Act, 2013 and (Incorporation) Rules, 2014 for alteration of Articles of Association of the Company;

Particulars	No. of Postal Ballot Forms	No. of Shares voted	% of Total Paid up Equity Capital
<b>Physical Mode</b>			
Total Postal Ballots received	65	321123492	77.18707
Less: invalid postal ballot form	-	-	-
Total valid Postal Ballot form	65	321123492	77.18707
Postal ballot form giving assent	64	321123432	77.18706
Postal ballot form giving dissent	1	60	0.00001
<b>Electronic Voting</b>			
Total e-voting done	4	20026	0.00481
Less: invalid e-voting	-	-	-
Total valid e-voting	4	20026	0.00481
e-voting giving assent	4	20026	0.00481
e-voting giving dissent	-	-	-
<b>Total Votes in favor of Resolution</b>	<b>68</b>	<b>321143458</b>	<b>77.19187</b>
<b>Total Votes in against of Resolution</b>	<b>1</b>	<b>60</b>	<b>0.00001</b>

The Resolution has been passed by requisite majority since more than three fourth of the vote are being casted in favour of the resolution.

**Result for Item No. 02:** Ordinary Resolution under Sections 149, 152 of the Companies Act, 2013, Schedule IV to the Act, and Clause 49 of the Listing Agreement, for appointment of Mr. Rajesh Nanavaty (DIN: 00005076), an Independent Director of the Company;

Particulars	No. of Postal Ballot Forms	No. of Shares voted	% of Total Paid up Equity Capital
<b>Physical Mode</b>			
Total Postal Ballots received	65	321123492	77.18707



Less: invalid postal ballot form	-	-	-
Total valid Postal Ballot form	65	321123492	77.18707
Postal ballot form giving assent	64	321123432	77.18706
Postal ballot form giving dissent	1	60	0.00001
<b>Electronic Voting</b>			
Total e-voting done	4	20026	0.00481
Less: invalid e-voting	-	-	-
Total valid e-voting	4	20026	0.00481
e-voting giving assent	4	20026	0.00481
e-voting giving dissent	-	-	-
<b>Total Votes in favor of Resolution</b>	<b>68</b>	<b>321143458</b>	<b>77.19187</b>
<b>Total Votes in against of Resolution</b>	<b>1</b>	<b>60</b>	<b>0.00001</b>

The Resolution has been passed by requisite majority.

**Result for Item No. 03:** Ordinary Resolution under Sections 149, 152 of the Companies Act, 2013 (the Act), Schedule IV to the Act, and Clause 49 of the Listing Agreement, for appointment of Mr. Ibrahim Belseh (DIN: 01639624), an Independent Director of the Company:

Particulars	No. of Postal Ballot Forms	No. of Shares voted	% of Total Paid up Equity Capital
<b>Physical Mode</b>			
Total Postal Ballots received	65	321123492	77.18707
Less: invalid postal ballot form	-	-	-
Total valid Postal Ballot form	65	321123492	77.18707
Postal ballot form giving assent	63	321123237	77.18701
Postal ballot form giving dissent	2	255	0.00006
<b>Electronic Voting</b>			
Total e-voting done	4	20026	0.00481
Less: invalid e-voting	-	-	-
Total valid e-voting	4	20026	0.00481
e-voting giving assent	4	20026	0.00481





e-voting giving dissent	-	-	-
<b>Total Votes in favor of Resolution</b>	67	321143263	77.19182
<b>Total Votes in against of Resolution</b>	2	255	0.00006

The Resolution has been passed by requisite majority

**Result for Item No. 04:** Ordinary Resolution under Sections 149, 152 of the Companies Act, 2013 (the Act, IV to the Act and Clause 49 of the Listing Agreement, for Appointment of Mr. R.S. Reddy (DIN: 02339668), an Independent Director of the Company:

Particulars	No. of Postal Ballot Forms	No. of Shares voted	% of Total Paid up Equity Capital
<b>Physical Mode</b>			
Total Postal Ballots received	65	321123492	77.18707
Less: invalid postal ballot form	-	-	-
Total valid Postal Ballot form	65	321123492	77.18707
Postal ballot form giving assent	64	321123432	77.18706
Postal ballot form giving dissent	1	60	0.00001
<b>Electronic Voting</b>			
Total e-voting done	4	20026	0.00481
Less: invalid e-voting	-	-	-
Total valid e-voting	4	20026	0.00481
e-voting giving assent	4	20026	0.00481
e-voting giving dissent	-	-	-
<b>Total Votes in favor of Resolution</b>	68	321143458	77.19187
<b>Total Votes in against of Resolution</b>	1	60	0.00001

The Resolution has been passed by requisite majority



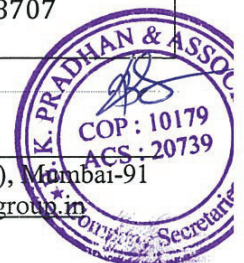
**Result for Item No. 05:** Ordinary Resolution under Sections 149, 152 of the Companies Act, 2013 (the Act), Schedule IV to the Act and Clause 49 of the Listing Agreement for Appointment of Mr. Subimal Bhattacharjee (DIN: 03505745), an Independent Director of the Company:

Particulars	No. of Postal Ballot Forms	No. of Shares voted	% of Total Paid up Equity Capital
<b>Physical Mode</b>			
Total Postal Ballots received	65	321123492	77.18707
Less: invalid postal ballot form	-	-	-
Total valid Postal Ballot form	65	321123492	77.18707
Postal ballot form giving assent	64	321123432	77.18706
Postal ballot form giving dissent	1	60	0.00001
<b>Electronic Voting</b>			
Total e-voting done	4	20026	0.00481
Less: invalid e-voting	-	-	-
Total valid e-voting	4	20026	0.00481
e-voting giving assent	4	20026	0.00481
e-voting giving dissent	-	-	-
<b>Total Votes in favor of Resolution</b>	<b>68</b>	<b>321143458</b>	<b>77.19187</b>
<b>Total Votes in against of Resolution</b>	<b>1</b>	<b>60</b>	<b>0.00001</b>

The Resolution has been passed by requisite majority

**Result for Item No. 06:** Ordinary Resolution under Sections 149 & 152 and Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, for Appointment of Mr. Subhash Kutte (DIN: 00233322), as an Independent Director of the Company:

Particulars	No. of Postal Ballot Forms	No. of Shares voted	% of Total Paid up Equity Capital
<b>Physical Mode</b>			
Total Postal Ballots received	65	321123492	77.18707
Less: invalid postal ballot form	-	-	-
Total valid Postal Ballot form	65	321123492	77.18707





Postal ballot form giving assent	64	321123432	77.18706
Postal ballot form giving dissent	1	60	0.00001
<b>Electronic Voting</b>			
Total e-voting done	4	20026	0.00481
Less: invalid e-voting	-	-	-
Total valid e-voting	4	20026	0.00481
e-voting giving assent	4	20026	0.00481
e-voting giving dissent	-	-	-
<b>Total Votes in favor of Resolution</b>	<b>68</b>	<b>321143458</b>	<b>77.19187</b>
<b>Total Votes in against of Resolution</b>	<b>1</b>	<b>60</b>	<b>0.00001</b>

The Resolution has been passed by requisite majority.

**Result for Item No. 07:** Ordinary Resolution under Section 160 of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 for appointment of Mr. Pankaj Thapar( DIN : 01225255), as a Non- executive Director of the Company, liable to retire by rotation:

Particulars	No. of Postal Ballot Forms	No. of Shares voted	% of Total Paid up Equity Capital
<b>Physical Mode</b>			
Total Postal Ballots received	65	321123492	77.18707
Less: invalid postal ballot form	-	-	-
Total valid Postal Ballot form	65	321123492	77.18707
Postal ballot form giving assent	64	321123432	77.18706
Postal ballot form giving dissent	1	60	0.00001
<b>Electronic Voting</b>			
Total e-voting done	4	20026	0.00481
Less: invalid e-voting	-	-	-
Total valid e-voting	4	20026	0.00481
e-voting giving assent	4	20026	0.00481
e-voting giving dissent	-	-	-
<b>Total Votes in favor of Resolution</b>	<b>68</b>	<b>321143458</b>	<b>77.19187</b>
<b>Total Votes in against of Resolution</b>	<b>1</b>	<b>60</b>	<b>0.00001</b>

The Resolution has been passed by requisite majority.



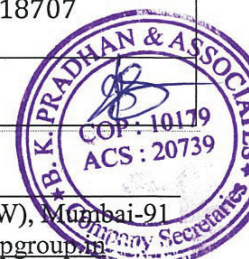
**Result for Item No. 08:** Ordinary Resolution under Section 160 of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 for appointment of Mr. Sanjiv Bhasin (DIN: 00001575), as an Executive Director of the Company, liable to retire by rotation:

Particulars	No. of Postal Ballot Forms	No. of Shares voted	% of Total Paid up Equity Capital
<b>Physical Mode</b>			
Total Postal Ballots received	65	321123492	77.18707
Less: invalid postal ballot form	-	-	-
Total valid Postal Ballot form	65	321123492	77.18707
Postal ballot form giving assent	64	321123432	77.18706
Postal ballot form giving dissent	1	60	0.00001
<b>Electronic Voting</b>			
Total e-voting done	4	20026	0.00481
Less: invalid e-voting	-	-	-
Total valid e-voting	4	20026	0.00481
e-voting giving assent	4	20026	0.00481
e-voting giving dissent	-	-	-
<b>Total Votes in favor of Resolution</b>	<b>68</b>	<b>321143458</b>	<b>77.19187</b>
<b>Total Votes in against of Resolution</b>	<b>1</b>	<b>60</b>	<b>0.00001</b>

The Resolution has been passed by requisite majority.

**Result for Item No. 09:** Special Resolution under Sections 196, 197, 203 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for appointment of Mr. Sanjiv Bhasin (DIN: 0001575) as the Managing Director and CEO of the Company:

Particulars	No. of Postal Ballot Forms	No. of Shares voted	% of Total Paid up Equity Capital
<b>Physical Mode</b>			
Total Postal Ballots received	65	321123492	77.18707
Less: invalid postal ballot form	-	-	-





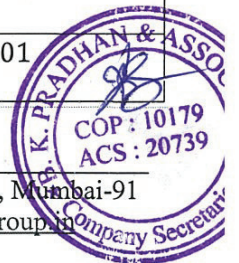
Total valid Postal Ballot form	65	321123492	77.18707
Postal ballot form giving assent	64	321123432	77.18706
Postal ballot form giving dissent	1	60	0.00001
<b>Electronic Voting</b>			
Total e-voting done	4	20026	0.00481
Less: invalid e-voting	-	-	-
Total valid e-voting	4	20026	0.00481
e-voting giving assent	4	20026	0.00481
e-voting giving dissent	-	-	-
<b>Total Votes in favor of Resolution</b>	68	321143458	77.19187
<b>Total Votes in against of Resolution</b>	1	60	0.00001

The Resolution has been passed by requisite majority since more than three fourth of the vote are being casted in favour of the resolution.

**Result for Item No. 10:** Special Resolution under Section 186 of the Companies Act, 2013 (“the Act”) and Companies (Meetings of Board and its Powers) Rules, 2014, for increase the limit of the Company:

- To give any loan to any person or other body corporate :- Upto a Limit outstanding at any point of time – Rs. 1000 Crores.
- To give any guarantee or provide security in connection with a loan to any other body corporate or person:- Upto a Limit outstanding at any point of time – Rs. 1000 Crores.
- To acquire by way of subscription, purchase or otherwise, the securities of any other body corporate:- Upto a Limit outstanding at any point of time – Rs. 1000 Crores.

Particulars	No. of Postal Ballot Forms	No. of Shares voted	% of Total Paid up Equity Capital
<b>Physical Mode</b>			
Total Postal Ballots received	65	321123492	77.18707
Less: invalid postal ballot form	-	-	-
Total valid Postal Ballot form	65	321123492	77.18707
Postal ballot form giving assent	64	321123432	77.18706
Postal ballot form giving dissent	1	60	0.00001



Electronic Voting			
Total e-voting done	4	20026	0.00481
Less: invalid e-voting	-	-	-
Total valid e-voting	4	20026	0.00481
e-voting giving assent	4	20026	0.00481
e-voting giving dissent	-	-	-
<b>Total Votes in favor of Resolution</b>	<b>68</b>	<b>321143458</b>	<b>77.19187</b>
<b>Total Votes in against of Resolution</b>	<b>1</b>	<b>60</b>	<b>0.00001</b>

The Resolution has been passed by requisite majority since more than three fourth of the vote are being casted in favor of the resolution.

9. The postal ballots and other related papers / registers and records were handed over for safe custody to the company secretary of the Company, authorised by the Board to supervise the postal ballot process.

I further report that the Ballots have been received in physical form as well as through electronic mode from the shareholders of the Company.


A complete statement containing the prescribed information along with the Postal Ballots being enclosed form part of this report.

In terms of the provisions as aforesaid, please sign and acknowledge the receipt of the above on duplicate copy of this report.

Thanking You

Yours Faithfully,

**FOR B. K. PRADHAN & ASSOCIATES,  
COMPANY SECRETARIES**

  
**BALKRISHAN PRADHAN  
(PROPRIETOR)  
ACS No. 20739  
CP No. 10179**

