

Tourism Finance Corporation of India Ltd.

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NBCC Plaza, Pushp Vihar
Sector-5, Saket,
New Delhi-110017

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CIN : L65910DL1989PLC034812

TF/LISTING/17
September 27, 2017

National Stock Exchange of India Ltd.
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (E),
Mumbai- 400 051

Bombay Stock Exchange Ltd.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001

Dear Sir,

**Sub: Details regarding voting results at AGM of the Company
held on September 25, 2017**

Dear Sir,

In compliance of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended and compliance of Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 we are forwarding herewith detailed voting results of Annual General meeting as per format specified in Annexure I along with report of the Scrutinizer. The result of voting has also been hosted on the website of the Company.

This is submitted for information and record.

Yours faithfully,

(Sanjay Ahuja)
Company Secretary

FORM No. MGT-13

(Pursuant to Sections 108/ 109 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended.

(CIN L65910DL1989PLC034812)

Consolidated Scrutinizer's Report

To

The Chairman of 28th Annual General Meeting of the members of
Tourism Finance Corporation of India Ltd. held on Monday the 25th September, 2017
At 3.00 PM at IFCI Tower, 61 Nehru Place, New Delhi-110019.

Dear Sir,

I, A. N. Kukreja, of M/s A. N. Kukreja & Co, Company Secretaries, was appointed as Scrutinizer, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for the purpose of scrutinizing the remote e-voting process and voting by poll taken at the 28th Annual General Meeting of Equity Shareholders of Tourism Finance Corporation of India Ltd. held on Monday, September 25, 2017 at 3.00 PM, at IFCI Tower, Nehru Place, New Delhi-110019.

We submit our report as under:

A. Relating to E-Voting:

1. The remote E-Voting period remained open from 9.00 AM on September 22, 2017 to September 24, 2017 at 5.00 PM.
2. The Annual Report containing the Notice was sent by electronic mode to those members whose email ids were registered with the Depository Participants and for other members hard copy of Annual Report containing the Notice was sent by courier/speed post.
3. The e-voting event was unblocked on September 25, 2017 in the presence of two witnesses, who are not in the employment of the Company. Their confirmation in writing is attached as Annexure I.

B. Relating to voting by Poll:



1. After the time fixed for closing of the poll by the Chairman, the ballot boxes were opened in the presence of two witnesses who are not in the employment of the Company. Their confirmation in writing is attached as Annexure I. The poll papers were diligently scrutinized, reconciled with the records maintained by the Company/Registrar and Transfer Agent of the Company and the authorizations/proxies lodged with the Company.
2. There was one polling paper which was incomplete or found defective.

C. Result of E-voting and Poll is as under:

1. The voting rights were reckoned as on September 18, 2017 (end of day) being the Record Date for purpose of deciding the entitlements of members at the remote e-voting and voting at the meeting.
2. After the conclusion of the Annual General Meeting the votes cast through remote e-voting were unblocked on 25th September, 2017 to know the voting pattern. The ballot boxes were opened and poll papers were removed and examined.
3. Thereafter the details of equity shareholders who voted "For" or "Against" were downloaded from the E-voting website of Central Depository Services Limited (www.evotigindia.com).
4. The combined result of remote e-voting and poll is as under:

ORDINARY BUSINESS;

a) Resolution 1

To consider and adopt the audited financial statements of the Company including Balance Sheet as at March 31, 2017 and the statement of Profit and Loss for the year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the Resolution

	Remote E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	41	14	55
Number of votes cast by them	5418604	24060511	29479115
% of total number of valid votes cast.	100%	100%	100%



(ii) Voted against the Resolution

	Remote E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	2	0	2
Number of votes cast by them	201	0	201
% of total number of valid votes cast	Negligible	0	Negligible

(iii) Invalid Votes

	E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	NIL	1	1
Number of votes cast by them	NIL	89	89

b) Resolution 2

To declare Dividend on Equity Shares.

(i) Voted in favour of the Resolution

	Remote E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	42	14	56
Number of votes cast by them	5418605	24060511	29479116
% of total number of valid votes cast.	100%	100%	100%



(ii) Voted against the Resolution

	Remote E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	1	0	1
Number of votes cast by them	200	0	200
% of total number of valid votes cast	Negligible	0	Negligible

(iii) Invalid Votes

	E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	NIL	1	1
Number of votes cast by them	NIL	89	89

c) Resolution 3

To appoint a Director in place of Shri Niraj Agarwal (DIN: 06483526) who retires by rotation at this annual general meeting and being eligible offers himself for re-appointment.

(i) Voted in favour of the Resolution

	Remote E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	40	14	54
Number of votes cast by them	5418587	24060511	29479098
% of total number of valid votes cast	100%	100%	100%



(ii) Voted against the Resolution

	Remote E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	2	0	2
Number of votes cast by them	201	0	201
% of total number of valid votes cast	Negligible	0	Negligible

(iii) Invalid Votes

	E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	NIL	1	1
Number of votes cast by them	NIL	89	89

d) Resolution 4

Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made there under as amended from time to time, M/s Suresh Chandra & Associates, Chartered Accountants (Firm’s registration number 001359N) be and are hereby appointed as the Statutory Auditors of the Company to hold office for a period of five years effective from the financial year 2017-18 till the conclusion of 33rd Annual General Meeting for a fee of Rs. 5 lakh per annum plus applicable tax (subject to ratification of the appointment by the members at every intervening annual general meeting held after this annual general meeting) and that the Audit Committee /Board of Directors of the Company be and are hereby authorized to modify/fix such remuneration as may be determined in consultation with the auditors.”



(i) Voted in favour of the Resolution

	Remote E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	40	14	54
Number of votes cast by them	5418587	24060511	29479098
% of total number of valid votes cast -	100%	100%	100%

(ii) Voted against the Resolution

	Remote E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	2	0	2
Number of votes cast by them	201	0	201
% of total number of valid votes cast	Negligible	0	Negligible

(iii) Invalid Votes

	E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	NIL	1	1
Number of votes cast by them	NIL	89	89



SPECIAL BUSINESS:

e) Resolution 5

Ordinary Resolution

As Shri Sanjeev Kaushik resigned from directorship of the Company, which was noted and accepted by the Board. This resolution was withdrawn at the Annual General Meeting and accordingly, the votes cast by electronic means and by poll in respect of this item have become infructuous.

f) Resolution 6

Ordinary Resolution.

RESOLVED THAT Shri B.N.Nayak (DIN:0144147), who was appointed as an Additional Director by the Board of Directors of the Company with effect from February 8, 2017 and who, as per the provisions of Section 161(1) of the Companies Act, 2013 holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the company liable to retire by rotation under the provisions of the Articles of Association of the Company."

(i) Voted in favour of the Resolution

	Remote E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	39	14	53
Number of votes cast by them	5418387	24060511	29478898
% of total number of valid votes cast	99.99%	100%	100%

(ii) Voted against the Resolution

	Remote E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	3	0	3
Number of votes cast by them	401	0	401
% of total number of valid votes	0.01%	0	0.01%



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(iii) Invalid Votes

	E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	NIL	1	1
Number of votes cast by them	NIL	89	89

g) Resolution 7

Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV to the Act and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Listing Regulations, Shri S.Ravi (DIN: 00009790), in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for second term upto 5 (Five) consecutive years commencing from April 1, 2017.”

(i) Voted in favour of the Resolution

	Remote E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	39	14	53
Number of votes cast by them	5418387	24060511	29478898
% of total number of valid votes cast	99.99%	100%	100%



(ii) Voted against the Resolution

	Remote E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	3	0	3
Number of votes cast by them	401	0	401
% of total number of valid votes cast	0.01%	0	0.01%

(iii) Invalid Votes

	E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	NIL	1	1
Number of votes cast by them	NIL	89	89

h) Resolution 8

Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV to the Act and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Listing Regulations, Shri S.Sridhar (DIN: 00004272), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for second term upto 5 (Five) consecutive years commencing from May 27, 2017.



(i) Voted in favour of the Resolution

	Remote E-voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	39	14	53
Number of votes cast by them	5418487	24060511	29478998
% of total number of valid votes cast	99.99%	100%	100%

(ii) Voted against the Resolution

	Remote E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	3	0	3
Number of votes cast by them	301	0	301
% of total number of valid votes cast	0.01%	0	0.01%

(iii). Invalid Votes

	E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	NIL	1	1
Number of votes cast by them	NIL	89	89



i) Resolution 9

To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV to the Act and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Listing Regulation, Shri Rudhra Gangadharan I.A.S. (Retd.) DIN (07863333), who was appointed as an Additional Director of the Company by the Board of Directors of the Company on June 30, 2017 and who as per the provisions of Section 161(1) of the Companies Act, 2013 holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term upto 5 (Five) consecutive years commencing from June 30, 2017.”

(ii) Voted in favour of the Resolution

	Remote E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	39	14	53
Number of votes cast by them	5418287	24060511	29478798
% of total number of valid votes cast	99.99%	100%	100%

(ii)Voted against the Resolution

	Remote E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	4	0	4
Number of votes cast by them	501	0	501



% of total number of valid votes cast	0.01%	0	0.01%
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(iii). Invalid Votes

	E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	NIL	1	1
Number of votes cast by them	NIL	89	89

J) Resolution 10

Ordinary Resolution:

“RESOLVED THAT subject to the provisions Sections 196, 197 and 203 read with Schedule V to the Act and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Article 161 of the Articles of Association of the Company and such other approvals as may be required and such modification and conditions, if any, which the Board of Directors is hereby authorised to accept, consent of the members, be and is hereby accorded for revision/improvement in the remuneration/perquisites of Shri Satpal Kumar Arora (DIN:00061420) Managing Director of the Company, as mentioned below:

Subject	<i>Revised Pay/ Facilities of Managing Director effective from date of his appointment i.e. 31.3.2016 (As approved by the Board)</i>
Basic Pay	<i>Rs. 2,05,400 p.m. (consolidated)</i>
DA	<i>Applicable Central Govt. D.A. rates from time to time presently 4% of basic pay</i>
CAIIB Allowance	<i>Rs. 7,000 pm</i>
HRA	Rent free furnished accommodation to be provided by the Company. The cost of furniture/ furnishings shall not exceed Rs.3.00 lakh. Or



	<p>Compensation comprising House Rent Allowance @24% of actual pay drawn p.m. w.e.f. 1.7.2017 (Rs.49,296 p.m.) <u>The HRA paid upto June, 2017 shall remain unchanged.</u></p> <p>For this purpose stay at Faridabad, Ghaziabad, Noida and Gurgaon will be treated as Delhi</p> <p>Charges incurred for water and fuel consumed is to be borne by self. The expenditure incurred on providing Security Guards, Servants, Gardner shall be borne by the Company subject to maximum of Rs.10, 000. The cost of furnishings/furniture shall not exceed Rs. 3 lakh.</p>
Conveyance	Entitled to free use of the Company's car.
Travelling, Boarding and Lodging	Actual expenditure to be reimbursed for outstation journeys undertaken for official work, as per rules of TFCI
Medical Benefits	Actual expenses incurred for self and dependent family members, in India. For expenditure to be incurred relating to treatment abroad, specific approval of the Board will be required.
Personal Accident Insurance	Part of Group Insurance of the Company, covering accidents also.
Leave Travel Concession	Entitled for reimbursement on actual/declaration basis for self and family, by any mode, once in a block of two years for visiting any place in India as per entitled class as applicable for official tour as per staff policy of TFCI.
Entertainment Allowance	<i>Rs. 40,000 p.a. on declaration basis w.e.f 1st March 2017</i>
Gratuity	<i>At the rate of half-months' pay for every completed year of service or more than six months of service as MD</i>
Leave	<i>As per Staff Regulations of the Company.</i>
Encashment of Leave on completion of tenure	<i>Entitled to encash Earned Leave at the time of completion of tenure/exit, which may be lying to his credit. The amount of leave salary shall be calculated on the basis of last pay drawn.</i>



Performance Linked Incentive	<i>As decided by the Board of Directors/ Remuneration & Compensation Committee of Directors, from time to time</i>
Retirement Fare Concession/Shifting of Household Goods	Single fare journey by entitled Class for self and family and cost of shifting of household goods to hometown at the time of completion of tenure /exit from TFCI.
Reimbursement of Travelling/Transportation Expenses	Entitled to reimbursement of traveling expenses for himself and family members from the place of residence to the place of posting at the time of taking up the board level assignment and similarly from the place of posting to the place where he and his family is to settle down permanently (even if it is other than the declared hometown).
Provident Fund	As per company's rules
Foreign Visits	To be undertaken with the prior approval of the Board
Reimbursement of Telephone/Mobile Bills	<i>Rs.8087 p.m. on declaration basis w.e.f 1st March 2017</i>
Newspaper/Book Grant	<i>2,083 p.m. on declaration basis w.e.f 1st March 2017</i>
Electricity	<i>Rs.2,560 p.m. (400 units @ 6.40 per unit) on declaration basis w.e.f 1st March 2017 In addition, Rs.32,000 once in 5 years for purchase of Air Conditioner.</i>
Pension Benefits	<i>15% of pay (basic and allowances on which DA is admissible) w.e.f 1st March 2017</i>

RESOLVED FURTHER THAT in the event of absence or inadequacy of profit in any financial year during his tenure, the aforesaid remuneration shall be paid as minimum remuneration subject to compliance of provisions of schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof as in force from time to time.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) be and is hereby authorized to fix, increase, alter and



to vary the remuneration consisting salary, perquisites, allowance etc. within the ceiling limits in that behalf as laid down in Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be deemed necessary or desirable or to settle any question or difficulty that may arise, in such manner as it may deem fit.”

(i) Voted in favour of the Resolution

	Remote E-voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	39	14	53
Number of votes cast by them	5418287	24060511	29478798
% of total number of valid votes cast	99.99%	100%	100%

(ii) Voted against the Resolution

	Remote E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	4	0	4
Number of votes cast by them	501	0	501
% of total number of valid votes cast	0.01%	0	0.01%

(iii). Invalid Votes

	E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	NIL	1	1



Number of votes cast by them	NIL	89	89
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Resolution 11.

Special Resolution

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities), Rules 2014 and any other applicable laws, consent of the Company, be and is hereby given to the Board of Directors (hereinafter referred to as the "Board" which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) for having made and/or making offer(s) or invitation to subscribe to securities, including but not limited to bonds and non-convertible debentures, by way of private placement in one or more tranches, on such terms and conditions as it may consider proper, upto an amount not exceeding Rs.600 crore (Rupees Six Hundred Crore only) in the year commencing from the date of approval by shareholders.

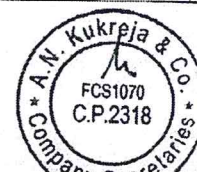
RESOLVED FURTHER THAT the Board of Directors of the Company. be and is hereby authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient, to give effect to this Resolution.”

Voted in favour of the Resolution

	Remote E-voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	38	14	52
Number of votes cast by them	5418204	24060511	29478715
% of total number of valid votes cast	99.99%	100%	100%

(ii)Voted against the Resolution

	Remote E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	5	0	5
Number of votes cast by them	601	0	601



% of total number of valid votes cast	0.01%	0	0.01%

(iii). Invalid Votes

	E-Voting	Voting by Poll	Total
Number of members present and voting (in person or by proxy)	NIL	1	1
Number of votes cast by them	NIL	89	89

5. Electronic data containing list of equity shareholders who voted "For", "Against" and relevant records relating to poll and other connected papers were handed over to Company Secretary authorized by the Board for safe custody.

Thanking you,

Yours faithfully,

For A.N.Kukreja & Co.

(A.N.Kukreja)

Proprietor

FCS 1070; CP No.2318



New Delhi.

September: 26, 2017

Annexure A

1. Polling box(s) in respect of ballots/poll papers cast at the 28th AGM of Tourism Finance Corporation of India Limited held at 3.PM on 25.9.2017 at IFCI Tower, 61 Nehru Place, New Delhi-110019 were opened in our presence.
2. Further, the e-votes cast on resolutions stated in the notice of 28th AGM of Tourism Finance Corporation of India Limited held on 25.9.2017 were also unblocked in our presence.
3. We are not in the employment of the Company.

Witnesses:

1. Signature



Name and Address: AISHWARYA MOHAN GAHRANA
D-74,76, 2nd Floor, BK Dutt Colony
New Delhi 110003

2. Signature



Name and Address: Ms. Nandani
B-5B, Avantika Enclave,
Sector - 2, Rohini,
Delhi - 110083.

Date: September 25, 2017.



Format for Voting Results

Date of the AGM	25 th September, 2017
Total number of shareholders on record date	63863
No. of shareholders present in the meeting either in person or through proxy:	80
Promoter Group	1
Public	79
No. of Shareholders attended the meeting through Video Conferencing	NIL
Promoter Group:	NIL
Public	NIL

AGENDA WISE DISCLOSURE**Resolution No. 1**

To consider and adopt the audited financial statements of the Company including the Balance Sheet as at March 31, 2017 and the statement of Profit and Loss Account for the year ended March 31, 2017 and the report of the Board of Directors' and Auditors' thereon.

Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting		5413180	19.50	5413180	0	100.00	0
	Poll		21059929	75.86	21059929	0	100.00	0
	Postal Ballot (if applicable)	27759593						
Public-Institutions	Total		26473109	95.36	26473109	0	100.00	0
	E-Voting		0	0	0	0	0	0
	Poll	5098394	0	0	0	0	0	0
Public-	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
	E-Voting		5625	0.001	5424	201	96.29	3.71
Total	Poll	47858761	3000582	6.27	3000582	0	100.00	0
	Postal Ballot (if applicable)		3006207	6.28	3005805	201	99.993	0.007
	Total	8,07,16,748	29479316	36.52	29478914	201	99.999	0.001

Ordinary Resolution

NO

Whether promoter/ promoter group are interested in the agenda/resolution?



Resolution No. 2

To declare Dividend on Equity Shares.

Resolution required: (Ordinary/ Special)		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		None of the Directors, KMP or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company.						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled	% of Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	27759593	5413180	19.5	5413180	0	100	
	Poll		21059929	75.86	21059929	0	100	
	Postal Ballot (if applicable)							
	Total		26473109	95.36	26473109	0	100	
Public-Institutions	E-Voting	5098394	0	0	0	0	0	
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		0	0	0	0	0	
Public-Non Institutions	E-Voting	47858761	5625	0.01	5425	200	96.44	3.5
	Poll		3000582	6.27	3000582	0	100	
	Postal Ballot (if applicable)		0					
	Total		3006207	6.28	3006007	200	99.993	0.007
Total		8,07,16,748	29479316	36.52	29479116	200	99.999	0.001



Resolution No. 3

To appoint a Director in place of Shri Niraj Agarwal (DIN: 06483526), who retires by rotation at this Annual General Meeting and being eligible, offers himself re-appointment.

Resolution required: (Ordinary/ Special)		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		None of the other Directors, KMP or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company.						
Category	Mode of Voting	No. of shares held (1)	No. of vote polled	% of Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting Poll	27759593	5413180	19.5	5413180	0	100	
	Postal Ballot (if applicable)		21059929	75.86	21059929	0	100	
	Total		26473109	95.36	26473109	0	100	
Public-Institutions	E-Voting Poll	5098394	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		0	0	0	0	0	
Public-Non Institutions	E-Voting Poll	47858761	5608	0.01	5407	201	96.42	3.5
	Postal Ballot (if applicable)		3000582	6.27	3000582	0	100	
	Total		3006190	6.28	3005989	201	99.993	0.00
Total		80716748	29479299	36.52	29479098	201	99.999	0.00



Resolution No. 4

To appoint Statutory Auditors of the Company in terms of the provisions of section 139 and other applicable provisions of the Companies Act, 2013.

Resolution required: (Ordinary/ Special)		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		None of the Directors, KMP or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company.						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting Poll		5413180	19.5	5413180	0	100	
	Postal Ballot (if applicable)	27759593	21059929	75.86	21059929	0	100	
	Total		26473109	95.36	26473109	0		
Public-Institutions	E-Voting Poll		0	0	0	0	0	
	Postal Ballot (if applicable)	5098394	0	0	0	0	0	
	Total		0	0	0	0	0	
Public-Non Institutions	E-Voting Poll		5608	0.01	5407	201	96.42	3.58
	Postal Ballot (if applicable)	47858761	3000582	6.27	3000582	0	100	
	Total		3006190	6.28	3005989	201	99.993	0.007
Total		80716748	29479299	36.52	29479098	201	99.999	0.001

Resolution No. 5

As Shri Sanjeev Kaushik resigned from directorship of the Company, which was noted and accepted by the Board. This resolution was withdrawn at the Annual General Meeting and accordingly, the votes cast by electronic means and by poll in respect of this item have become infructuous.



Resolution No. 6

To appoint Shri B.N.Nayak (DIN:0144147), as Director, liable to retire by rotation.

Resolution required: (Ordinary/ Special)		Ordinary Resolution						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting Poll	27759593	5413180	19.5	5413180	0	100	(7)=[(5)/(2)]*100
	Postal Ballot (if applicable)		21059929	75.86	21059929	0	100	
	Total		26473109	95.36	26473109	0	100	
Public Institutions	E-Voting Poll	5098394	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		0	0	0	0	0	
Public-Non Institutions	E-Voting Poll	47858761	5608	0.001	5207	401	92.85	7.15
	Postal Ballot (if applicable)		3000582	6.27	3000582	0	100	
	Total		3006190	6.28	3005789	401	99.99	
Total		80716748	29479299	36.52	29478898	401	99.999	0.001

None of the other Directors, KMP or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company.



Resolution No. 7

To Re-appoint Shri S.Ravi (DIN: 00009790) as an Independent Director of the Company not liable to retire by rotation, to hold office for a term upto 5 (Five) consecutive years commencing from 1.4.2017.

Resolution required: (Ordinary/ Special)		Special Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		None of the other Directors, KMP or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company.						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled	% of Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		5413180	19.5	5413180	0	100	0
	Poll	27759593	21059929	75.86	21059929	0	100	0
	Postal Ballot (if applicable)							
	Total		26473109	95.36	26473109	0	100	0
Public-Institutions	E-Voting		0	0	0	0	0	0
	Poll	5098394	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting		5608	0.01	5207	401	92.85	7.15
	Poll	47858761	3000582	6.27	3000582	0	100	0
	Postal Ballot (if applicable)		0		0			
	Total		3006190	6.28	3005789	401	99.99	0.01
Total		80716748	29479299	36.52	29478898	401	99.999	0.001



Resolution No. 8

To Re-appoint Shri S.Sridhar (DIN: 00004272), as an Independent Director of the Company not liable to retire by rotation, to hold office for a term upto 5 (Five) consecutive years commencing from 27.5.2017.

Resolution required: (Ordinary/ Special)		Special Resolution						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled	% of Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	27759593	5413180	19.5	5413180	0	100	0
	Poll		21059929	75.86	21059929	0	100	0
	Postal Ballot (if applicable)					0		
	Total		26473109	95.36	26473109	0	100	0
Public-Institutions	E-Voting	5098394	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	47858761	5608	0.01	5307	301	94.63	5.37
	Poll		3000582	6.27	3000582	0	100	0
	Postal Ballot (if applicable)		0		0			
	Total		3006190	6.28	3005889	301	99.99	0.01
Total		80716748	29479299	36.52	29478998	301	99.999	0.001



Resolution No. 9

Shri Rudhra Gangadharan I.A.S. (Retd.) DIN (07863333) as an Independent Director of the Company not liable to retire by rotation, to hold office for a term upto 5 (Five) consecutive years commencing from June 30, 2017.

Resolution required: (Ordinary/ Special)		Ordinary Resolution						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Polled 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)		(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		5413180	19.5	5413180	0	100	0
	Poll		21059929	75.86	21059929	0	100	0
	Postal Ballot (if applicable)	27759593						
	Total		26473109	95.36	26473109	0	100	0
Public-Institutions	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	5098394						
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting		5608	0.01	5107	501	91.07	8.93
	Poll		3000582	6.27	3000582	0	100	0
	Postal Ballot (if applicable)	47858761						
	Total		3006190	6.28	3005689	501	99.98	0.02
Total		80716748	29479299	36.52	29478798	501	99.998	0.001



Resolution No.10

To approve revision in the remuneration of Shri Satpal Kumar Arora, Managing Director (DIN :00061420)

Resolution required: (Ordinary/ Special)		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		None of the other Directors, KMP or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company.						
Category	Mode of Voting	No. of shares held (1)	No. of vote polled	% of Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		5413180	19.5	5413180	0	100	0
	Poll	27759593	21059929	75.86	21059929	0	100	0
	Postal Ballot (if applicable) Total		26473109	95.36	26473109	0	100	0
Public- Institutions	E-Voting		0	0	0	0	0	0
	Poll	5098394	0	0	0	0	0	0
	Postal Ballot (if applicable) Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting		5608	0.01	5107	501	91.07	8.93
	Poll	47858761	3000582	6.27	3000582	0	100	0
	Postal Ballot (if applicable) Total		3006190	6.28	3005689	501	99.98	0.02
Total		80716748	29479299	36.52	29478798	501	99.998	0.001



Resolution No.11

To approve private placement of bond/debentures etc.

Resolution required: (Ordinary/ Special)		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		None of the Directors, KMP or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company.						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled	% of Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		5413180	19.5	5413180	0	100	0
	Poll	27759593	21059929	75.86	21059929	0	100	0
	Postal Ballot (if applicable)							
	Total		26473109	95.36	26473109	0	100	0
Public-Institutions	E-Voting		0	0	0	0	0	0
	Poll	5098394	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting		5625	0.01	5024	601	89.32	10.68
	Poll	47858761	3000582	6.27	3000582	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3006207	6.28	3005606	601	99.98	0.02
Total		80716748	29479316	36.52	29478715	601	99.998	0.001

