



REF: FLFL/ FIFTH AGM - 2017

30 August 2017

To,  
Dept. of Corporate Services (CRD)  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001

To,  
Listing Department  
The National Stock Exchange of India Limited  
Exchange Plaza,  
Bandra- Kurla Complex, Bandra (East)  
Mumbai- 400 051

Scrip Code: 536507

NSE Symbol: FLFL

Dear Sir / Madam,

**Sub.: Fifth Annual General Meeting of Future Lifestyle Fashions Limited.**

Pursuant to provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations"), please find enclosed herewith a summary of the proceedings of the Fifth Annual General Meeting of Future Lifestyle Fashions Limited, held on Tuesday, 29 August 2017 at 4:00 pm at Rangaswar Hall, 4<sup>th</sup> Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai - 400 021 ("AGM").

Further, we enclose herewith the details of voting results (in the prescribed format) in respect of the business transacted at the said AGM, pursuant to Regulation 44(3) of the SEBI Regulations.

We also enclose herewith the Report received from the Scrutinizer on Remote e-voting and voting conducted through ballot papers at the AGM.

The above reports are also being uploaded on the Company's website.

Kindly take the aforesaid on records and acknowledge receipt of the same.

Thanking you,

Yours faithfully,

**For Future Lifestyle Fashions Limited**

  
**Sanjay Kumar Mutha**  
Chief Legal & Company Secretary



Encl: as above



## **Summary of the proceedings of the Fifth Annual General Meeting**

**of**

### **Future Lifestyle Fashions Limited**

The Fifth Annual General Meeting ("AGM") of the Members of Future Lifestyle Fashions Limited ("the Company") was convened on Tuesday, 29 August 2017 at 4:00 pm at Rangaswar Hall, 4<sup>th</sup> Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai - 400 021 and concluded at 4:45 pm.

Mr. Shailesh Haribhakti, Chairperson of the Board chaired the AGM. Since, the requisite quorum was present, the Chairperson called the AGM to order.

The Chairperson informed the AGM that the Company had provided the Members the facility to cast their vote electronically, on all the Resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the AGM. The following items of business, as per the Notice of the AGM were transacted at the AGM:

1. Adoption of Audited Financial Statements of the Company for the financial year ended 31 March 2017 together with the Reports of the Board of Directors and Auditors thereon;
2. Declaration of a Dividend on Equity Shares;
3. Appointment of Mr. Kishore Biyani, who retires by rotation and being eligible, offers himself for re-appointment;
4. Re-appointment of NGS & Co. LLP, Chartered Accounts, as Statutory Auditors and fix their remuneration;
5. Approval for remuneration arising upon the exercise of vested Employee Stock Options held by Mr. C. P. Toshniwal, Non-executive Director;
6. Approval for revision in remuneration payable to Mr. Kishore Biyani as the Managing Director;
7. Borrowing / raising funds by issue of debt instruments for an amount upto Rs.750 Crore.

Clarifications were provided to the queries raised by the Members at the AGM.

The Board of Directors had appointed Mr. Sanjay Dholakia, Practicing Company Secretary as the Scrutinizer to supervise the Remote e -voting and Polling process at the AGM. As per the scrutinizers report received by the Company, all the Resolutions as set out in the Notice of the said AGM have been passed by the Members with requisite majority.

**Future Lifestyle Fashions Limited**

Knowledge House, Shyam Nagar, Off Jogeshwari Vikhroli Link Road, Jogeshwari (East), Mumbai 400 060

P +91 22 6644 2200, F + 91 22 6644 2201, [www.futurelifestyle.in](http://www.futurelifestyle.in).

CIN : L52100MH2012PLC231654





**Details of Voting Results**

(Combined results of votes cast through Remote e-voting and poll at the AGM)

Date of the AGM	<b>Fifth Annual General Meeting (AGM) of the Company held on 29 August 2017</b>
Total number of Shareholders on record date	<b>22 August 2017 was cut-off date for reckoning the voting rights of the Shareholders.</b> <b>Total Number of Shareholders: 40,824</b>
No. of Shareholders present in the AGM either in person or through proxy:	
Promoters and Promoter Group:	<b>21</b>
Public:	<b>108</b>
No. of Shareholders attended the AGM through Video Conferencing	<b>No Video Conferencing facility was provided</b>
Promoters and Promoter Group:	
Public:	
Mode of voting:	<b>Remote e-voting and poll at the AGM.</b>



**Future Lifestyle Fashions Limited**

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CIN : L52100MH2012PLC231654

## Future Lifestyle Fashions Limited

Resolution Required : (Ordinary)			1 - Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2017 together with the Reports of the Board of Directors and Auditors 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
Promoter and Promoter Group	E-Voting	115241065	111640870	96.8759	111640870	0	100.0000	0.0000
	Poll		3600195	3.1241	3600195	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>115241065</b>	<b>100.0000</b>	<b>115241065</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	43150039	34381583	79.6791	34381583	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>34381583</b>	<b>79.6791</b>	<b>34381583</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	31737874	4987311	15.7141	4987311	0	100.0000	0.0000
	Poll		867558	2.7335	867513	45	99.9948	0.0052
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5854869</b>	<b>18.4476</b>	<b>5854824</b>	<b>45</b>	<b>99.9992</b>	<b>0.0008</b>
<b>Total</b>		<b>190128978</b>	<b>155477517</b>	<b>81.7748</b>	<b>155477472</b>	<b>45</b>	<b>100.0000</b>	<b>0.0000</b>



## Future Lifestyle Fashions Limited

Resolution Required : (Ordinary)			2 - Declaration of Dividend on Equity Shares					
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
Promoter and Promoter Group	E-Voting	115241065	111640870	96.8759	111640870	0	100.0000	0.0000
	Poll		3600195	3.1241	3600195	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>115241065</b>	<b>100.0000</b>	<b>115241065</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	43150039	34381583	79.6791	34381583	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>34381583</b>	<b>79.6791</b>	<b>34381583</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	31737874	4987262	15.7139	4987262	0	100.0000	0.0000
	Poll		867558	2.7335	867513	45	99.9948	0.0052
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5854820</b>	<b>18.4474</b>	<b>5854775</b>	<b>45</b>	<b>99.9992</b>	<b>0.0008</b>
<b>Total</b>		<b>190128978</b>	<b>155477468</b>	<b>81.7747</b>	<b>155477423</b>	<b>45</b>	<b>100.0000</b>	<b>0.0000</b>



## Future Lifestyle Fashions Limited

Resolution Required : (Ordinary)		3 - Appointment of Mr. Kishore Biyani, who retires by rotation and being eligible, offers himself for re-appointment						
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]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	115241065	111640870	96.8759	111640870	0	100.0000	0.0000
	Poll		3600195	3.1241	3600195	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>115241065</b>	<b>100.0000</b>	<b>115241065</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	43150039	34381583	79.6791	34369565	12018	99.9650	0.0350
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>34381583</b>	<b>79.6791</b>	<b>34369565</b>	<b>12018</b>	<b>99.9650</b>	<b>0.0350</b>
Public Non Institutions	E-Voting	31737874	4987311	15.7141	4986971	340	99.9932	0.0068
	Poll		867558	2.7335	867513	45	99.9948	0.0052
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5854869</b>	<b>18.4476</b>	<b>5854484</b>	<b>385</b>	<b>99.9934</b>	<b>0.0066</b>
<b>Total</b>		<b>190128978</b>	<b>155477517</b>	<b>81.7748</b>	<b>155465114</b>	<b>12403</b>	<b>99.9920</b>	<b>0.0080</b>



## Future Lifestyle Fashions Limited

Resolution Required : (Ordinary)			4 - Re-appointment of Statutory Auditors and fix their remuneration					
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]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	115241065	111640870	96.8759	111640870	0	100.0000	0.0000
	Poll		3600195	3.1241	3600195	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>115241065</b>	<b>100.0000</b>	<b>115241065</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	43150039	31634224	73.3122	31622206	12018	99.9620	0.0380
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>31634224</b>	<b>73.3122</b>	<b>31622206</b>	<b>12018</b>	<b>99.9620</b>	<b>0.0380</b>
Public Non Institutions	E-Voting	31737874	4987211	15.7138	4987209	2	100.0000	0.0000
	Poll		867558	2.7335	867513	45	99.9948	0.0052
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5854769</b>	<b>18.4473</b>	<b>5854722</b>	<b>47</b>	<b>99.9992</b>	<b>0.0008</b>
<b>Total</b>		<b>190128978</b>	<b>152730058</b>	<b>80.3297</b>	<b>152717993</b>	<b>12065</b>	<b>99.9921</b>	<b>0.0079</b>



## Future Lifestyle Fashions Limited

Resolution Required : (Ordinary)			5 - Approval for remuneration arising upon the exercise of vested Employee Stock Options held by Mr. C. P. Toshniwal, Non-executive Director					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	115241065	111640870	96.8759	111640870	0	100.0000	0.0000
	Poll		3600195	3.1241	3600195	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>115241065</b>	<b>100.0000</b>	<b>115241065</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	43150039	34381583	79.6791	33782474	599109	98.2575	1.7425
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>34381583</b>	<b>79.6791</b>	<b>33782474</b>	<b>599109</b>	<b>98.2575</b>	<b>1.7425</b>
Public Non Institutions	E-Voting	31737874	4987311	15.7141	4986940	371	99.9926	0.0074
	Poll		867558	2.7335	867513	45	99.9948	0.0052
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5854869</b>	<b>18.4476</b>	<b>5854453</b>	<b>416</b>	<b>99.9929</b>	<b>0.0071</b>
<b>Total</b>		<b>190128978</b>	<b>155477517</b>	<b>81.7748</b>	<b>154877992</b>	<b>599525</b>	<b>99.6144</b>	<b>0.3856</b>





## Future Lifestyle Fashions Limited

Resolution Required : (Special)			6 - Approval for revision in remuneration payable to Mr. Kishore Biyani as the Managing Director					
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
Promoter and Promoter Group	E-Voting	115241065	111640870	96.8759	111640870	0	100.0000	0.0000
	Poll		3600195	3.1241	3600195	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>115241065</b>	<b>100.0000</b>	<b>115241065</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	43150039	34381583	79.6791	34381583	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>34381583</b>	<b>79.6791</b>	<b>34381583</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	31737874	4987211	15.7138	4986683	528	99.9894	0.0106
	Poll		867558	2.7335	867513	45	99.9948	0.0052
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5854769</b>	<b>18.4473</b>	<b>5854196</b>	<b>573</b>	<b>99.9902</b>	<b>0.0098</b>
<b>Total</b>		<b>190128978</b>	<b>155477417</b>	<b>81.7747</b>	<b>155476844</b>	<b>573</b>	<b>99.9996</b>	<b>0.0004</b>



## Future Lifestyle Fashions Limited

Resolution Required : (Special)		7 - Borrowing / raising funds by issue of debt instruments for an amount upto ₹ 750 Crore						
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
Promoter and Promoter Group	E-Voting	115241065	111640870	96.8759	111640870	0	100.0000	0.0000
	Poll		3600195	3.1241	3600195	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>115241065</b>	<b>100.0000</b>	<b>115241065</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	43150039	34381583	79.6791	34381583	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>34381583</b>	<b>79.6791</b>	<b>34381583</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	31737874	4987311	15.7141	4987097	214	99.9957	0.0043
	Poll		867558	2.7335	867513	45	99.9948	0.0052
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5854869</b>	<b>18.4476</b>	<b>5854610</b>	<b>259</b>	<b>99.9956</b>	<b>0.0044</b>
<b>Total</b>		<b>190128978</b>	<b>155477517</b>	<b>81.7748</b>	<b>155477258</b>	<b>259</b>	<b>99.9998</b>	<b>0.0002</b>





213, Gr. Floor, Raghuleela Mall,  
Behind Poincur Bus Depot,  
Kandivali (West), Mumbai - 400 067.

☎ : 2807 3233  
98700 31365

E-mail : sanjayrd65@yahoo.com

**SCRUTINIZER'S REPORT**

To,  
The Chairperson of  
**Fifth Annual General Meeting (AGM) of the Members of  
Future Lifestyle Fashions Limited**  
held on Tuesday, 29<sup>th</sup> August, 2017 at 4:00 p.m. at  
Rangaswar, Fourth Floor, Y. B. Chavan Centre,  
Gen. Jagannath Bhosale Marg, Mumbai - 400 021

Dear Sir,

1. The Board of Directors of the Company at its meeting held on 15<sup>th</sup> May 2017, has appointed me as the Scrutinizer for the purpose of scrutinizing the Remote e-Voting process and polling process conducted at the AGM, for all the Resolutions as set out in the Notice of the AGM.
2. In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company had provided its Members the Remote e-voting facility as provided by the National Securities Depository Limited (NSDL) for all the Resolutions as set out in the Notice of the said AGM.
3. Further, the facility for voting through Ballot Paper was also made available at the AGM for those Members / proxy holders who attended the AGM and have not cast their vote by Remote e-voting.
4. I submit my report as under:
  - 4.1 The Company has given the Ballot Paper to the Members/proxy holders who were present at the AGM held on Tuesday, 29<sup>th</sup> August, 2017 at 4:00 p.m. at Rangaswar, Fourth Floor, Y. B. Chavan Centre, Gen. Jagannath Bhosale Marg, Mumbai - 400 021.
  - 4.2 Particulars of all the Ballot Papers received from the Members and the votes cast by electronic mode have been entered in register maintained for the purpose.





# SANJAY DHOLAKIA & ASSOCIATES

COMPANY SECRETARIES

B.COM. LL.B. F.C.S.

213, Gr. Floor, Raghuleela Mall,  
Behind Poinur Bus Depot,  
Kandivali (West), Mumbai - 400 067.

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98700 31365

E-mail : sanjayrd65@yahoo.com

- 4.3 The Ballot Papers were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such Ballot Papers.
- 4.4 The ballot box was opened in my presence.
- 4.5 The ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company as on 22<sup>nd</sup> August, 2017.
- 4.6 I did not find any defaced or mutilated Ballot Papers.
- 4.7 The Remote e-Voting period had commenced on Saturday, 26<sup>th</sup> August, 2017 (9:00 a.m.) and ended on Monday, 28<sup>th</sup> August, 2017 (5:00 p.m.).
- 4.8 I have also received a complete record of votes cast through electronic mode, upto 5:00 p.m. on 28<sup>th</sup> August, 2017 from NSDL, the agency appointed for providing and supervising electronic platform. The votes cast were unblocked on 29<sup>th</sup> August, 2017 at 5:30 p.m. (IST) in the presence of two witnesses, Mr. Akshay Shah and Ms. Urvi Shah who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Akshay Shah

Name: Urvi Shah

- 4.9 The e-voting data was scrutinized by me for verification of votes cast in favour and against the Resolutions, as set in the Notice of the AGM.
5. A summary of the combined voting results of the votes cast through Ballot Papers received and Remote e-voting is given as Annexure 1.
6. I have handed over the Ballot Papers and other related papers/ registers and records for the safe custody to the Chairperson who has been authorized by the Board to supervise the Ballot process.
7. On the basis of the scrutiny of the votes cast by Ballot Papers and through Remote e-voting, the Resolution no. 1 to Resolution no. 7 as set out in the Notice of the AGM have been passed by the Shareholders of the Company with the requisite majority.





## SANJAY DHOLAKIA & ASSOCIATES

COMPANY SECRETARIES

B.COM. LL.B. F.C.S.

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Behind Painsur Bus Depot,  
Kandivali (West), Mumbai - 400 067.

☎ : 2807 3233  
98700 31365

E-mail : sanjayrd65@yahoo.com

8. You may accordingly declare the aforesaid voting result of votes castthrough Ballot Papers and Remote e-voting.

Thanking you,

For Sanjay Dholakia & Associates  
Practising Company Secretary

*Dholakia Sanjay*

Sanjay Dholakia

Proprietor

Membership No. 2655 /CP No. 1798



Date : 30<sup>th</sup> August, 2017

Place : Mumbai

Annexure 1

**RESOLUTION 1- ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON**

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	134	151009764	58	4467708	192	155477472	100.00
Against the Resolution	0	0	5	45	5	45	0.00
Invalid votes	-	-	-	-	-	-	-

**RESOLUTION 2 - DECLARATION OF DIVIDEND ON EQUITY SHARES**

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	133	151009715	58	4467708	191	155477423	100.00
Against the Resolution	0	0	5	45	5	45	0.00
Invalid votes	-	-	-	-	-	-	-



**RESOLUTION 3- RE-APPOINTMENT OF MR. KISHORE BIYANI (DIN: 00005740) AS A DIRECTOR OF THE COMPANY**

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	131	150997406	58	4467708	189	155465114	99.99
Against the Resolution	3	12358	5	45	8	12403	0.01
Invalid votes	-	-	-	-	-	-	-

**RESOLUTION 4-RE-APPOINTMENT OF NGS & CO. LLP, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS AND FIX THEIR REMUNERATION**

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	124	148250285	58	4467708	182	152717993	99.99
Against the Resolution	3	12020	5	45	8	12065	0.01
Invalid votes	-	-	-	-	-	-	-

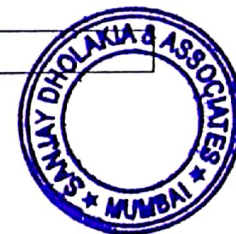


**RESOLUTION 5 –APPROVAL OF REMUNERATION ARISING UPON THE EXERCISE OF VESTED EMPLOYEE STOCK OPTIONS HELD BY MR C P TOSHNIWAL, NON EXECUTIVE DIRECTOR**

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
Voted in favour of the Resolution	117	150410284	58	4467708	175	154877992	99.61
Voted against the Resolution	17	599480	5	45	22	599525	0.39
Invalid votes	-	-	-	-	-	-	-

**RESOLUTION 6 –APPROVAL OF REVISION IN REMUNERATION PAYABLE TO MR. KISHORE BIYANI AS THE MANAGING DIRECTOR**

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	122	151009136	58	4467708	180	155476844	100.00
Against the Resolution	11	528	5	45	16	573	0.00
Invalid votes	-	-	-	-	-	-	-





**RESOLUTION 7 –BORROWING / RAISING FUNDS BY ISSUE OF DEBT INSTRUMENTS FOR AN AMOUNT UPTO RS.750 CRORE**

Particulars	Remote E-voting		Polling at the AGM		Consolidated voting Results		
	No. of Members voted	No. of valid votes cast	No. of Members / Proxy voted	No. of Valid votes cast	Total No. of Members voted	Total No. of valid votes cast	% of total number of valid votes cast
In favour of the Resolution	128	151009550	58	4467708	186	155477258	100.00
Against the Resolution	6	214	5	45	11	259	0.00
Invalid votes	-	-	-	-	-	-	-

