

**September 21, 2018**

The National Stock Exchange of India Ltd.  
Corporate Communications Department  
"Exchange Plaza", 5<sup>th</sup> Floor,  
Bandra-Kurla Complex, Bandra (East),  
Mumbai - 400051

BSE Limited  
Corporate Services Department  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai - 400 001

**Scrip Symbol: RELIGARE**

**Scrip Code: 532915**

**Sub: Voting Results and Scrutinizer Report of the 34<sup>th</sup> Annual General Meeting of Religare Enterprises Limited**

Dear Sir(s),

This is in continuation to our earlier communications dated August 23, 2018 and September 01, 2018. In this regard, please note that 34<sup>th</sup> Annual General Meeting of Religare Enterprises Limited was held on Thursday, September 20, 2018 at 11.30 A.M. (IST) at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110003.

In this regard, please find enclosed herewith the Voting Results as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Report of the Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014.

This is for your information and records.

**Thanking You,**

**For Religare Enterprises Limited**

  
**Reena Jayara**  
**Company Secretary**



**Voting Results of AGM**

<b>Details of poll at AGM and e-voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:</b>	
<b>Date of the AGM</b>	<b>20-Sep-18</b>
<b>Total number of shareholders on record date i.e 13 September , 2018</b>	54,116
<b>No. of shareholders present in the meeting either in person or through Proxy:</b> Promoters and Promoters Group: Public:	Nil 7473
<b>No. of Shareholders attended the meeting through Video Conferencing</b> Promoters and Promoters Group: Public:	N.A.

**1. Ordinary Resolution:** To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018 together with the Report of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 together with the report of the Auditors thereon.

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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	Remote E-voting	2,266,754	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public-Institutions	Remote E-voting	77,644,503	48,879,990	62.9536	48,295,377	584,613	98.8040	1.1960
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>48,879,990</b>	<b>62.9536</b>	<b>48,295,377</b>	<b>584,613</b>	<b>98.8040</b>	<b>1.1960</b>
Public-Non Institutions	Remote E-voting	132,556,779	26,109,205	19.6966	26,080,698	28,507	99.8908	0.1092
	Poll		25,912,152	19.5480	25,912,152	0	100.0000	0.0000
	<b>Total</b>		<b>52,021,357</b>	<b>39.2446</b>	<b>51,992,850</b>	<b>28,507</b>	<b>99.9452</b>	<b>0.0548</b>
<b>Total</b>		<b>212,468,036</b>	<b>100,901,347</b>	<b>47.4901</b>	<b>100,288,227</b>	<b>613,120</b>	<b>99.3924</b>	<b>0.6076</b>



**2. Ordinary Resolution: To approve appointment of Mrs. Sabina Vaisoha as Non-Executive Independent Director of the Company for a term of 5 consecutive years.**

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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	Remote E-voting	2,266,754	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0.00</b>	<b>0.0000</b>	<b>0.00</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public-Institutions	Remote E-voting	77,644,503	48,906,742	62.9880	48,906,742	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>48,906,742</b>	<b>62.9880</b>	<b>48,906,742</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	Remote E-voting	132,556,779	26,109,205	19.6966	26,080,527	28,678	99.8902	0.1098
	Poll		25,912,152	19.5480	25,912,152	0	100.0000	0.0000
	<b>Total</b>		<b>52,021,357</b>	<b>39.2446</b>	<b>51,992,679</b>	<b>28,678</b>	<b>99.9449</b>	<b>0.0551</b>
<b>Total</b>		<b>212,468,036</b>	<b>100,928,099</b>	<b>47.5027</b>	<b>100,899,421</b>	<b>28,678</b>	<b>99.9716</b>	<b>0.0284</b>

**4. Ordinary Resolution: To approve appointment of Mrs. Vijayalakshmi Rajaram Iyer (DIN 05242960) as Non-Executive Independent Director of the Company for a term of 5 consecutive years.**

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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	Remote E-voting	2,266,754	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0.00</b>	<b>0.0000</b>	<b>0.00</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public-Institutions	Remote E-voting	77,644,503	48,906,742	62.9880	48,906,742	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>48,906,742</b>	<b>62.9880</b>	<b>48,906,742</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	Remote E-voting	132,556,779	26,109,205	19.6966	26,108,902	303	99.9988	0.0012
	Poll		25,912,152	19.5480	25,912,152	0	100.0000	0.0000
	<b>Total</b>		<b>52,021,357</b>	<b>39.2446</b>	<b>52,021,054</b>	<b>303</b>	<b>99.9994</b>	<b>0.0006</b>
<b>Total</b>		<b>212,468,036</b>	<b>100,928,099</b>	<b>47.5027</b>	<b>100,927,796</b>	<b>303</b>	<b>99.9997</b>	<b>0.0003</b>



**5. Ordinary Resolution: To approve appointment of Mr. Malay Kumar Sinha (DIN 08140223) as Non-Executive Independent Director of the Company for a term of 5 consecutive years.**

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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	Remote E-voting	2,266,754	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0.00</b>	<b>0.0000</b>	<b>0.00</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public-Institutions	Remote E-voting	77,644,503	48,906,742	62.9880	48,906,742	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>48,906,742</b>	<b>62.9880</b>	<b>48,906,742</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	Remote E-voting	132,556,779	26,109,205	19.6966	26,108,899	306	99.9988	0.0012
	Poll		25,912,152	19.5480	25,912,152	0	100.0000	0.0000
	<b>Total</b>		<b>52,021,357</b>	<b>39.2446</b>	<b>52,021,051</b>	<b>306</b>	<b>99.9994</b>	<b>0.0006</b>
<b>Total</b>		<b>212,468,036</b>	<b>100,928,099</b>	<b>47.5027</b>	<b>100,927,793</b>	<b>306</b>	<b>99.9997</b>	<b>0.0003</b>

**6. Special Resolution: To approve appointment of Mr. Sushil Chandra Tripathi (DIN 00941922) as Non-Executive Independent Director of the Company for a term of 5 consecutive years.**

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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	Remote E-voting	2,266,754	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0.00</b>	<b>0.0000</b>	<b>0.00</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public-Institutions	Remote E-voting	77,644,503	48,906,742	62.9880	48,906,742	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>48,906,742</b>	<b>62.9880</b>	<b>48,906,742</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	Remote E-voting	132,556,779	26,109,205	19.6966	26,108,899	306	99.9988	0.0012
	Poll		25,912,152	19.5480	25,912,152	0	100.0000	0.0000
	<b>Total</b>		<b>52,021,357</b>	<b>39.2446</b>	<b>52,021,051</b>	<b>306</b>	<b>99.9994</b>	<b>0.0006</b>
<b>Total</b>		<b>212,468,036</b>	<b>100,928,099</b>	<b>47.5027</b>	<b>100,927,793</b>	<b>306</b>	<b>99.9997</b>	<b>0.0003</b>



**7. Special Resolution: To approve appointment of Mr. Krishnan Subramanian (DIN: 08038047) as Whole Time Director of the Company for a period of three years.**

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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	Remote E-voting	2,266,754	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0.00</b>	<b>0.0000</b>	<b>0.00</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public-Institutions	Remote E-voting	77,644,503	48,906,742	62.9880	48,906,742	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>48,906,742</b>	<b>62.9880</b>	<b>48,906,742</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	Remote E-voting	132,556,779	26,109,205	19.6966	22,229,808	3879397	85.1417	14.8583
	Poll		25,912,152	19.5480	13,165,178	12746974	50.8070	49.1930
	<b>Total</b>		<b>52,021,357</b>	<b>39.2446</b>	<b>35,394,986</b>	<b>16626371</b>	<b>68.0393</b>	<b>31.9607</b>
<b>Total</b>		<b>212,468,036</b>	<b>100,928,099</b>	<b>47.5027</b>	<b>84,301,728</b>	<b>16626371</b>	<b>83.5265</b>	<b>16.4735</b>

**8. Special Resolution: To consider and approve raising of funds through issue of Non-Convertible Debentures aggregating upto Rs. 500 Cr on private placement basis**

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes	% 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	Remote E-voting	2,266,754	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0.00</b>	<b>0.0000</b>	<b>0.00</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public-Institutions	Remote E-voting	77,644,503	48,906,742	62.9880	31,268,163	17638579	63.9343	36.0657
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>48,906,742</b>	<b>62.9880</b>	<b>31,268,163</b>	<b>17638579</b>	<b>63.9343</b>	<b>36.0657</b>
Public-Non Institutions	Remote E-voting	132,556,779	26,109,305	19.6967	22,201,966	3907339	85.0347	14.9653
	Poll		25,912,152	20	13,165,178	12746974	50.8070	49.1930
	<b>Total</b>		<b>52,021,457</b>	<b>39.2447</b>	<b>35,367,144</b>	<b>16654313</b>	<b>67.9857</b>	<b>32.0143</b>
<b>Total</b>		<b>212,468,036</b>	<b>100,928,199</b>	<b>47.5028</b>	<b>66,635,307</b>	<b>34292892</b>	<b>66.0225</b>	<b>33.9775</b>



**9. Special Resolution: To ratify and approve the remuneration paid to Mr. Subramanian Lakshminarayanan as Executive Chairman of the Company**

Whether promoter/ promoter group are interested in the Agenda/resolution							NO	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes	% 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	Remote E-voting	2,266,754	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0.00</b>	<b>0.0000</b>	<b>0.00</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public-Institutions	Remote E-voting	77,644,503	48,906,742	62.9880	-	48906742	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>48,906,742</b>	<b>62.9880</b>	<b>0</b>	<b>48906742</b>	<b>0.0000</b>	<b>100.0000</b>
Public-Non Institutions	Remote E-voting	132,556,779	26,109,305	19.6967	203,170	25906135	0.7782	99.2218
	Poll		25,912,152	20	2,095	25910057	0.0081	99.9919
	<b>Total</b>		<b>52,021,457</b>	<b>39.2447</b>	<b>205,265</b>	<b>51816192</b>	<b>0.3946</b>	<b>99.6054</b>
<b>Total</b>		<b>212,468,036</b>	<b>100,928,199</b>	<b>47.5028</b>	<b>205,265</b>	<b>100722934</b>	<b>0.2034</b>	<b>99.7966</b>

**10. Special Resolution: To ratify and approve remuneration paid to Mr. Francis Daniel Lee (DIN: 07870495) as Executive Director of the Company.**

Whether promoter/ promoter group are interested in the Agenda/resolution							NO	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes	% 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	Remote E-voting	2,266,754	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0.00</b>	<b>0.0000</b>	<b>0.00</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public-Institutions	Remote E-voting	77,644,503	48,906,742	62.9880	0.00	48906742	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>48,906,742</b>	<b>62.9880</b>	<b>0</b>	<b>48906742</b>	<b>0.0000</b>	<b>100.0000</b>
Public-Non Institutions	Remote E-voting	132,556,779	26,109,305	19.6967	140,225	25969080	0.5371	99.4629
	Poll		25912152	19.5480	2095	25910057	0.0081	99.9919
	<b>Total</b>		<b>52,021,457</b>	<b>39.2447</b>	<b>142,320</b>	<b>51879137</b>	<b>0.2736</b>	<b>99.7264</b>
<b>Total</b>		<b>212,468,036</b>	<b>100,928,199</b>	<b>47.5028</b>	<b>142,320</b>	<b>100785879</b>	<b>0.1410</b>	<b>99.8590</b>



**11. Special Resolution: - To take note of the disclosure of beneficial ownership of Bay Capital Investments Ltd.**

Whether promoter/ promoter group are interested in the Agenda/resolution							NO	
Category	Mode of Voting	No. of shares held	No of Valid 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	Remote E-voting	2,266,754	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0.00</b>	<b>0.0000</b>	<b>0.00</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public-Institutions	Remote E-voting	77,644,503	48,906,742	62.9880	48,295,377	611365	98.7499	1.2501
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>48,906,742</b>	<b>62.9880</b>	<b>48,295,377</b>	<b>611365</b>	<b>98.7499</b>	<b>1.2501</b>
Public-Non Institutions	Remote E-voting	132,556,779	26,109,305	19.6967	26,109,118	187	99.9993	0.0007
	Poll		25912152	19.5480	25912152	0.0000	100.0000	0.0000
	<b>Total</b>		<b>52,021,457</b>	<b>39.2447</b>	<b>52,021,270</b>	<b>187</b>	<b>99.9996</b>	<b>0.0004</b>
<b>Total</b>		<b>212,468,036</b>	<b>100,928,199</b>	<b>47.5028</b>	<b>100,316,647</b>	<b>611552</b>	<b>99.3941</b>	<b>0.6059</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 and 21 of the Companies  
(Management and Administration) Rules, 2014]

To,

The Chairman

**RELIGARE ENTERPRISES LIMITED**

CIN: L74899DL1984PLC146935)

2nd Floor, Rajlok Building,

24, Nehru Place, New Delhi- 110019

Dear Sir,

I, Devesh Kumar Vasisht, Partner of M/s Sanjay Grover & Associates, Practicing Company Secretaries firm, having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer for the purpose of scrutinizing the voting process i.e. remote e-voting and voting through poll for the 34<sup>th</sup> Annual General Meeting ("AGM") of Religare Enterprises Limited ("the Company") under the provisions of Section 108 and Section 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 (as amended up to date) on the resolution(s) mentioned in Notice dated August 01, 2018 (read with the Corrigendum dated September 11, 2018, published in Newspapers i.e. Financial Express and Jansatta, held on Thursday, September 20, 2018 at 11:30 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi – 110003.





I submit my report as under:-

1. The remote e-voting period commenced on Monday, September 17, 2018 at 09:00 A.M. IST and ended on Wednesday, September 19, 2018 at 05:00 P.M. IST via e-voting platform on the designated website of Karvy Computershare Private Limited ("Karvy"), Authorized Agency to provide e-voting facility viz. <https://evoting.karvy.com>. E-voting facility was blocked forthwith thereafter.
2. The shareholders of the Company as on the "cut off" date i.e. Thursday, September 13, 2018 were entitled to avail the facility of remote e-voting as well as voting through poll at the AGM on the proposed resolutions as set out in the AGM notice dated August 01, 2018.
3. The total issued and paid up Equity Share Capital of the Company as on Thursday, September 13, 2018 was Rs. 2,12,46,80,360/- (Rupees Two Hundred and Twelve Crores Forty Six Lakhs Eighty Thousand Three Hundred and Sixty only) divided into 21,24,68,036 (Twenty One Crores Twenty Four Lakhs Sixty Eight Thousand and Thirty Six) equity shares of Rs. 10/- (Rupees Ten Only) each.
4. Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereof on the resolutions contained in the Notice of 34<sup>th</sup> AGM. Our responsibilities as scrutinizers is restricted to make a consolidated scrutinizer's report of the voting done for the resolutions stated in the AGM Notice.
5. The Chairman ordered for poll at AGM as per Rule 20 read with Rule 21 of Companies (Management and Administration) Rules, 2014, as amended up to date.
6. One ballot box was kept for polling and the ballot box was locked in my presence.
7. After completion of Poll at the AGM, the ballot box was opened in my presence and Ballot Papers were diligently scrutinized. Thereafter, Ballot Papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the



## SANJAY GROVER & ASSOCIATES

Authorizations/Proxies lodged with the Company. Detailed registers were maintained containing the summary of results of remote e-voting and poll at AGM.

8. The Ballot Papers, which were incomplete and/or which were otherwise found defective or where signature of any shareholder did not match with the records maintained by Registrar & Transfer Agent of the Company, have been treated as invalid and were kept separately.
9. For the purpose of this report, shareholding as on "cut off" date i.e. Thursday, September 13, 2018 was considered. The shareholder's who have voted for higher number of shares as compared to their entitlement, the number of shares as on cut off date have been considered and the shareholder(s) who have voted for lesser number of shares as compared to their entitlement, the number of shares for which the shareholder casted their votes have been considered.
10. After completion of poll at the AGM, the votes cast through remote e-voting were unblocked in the presence of two witnesses Ms. Daljeet Kaur and Mr. Lokesh Vats who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Daljeet Kaur



Lokesh Vats

11. The details of shareholders who participated through e-voting were also entered in the register.
12. The consolidated summary of results of poll at the AGM and remote e-voting are as under:



**Resolution No. 1-** To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018 together with the Report of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 together with the report of the Auditors thereon.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	2,59,12,152	7,43,76,075	10,02,88,227	99.3924
Dissent	0	6,13,120	6,13,120	0.6076
Total	2,59,12,152	7,49,89,195	10,09,01,347	100.000

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

**Resolution No. 2-** To approve appointment of Mrs. Sabina Vaisoha (DIN: 00207306) as Non-Executive Independent Director of the Company for a term of 5 consecutive years.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	2,59,12,152	7,49,87,269	10,08,99,421	99.9716
Dissent	0	28,678	28,678	0.0284
Total	2,59,12,152	7,50,15,947	10,09,28,099	100.0000

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



**Resolution No. 3-** To approve appointment of Mr. Vikram Talwar (DIN: 00416236) as Non-Executive Independent Director of the Company for a term of 5 consecutive years.

**As per the information provided by the Company, Mr. Vikram Talwar, Non-Executive Independent Director has intimated the Company that he is not giving his consent to be nominated as member of the Board of Directors of the Company at the end of his term on September 20, 2018. Therefore, this resolution became infructuous and was not considered for voting of the members. The Company has also intimated the same to Stock Exchanges and published a Corrigendum to the AGM notice in the newspaper about this fact.**

**Resolution No. 4-** To approve appointment of Mrs. Vijayalakshmi Rajaram Iyer (DIN 05242960) as Non-Executive Independent Director of the Company for a term of 5 consecutive years.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	2,59,12,152	7,50,15,644	10,09,27,796	99.9997
Dissent	0	303	303	0.003
Total	2,59,12,152	7,50,15,947	10,09,28,099	100.0000

Therefore, the Resolution No. 4 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure-C.**



**Resolution No. 5-** To approve appointment of Mr. Malay Kumar Sinha (DIN 08140223) as Non-Executive Independent Director of the Company for a term of 5 consecutive years.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	2,59,12,152	7,50,15,641	10,09,27,793	99.9997
Dissent	0	306	306	0.003
Total	2,59,12,152	7,50,15,947	10,09,28,099	100.0000

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

**Resolution No. 6-** To approve appointment of Mr. Sushil Chandra Tripathi (DIN 00941922) as Non-Executive Independent Director of the Company for a term of 5 consecutive years.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	2,59,12,152	7,50,15,641	10,09,27,793	99.9997
Dissent	0	306	306	0.003
Total	2,59,12,152	7,50,15,947	10,09,28,099	100.0000

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



**Resolution No. 7** - To approve appointment of Mr. Krishnan Subramanian (DIN: 08038047) as Whole Time Director of the Company for a period of three years.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	1,31,65,178	7,11,36,550	8,43,01,728	83.5265
Dissent	1,27,46,974	38,79,397	1,66,26,371	16.4735
Total	2,59,12,152	7,50,15,947	10,09,28,099	100.0000

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

**Resolution No. 8** -To consider and approve raising of funds through issue of Non-Convertible Debentures aggregating upto Rs. 500 Cr on private placement basis.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	1,31,65,178	5,34,70,129	6,66,35,307	66.0225
Dissent	1,27,46,974	2,15,45,918	3,42,92,892	33.9775
Total	2,59,12,152	7,50,16,047	10,09,28,199	100.0000

Therefore, the Resolution No. 8 has not been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure-G**.



**Resolution No. 9-** To ratify and approve the remuneration paid to Mr. Subramanian Lakshminarayanan (DIN: 02808698) as Executive Chairman of the Company.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	2,095	2,03,170	2,05,265	0.2034
Dissent	2,59,10,057	7,48,12,877	10,07,22,934	99.7966
Total	2,59,12,152	7,50,16,047	10,09,28,199	100.0000

Therefore, the Resolution No. 9 has been rejected. Details of poll at AGM & remote e-voting are given in **Annexure- H.**

**Resolution No. 10 -** To ratify and approve remuneration paid to Mr. Francis Daniel Lee (DIN: 07870495) as Executive Director of the Company.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	2,095	1,40,225	1,42,320	0.1410
Dissent	2,59,10,057	7,48,75,822	10,07,85,879	99.8590
Total	2,59,12,152	7,50,16,047	10,09,28,199	100.0000

Therefore, the Resolution No. 10 has been rejected. Details of poll at AGM & remote e-voting are given in **Annexure- I.**




**Resolution No. 11-** To take note of the disclosure of beneficial ownership of Bay Capital Investments Ltd.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	2,59,12,152	7,44,04,495	10,03,16,647	99.3941
Dissent	0	6,11,552	6,11,552	0.6059
Total	2,59,12,152	7,50,16,047	10,09,28,199	100.0000

Therefore, the Resolution No. 11 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in Annexure-J.

13. The register, Ballot Papers and all other related papers shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I shall hand over the register, Ballot Papers and all other related papers to the Company Secretary.

Thanking you,

<p><b>For SANJAY GROVER &amp; ASSOCIATES COMPANY SECRETARIES</b></p> <p><i>Devesh Vasisht</i> (Devesh Kumar Vasisht) Partner Scrutinizer CP No.: 13700 September 21, 2018 New Delhi</p> 	<p style="text-align: right;"><b>Countersigned by</b></p> <p style="text-align: center;"><i>[Signature]</i></p> <p style="text-align: right;">Authorized Signatory</p> <p style="text-align: right;">September 21, 2018 Mumbai</p>
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Details of poll at AGM & 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
			(In Rs.)
a) Total Votes Cast	81	2,59,12,154	25,91,21,540
b) Less: Invalid Votes	2	2	20
c) Net Valid votes	79	2,59,12,152	25,91,21,520
d) Votes with Assent	79	2,59,12,152	25,91,21,520
e) Votes with Dissent	0	0	0

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

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes Cast	81	7,49,89,195	74,98,91,950
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	81*	7,49,89,195	74,98,91,950
d) Votes with Assent	74	7,43,76,075	74,37,60,750
e) Votes with Dissent	8	6,13,120	61,31,200

There were 2 (Two) members holding 26,852 (Twenty Six Thousand Eight Hundred Fifty Two) equity shares who abstained from remote e-voting on the resolution.

\*There was 1(one) member who partially voted in favour of the resolution and partially voted against the resolution.



Details of poll at AGM & remote e-voting for Resolution No.-2 are as under:

**B1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes Cast	81	2,59,12,154	25,91,21,540
b) Less: Invalid Votes	2	2	20
c) Net Valid votes	79	2,59,12,152	25,91,21,520
d) Votes with Assent	79	2,59,12,152	25,91,21,520
e) Votes with Dissent	0	0	0

**B2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes Cast	82	7,50,15,947	75,01,59,470
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	82	7,50,15,947	75,01,59,470
d) Votes with Assent	74	7,49,87,269	74,98,72,690
e) Votes with Dissent	8	28,678	2,86,780

There were 1 (One) members holding 100 (One Hundred) equity shares who abstained from remote e-voting on the resolution.



Details of poll at AGM & remote e-voting for Resolution No.-4 are as under:

**C1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes Cast	81	2,59,12,154	25,91,21,540
b) Less: Invalid Votes	2	2	20
c) Net Valid votes	79	2,59,12,152	25,91,21,520
d) Votes with Assent	79	2,59,12,152	25,91,21,520
e) Votes with Dissent	0	0	0

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

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes Cast	82	7,50,15,947	75,01,59,470
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	82	7,50,15,947	75,01,59,470
d) Votes with Assent	76	7,50,15,644	75,01,56,440
e) Votes with Dissent	6	303	3,030

There were 1 (One) members holding 100 (One Hundred) equity shares who abstained from remote e-voting on the resolution.



**Annexure -D**

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

**D1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Païd-up value of the Equity Shares
			(In Rs.)
a) Total Votes Cast	81	2,59,12,154	25,91,21,540
b) Less: Invalid Votes	2	2	20
c) Net Valid Votes	79	2,59,12,152	25,91,21,520
d) Votes with Assent	79	2,59,12,152	25,91,21,520
e) Votes with Dissent	0	0	0

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

Particulars	No. of e-voters	No. of Equity Shares	Païd-up value of the Equity Shares
			(In Rs.)
a) Total Votes Cast	82	7,50,15,947	75,01,59,470
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	82*	7,50,15,947	75,01,59,470
d) Votes with Assent	76	7,50,15,641	75,01,56,410
e) Votes with Dissent	7	306	3,060

There were 1 (One) member holding 100 (One Hundred) equity shares who abstained from remote e-voting on the resolution.

\*There was 1(one) member who partially voted in favour of the resolution and partially voted against the resolution.



Details of poll at AGM & 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
			(In Rs.)
a) Total Votes Cast	81	2,59,12,154	25,91,21,540
b) Less: Invalid Votes	2	2	20
c) Net Valid Votes	79	2,59,12,152	25,91,21,520
d) Votes with Assent	79	2,59,12,152	25,91,21,520
e) Votes with Dissent	0	0	0

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

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes Cast	82	7,50,15,947	75,01,59,470
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	82*	7,50,15,947	75,01,59,470
d) Votes with Assent	76	7,50,15,641	75,01,56,410
e) Votes with Dissent	7	306	3,060

There were 1 (One) member holding 100 (One Hundred) equity shares who abstained from remote e-voting on the resolution.

\*There was 1(one) member who partially voted in favour of the resolution and partially voted against the resolution.





Details of poll at AGM & remote e-voting for Resolution No.-8 are as under:

**G1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	81	2,59,12,154	25,91,21,540
b) Less: Invalid Votes	2	2	20
c) Net Valid Votes	79	2,59,12,152	25,91,21,520
d) Votes with Assent	76	1,31,65,178	13,16,51,780
e) Votes with Dissent	3	1,27,46,974	12,74,69,740

**G2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	83	7,50,16,047	75,01,60,470
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	83	7,50,16,047	75,01,60,470
d) Votes with Assent	71	5,34,70,129	53,47,01,290
e) Votes with Dissent	12	2,15,45,918	21,54,59,180



Details of poll at AGM & remote e-voting for Resolution No.-9 are as under:

**H1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	81	2,59,12,154	25,91,21,540
b) Less: Invalid Votes	2	2	20
c) Net Valid Votes	79	2,59,12,152	25,91,21,520
d) Votes with Assent	72	2,095	20,950
e) Votes with Dissent	7	2,59,10,057	25,91,00,570

**H2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	83	7,50,16,047	75,01,60,470
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	83	7,50,16,047	75,01,60,470
d) Votes with Assent	40	2,03,170	20,31,700
e) Votes with Dissent	43	7,48,12,877	74,81,28,770





Details of poll at AGM & remote e-voting for Resolution No.-10 are as under:

### 11. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	81	2,59,12,154	25,91,21,540
b) Less: Invalid Votes	2	2	20
c) Net Valid Votes	79	2,59,12,152	25,91,21,520
d) Votes with Assent	72	2,095	20,950
e) Votes with Dissent	7	2,59,10,057	25,91,00,570

### 12. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	83	7,50,16,047	75,01,60,470
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	83	7,50,16,047	75,01,60,470
d) Votes with Assent	37	1,40,225	14,02,250
e) Votes with Dissent	46	7,48,75,822	74,87,58,220



Details of poll at AGM & remote e-voting for Resolution No.-11 are as under:

**J1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	81	2,59,12,154	25,91,21,540
b) Less: Invalid Votes	2	2	20
c) Net Valid Votes	79	2,59,12,152	25,91,21,520
d) Votes with Assent	79	2,59,12,152	25,91,21,520
e) Votes with Dissent	0	0	0

**J2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	83	7,50,16,047	75,01,60,470
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	83	7,50,16,047	75,01,60,470
d) Votes with Assent	76	7,44,04,495	74,40,44,950
e) Votes with Dissent	7	6,11,552	61,15,520

