JET AIRWAYS

27 December 2016

BSE Limited,
2nd Floor, New Trading Wing,
Rotunda Building, P. J. Towers,
Dalal Street, Mumbai -400 001

Symbol: JETAIRWAYS/Series: EQ
Debenture Scrip CODE: 952813

National Stock Exchange of India Ltd,
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra - Kurla Complex,
Bandra (E), Mumbai - 400 051

Stock Code: 532617/JETAIRWAYS

Subject: Proceedings of Annual General Meeting

Pursuant to provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Regulations"),** please find enclosed a summary of the proceedings of the 24th Annual General Meeting ('AGM') of the Company held on Tuesday, 27 December 2016 at 2.30 pm at Bhaidas Maganlal Sabhagriha, Juhu Vile Parle Development Scheme, Bhaktivendanta Swami Marg, Vile Parle (West), Mumbai - 400 056.

Further, in terms of Regulation 44(3) of the SEBI Regulations, please find enclosed details of voting results in respect of the matters transacted at the said AGM. Report submitted by the Scrutinizer, Mr. Taizoon M. Khumri, Practicing Company Secretary, for remote e-voting and voting done through physical ballot form at the AGM is also enclosed herewith.

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

Yours faithfully,
Jet Airways (India) Limited

Kuldeep Sharma
Vice President-Global Compliance & Company Secretary

JET AIRWAYS

SUMMARY OF PROCEEDINGS OF 24TH ANNUAL GENERAL MEETING

The 24th Annual General Meeting ('AGM') of the Members of Jet Airways (India) Limited (the 'Company') was convened and held on Tuesday, 27 December 2016 at 2.30 pm at Bhaidas Maganlal Sabhagriha, Juhu Vile Parle Development Scheme, Bhaktivendanta Swami Marg, Vile Parle (West), Mumbai - 400 056. The AGM concluded at 04:25 pm.

1. Mr. Naresh Goyal, Chairman, Chaired the AGM. He informed the Members present that Mr. James Hogan, Mr. James Rigney, Mr. D. K. Mittal, Mr. I. M. Kadri & Mr. Javed Akhtar, Directors, had expressed their inability to attend the AGM due to other commitments. The business to be transacted at the AGM was taken up as the required quorum was present. The requisite quorum was present throughout the Meeting.
2. Chairperson of the Audit Committee was present at the meeting while the Chairperson of the Nomination & Remuneration Committee and Stakeholder Relationship Committee were represented by their respective nominees. The representatives of the Statutory Auditors and Secretarial Auditors were present at the Meeting.
3. The Notice of the AGM was taken as read with the permission of the Shareholders.
4. With the permission of the shareholders, the Chairman requested the Company Secretary to read the Matter of Emphasis from the Auditors Report and then the Auditors' Report was taken as read.
5. The Chairman delivered his speech and invited Members to ask their queries, give suggestions and seek clarifications, if any. The Chairman then requested Mr. Amit Agarwal, Chief Financial Officer & Acting Chief Executive Officer to respond to the queries raised at the AGM.
6. The Chairman informed that the Company had provided the Members the facility to cast their vote electronically through the Remote e-voting process, on all resolutions set forth in the notice of the AGM. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the Meeting by way of physical ballot form.
7. The following items as set out in the Notice convening the 24th AGM were transacted at the Meeting:

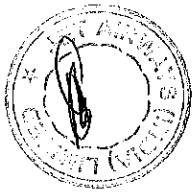
Sr. No.	Details of the Items	Resolution Required (Ordinary / Special)
1	Adoption of Audited Financial Statements and Reports of the Directors and the Auditors	Ordinary
2	Re-appointment of Mr. James Rigney as a Director	Ordinary
3	Ratification of the appointment of the Joint Statutory Auditors,	Ordinary

	M/s. Chaturvedi & Shah	
4	Ratification of the appointment of the Joint Statutory Auditors, M/s. BSR & Co. LLP	Ordinary
5	Appointment of Mr. Vikram Mehta as an Independent Director	Ordinary
6	Appointment of Ms. Rajshree Pathy as an Independent Director	Ordinary
7	Appointment of Mr. Ranjan Mathai as an Independent Director	Ordinary
8	Increase in remuneration of Mr. Gaurang Shetty, Whole Time Director	Special
9	Payment of commission to Independent Directors	Ordinary

The Board of Directors had appointed Mr. Taizoon M Khumri, of M/s T. M. Khumri & Co, Practicing Company Secretaries, as the Scrutinizer to supervise the e - voting and ballot voting process.

It was informed that the combined voting results (E-voting and Ballot voting) will be announced within 48 hours of the conclusion of the AGM.

The Chairman thanked the members for attending the AGM and declared the meeting as concluded



	JET AIRWAYS (INDIA) LIMITED
Date of the AGM/EGM	27-12-2016
Total number of shareholders on record date	120061
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	2
Public:	121
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Audited Financial Statements and Reports of the Directors and the Auditors							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% 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	57934665	57934665	100.0000	57934665	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		57934665	100	57934665	0	100	0
Public- Institutions	E-Voting	14017654	7369474	52.5728	7369474	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		7369474	52.5728	7369474	0	100	0
Public- Non Institutions	E-Voting	41645064	27264291	65.4682	27264271	20	99.9999	0.0000
	Poll		1240	0.0030	1137	103	91.6935	8.3064
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		27265531	65.4712	27265408	123	99.9995	0.0005
[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. James Rigney as a Director							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% 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	57934665	57934665	100.0000	57934665	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		57934665	100	57934665	0	100	0
Public- Institutions	E-Voting	14017654	11053760	78.8560	11020603	33157	99.7000	0.2999
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		11053760	78.856	11020603	33157	99.7	0.3
Public- Non Institutions	E-Voting	41645064	27264303	65.4683	27264276	27	99.9999	0.0000
	Poll		1240	0.0030	1138	102	91.7741	8.2258
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		27265543	65.4713	27265414	129	99.9995	0.0005
[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]

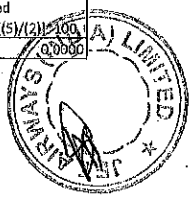
Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of the appointment of the Joint Statutory Auditors, M/s. Chaturvedi & Shah							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% 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	57934665	57934665	100.0000	57934665	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		57934665	100	57934665	0	100	0
Public- Institutions	E-Voting	14017654	11053760	78.8560	11050742	3018	99.9727	0.0273
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		11053760	78.856	11050742	3018	99.9727	0.0273
Public- Non Institutions	E-Voting	41645064	27264303	65.4683	27264278	25	99.9999	0.0000
	Poll		1239	0.0030	1137	102	91.7675	8.2324
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		27265542	65.4713	27265415	127	99.9995	0.0005
[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]

Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of the appointment of the Joint Statutory Auditors, M/s. BSR & Co. LLP							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% 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	57934665	57934665	100.0000	57934665	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		57934665	100	57934665	0	100	0
Public- Institutions	E-Voting	14017654	11053760	78.8560	11050742	3018	99.9727	0.0273
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		11053760	78.856	11050742	3018	99.9727	0.0273
Public- Non Institutions	E-Voting	41645064	27264301	65.4683	27264287	14	99.9999	0.0000
	Poll		1239	0.0030	1137	102	91.7675	8.2324
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		27265540	65.4713	27265424	116	99.9996	0.0004
	Total		[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]

Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Vikram Mehta as an Independent Director							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% 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	57934665	57934665	100.0000	57934665	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		57934665	100	57934665	0	100	0
Public- Institutions	E-Voting	14017654	11053760	78.8560	10956994	96766	99.1245	0.8754
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		11053760	78.856	10956994	96766	99.1248	0.8754
Public- Non Institutions	E-Voting	41645064	27264303	65.4683	27264276	27	99.9999	0.0000
	Poll		1240	0.0030	1138	102	91.7741	8.2258
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		27265543	65.4713	27265414	129	99.9995	0.0005
	Total		[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]

Resolution No.	6							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Ms. Rajshree Pathy as an Independent Director							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% 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	57934665	57934665	100.0000	57934665	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		57934665	100	57934665	0	100	0
Public- Institutions	E-Voting	14017654	11053760	78.8560	11053760	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		11053760	78.856	11053760	0	100	0
Public- Non Institutions	E-Voting	41645064	27264301	65.4683	27264276	25	99.9999	0.0000
	Poll		1240	0.0030	1138	102	91.7741	8.2258
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		27265541	65.4713	27265414	127	99.9995	0.0005
	Total		[illegible]	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]

Resolution No.	7							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Ranjan Mathai as an Independent Director							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% 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
	E-Voting		57934665	100.0000	57934665	0	100.0000	0.0000



Promoter and Promoter Group	Poll	57934665	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		57934665	100	57934665	0	100	0
Public- Institutions	E-Voting	14017654	11053760	78.8560	11053760	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		11053760	78.856	11053760	0	100	0
Public- Non Institutions	E-Voting	41645064	27264303	65.4683	27264278	25	99.9999	0.0000
	Poll		1240	0.0030	1138	102	91.7741	8.2258
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		27265543	65.4713	27265416	127	99.9995	0.0005
[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]

Resolution No.	8							
Resolution required: (Ordinary/ Special)	SPECIAL - Increase in remuneration of Mr. Gaurang Shetty, Whole Time Director							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% 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	57934665	57934665	100.0000	57934665	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		57934665	100	57934665	0	100	0
Public- Institutions	E-Voting	14017654	11053760	78.8560	11053760	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		11053760	78.856	11053760	0	100	0
Public- Non Institutions	E-Voting	41645064	27264301	65.4683	27264146	155	99.9994	0.0005
	Poll		1240	0.0030	1137	103	91.6935	8.3064
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		27265541	65.4713	27265283	258	99.9991	0.0009
[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]

Resolution No.	9							
Resolution required: (Ordinary/ Special)	ORDINARY - Payment of commission to Independent Directors							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% 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	57934665	57934665	100.0000	57934665	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		57934665	100	57934665	0	100	0
Public- Institutions	E-Voting	14017654	11053760	78.8560	9036781	2016979	81.7530	18.2469
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		11053760	78.856	9036781	2016979	81.753	18.247
Public- Non Institutions	E-Voting	41645064	27264303	65.4683	27264146	157	99.9994	0.0005
	Poll		1236	0.0030	1134	102	91.7475	8.2524
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		27265539	65.4713	27265280	259	99.9905	0.0094
[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]

JET AIRWAYS (INDIA) LIMITED

TAIZOON M. KHUMRI

T.M. KHUMRI & CO.
Company Secretaries
12-13, Esplanade, 3rd Floor,
3, Amrit Keshav Nayak Marg, Fort,
Mumbai 400 001
Tel. No. 2207 1721 / 2207 6640 E-mail: taizoonkhumri@gmail.com

CONSOLIDATED SCRUTINIZER'S REPORT ON REMOTE E-VOTING & BALLOT

To,
Mr. Naresh Goyal,
Chairman,
Twenty Fourth Annual General Meeting
Jet Airways (India) Limited,
Siroya Centre
Sahar Airport Road
Andheri (East)
Mumbai 400 099

Dear Sir,

Subject: **Passing of Resolutions through Remote e-voting and Ballot conducted at the Twenty Fourth Annual General Meeting of Jet Airways (India) Limited (CIN: L99999MH1992PLC066213), held on Tuesday, 27th December, 2016, at 2.30 P.M. (IST) at Bhaidas Maganlal Sabhagriha, Juhu Vile Parle Development Scheme, Bhaktivendanta Swami Marg, Vile Parle (West), Mumbai - 400 056**

Appointment as Scrutinizer:

The Board of Directors of the Company by a Resolution dated 11th November, 2016, had appointed me as a Scrutinizer for the remote e-voting held between Saturday, 24th December, 2016 (9:00 A.M. IST) to Monday, 26th December, 2016 (5.00 P.M. IST) and the Ballot held at the Twenty Fourth Annual General Meeting ("AGM") of Jet Airways (India) Limited (the "Company") on Tuesday, 27th December, 2016.

T. M. KHUMRI & CO. MUMBAI COMPANY SECRETARIES

Dispatch of Notices:

The Company has represented to me that, as on 18th November, 2016 there were 1,14,620 Members of the Company. Notice of the AGM was sent to all the Members in the following manner:

a) Through e-mail:

The Company's Registrar and Share Transfer Agents viz. Karvy Computershare Private Limited, Hyderabad (KCPL) sent the Notice of AGM by e-mail to 72,436 Members whose e-mail Id's were made available by National Securities Depository Limited/Central Depository Services (India) Limited and for those holding in physical form to the extent it was available with the KCPL.

A summary of the E-mails sent on 2nd December, 2016 is as under:

Sr. No.	Description	Records	
		e-mails	Folios
1	Total e-mail IDs	72,436	72,436
2	Less: Invalid & Blacklist e-mail IDs	NIL	NIL
3	Valid e-mails sent	**72,436**	**72,436**
4	Less: Bounces	1,408	1,408
5	Sent Successfully	**71,028**	**71,028**

b) Through Courier

The Company had also, in respect of 42,184 members, sent the Notice by Courier.

A summary of the Notice sent by Courier is as under:

Sr. No.	Description	Folios
1	Sent by Courier	42,184
2	Less: Undelivered Envelope	273
3	Total Envelope Delivered Successfully	41,911

Notice of the AGM and the Annual Report was provided on the Company's website www.jetairways.com and the KPCL website https://karisma.karvy.com to the Members for their access.

The Notices sent (through e-mail and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("Rules").

Cut-off Date:

The cut-off date for the purposes of identifying the Members who were entitled to vote on the Resolutions placed for approval of the Members was considered as Tuesday, 20th December, 2016.

Advertisements:

As prescribed in Rule 20(4)(v) of the said Rules, the Company also released the Notice through newspaper advertisements, which were published more than 21 days in advance from the date of the AGM in English in 'Financial Express' newspaper dated 5th December, 2016 and in Marathi in 'Loksatta' newspaper dated 4th December, 2016. The Notice published in the newspapers carried the required information as specified in Rule 20(4)(v)(a) to 20(4)(v)(h) of the said Rules.

Remote e-Voting and Voting at the AGM:

The Company had engaged the services of KCPL for extending the facility of remote e-voting to the Members of the Company. KCPL had set up remote e-voting facility on its website, http://evoting.karvy.com. The Company had uploaded the items of business to be transacted on the website of the Company and also on KCPL website to facilitate their Members to cast their vote through remote e-voting.

As prescribed in the said Rules, the remote e-voting facility was kept open for 3 (three) days from Saturday, 24th December, 2016 (9:00 A.M. IST) till Monday, 26th December, 2016, (5.00 P.M. IST).

Further at the said AGM, the Chairman of the Company had, as statutorily required, called for a Ballot to facilitate the Members present in the Meeting who could not participate in the remote e-voting to record their votes through the Ballot process. For further details kindly refer to my Scrutinizer's Report in Form MGT-13 dated 27th December, 2016.

Process on completion of voting:

After the voting at the said AGM was concluded, the locked ballot box was subsequently opened in my presence and in the presence of two witnesses *viz.* Ms.Fatema Fatehi and Mr.Husain Wagh (not in the employment of the Company), and the ballot papers were then scrutinized.

In determining the validity or otherwise of the Ballots received, I have adopted the following criteria:

(a) Where the date and place has been left blank the signed ballot has been treated as valid;

(b) Where the number of shares have been left blank, I have accounted for the total holding as on 20th December, 2016 for the purpose of either assent or dissent to the relevant resolutions as indicated by the Member;

(c) Where the Member has left the ballot blank or not indicated his vote or not signed, the ballot has been treated as invalid;

(d) Where the signatures do not tally or the ballot paper bears no signature(s), the ballot has been treated as invalid;

(e) Member(s) who have exercised their vote(s) in physical as well as electronic mode, the vote(s) by the electronic mode only have been considered.

Thereafter the remote e-voting platform was unblocked by me on Tuesday, 27th December, 2016 at 4.58 p.m. (IST) in the presence of Ms. Fatema Fatehi and Mr. Husain Wagh who acted as witnesses not in the employment of the Company.

There were in all 133 Members holding 96254062 Equity Shares of Rs.10/- each of the Company aggregating to 84.73% of the total Paid-up Share Capital of the Company, who have participated in the remote e-voting process and the Ballot process carried out by the Company. For further details refer my Scrutinizer's Report on remote e-voting dated 27th December, 2016.

Results:

The result of the remote e-voting together with that of the Ballot as rounded off to four decimal places is as under:

ITEM NO.1: AS AN ORDINARY RESOLUTION

Adoption of Audited Financial Statements (including Consolidated Financial Statements) and Reports of the Directors and the Auditors:

Mode of Voting	REMOTE E-VOTING			BALLOT			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	76*	92568410	100	43	1137	91.6935	119*	92569547	99.9999
Votes in against of the Resolution	2*	20	0	3	103	8.3065	5*	123	0.0001
Invalid / abstain votes	9	3684391	-	1	1	-	10	3684392	-

**Includes 1 Member who has partially voted for 5 shares in favour and 6 shares against out of his aggregate holding of 11 shares.*

Based on the foregoing the above Ordinary Resolution voted upon under remote e-voting and ballot may be considered as carried by the requisite majority.



ITEM NO.2: AS AN ORDINARY RESOLUTION

Re-appointment of Mr. James Rigney as a Director:

Mode of Voting	REMOTE E-VOTING			BALLOT			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour Of the Resolution	81	96219544	99.9655	44	1138	91.7742	125	96220682	99.9654
Votes in against of the Resolution	4	33184	0.0345	2	102	8.2258	6	33286	0.0346
Invalid /abstain votes	1	93	-	1	1	-	2	94	-

Based on the foregoing the above Ordinary Resolution voted upon under remote e-voting and ballot may be considered as carried by the requisite majority.

T. M. KHUMAN & CO. MUMBAI COMPANY SECRETARIES

ITEM NO.3: AS AN ORDINARY RESOLUTION

Ratification of the appointment of the Joint Statutory Auditor, M/s. Chaturvedi & Shah.

Mode of Voting	REMOTE E-VOTING			BALLOT			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	82	96249685	99.9968	43	1137	91.7676	125	96250822	99.9967
Votes in against of the Resolution	3	3043	0.0032	2	102	8.2324	5	3145	0.0033
Invalid /abstain votes	1	93	-	2	2	-	3	95	-

Based on the foregoing the above Ordinary Resolution voted upon under remote e-voting and ballot may be considered as carried by the requisite majority.

T. M. KHUMRI & CO. MUMBAI COMPANY SECRETARIES

ITEM NO.4: AS AN ORDINARY RESOLUTION

Ratification of the appointment of the Joint Statutory Auditor, M/s. BSR & Co. LLP.

Mode of Voting	REMOTE E-VOTING			BALLOT			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	82	96249694	99.9968	43	1137	91.7676	125	96250831	99.9967
Votes in against of the Resolution	2	3032	0.0032	2	102	8.2324	4	3134	0.0033
Invalid /abstain votes	2	95	-	2	2	-	4	97	-

Based on the foregoing the above Ordinary Resolution voted upon under remote e-voting and ballot may be considered as carried by the requisite majority.

T. M. KHUMRI & CO. MUMBAI COMPANY SECRETARIES

ITEM NO.5: AS AN ORDINARY RESOLUTION

Appointment of Mr. Vikram Mehta as an Independent Director:

Mode of Voting	REMOTE E-VOTING			BALLOT			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	79	96155935	99.8994	44	1138	91.7742	123	96157073	99.8993
Votes in against of the Resolution	6	96793	0.1006	2	102	8.2258	8	96895	0.1007
Invalid /abstain votes	1	93	-	1	1	-	2	94	-

Based on the foregoing the above Ordinary Resolution voted upon under remote e-voting and ballot may be considered as carried by the requisite majority.



ITEM NO.6: AS AN ORDINARY RESOLUTION

Appointment of Ms. Rajshree Pathy as an Independent Director:

Mode of Voting	REMOTE E-VOTING			BALLOT			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	82	96252701	100	44	1138	91.7742	126	96253839	99.9999
Votes in against of the Resolution	2	25	0	2	102	8.2258	4	127	0.0001
Invalid /abstain votes	2	95	-	1	1	-	3	96	-

Based on the foregoing the above Ordinary Resolution voted upon under remote e-voting and ballot may be considered as carried by the requisite majority.

T. M. KHUMAR & CO. MUMBAI COMPANY SECRETARIES

ITEM NO.7: AS AN ORDINARY RESOLUTION

Appointment of Mr. Ranjan Mathai as an Independent Director.

Mode of Voting	REMOTE E-VOTING			BALLOT			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	83	96252703	100	44	1138	91.7742	127	96253841	99.9999
Votes in against of the Resolution	2	25	0	2	102	8.2258	4	127	0.0001
Invalid /abstain votes	1	93		1	1	-	2	94	-

Based on the foregoing the above Ordinary Resolution voted upon under remote e-voting and ballot may be considered as carried by the requisite majority.

T. M. KHUMRI & CO. MUMBAI COMPANY SECRETARIES

ITEM NO.8: AS A SPECIAL RESOLUTION

Increase in remuneration of Mr. Gaurang Shetty, Whole Time Director.

Mode of Voting	REMOTE E-VOTING			BALLOT			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	80	96252571	99.9998	43	1137	91.6935	123	96253708	99.9997
Votes in against of the Resolution	4	155	0.0002	3	103	8.3065	7	258	0.0003
Invalid /abstain votes	2	95	-	1	1	-	3	96	-

Based on the foregoing the above Special Resolution voted upon under remote e-voting and ballot may be considered as carried by the requisite majority.

T. M. KHUMRA & CO. MUMBAI COMPANY SECRETARIES

ITEM NO.9: AS AN ORDINARY RESOLUTION

Payment of commission to Independent Directors:

Mode of Voting	REMOTE E-VOTING			BALLOT			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	79	94235592	97.9043	43	1134	91.7476	122	94236726	97.9043
Votes in against of the Resolution	6	2017136	2.0957	2	102	8.2524	8	2017238	2.0957
Invalid /abstain votes	1	93	-	2	5	-	3	98	-

Based on the foregoing the above Ordinary Resolution voted upon under remote e-voting and ballot may be considered as carried by the requisite majority.

T. M. KHUMRI MUMBAI COMPANY SECRETARIES

Maintenance of Registers and handover of Records:

I hereby confirm that I have maintained the Registers received from the KCPL, both electronically and manually, in respect of the votes cast through remote e-voting and Ballot by the Members of the Company. The ballot papers and all other relevant records were sealed and handed over to Mr. Kuldeep Sharma, Vice President – Global Compliance & Company Secretary, as authorized by the Board for safe keeping and for subsequent handover to the Chairman.

Thanking you,

Yours Faithfully

T. M. KHUMRI & CO. MUMBAI COMPANY SECRETARIES

TAIZOON M. KHUMRI
F.C.S No.993,
Certificate of Practice No. 88
Practising Company Secretary
Unique Code Number: I1981MH001800

Place: Mumbai
Date: 27th December, 2016