



LIMITED

आई एफ सी आई लिमिटेड

(A Government of India Undertaking)  
(भारत सरकार का उपक्रम)

No. IFCI/CS/2016- 1014

September 29, 2016

**BSE Limited**  
Department of Corporate Services  
Phiroze JeeJeebhoy Tower  
Dalal Street, Fort  
Mumbai – 400 001

**CODE: 500106**

Dear Sir/Madam,

**Re: Disclosure of Voting Results and Scrutinizer's Report of 23<sup>rd</sup> Annual General Meeting (AGM) of IFCI Ltd.**

Pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Voting Results is enclosed herewith at **Annexure - I**. The Scrutinizer's Report is also enclosed herewith at **Annexure - II**

Kindly acknowledge receipt.

Thanking you

Yours faithfully,  
**For IFCI Limited**

**(Rupa Sarkar)**  
Company Secretary

**आई एफ सी आई लिमिटेड**

पंजीकृत कार्यालय:

आई एफ सी आई टावर, 61 नेहरु प्लेस, नई दिल्ली - 110 019

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फैक्स: +91-11-2623 0201, 2648 8471

वेबसाइट: www.ifcilt.com

सीआईएन: L74899DL1993GOI053677

**IFCI Limited**

**Regd. Office:**

IFCI Tower, 61 Nehru Place, New Delhi - 110 019

Phone: +91-11-4173 2000, 4179 2800

Fax: +91-11-2623 0201, 2648 8471

Website: www.ifcilt.com

CIN: L74899DL1993GOI053677



| Voting Results of AGM   |            |
|---|------------|
| Details of poll at AGM and remote e-voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions: |            |
| Date of the AGM   | 28.09.2016 |
| Total number of shareholders on record date   | 6,26,909   |
| No. of shareholders present in the meeting either in person or through Proxy:<br>Promoters and Promoter Group: 1<br>Public: 300   | 301        |
| No. of Shareholders attended the meeting through Video Conferencing<br>Promoters and Promoter Group:<br>Public:   | NIL        |

**1. Ordinary Resolution:** To consider and adopt the Audited Financial Statements and Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 and the reports of the Auditors' and Board's thereon;

| Whether promoter/ promoter group are interested in the Agenda/resolution |                |                     |                     |   |                        |                      | No                                   |                                    |
|--|----------------|---------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Category   | Mode of Voting | No. of shares held  | No of Votes Polled  | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes Against | % of votes in favour on Votes Polled | % of votes against on Votes Polled |
|  |                | (1)                 | (2)                 | (3)=(2)/(1)*100                         | (4)                    | (5)                  | (6)=(4)/(2)*100                      | (7)=(5)/(2)*100                    |
| Promoters and Promoter Group   | E-voting       | 9230,00,000         | -                   | 0.0000                                  | -                      | 0                    | 0.0000                               | 0.0000                             |
|  | Poll           |                     | 9230,00,000         | 100.0000                                | 9230,00,000            | 0                    | 100.0000                             | 0.0000                             |
|  | <b>Total</b>   |                     | <b>9230,00,000</b>  | <b>100.0000</b>                         | <b>9230,00,000</b>     | <b>0</b>             | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public-Institutions  | E-voting       | 3871,90,409         | 1224,24,728         | 31.6187                                 | 1224,24,728            | 0                    | 100.0000                             | 0.0000                             |
|  | Poll           |                     | 60,16,921           | 1.5540                                  | 60,16,921              | 0                    | 100.0000                             | 0.0000                             |
|  | <b>Total</b>   |                     | <b>1284,41,649</b>  | <b>33.1727</b>                          | <b>1284,41,649</b>     | <b>0</b>             | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public-Non Institutions  | E-voting       | 3518,46,826         | 705,99,660          | 20.0655                                 | 705,87,644             | 12,016               | 99.9830                              | 0.0170                             |
|  | Poll           |                     | 31,41,437           | 0.8928                                  | 31,41,337              | 100                  | 99.9968                              | 0.0032                             |
|  | <b>Total</b>   |                     | <b>737,41,097</b>   | <b>20.9583</b>                          | <b>737,28,981</b>      | <b>12116</b>         | <b>99.9836</b>                       | <b>0.0164</b>                      |
| <b>Total</b>   |                | <b>16620,37,235</b> | <b>11251,82,746</b> | <b>67.6990</b>                          | <b>11251,70,630</b>    | <b>12116</b>         | <b>99.9989</b>                       | <b>0.0011</b>                      |



**2. Ordinary Resolution:-** To confirm the interim dividend already paid on Preference Shares as Final dividend;

| Whether promoter/ promoter group are interested in the Agenda/resolution |                |                     |                     |   |                        |                      | No                                   |                                    |
|--|----------------|---------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Category   | Mode of Voting | No. of shares held  | No of Votes Polled  | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes Against | % of votes in favour on Votes Polled | % of votes against on Votes Polled |
|  |                | (1)                 | (2)                 | (3)=(2)/(1)*100                         | (4)                    | (5)                  | (6)=(4)/(2)*100                      | (7)=(5)/(2)*100                    |
| Promoters and Promoter Group   | E-voting       | 9230,00,000         | -                   | 0.0000                                  | -                      | 0                    | 0.0000                               | 0.0000                             |
|  | Poll           |                     | 9230,00,000         | 100.0000                                | 9230,00,000            | 0                    | 100.0000                             | 0.0000                             |
|  | Total          |                     | 9230,00,000         | 100.0000                                | 9230,00,000            | 0                    | 100.0000                             | 0.0000                             |
| Public-Institutions  | E-voting       | 3871,90,409         | 1224,24,728         | 31.6187                                 | 1224,24,728            | 0                    | 100.0000                             | 0.0000                             |
|  | Poll           |                     | 60,16,921           | 1.5540                                  | 60,16,921              | 0                    | 100.0000                             | 0.0000                             |
|  | Total          |                     | 1284,41,649         | 33.1727                                 | 1284,41,649            | 0                    | 100.0000                             | 0.0000                             |
| Public-Non Institutions  | E-voting       | 3518,46,826         | 725,09,716          | 20.6083                                 | 724,97,228             | 12,488               | 99.9828                              | 0.0172                             |
|  | Poll           |                     | 31,41,337           | 0.8928                                  | 31,41,337              | 0                    | 100.0000                             | 0.0000                             |
|  | Total          |                     | 756,51,053          | 21.5011                                 | 756,38,565             | 12,488               | 99.9835                              | 0.0165                             |
| <b>Total</b>   |                | <b>16620,37,235</b> | <b>11270,92,702</b> | <b>67.8139</b>                          | <b>11270,80,214</b>    | <b>12,488</b>        | <b>99.9989</b>                       | <b>0.0011</b>                      |

**3. Ordinary Resolution: -** To confirm the interim dividend already paid on equity shares as Final dividend;

| Whether promoter/ promoter group are interested in the Agenda/resolution |                |                     |                     |   |                        |                      | No                                   |                                    |
|--|----------------|---------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Category   | Mode of Voting | No. of shares held  | No of Votes Polled  | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes Against | % of votes in favour on Votes Polled | % of votes against on Votes Polled |
|  |                | (1)                 | (2)                 | (3)=(2)/(1)*100                         | (4)                    | (5)                  | (6)=(4)/(2)*100                      | (7)=(5)/(2)*100                    |
| Promoters and Promoter Group   | E-voting       | 9230,00,000         | 0                   | 0.0000                                  | 0                      | 0                    | 0.0000                               | 0.0000                             |
|  | Poll           |                     | 9230,00,000         | 100.0000                                | 9230,00,000            | 0                    | 100.0000                             | 0.0000                             |
|  | Total          |                     | 9230,00,000         | 100.0000                                | 9230,00,000            | 0                    | 100.0000                             | 0.0000                             |
| Public-Institutions  | E-voting       | 3871,90,409         | 1224,24,728         | 31.6187                                 | 1224,24,728            | 0                    | 100.0000                             | 0.0000                             |
|  | Poll           |                     | 60,16,921           | 1.5540                                  | 60,16,921              | 0                    | 100.0000                             | 0.0000                             |
|  | Total          |                     | 128441649           | 33.1727                                 | 1284,41,649            | 0                    | 100.0000                             | 0.0000                             |
| Public-Non Institutions  | E-voting       | 3518,46,826         | 725,09,966          | 20.6084                                 | 723,36,445             | 1,73,521             | 99.7607                              | 0.2393                             |
|  | Poll           |                     | 31,41,337           | 0.8928                                  | 31,41,337              | 0                    | 100.0000                             | 0.0000                             |
|  | Total          |                     | 756,51,303          | 21.5012                                 | 754,77,782             | 1,73,521             | 99.7706                              | 0.2294                             |
| <b>Total</b>   |                | <b>16620,37,235</b> | <b>11270,92,952</b> | <b>67.8139</b>                          | <b>11269,19,431</b>    | <b>1,73,521</b>      | <b>99.9846</b>                       | <b>0.0154</b>                      |

**4. Ordinary Resolution:** Re-appointment of Prof N Balakrishnan (DIN: 00181842) as a director liable to retire by rotation;

As Prof. N. Balakrishnan has withdrawn his nomination for appointment as director liable to retire by rotation, hence the resolution becomes infructuous.



**5. Ordinary Resolution: To fix remuneration of the Statutory Auditor(s) of the Company in terms of the provisions of Sections 139(5) and 142 of the Companies Act, 2013;**

| Whether promoter/ promoter group are interested in the Agenda/resolution |                |                     |                     |   |                        |                      | No                                   |                                    |
|--|----------------|---------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Category   | Mode of Voting | No. of shares held  | No of Votes Polled  | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes Against | % of votes in favour on Votes Polled | % of votes against on Votes Polled |
|  |                | (1)                 | (2)                 | (3)=(2)/(1)*100                         | (4)                    | (5)                  | (6)=(4)/(2)*100                      | (7)=(5)/(2)*100                    |
| Promoters and Promoter Group   | E-voting       | 9230,00,000         | 0                   | 0.0000                                  | 0                      | 0                    | 0.0000                               | 0.0000                             |
|  | Poll           |                     | 9230,00,000         | 100.0000                                | 9230,00,000            | 0                    | 100.0000                             | 0.0000                             |
|  | <b>Total</b>   |                     | <b>9230,00,000</b>  | <b>100.0000</b>                         | <b>9230,00,000</b>     | <b>0</b>             | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public-Institutions  | E-voting       | 3871,90,409         | 1224,24,728         | 31.6187                                 | 1224,24,728            | 0                    | 100.0000                             | 0.0000                             |
|  | Poll           |                     | 60,16,921           | 1.5540                                  | 60,16,921              | 0                    | 100.0000                             | 0.0000                             |
|  | <b>Total</b>   |                     | <b>1284,41,649</b>  | <b>33.1727</b>                          | <b>1284,41,649</b>     | <b>0</b>             | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public-Non Institutions  | E-voting       | 3518,46,826         | 725,09,966          | 20.6084                                 | 724,96,500             | 13,466               | 99.9814                              | 0.0186                             |
|  | Poll           |                     | 31,41,337           | 0.8928                                  | 31,41,229              | 108                  | 99.9966                              | 0.0034                             |
|  | <b>Total</b>   |                     | <b>756,51,303</b>   | <b>21.5012</b>                          | <b>756,37,729</b>      | <b>13,574</b>        | <b>99.9821</b>                       | <b>0.0179</b>                      |
| <b>Total</b>   |                | <b>16620,37,235</b> | <b>11270,92,952</b> | <b>67.8139</b>                          | <b>11270,79,378</b>    | <b>13,574</b>        | <b>99.9988</b>                       | <b>0.0012</b>                      |

**6. Special Resolution: To authorise Board of Directors for making offer(s) or invitation to subscribe to securities, including but not limited to bonds and non convertible debentures by way of private placement up to an amount not exceeding Rs. 5000 crore( Five Thousand Crores);**

| Whether promoter/ promoter group are interested in the Agenda/resolution |                |                     |                     |   |                        |                      | No                                   |                                    |
|--|----------------|---------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Category   | Mode of Voting | No. of shares held  | No of Votes Polled  | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes Against | % of votes in favour on Votes Polled | % of votes against on Votes Polled |
|  |                | (1)                 | (2)                 | (3)=(2)/(1)*100                         | (4)                    | (5)                  | (6)=(4)/(2)*100                      | (7)=(5)/(2)*100                    |
| Promoters and Promoter Group   | E-voting       | 9230,00,000         | 0                   | 0.0000                                  | 0                      | 0                    | 0.0000                               | 0.0000                             |
|  | Poll           |                     | 9230,00,000         | 100.0000                                | 9230,00,000            | 0                    | 100.0000                             | 0.0000                             |
|  | <b>Total</b>   |                     | <b>9230,00,000</b>  | <b>100.0000</b>                         | <b>9230,00,000</b>     | <b>0</b>             | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public-Institutions  | E-voting       | 3871,90,409         | 1224,24,728         | 31.6187                                 | 1224,24,728            | 0                    | 100.0000                             | 0.0000                             |
|  | Poll           |                     | 60,16,921           | 1.5540                                  | 60,16,921              | 0                    | 100.0000                             | 0.0000                             |
|  | <b>Total</b>   |                     | <b>1284,41,649</b>  | <b>33.1727</b>                          | <b>1284,41,649</b>     | <b>0</b>             | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public-Non Institutions  | E-voting       | 3518,46,826         | 725,09,916          | 20.6084                                 | 668,39,109             | 56,70,807            | 92.1793                              | 7.8207                             |
|  | Poll           |                     | 31,41,337           | 0.8928                                  | 31,41,337              | 0                    | 100.0000                             | 0.0000                             |
|  | <b>Total</b>   |                     | <b>756,51,253</b>   | <b>21.5012</b>                          | <b>699,80,446</b>      | <b>56,70,807</b>     | <b>92.5040</b>                       | <b>7.4960</b>                      |
| <b>Total</b>   |                | <b>16620,37,235</b> | <b>11270,92,902</b> | <b>67.8139</b>                          | <b>11214,22,095</b>    | <b>56,70,807</b>     | <b>99.4969</b>                       | <b>0.5031</b>                      |



**7. Ordinary Resolution:** To authorise Board of Directors to determine fees for delivering documents through a particular mode as requested by a member;

| Whether promoter/ promoter group are interested in the Agenda/resolution |                |                     |                     |   |                        |                      | No                                   |                                    |
|--|----------------|---------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Category   | Mode of Voting | No. of shares held  | No of Votes Polled  | % of Votes Polled on Outstanding Shares | No. of Votes in Favour | No. of Votes Against | % of votes in favour on Votes Polled | % of votes against on Votes Polled |
|  |                | (1)                 | (2)                 | (3)=(2)/(1)*100                         | (4)                    | (5)                  | (6)=(4)/(2)*100                      | (7)=(5)/(2)*100                    |
| Promoters and Promoter Group   | E-voting       | 9230,00,000         | 0                   | 0                                       | 0                      | 0                    | 0.0000                               | 0.0000                             |
|  | Poll           |                     | 9230,00,000         | 100.0000                                | 9230,00,000            | 0                    | 100.0000                             | 0.0000                             |
|  | <b>Total</b>   |                     | <b>9230,00,000</b>  | <b>100.0000</b>                         | <b>9230,00,000</b>     | <b>0</b>             | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public-Institutions  | E-voting       | 3871,90,409         | 1218,96,728         | 31.4824                                 | 1218,96,728            | 0                    | 100.0000                             | 0.0000                             |
|  | Poll           |                     | 60,16,921           | 1.5540                                  | 60,16,921              | -                    | 100.0000                             | 0.0000                             |
|  | <b>Total</b>   |                     | <b>1279,13,649</b>  | <b>33.0364</b>                          | <b>1279,13,649</b>     | <b>0</b>             | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public-Non Institutions  | E-voting       | 3518,46,826         | 725,09,916          | 20.6084                                 | 724,75,838             | 34,078               | 99.9530                              | 0.0470                             |
|  | Poll           |                     | 31,41,337           | 0.8928                                  | 31,41,229              | 108                  | 99.9966                              | 0.0034                             |
|  | <b>Total</b>   |                     | <b>756,51,253</b>   | <b>21.5012</b>                          | <b>756,17,067</b>      | <b>34,186</b>        | <b>99.9548</b>                       | <b>0.0452</b>                      |
| <b>Total</b>   |                | <b>16620,37,235</b> | <b>11265,64,902</b> | <b>67.7822</b>                          | <b>11265,30,716</b>    | <b>34,186</b>        | <b>99.9970</b>                       | <b>0.0030</b>                      |



**SANJAY GROVER & ASSOCIATES****COMPANY SECRETARIES**

B-88, 1<sup>ST</sup> Floor, Defence Colony, New Delhi - 110 024  
Tel. : (011) 4679 0000, Fax : (011) 4679 0012  
e-mail : contact@cssanjaygrover.in  
website : www.cssanjaygrover.in

**Consolidated Scrutinizer's Report**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies  
(Management and Administration) Rules, 2014 as amended up to date]

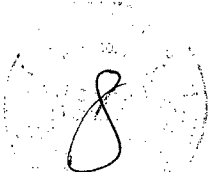
To,  
Shri Malay Mukherjee,  
THE CEO & MD  
**IFCI LIMITED**  
(CINL74899DL1993GOI053677)  
IFCI Tower, 61 Nehru Place,  
New Delhi-110 019

Dear Sir,

I, Sanjay Grover, Managing Partner of M/s Sanjay Grover & Associates, Practicing Company Secretaries having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as a Scrutinizer for the purpose of scrutinizing voting process, i.e. remote e-voting and voting through polling paper at Annual General Meeting (AGM), under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended up to date) on the resolution(s) mentioned in the Notice dated August 06, 2016 for 23<sup>rd</sup> AGM of the Company held on Wednesday, September 28, 2016 at 10:30 A.M. at Mavlankar Auditorium, Constitution Club of India, Rafi Marg, New Delhi-110001.

I submit my report as under:-

1. The remote e-voting period commenced on Sunday, September 25, 2016 at 09:00 A.M. and ended on Tuesday, September 27, 2016 at 05:00 P.M. via e-voting platform on the designated website of Central Depository Services (India) Limited (CDSL) viz. www.evotingindia.com



2. The Shareholders of the Company as on the "cut off" date i.e. Wednesday, September 21, 2016 were entitled to avail the facility of remote e-voting on the proposed resolutions (items no. 1 to 7) as well as voting through polling paper at the AGM, as the case may be, on the proposed resolution(s) (item no. 1 to 7 except item no 4 as the same had become infructuous) as set out in the Notice dated August 06, 2016.
3. The total paid up Equity Share Capital of the Company as on September 21, 2016 was Rs. 16,62,03,72,350/- (Rupees One Thousand Six Hundred Sixty Two Crore Three Lakh Seventy Two Thousand Three Hundred and Fifty only) divided into 1,66,20,37,235 (One Hundred Sixty Six Crore Twenty Lakh Thirty Seven Thousand Two Hundred Thirty Five) equity shares of Rs. 10 /- (Rupee Ten only) each.
4. The Chairman ordered for poll at AGM as per Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as amended up to date.
5. Four (4) ballot boxes were kept for polling and the ballot boxes were locked in my presence.
6. After completion of Poll at the AGM the Ballot boxes were opened in my presence and ballots were diligently scrutinized. Thereafter, ballots were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company. A detailed register was maintained containing the particulars of the shareholders who participated in poll at AGM.
7. The ballots, which were incomplete and/or which were otherwise found defective or if signature of any shareholder did not match with the records have been treated as invalid and were kept separately.
8. Thereafter, the votes cast through remote e-voting were unblocked after completion of poll at the AGM in the presence of two witnesses, Mr. Shobhit Sharma R/o 1019, Ramji Dwara, Chatta Bazar, Holi Gate, Mathura-281001 and Mr. Ankit Dogra R/o C-136, Sindhora Kalan near Ashok Vihar, Delhi-52 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
Shobhit Sharma

  
Ankit Dogra



9. The consolidated summary of results of poll at AGM and remote e-voting are as under:

**Resolution No. 1-** To consider and adopt the Audited Financial Statements and Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 and the reports of the Auditors' and Board's thereon;

| Ordinary Resolution |                       |              |                |            |
|---------------------|-----------------------|--------------|----------------|------------|
| Particulars         | Number of Valid Votes |              |                | Percentage |
|                     | Poll                  | e-Votes      | Total          |            |
| Assent              | 93,21,58,258          | 19,30,12,372 | 1,12,51,70,630 | 99.9989    |
| Dissent             | 100                   | 12,016       | 12,116         | 00.0011    |
| Total               | 93,21,58,358          | 19,30,24,388 | 1,12,51,82,746 | 100.0000   |

Therefore, the resolution No. 1 has been approved with requisite majority. Details of poll at AGM and remote e-voting are given in Annexure- A.

**Resolution No. 2-** To confirm the interim dividend already paid on Preference Shares as Final dividend;

| Ordinary Resolution |                       |              |                |            |
|---------------------|-----------------------|--------------|----------------|------------|
| Particulars         | Number of Valid Votes |              |                | Percentage |
|                     | Poll                  | e-Votes      | Total          |            |
| Assent              | 93,21,58,258          | 19,49,21,956 | 1,12,70,80,214 | 99.9988    |
| Dissent             | 0                     | 12,488       | 12,488         | 00.0012    |
| Total               | 93,21,58,258          | 19,49,34,444 | 1,12,70,92,702 | 100.0000   |

Therefore, the resolution No. 2 has been approved with requisite majority. Details of poll at AGM and remote e-voting are given in Annexure B.





**Resolution No. 3-** To confirm the interim dividend already paid on equity shares as Final dividend;

| Ordinary Resolution |                       |              |                |            |
|---------------------|-----------------------|--------------|----------------|------------|
| Particulars         | Number of Valid Votes |              |                | Percentage |
|                     | Poll                  | e-Votes      | Total          |            |
| Assent              | 93,21,58,258          | 19,47,61,173 | 1,12,69,19,431 | 99.9846    |
| Dissent             | 0                     | 1,73,521     | 1,73,521       | 00.0154    |
| Total               | 93,21,58,258          | 19,49,34,694 | 1,12,70,92,952 | 100.0000   |

Therefore, the resolution No. 3 has been approved with requisite majority. Details of poll at AGM and remote e-voting are given in Annexure C.

**Resolution No. 4-** Re-appointment of Prof N Balakrishnan (DIN: 00181842) as a director liable to retire by rotation;

**As Prof. N. Balakrishnan has withdrawn his nomination for appointment as director liable to retire by rotation, hence the resolution becomes infructuous.**

**Resolution No. 5-** To fix remuneration of the Statutory Auditor(s) of the Company in terms of the provisions of Sections 139(5) and 142 of the Companies Act, 2013;

| Ordinary Resolution |                       |              |                |            |
|---------------------|-----------------------|--------------|----------------|------------|
| Particulars         | Number of Valid Votes |              |                | Percentage |
|                     | Poll                  | e-Votes      | Total          |            |
| Assent              | 93,21,58,150          | 19,49,21,228 | 1,12,70,79,378 | 99.9987    |
| Dissent             | 108                   | 13,466       | 13,574         | 00.0013    |
| Total               | 93,21,58,258          | 19,49,34,694 | 1,12,70,92,952 | 100.0000   |

Therefore, the resolution No.5 has been approved with requisite majority. Details of poll at AGM and remote e-voting are given in Annexure-D.



**Resolution No. 6-** To authorize Board of Directors for making offer(s) or invitation to subscribe to securities, including but not limited to bonds and non convertible debentures by way of private placement up to an amount not exceeding Rs. 5000 Crore (Rupees Five Thousand Crores);

| Special Resolution |                       |              |                |            |
|--------------------|-----------------------|--------------|----------------|------------|
| Particulars        | Number of Valid Votes |              |                | Percentage |
|                    | Poll                  | e-Votes      | Total          |            |
| Assent             | 93,21,58,258          | 18,92,63,837 | 1,12,14,22,095 | 99.4968    |
| Dissent            | 0                     | 56,70,807    | 56,70,807      | 00.5032    |
| Total              | 93,21,58,258          | 19,49,34,644 | 1,12,70,92,902 | 100.0000   |

Therefore, the resolution No. 6 has been approved with requisite majority. Details of poll at AGM and remote e-voting are given in Annexure-E.

**Resolution No. 7-** To authorize Board of Directors to determine fees for delivering documents to members through a particular mode as requested by a member;



| Ordinary Resolution |                       |              |                |            |
|---------------------|-----------------------|--------------|----------------|------------|
| Particulars         | Number of Valid Votes |              |                | Percentage |
|                     | Poll                  | e-Votes      | Total          |            |
| Assent              | 93,21,58,150          | 19,43,72,566 | 1,12,65,30,716 | 99.9969    |
| Dissent             | 108                   | 34,078       | 34,186         | 00.0031    |
| Total               | 93,21,58,258          | 19,44,06,644 | 1,12,65,64,902 | 100.0000   |

Therefore, the resolution No. 7 has been approved with requisite majority. Details of poll at AGM and remote e-voting are given in Annexure-F.



10. The ballots, register and all other papers relating to voting by electronic means shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes of AGM and thereafter, the Scrutinizer shall hand over the ballots register and other related papers to the Company.

Thank you,

| For SANJAY GROVER & ASSOCIATES   | COUNTERSIGNED BY   |
|--|--|
| <p data-bbox="432 698 823 732">COMPANY SECRETARIES</p>  <p data-bbox="555 732 834 864"><i>Sanjay Grover</i></p> <p data-bbox="552 868 823 959">Sanjay Grover<br/>(Managing Partner)</p> <p data-bbox="675 977 823 1011">Scrutinizer</p> <p data-bbox="643 1029 823 1063">CP No. 3850</p> <p data-bbox="204 1118 568 1163">Date: September 28, 2016</p> <p data-bbox="204 1181 443 1215">Place: New Delhi</p> |  <p data-bbox="1137 800 1489 902"><i>Shri Malay Mukherjee</i></p> <p data-bbox="1106 909 1409 943">Shri Malay Mukherjee</p> <p data-bbox="1265 961 1409 995">CEO &amp; MD</p> <p data-bbox="850 1102 1098 1136">Date: 29-9-16.</p> <p data-bbox="850 1163 1145 1197">Place: New Delhi.</p> |

Details of poll at AGM and remote e-voting for Resolution No.-1 are as under:

**A1. VOTING THROUGH POLL:**

| Particulars             | No. of voters | No. of Equity Shares | Paid-up value of the Equity Shares | % of Total Paid-up Equity Capital |
|-------------------------|---------------|----------------------|------------------------------------|-----------------------------------|
|                         |               |                      | (In Rs.)                           | (Approx.)                         |
| a) Total votes received | 36            | 93,21,69,458         | 9,32,16,94,580                     | 56.0859                           |
| b) Less: Invalid Votes  | 2             | 11,100               | 1,11,000                           | 00.0006                           |
| c) Net votes cast       | 34            | 93,21,58,358         | 9,32,15,83,580                     | 56.0853                           |
| d) Votes with assent    | 33            | 93,21,58,258         | 9,32,15,82,580                     | 56.0853                           |
| e) Votes with dissent   | 1             | 100                  | 1,000                              | 00.0000                           |

**A2. VOTING THROUGH REMOTE E-VOTING:**

| Particulars             | No. of e-voters | No. of Equity Shares | Paid-up value of the Equity Shares | % of Total Paid-up Equity Capital |
|-------------------------|-----------------|----------------------|------------------------------------|-----------------------------------|
|                         |                 |                      | (In Rs.)                           | (Approx.)                         |
| a) Total votes received | 221             | 19,30,24,388         | 1,93,02,43,880                     | 11.6137                           |
| b) Votes with Assent    | 212             | 19,30,123,72         | 1,93,01,23,720                     | 11.6130                           |
| c) Votes with dissent   | 9               | 12,016               | 1,20,160                           | 00.0007                           |





Details of poll at AGM and remote e-voting for Resolution No.-3 are as under:

**C1. VOTING THROUGH POLL:**

| Particulars             | No. of voters | No. of Equity Shares | Paid-up value of the Equity Shares | % of Total Paid-up Equity Capital |
|-------------------------|---------------|----------------------|------------------------------------|-----------------------------------|
|                         |               |                      | (In Rs.)                           | (Approx.)                         |
| a) Total votes received | 35            | 93,21,69,358         | 9,32,16,93,580                     | 56.0859                           |
| b) Less: Invalid Votes  | 2             | 11,100               | 1,11,000                           | 00.0006                           |
| c) Net Valid votes cast | 33            | 93,21,58,258         | 9,32,15,82,580                     | 56.0853                           |
| d) Votes with assent    | 33            | 93,21,58,258         | 9,32,15,82,580                     | 56.0853                           |
| e) Votes with dissent   | 0             | 0.                   | 0                                  | 00.0000                           |

**C2. VOTING THROUGH REMOTE E-VOTING:**

| Particulars             | No. of e-voters | No. of Equity Shares | Paid-up value of the Equity Shares | % of Total Paid-up Equity Capital |
|-------------------------|-----------------|----------------------|------------------------------------|-----------------------------------|
|                         |                 |                      | (In Rs.)                           | (Approx.)                         |
| a) Total votes received | 223             | 19,49,34,694         | 1,94,93,46,940                     | 11.7286                           |
| b) Votes with Assent    | 203             | 19,47,61,173         | 1,94,76,11,730                     | 11.7182                           |
| c) Votes with dissent   | 20              | 1,73,521             | 17,35,210                          | 00.0104                           |



**Annexure -D**

Details of poll at AGM and remote e-voting for Resolution No.-5 are as under:

**D1. VOTING THROUGH POLL:**

| Particulars             | No. of voters | No. of Equity Shares | Paid-up value of the Equity Shares | % of Total Paid-up Equity Capital |
|-------------------------|---------------|----------------------|------------------------------------|-----------------------------------|
|                         |               |                      | (In Rs.)                           | (Approx.)                         |
| a) Total votes received | 35            | 93,21,69,358         | 9,32,16,93,580                     | 56.0859                           |
| b) Less: Invalid Votes  | 2             | 11,100               | 1,11,000                           | 00.0006                           |
| c) Net Valid votes cast | 33            | 93,21,58,258         | 9,32,15,82,580                     | 56.0853                           |
| d) Votes with           | 32            | 93,21,58,150         | 9,32,15,82,580                     | 56.0853                           |
| e) Votes with dissent   | 1             | 108                  | 0                                  | 00.0000                           |

**D2. VOTING THROUGH REMOTE E-VOTING:**

| Particulars             | No. of e-voters | No. of Equity Shares | Paid-up value of the Equity Shares | % of Total Paid-up Equity Capital |
|-------------------------|-----------------|----------------------|------------------------------------|-----------------------------------|
|                         |                 |                      | (In Rs.)                           | (Approx.)                         |
| a) Total Votes Received | 223             | 19,49,34,694         | 1,94,93,46,940                     | 11.7286                           |
| b) Votes with Assent    | 212             | 19,49,21,228         | 1,94,92,12,280                     | 11.7278                           |
| c) Votes with dissent   | 11              | 13466                | 134660                             | 00.0008                           |



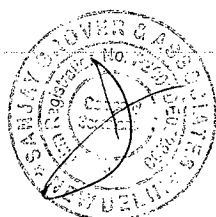
Details of poll at AGM and remote e-voting for Resolution No.-6 are as under:

**E1. VOTING THROUGH POLL:**

| Particulars             | No. of voters | No. of Equity Shares | Paid-up value of the Equity Shares | % of Total Paid-up Equity Capital |
|-------------------------|---------------|----------------------|------------------------------------|-----------------------------------|
|                         |               |                      | (In Rs.)                           | (Approx.)                         |
| a) Total votes received | 35            | 93,21,69,358         | 9,32,16,93,580                     | 56.0859                           |
| b) Less: Invalid Votes  | 2             | 11,100               | 1,11,000                           | 00.0006                           |
| c) Net Valid votes cast | 33            | 93,21,58,258         | 9,32,15,82,580                     | 56.0853                           |
| d) Votes with assent    | 33            | 93,21,58,258         | 9,32,15,82,580                     | 56.0853                           |
| e) Votes with dissent   | 0             | 0                    | 0                                  | 00.0000                           |

**E2. VOTING THROUGH REMOTE E-VOTING:**

| Particulars             | No. of e-voters | No. of Equity Shares | Paid-up value of the Equity Shares | % of Total Paid-up Equity Capital |
|-------------------------|-----------------|----------------------|------------------------------------|-----------------------------------|
|                         |                 |                      | (In Rs.)                           | (Approx.)                         |
| a) Total Votes Received | 222             | 19,49,34,644         | 1,94,93,46,440                     | 11.7286                           |
| b) Votes with Assent    | 202             | 18,92,63,837         | 1,89,26,38,370                     | 11.3875                           |
| c) Votes with dissent   | 20              | 56,70,807            | 5,67,08,070                        | 00.3411                           |





Details of poll at AGM and remote e-voting for Resolution No.-7 are as under

**F1. VOTING THROUGH POLL:**

| Particulars             | No. of voters | No. of Equity Shares | Paid-up value of the Equity Shares | % of Total Paid-up Equity Capital |
|-------------------------|---------------|----------------------|------------------------------------|-----------------------------------|
|                         |               |                      | (In Rs.)                           | (Approx.)                         |
| a) Total votes received | 35            | 93,21,69,358         | 9,32,16,93,580                     | 56.0859                           |
| b) Less: Invalid Votes  | 2             | 11,100               | 1,11,000                           | 00.0006                           |
| c) Net Valid votes cast | 33            | 93,21,58,258         | 9,32,15,82,580                     | 56.0853                           |
| d) Votes with assent    | 32            | 93,21,58,150         | 9,32,15,82,580                     | 56.0853                           |
| e) Votes with dissent   | 1             | 108                  | 0                                  | 00.0000                           |

**F2. VOTING THROUGH REMOTE E-VOTING:**

| Particulars             | No. of e-voters | No. of Equity Shares | Paid-up value of the Equity Shares | % of Total Paid-up Equity Capital |
|-------------------------|-----------------|----------------------|------------------------------------|-----------------------------------|
|                         |                 |                      | (In Rs.)                           | (Approx.)                         |
| a) Total Votes Received | 221             | 19,44,06,644         | 1,94,40,66,440                     | 11.6968                           |
| b) Votes with Assent    | 203             | 19,43,72,566         | 1,94,37,25,660                     | 11.6948                           |
| c) Votes with dissent   | 18              | 34,078               | 3,40,780                           | 00.0020                           |

