



PRIME FOCUS
L I M I T E D

September 28, 2018

To,
The National Stock Exchange of India Ltd.
Listing Department,
Exchange Plaza,
Bandra Kurla Complex
Bandra East,
Mumbai - 400 051
Fax Nos.: 26598237 / 26598238

To,
BSE Limited
Listing Department,
Phiroze Jeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Fax Nos.:22723121/2037/2039

Ref: Scrip Code: BSE – 532748/NSE – PFOCUS

Dear Sir,

Sub: Outcome /Proceedings and Voting Results of the 21st Annual General Meeting ("AGM") of the Company

Ref: Regulation 30 and 44 of SEBI (Listing Obligations and Disclosure Requirements), 2015

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we have enclosed a copy of the Proceedings of the 21st Annual General Meeting duly convened on Friday, September 28, 2018 at 10.30 a.m. at 9th Floor, 'True North', Plot No. 63, Road no. 13, Opp. Hotel Tunga Paradise, MIDC, Andheri (East), Mumbai – 400093.

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, also please find enclosed herewith the details regarding the voting results in the prescribed format along with the Scrutinizers report.

Request you to take the above on record and oblige.

Thanking you,

Yours faithfully,

For Prime Focus Limited

Parina Shah

Parina Shah
Company Secretary
Encl.: As above





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**PROCEEDINGS OF THE 21st ANNUAL GENERAL MEETING OF THE COMPANY HELD
ON SEPTEMBER 28, 2018**

The 21st Annual General Meeting ("AGM") of the Company was duly held on Friday, September 28, 2018 at 10.30 a.m. at 9th Floor, 'True North', Plot No. 63, Road No. 13, Opp. Hotel Tunga Paradise, MIDC, Andheri (East), Mumbai – 400093.

Mr. Naresh Malhotra chaired the Meeting. The chairman extended a warm welcome to the Shareholders, Board Members, representatives of the Body Corporates and all other present at the Meeting. He also introduced the Directors and Key Managerial Personnel(s) present on dais. The requisite quorum being present, the chairman called the meeting to order. He informed that the aggregate 34 members were present in person at the AGM and 1 person was present through proxy received by the Company. The members were informed that the requisite registers and documents referred to in the Notice of the AGM were available for inspection during the meeting. With the consent of the members, the Notice convening the Meeting was taken as read.

The Company in accordance with the provisions of Section 108 of the Companies Act, 2013 read with the amended Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company had provided remote e-voting facility through Central Depository Services Limited (CDSL) platform to all its members holding shares in dematerialized or physical form as on the cut-off date being Friday, September 21, 2018 to exercise their right to vote by electronic means on all the businesses specified in the Notice convening the Annual General Meeting. The remote e-voting period commenced on Tuesday, September 25, 2018 from 09.00 a.m. and concluded on Thursday, September 27, 2018 at 5.00 p.m.

As remote e-voting facility was provided to the Members, voting through Ballot paper was available at the meeting for Members as on September 21, 2018 who had not cast their vote by remote e-voting.

The Company had appointed, Ms. Shilpa Ray, Practicing Company Secretary as Scrutinizer for independently conducting and overseeing the voting process in a fair and transparent manner.





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The Chairman then placed the following agenda matters as set out in the Notice of 21st Annual General Meeting before the Members briefly explaining the objective and implications, whenever necessary. As Mr. Naresh Malhotra was interested, Mr. Rivkaran Chadha, Independent Director presided over the Meeting for item number 4. The following resolutions set out in the Notice convening the AGM were proposed and seconded by the Members:

Ordinary Business:

1. (a) Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018, together with the Report of the Board of Directors and Auditors thereon.
(b) Adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Report of Auditors thereon.
(Ordinary Resolution)
2. To appoint Director in place of Mr. Ramakrishnan Sankaranarayanan (DIN: 02696897), who retires by rotation and being eligible offers himself for re-appointment. *(Ordinary Resolution)*

Special Business:

3. Offer or invite for Subscription of Secured / Unsecured Non-Convertible Debentures and/or other Debt securities on private placement basis. *(Special Resolution)*
4. Payment of Remuneration to Mr. Naresh Malhotra (DIN: 00004597), Whole-time Director of the Company for the period of two years w.e.f. April 01, 2018 till March 31, 2020. *(Special Resolution)*
5. Appointment of Mr. Anand Natarajan (DIN: 00061109) as a Non-Executive Director of the Company. *(Ordinary Resolution)*
6. Continuation of Directorship of Mr. G. P. Aiyar (DIN: 02722981), independent Non-Executive Director who has attained the age of Seventy Five years. *(Special Resolution)*
7. Approval of Extension of exercise period under PFL – ESOP Scheme 2014. *(Special Resolution)*





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The Chairman then invited queries from the Members on the agenda matters. The queries were replied and the suggestions made by the Members were taken on record.

Thereafter, the Members were informed that a consolidated report on total votes cast in favour or against shall be submitted by the scrutinizer within 48 hours of the conclusion of the AGM and the same shall be forthwith declared by the Company by publishing on its website, the website of CDSL and by notifying to the Stock Exchange where the shares of the Company are listed and on the Notice Board of the Company.

The AGM concluded with vote of thanks to those present.

For Prime Focus Limited

Parina Shah

Parina Shah
Company Secretary





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DETAILS OF VOTING RESULTS AT THE AGM AS PER THE FORMAT PRESCRIBED
UNDER REGULATION 44 OF SEBI (LISTING OBLIGATION AND DISCLOSURE
REQUIREMENTS), REGULATIONS, 2015

Sr. No.	Description	Particulars
A.	Day & Date of the AGM	Friday, September 28, 2018
B.	Total No. of shareholders on Record Date i.e. September 21, 2018	10,975
C.	No. of Shareholders present in the meeting either in person or through Proxy: i) Promoters and promoter group ii) Public	3 32
D.	No. of shareholders who attended the meeting through Video Conferencing: i) Promoters and promoter group ii) Public	Nii





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AGENDA WISE DETAILS:

Resolution Required : (Ordinary)		Resolution No: 1 - a. Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018, together with the Report of the Board of Directors and Auditors thereon b. Adoption of the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Report of 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	104607641	62201546	59.4618	62201546	0	100.0000	0.0000
	Poll		42406095	40.5382	42406095	0	100.0000	0.0000
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting	29964672	29368572	98.0107	29368572	0	100.0000	0.0000
	Poll		0	0.0000	0	0	100.0000	0.0000
	Total		29368572	98.0107	29368572	0	100.0000	0.0000
Public Non Institutions	E-Voting	164593332	141591628	86.0251	141591625	3	100.0000	0.0000
	Poll		135253	0.0822	135253	0	100.0000	0.0000
	Total		141726881	86.1073	141726878	3	100.0000	0.0000
Total		299165645	275703094	92.1573	275703091	0	100.0000	0.0000





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Resolution Required : (Ordinary)			Resolution No. 2 - Appointment of a Director in place of Mr. Ramakrishnan Sankaranarayanan (DIN: 02696897), 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]= $\frac{[2]}{[1]} \times 100$	[4]	[5]	[6]= $\frac{[4]}{[2]} \times 100$	[7]= $\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	104607641	62201546	59.4618	62201546	0	100.0000	0.0000
	Poll		42406095	40.5382	42406095	0	100.0000	0.0000
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting	29964672	29375816	98.0348	29375816	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		29375816	98.0348	29375816	0	100.0000	0.0000
Public Non Institutions	E-Voting	164593332	141591628	86.0251	141591625	3	100.0000	0.0000
	Poll		135253	0.0822	135253	0	100.0000	0.0000
	Total		141726881	86.1073	141726878	3	100.0000	0.0000
Total		299165645	275710338	92.1598	275710335	3	100.0000	0.0000





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Resolution Required : (Special)			Resolution No. 3 - Offer or invite for subscription of Secured / Unsecured Non-Convertible Debentures and/or other Debt securities 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 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	104607641	62201546	59.4618	62201546	0	100.0000	0.0000
	Poll		42406095	40.5382	42406095	0	100.0000	0.0000
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting	29964672	29375816	98.0348	29375816	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		29375816	98.0348	29375816	0	100.0000	0.0000
Public Non Institutions	E-Voting	164593332	141591628	86.0251	141591625	3	100.0000	0.0000
	Poll		135253	0.0822	135253	0	100.0000	0.0000
	Total		141726881	86.1073	141726878	3	100.0000	0.0000
Total		299165645	275710338	92.1598	275710335	3	100.0000	0.0000





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Resolution Required : (Special)			Resolution No. 4 - Payment of Remuneration to Mr. Naresh Malhotra (DIN: 00004597), Whole-time Director of the Company for the period of two years w.e.f. April 01, 2018 till March 31, 2020.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	104607641	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	29964672	293758	98.0348	29241817	133999	99.5438	0.4562
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		293758	98.0348	29241817	133999	99.5438	0.4562
Public Non Institutions	E-Voting	164593332	141591	86.0251	141591625	3	100.0000	0.0000
	Poll		135253	0.0822	135253	0	100.0000	0.0000
	Total		141726	86.1073	141726878	3	100.0000	0.0000
Total		299165645	171102	57.1933	170958695	134002	99.9217	0.0783





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Resolution Required : (Ordinary)			Resolution No. 5 - Appointment of Mr. Anand Natarajan (DIN: 00061109) as a Non-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 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	104607641	62201546	59.4618	62201546	0	100.0000	0.0000
	Poll		42406095	40.5382	42406095	0	100.0000	0.0000
	Total		104607641	100.0000	104607641	0	0	0.0000
Public Institutions	E-Voting	29964672	29375816	98.0348	29375816	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		29375816	98.0348	29375816	0	0	0.0000
Public Non Institutions	E-Voting	164593332	36652267	22.2684	36652264	3	100.0000	0.0000
	Poll		135253	0.0822	135253	0	100.0000	0.0000
	Total		36787520	22.3506	36787517	3	0	0.0000
Total		299165645	170770977	57.0824	170770974	3	100.0000	0.0000





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Resolution Required : (Special)		Resolution No. 6 - Continuation of Directorship of Mr. G. P. Aiyar (DIN: 02722981), Independent Non- Executive Director who has attained the age of Seventy Five years						
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	104607641	62201546	59.4618	62201546	0	100.0000	0.0000
	Poll		42406095	40.5382	42406095	0	100.0000	0.0000
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting	29964672	29375816	98.0348	29241817	133999	99.5438	0.4562
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		29375816	98.0348	29241817	133999	99.5438	0.4562
Public Non Institutions	E-Voting	164593332	141591628	86.0251	141591625	3	100.0000	0.0000
	Poll		135253	0.0822	135253	0	100.0000	0.0000
	Total		141726881	86.1073	141726878	3	100.0000	0.0000
Total		299165645	275710338	92.1598	275576336	134002	99.9514	0.0486





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Resolution Required : (Special)			Resolution No. 7 - Approval of Extension of exercise period under PFL – ESOP Scheme 2014					
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]= $\frac{[2]}{[1]} * 100$	[4]	[5]	[6]= $\frac{[4]}{[2]} * 100$	[7]= $\frac{[5]}{[2]} * 100$
Promoter and Promoter Group	E-Voting	104607641	62201546	59.4618	62201546	0	100.0000	0.0000
	Poll		42406095	40.5382	42406095	0	100.0000	0.0000
	Total		104607641	100.0000	104607641	0	100.0000	0.0000
Public Institutions	E-Voting	29964672	29375816	98.0348	29241817	133999	99.5438	0.4562
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		29375816	98.0348	29241817	133999	99.5438	0.4562
Public Non Institutions	E-Voting	164593332	141591628	86.0251	141591625	3	100.0000	0.0000
	Poll		135253	0.0822	135253	0	100.0000	0.0000
	Total		141726881	86.1073	141726878	3	100.0000	0.0000
Total		299165645	275710338	92.1598	275576336	134002	99.9514	0.0486

For Prime Focus Limited

Parina Shah

Parina Shah
Company Secretary



FORM NO. MGT.13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Prime Focus Limited
Prime Focus House, Linking Road,
Khar West, Mumbai -400052

21st Annual General Meeting of the Equity Shareholders of Prime Focus Limited held on Friday, 28th September, 2018 at 10.30 a.m. at 9th Floor, 'True North', Plot no. 63, Road no. 13, Opp. Hotel Tunga Paradise, MIDC, Andheri (East), Mumbai - 400093

Dear Sir,

I Shilpa Ray, Practising Company Secretary, Proprietor of Shilpa Ray & Associates having office at 3B-10, Phoenix Paragon Plaza, LBS Marg, Kurla (West), Mumbai -400070 was appointed as Scrutinizer for the purpose of scrutinizing e-voting process (remote e-voting) and voting by use of ballot at the meeting pursuant to section 108 of the Companies Act, 2013 read with rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 and Amendment Rules, 2015 in respect of the below mentioned resolutions proposed at the 21st Annual General Meeting of the Equity Shareholders of Prime Focus Limited held on Friday, 28th September, 2018 at 10.30 a.m. at 9th Floor, 'True North', Plot no. 63, Road no. 13, Opp. Hotel Tunga Paradise, MIDC, Andheri (East), Mumbai - 400093, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, a ballot boxes kept for polling were locked in my/our presence with due identification marks placed by me/us.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
3. I did not find any poll papers invalid

The e-voting system was provided by Central Depository Services Limited (CDSL) which started on Tuesday, 25th September, 2018 at 9.00 am and ended on Thursday, 27th September, 2018 at 5.00 pm. E-voting was concluded by CDSL at 5.00 pm on 27th September, 2018.






Shilpa Ray Associates / Scrutiny report/PFL/2018/Page 1 of 2

Details of the e-voting:

Number of members participated in e-voting were 20 and voted for 07 resolutions in the manner mentioned below:

Res. No.	Voted in favour of	Voted against
1	17	2
2	18	2
3	18	2
4	13	6
5	17	2
6	14	6
7	14	6

Details of voting by poll:

35 (Thirty Five) Persons were present for the meeting out of which 28 (Twenty Eight) were members and 1 (One) was proxy and 6 (six) were authorised representative. 24 (Twenty Four) present participated in poll out of which 22 (Twenty Two) were present in person and 1 (One) was proxy and 1 (One) was authorised representative.

The combined results of E-voting and Poll are summarised in Annexure -I of this report.

The compilation of data containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,
For Shilpa Ray

Shilpa Ray
Shilpa Ray
FCS-5936
CP: 5311



[Handwritten signature]

Place: Mumbai
Dated: 28/09/2018

The results of the Poll are as under:

Resolution No.1:

To receive, consider and adopt:

- a. 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 Auditors thereon.
- b. The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Report of Auditors thereon.

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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	104607641	62201546	59.4618	62201546	0	100.0000	0.0000	0
	Poll		42406095	40.5382	42406095	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		104607641	100.0000	104607641	0	100.0000	0.0000	0
Public Institutions	E-Voting	29964672	29368572	98.0107	29368572	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		29368572	98.0107	29368572	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	164593332	141591628	86.0251	141591625	3	100.0000	0.0000	0
	Poll		135253	0.0822	135253	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		141726881	86.1073	141726878	3	100.0000	0.0000	0
Total		299165645	275703094	92.1573	275703091	3	100.0000	0.0000	0



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Resolution No. 2:

To appoint a Director in place of Mr. RamakrishnanSankaranarayanan (DIN:02696897), who retires by rotation and being eligible offers himself for re-appointment

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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	104607641	62201546	59.4618	62201546	0	100.0000	0.0000	0
	Poll		42406095	40.5382	42406095	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		104607641	100.0000	104607641	0	100.0000	0.0000	0
Public Institutions	E-Voting	29964672	29375816	98.0348	29375816	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		29375816	98.0348	29375816	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	164593332	141591628	86.0251	141591625	3	100.0000	0.0000	0
	Poll		135253	0.0822	135253	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		141726881	86.1073	141726878	3	100.0000	0.0000	0
Total		299165645	275710338	92.1598	275710335	3	100.0000	0.0000	0



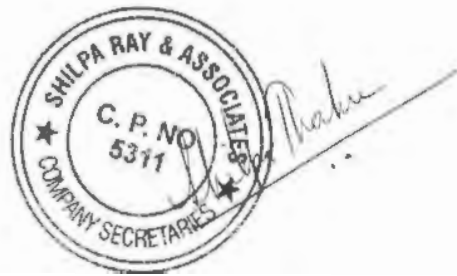
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Resolution No. 3:

Offer or invite for Subscription of Secured / Unsecured Non-Convertible Debentures and/or other Debt securities on private placement basis (Special Resolution).

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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	104607641	62201546	59.4618	62201546	0	100.0000	0.0000	0
	Poll		42406095	40.5382	42406095	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		104607641	100.0000	104607641	0	100.0000	0.0000	0
Public Institutions	E-Voting	29964672	29375816	98.0348	29375816	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		29375816	98.0348	29375816	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	164593332	141591628	86.0251	141591625	3	100.0000	0.0000	0
	Poll		135253	0.0822	135253	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		141726881	86.1073	141726878	3	100.0000	0.0000	0
Total		299165645	275710338	92.1598	275710335	3	100.0000	0.0000	0



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Resolution No. 4: Payment of Remuneration to Mr. Naresh Malhotra (DIN: 00004597) Whole time Director of the Company for the years of 2 years w.e.f. April 01, 2018 till March 31, 2020 (Special Resolution).

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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	104607641	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Institutions	E-Voting	29964672	29375816	98.0348	29241817	133999	99.5438	0.4562	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		29375816	98.0348	29241817	133999	99.5438	0.4562	0
Public Non Institutions	E-Voting	164593332	141591628	86.0251	141591625	3	100.0000	0.0000	0
	Poll		135253	0.0822	135253	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		141726881	86.1073	141726878	3	100.0000	0.0000	0
		299165645	171102697	57.1933	170968695	134002	99.9217	0.0783	0



Naresh Malhotra



Resolution No. 5: Appointment of Mr. Anand Natarajan (DIN: 00061109), as a Non- Executive Director of the Company (Ordinary Resolution).

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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	104607641	62201546	59.4618	62201546	0	100.0000	0.0000	0
	Poll		42406095	40.5382	42406095	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		104607641	100.0000	104607641	0	100.0000	0.0000	0
Public Institutions	E-Voting	29964672	29375816	98.0348	29375816	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		29375816	98.0348	29375816	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	164593332	36652267	22.2684	36652264	3	100.0000	0.0000	0
	Poll		135253	0.0822	135253	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		36787520	22.3506	36787517	3	100.0000	0.0000	0
Total		299165645	170770977	57.0824	170770974	3	100.0000	0.0000	0

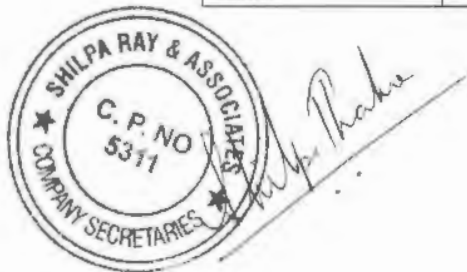


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Resolution No. 6: Continuation of Directorship of Mr. G. P. Aiyar (DIN: 02722981), Independent Non- Executive Director who has attained the age of Seventy- Five Years (Special Resolution).

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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	104607641	62201546	59.4618	62201546	0	100.0000	0.0000	0
	Poll		42406095	40.5382	42406095	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		104607641	100.0000	104607641	0	100.0000	0.0000	0
Public Institutions	E-Voting	29964672	29375816	98.0348	29241817	133999	99.5438	0.4562	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		29375816	98.0348	29241817	133999	99.5438	0.4562	0
Public Non Institutions	E-Voting	164593332	141591628	86.0251	141591625	3	100.0000	0.0000	0
	Poll		135253	0.0822	135253	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		141726881	86.1073	141726878	3	100.0000	0.0000	0
Total		299165645	275710338	92.1598	275576336	134002	99.9514	0.0486	0

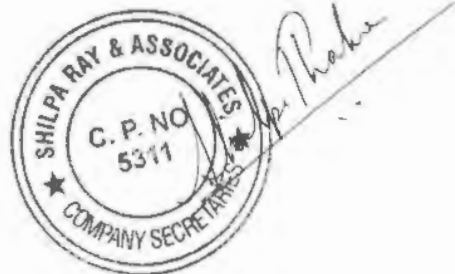


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Resolution No. 7: Approval of Extension of Exercise period under PFL- ESOP Scheme 2014 (Special Resolution).

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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	104607641	62201546	59.4618	62201546	0	100.0000	0.0000	0
	Poll		42406095	40.5382	42406095	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		104607641	100.0000	104607641	0	100.0000	0.0000	0
Public Institutions	E-Voting	29964672	29375816	98.0348	29241817	133999	99.5438	0.4562	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		29375816	98.0348	29241817	133999	99.5438	0.4562	0
Public Non Institutions	E-Voting	164593332	141591628	86.0251	141591625	3	100.0000	0.0000	0
	Poll		135253	0.0822	135253	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		141726881	86.1073	141726878	3	100.0000	0.0000	0
Total		299165645	275710338	92.1598	275576336	134002	99.9514	0.0486	0



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