

AFL/SN/SE/022/2015-2016
September 25, 2015

The National Stock Exchange of India Ltd
Exchange Plaza
Bandra Kurla Complex
Bandra East
Mumbai 400 051

The Bombay Stock Exchange Ltd
P.J. Towers
Dalal Street
Mumbai 400 001

Dear Sir,

Sub: Declaration of Results of remote e-voting and poll of the 20th Annual General Meeting of the Company held on 25th September, 2015.

Please find attached herewith the Report of the Scrutinizer on remote e-voting and poll at the AGM venue for the 20th Annual General Meeting of the Company held on 25th September, 2015, issued by Scrutinizer Mr. Soy Joseph, Practising Company Secretary and Partner of M/s. JM & Associates, Company Secretaries.

Based on the Scrutinizers Report on remote e-voting and poll at the AGM venue all resolutions as set out in the Notice of the 20th AGM have been duly approved by the shareholders with requisite majority.

This is for your information and record.

Thanking you
Yours faithfully

For Accel Frontline Limited



Sweena Nair
Company Secretary



REPORT OF SCRUTINIZER

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To,

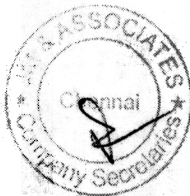
The Chairman

20th (Twentieth) Annual General Meeting of the Equity Shareholders of M/s. Accel Frontline Limited held on Friday, 25th September, 2015 at "THE MUSIC ACADEMY MINI HALL, TTK Road, Alwarpet, Chennai- 600 018" at 11.00 A.M.

Dear Sir,

I, Soy Joseph of M/s. JM & Associates, Practicing Company Secretaries, Chennai, had been appointed as the Scrutinizer by the Board of Directors of M/s. Accel Frontline Limited (the Company) for the purpose of scrutinizing the e-voting process and to scrutinize the physical ballot forms received from the shareholders, in a fair and transparent manner in respect of the below mentioned resolutions passed at the 20th Annual General Meeting of the Equity Shareholders of the Company held on Friday, 25th September, 2015 at 11.00 A.M at "THE MUSIC ACADEMY MINI HALL, TTK Road, Alwarpet, Chennai- 600 018, submit my report as under:

1. In accordance with the Notice of the 20th Annual General Meeting sent to the shareholders and the advertisement published pursuant to Rule 20(3)(V) of the Companies (Management and Administration) Rules, 2014, the e-voting opened on 22nd September, 2015 at 9.00 A.M and ended on 24th September, 2015 at 5.00 P.M.
2. The Company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the Shareholders of the Company. The Company has also provided e-voting and ballot voting facilities to the members present at the Annual General Meeting and who had not cast their vote through the remote e-voting facility.
3. The Equity Shareholders holding shares as on the cut-off date 18th September, 2015 were entitled to vote on the resolutions stated in the Notice of the 20th Annual General Meeting of the Company.
4. The NSDL e-voting platform was blocked on 24th September, 2015 at 5.00 P.M and was then unblocked in the presence of two witnesses who were not in the employment of the Company.



Page 1 of 6

JM & Associates

Company Secretaries

Indira Devi Complex, II Floor, # 20, Gopalakrishna Street, Pandy Bazaar, T. Nagar, Chennai - 600 017, INDIA.

Ph : 044 - 4207 0906, 2815 2670 E-mail : mail@saspartners.com



5. I have scrutinized and reviewed the e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system, the votes casted at the venue of Annual General Meeting by use of polling paper and by using an e-voting system.

6. I now submit my consolidated report as under on the result of the remote e-voting and the voting facilities extended at the venue of the Annual General Meeting.

(a) Resolution 1—Ordinary Resolution.

Adoption of the Standalone and Consolidated Audited Financial Statements of the Company as at 31st March, 2015 including audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the reports of the Directors and Auditors thereon.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical mode	Number of votes cast in favour of the resolution	% of total number of valid votes cast
81	23,207,222	99.844%

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical mode	Number of votes cast against the resolution	% of total number of valid votes cast
12	36,277	0.156%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL





(b) Resolution 2—Ordinary Resolution

Appointment of a Director in place of Mr. Malcolm F Mehta (DIN: 03277490), who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical mode	Number of votes cast in favour of the resolution	% of total number of valid votes cast
79	23,207,138	99.844%

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical mode	Number of votes cast against the resolution	% of total number of valid votes cast
13	36,311	0.156%

(iii) Invalid votes:

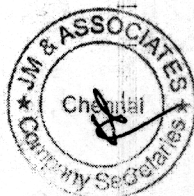
Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(c) Resolution 3—Ordinary Resolution

Re-Appointment M/s. Walker Chandio& Co LLP, Chartered Accountants as the Statutory Auditors, of the Company.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical mode	Number of votes cast in favour of the resolution	% of total number of valid votes cast
80	23,207,172	99.844%





(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical mode	Number of votes cast against the resolution	% of total number of valid votes cast
12	36,277	0.156%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(d) Resolution 4—Ordinary Resolution

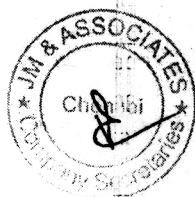
Appointment of Smt. RuchiNaithani (DIN 00531608) as an Independent Women Director of the Company.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system and through physical mode	Number of votes cast in favour of the resolution	% of total number of valid votes cast
80	23,207,172	99.844%

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical mode	Number of votes cast against the resolution	% of total number of valid votes cast
12	36,277	0.156%





(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(e) Resolution 5—Ordinary Resolution

Appointment Mr. Raj Khalid (DIN 00169691) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

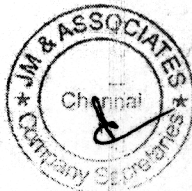
Number of members voted through electronic voting system and through physical mode	Number of votes cast in favour of the resolution	% of total number of valid votes cast
79	23,207,138	99.844%

(ii) Voted against the resolution:

Number of members voted through electronic voting system and through physical mode	Number of votes cast against the resolution	% of total number of valid votes cast
13	36,311	0.156%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL





JM & Associates

7. All relevant papers and records relating to electronic voting and ballot voting shall remain in our custody until the Chairman considers, approves and signs the minutes of the 20th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary of the Company for safe keeping.

Thanking you,

Yours faithfully,

SOY JOSEPH

JM & Associates

Practicing Company Secretaries

M.No.: 13852

COP : 5612



COUNTER SIGNED

For Accel Frontline Limited

N.R. Panicker
Executive Chairman

Place: Chennai

Date: 28th September 2015