

CFL/LS/080/2015-16

July 21, 2015

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001. BSE- Scrip Code: 532938	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East) Mumbai – 400 051. NSE - Symbol - CAPF
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Sub: Disclosure under Clause 31(d) and 35A of the Listing Agreement

Dear Sir/Madam,

At the 10th Annual General Meeting ("AGM") of Capital First Limited held on July 20, 2015 at Hall of Culture, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018, the Ballot facility was provided for voting on all resolutions at Item nos. 1 to 13 of the Notice of 10th AGM to all shareholders (who had not voted electronically) and Proxy Holders who attended the AGM, in proportion to their shareholding in the Company.

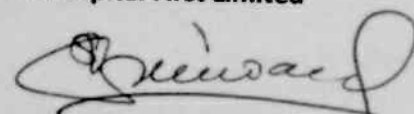
Based on the Results of the remote E- Voting and the voting by physical ballot conducted at the aforesaid 10th AGM of the Company, all the resolutions relating to Ordinary and Special Business as listed in the Notice of the AGM at Item Nos. 1 to 13 have been passed with the requisite majority.

The details of the Voting results of the physical ballot at the AGM and remote electronic voting opted by the shareholders are enclosed in the format prescribed under Clause 35A of the Equity Listing Agreement.

The same be treated as compliance under Clause 31(d) and Clause 35A of the Listing Agreement.

Please take the above on record and acknowledge receipt of the same.

Thanking you,
Yours faithfully,
For Capital First Limited



Satish Gaikwad
Head – Legal, Compliance & Company Secretary
Encl.: as above



Capital First Limited

Details of Voting Results

Details of the Annual General Meeting	July 20, 2015
Total number of shareholders on Record Date (i.e July 13, 2015; cutoff date for voting purpose)	9,10,98,224
No. of shareholders present in the meeting either in person or through proxy:	
a. Promoters and Promoter Group	0
b. Public	83
No. of shareholders attended the meeting through Video Conferencing:	
a. Promoters and Promoter Group	Not Applicable
b. Public	Not Applicable



Capital First Limited

Indiabulls Finance Centre, 15th Floor, Tower - 2, Senapati Bapat Marg, Elphinstone Road., Mumbai - 400 013, India.

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Details of Agenda

Resolution No. 1:- Adoption of Audited Balance sheet and Statement of Profit and Loss for the year ended March 31, 2015 together with the Reports of the Board of Directors and the Auditors thereon.

Resolution Required: - Ordinary

Mode of Voting : E-voting

Promoter/Public	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	59485602	59485602	100.000	59485602	0	100.000	0.000
Public – Institutional holders	16087114	12992597	80.764	12992597	0	100.000	0.000
Public-Others	15525508	5496240	35.401	5496208	32	99.999	0.001
Total	91098224	77974439	85.594	77974407	32	100.000	0.000

Mode of Voting : Ballot

Promoter and Promoter Group	59485602	0	0.000	0	0	0.000	0.000
Public – Institutional holders	16087114	0	0.000	0	0	0.000	0.000
Public-Others	15525508	111515	0.718	111511	4	99.996	0.004
Total	91098224	111515	0.122	111511	4	99.996	0.004
Result (A+B)	91098224	78085954	85.716	78085918	36	100.000	0.000

* excludes invalid votes cast for 17 shares



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Resolution No. 2:- Approval for dividend of Rs. 2.20/- per Equity Shares of the Company for the Financial Year ended March 31, 2015.

Resolution Required: - Ordinary

Mode of Voting : E-voting

Promoter/Public	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	59485602	59485602	100.000	59485602	0	100.000	0.000
Public – Institutional holders	16087114	12992597	80.764	12992597	0	100.000	0.000
Public-Others	15525508	5496435	35.403	5495873	562	99.990	0.010
Total	91098224	77974634	85.594	77974072	562	99.999	0.001

Mode of Voting : Ballot							
Promoter and Promoter Group	59485602	0	0.000	0	0	0.000	0.000
Public – Institutional holders	16087114	0	0.000	0	0	0.000	0.000
Public-Others	15525508	111515	0.718	111511	4	99.996	0.004
Total	91098224	111515	0.122	111511	4	99.996	0.004
Result (A+B)	91098224	78086149	85.716	78085583	566	99.999	0.001

* excludes invalid votes cast for 17 shares



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Resolution No. 3:- Appointment of Mr. Vishal Mahadevia (DIN 01035771), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution Required: - Ordinary

Mode of Voting : E-voting

Promoter/Public	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	59485602	59485602	100.000	59485602	0	100.000	0.000
Public – Institutional holders	16087114	12992597	80.764	12642434	350163	97.305	2.695
Public-Others	15525508	5496190	35.401	5496034	156	99.997	0.003
Total	91098224	77974389	85.594	77624070	350319	99.551	0.449

Mode of Voting : Ballot

Promoter and Promoter Group	59485602	0	0.000	0	0	0.000	0.000
Public – Institutional holders	16087114	0	0.000	0	0	0.000	0.000
Public-Others	15525508	111515	0.718	111511	4	99.996	0.004
Total	91098224	111515	0.122	111511	4	99.996	0.004
Result (A+B)	91098224	78085904	85.716	77735581	350323	99.551	0.449

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Resolution No. 4:- Re-appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, having ICAI firm registration no. 301003E, as approved by members at the Ninth Annual General Meeting as Statutory Auditors of the Company to hold office until the conclusion of Twelfth Annual General meeting and to authorise the Board to fix their remuneration..

Resolution Required: - Ordinary

Mode of Voting : E-voting

Promoter/Public	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	59485602	59485602	100.000	59485602	0	100.000	0.000
Public – Institutional holders	16087114	12992597	80.764	12992597	0	100.000	0.000
Public-Others	15525508	5491425	35.370	5491289	136	99.998	0.003
Total	91098224	77969624	85.589	77969488	136	100.000	0.000
Mode of Voting : Ballot							
Promoter and Promoter Group	59485602	0	0.000	0	0	0.000	0.000
Public – Institutional holders	16087114	0	0.000	0	0	0.000	0.000
Public-Others	15525508	111515	0.718	111511	4	99.996	0.004
Total	91098224	111515	0.122	111511	4	99.996	0.004
Result (A+B)	91098224	78081139	85.711	78080999	140	100.000	0.000

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Resolution No. 5:- Appointment of Dr. (Mrs.) Brinda Jagirdar (DIN 06979864), as an Independent Director of the Company for a term upto September 23, 2017.

Resolution Required: - Ordinary

Mode of Voting : E-voting

Promoter/Public	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	59485602	59485602	100.000	59485602	0	100.000	0.000
Public – Institutional holders	16087114	12992597	80.764	12992597	0	100.000	0.000
Public-Others	15525508	5496144	35.401	5495943	201	99.996	0.004
Total	91098224	77974343	85.594	77974142	201	100.000	0.000

Mode of Voting : Ballot

Promoter and Promoter Group	59485602	0	0.000	0	0	0.000	0.000
Public – Institutional holders	16087114	0	0.000	0	0	0.000	0.000
Public-Others	15525508	111515	0.718	111511	4	99.996	0.004
Total	91098224	111515	0.122	111511	4	99.996	0.004
Result (A+B)	91098224	78085858	85.716	78085653	205	100.000	0.000

* excludes invalid votes cast for 17 shares



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Resolution No. 6:- Appointment of Mr. Dinesh Kanabar (DIN 00003252), as an Independent Director of the Company for a term upto January 05, 2018.

Resolution Required: - Ordinary

Mode of Voting : E-voting

Promoter/Public	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	59485602	59485602	100.000	59485602	0	100.000	0.000
Public – Institutional holders	16087114	12992597	80.764	12992597	0	100.000	0.000
Public-Others	15525508	5496112	35.401	5495973	139	99.998	0.003
Total	91098224	77974311	85.594	77974172	139	100.000	0.000

Mode of Voting : Ballot

Promoter and Promoter Group	59485602	0	0.000	0	0	0.000	0.000
Public – Institutional holders	16087114	0	0.000	0	0	0.000	0.000
Public-Others	15525508	111515	0.718	111511	4	99.996	0.004
Total	91098224	111515	0.122	111511	4	99.996	0.004
Result (A+B)	91098224	78085826	85.716	78085683	143	100.000	0.000

* excludes invalid votes cast for 17 shares



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Resolution No. 7:- Appointment of Mr. Narendra Ostawal (DIN 06530414), as a Non Executive Director of the Company.

Resolution Required: - Ordinary

Mode of Voting : E-voting

Promoter/Public	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	59485602	59485602	100.000	59485602	0	100.000	0.000
Public – Institutional holders	16087114	12992597	80.764	12992597	0	100.000	0.000
Public-Others	15525508	5495282	35.395	5495121	161	99.997	0.003
Total	91098224	77973481	85.593	77973320	161	100.000	0.000

Mode of Voting : Ballot

Promoter and Promoter Group	59485602	0	0.000	0	0	0.000	0.000
Public – Institutional holders	16087114	0	0.000	0	0	0.000	0.000
Public-Others	15525508	111515	0.718	111511	4	99.996	0.004
Total	91098224	111515	0.122	111511	4	99.996	0.004
Result (A+B)	91098224	78084996	85.715	78084831	165	100.000	0.000

* excludes invalid votes cast for 17 shares



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Resolution No. 8:- approval for reclassification of Authorised Share Capital..

Resolution Required: - Special

Mode of Voting : E-voting

Promoter/Public	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	59485602	59485602	100.000	59485602	0	100.000	0.000
Public – Institutional holders	16087114	12992597	80.764	12992597	0	100.000	0.000
Public-Others	15525508	5496007	35.400	5495930	77	99.999	0.001
Total	91098224	77974206	85.594	77974129	77	100.000	0.000

Mode of Voting : Ballot

Promoter and Promoter Group	59485602	0	0.000	0	0	0.000	0.000
Public – Institutional holders	16087114	0	0.000	0	0	0.000	0.000
Public-Others	15525508	111515	0.718	111511	4	99.996	0.004
Total	91098224	111515	0.122	111511	4	99.996	0.004
Result (A+B)	91098224	78085721	85.716	78085640	81	100.000	0.000

* excludes invalid votes cast for 17 shares



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Resolution No. 9:- Approval for payment of Commission to Non Executive Directors not exceeding 1% of net profits for 5 financial years.

Resolution Required: - Ordinary

Mode of Voting : E-voting

Promoter/Public	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	59485602	59485602	100.000	59485602	0	100.000	0.000
Public – Institutional holders	16087114	12992597	80.764	12992597	0	100.000	0.000
Public-Others	15525508	5496302	35.402	5494679	1623	99.971	0.030
Total	91098224	77974501	85.594	77972878	1623	99.998	0.002

Mode of Voting : Ballot

Promoter and Promoter Group	59485602	0	0.000	0	0	0.000	0.000
Public – Institutional holders	16087114	0	0.000	0	0	0.000	0.000
Public-Others	15525508	111515	0.718	111511	4	99.996	0.004
Total	91098224	111515	0.122	111511	4	99.996	0.004
Result (A+B)	91098224	78086016	85.716	78084389	1627	99.998	0.002

* excludes invalid votes cast for 17 shares



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Resolution No. 10:- Approval for revision in remuneration payable to Mr. V. Vaidyanathan, Chairman & Managing Director (DIN 00082596) from April 01, 2015 to August 09, 2015..

Resolution Required: - Special

Mode of Voting : E-voting

Promoter/Public	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	59485602	59485602	100.000	59485602	0	100.000	0.000
Public – Institutional holders	16087114	12992597	80.764	12738464	254133	98.044	1.956
Public-Others	15525508	5154166	33.198	5153387	779	99.985	0.015
Total	91098224	77632365	85.218	77377453	254912	99.672	0.328

Mode of Voting : Ballot

Promoter and Promoter Group	59485602	0	0.000	0	0	0.000	0.000
Public – Institutional holders	16087114	0	0.000	0	0	0.000	0.000
Public-Others	15525508	111515	0.718	111511	4	99.996	0.004
Total	91098224	111515	0.122	111511	4	99.996	0.004
Result (A+B)	91098224	77743880	85.341	77488964	254916	99.672	0.328

* excludes invalid votes cast for 17 shares



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Resolution No. 11:- Approval for reappointment of Mr. V. Vaidyanathan (DIN 00082596) for Five years w.e.f. August 10, 2015.

Resolution Required: - Special

Mode of Voting : E-voting

Promoter/Public	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	59485602	59485602	100.000	59485602	0	100.000	0.000
Public – Institutional holders	16087114	12992597	80.764	12738464	254133	98.044	1.956
Public-Others	15525508	5154624	33.201	5154196	428	99.992	0.008
Total	91098224	77632823	85.219	77378262	254561	99.672	0.328

Mode of Voting : Ballot

Promoter and Promoter Group	59485602	0	0.000	0	0	0.000	0.000
Public – Institutional holders	16087114	0	0.000	0	0	0.000	0.000
Public-Others	15525508	111515	0.718	111511	4	99.996	0.004
Total	91098224	111515	0.122	111511	4	99.996	0.004
Result (A+B)	91098224	77744338	85.341	77489773	254565	99.673	0.327

* excludes invalid votes cast for 17 shares



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Resolution No. 12:- Approval for increase in Borrowing limits under section 180 (1) (c) upto Rs. 15000 crore over and above the aggregate, for the time being, of the paid-up capital and free reserves of the Company.

Resolution Required: - Special

Mode of Voting : E-voting

Promoter/Public	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	59485602	59485602	100.000	59485602	0	100.000	0.000
Public – Institutional holders	16087114	12992597	80.764	12940417	52180	99.598	0.402
Public-Others	15525508	5496254	35.401	5495631	623	99.989	0.011
Total	91098224	77974453	85.594	77921650	52803	99.932	0.068

Mode of Voting : Ballot

Promoter and Promoter Group	59485602	0	0.000	0	0	0.000	0.000
Public – Institutional holders	16087114	0	0.000	0	0	0.000	0.000
Public-Others	15525508	111515	0.718	111511	4	99.996	0.004
Total	91098224	111515	0.122	111511	4	99.996	0.004
Result (A+B)	91098224	78085968	85.716	78033161	52807	99.932	0.068

* excludes invalid votes cast for 17 shares



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Resolution No. 13:- Approval for issue of Non Convertible Debentures in one or more tranches

Resolution Required: - Special

Mode of Voting : E-voting

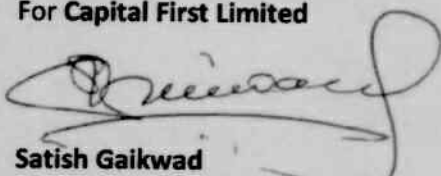
Promoter/Public	No. of shares held	No. of votes polled *	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	59485602	59485602	100.0000	59485602	0	100.0000	0.0000
Public – Institutional holders	16087114	12721981	79.0818	12662422	59559	99.5318	0.4682
Public-Others	15525508	5496332	35.4019	5495760	572	99.9896	0.0104
Total	91098224	77703915	85.2968	77643784	60131	99.9226	0.0774

Mode of Voting : Ballot

Promoter and Promoter Group	59485602	0	0.0000	0	0	0.0000	0.0000
Public – Institutional holders	16087114	0	0.0000	0	0	0.0000	0.0000
Public-Others	15525508	111515	0.7183	111511	4	99.9964	0.0036
Total	91098224	111515	0.1224	111511	4	99.9964	0.0036
Result (A+B)	91098224	77815430	85.4192	77755295	60135	99.9227	0.0773

* excludes invalid votes cast for 17 shares

For Capital First Limited



Satish Gaikwad

Head – Legal, Compliance & Company Secretary



Capital First Limited

Indiabulls Finance Centre, 15th Floor, Tower - 2, Senapati Bapat Marg, Elphinstone Road., Mumbai - 400 013, India.

T: +91 22 4042 3400, F: +91 22 4042 3401, E: customer.care@capfirst.com, W: www.capfirst.com, CIN No. L29120MH2005PLC156795

PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office :

111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

To,
The Chairman
Capital First Limited
Indiabulls Finance Centre, Tower - 2,
15th Floor, Senapati Bapat Marg,
Elphinstone (West), Mumbai - 400 013

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting at the Annual General Meeting of Capital First Limited held on Monday, July 20, 2015 at 3.00p.m.

I, P. N. Parikh, of M/s. Parikh & Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Capital First Limited pursuant to Section 108 of the Companies Act, 2013("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, to conduct the remote e-voting process in respect of the below mentioned resolutions passed at the Annual General Meeting of Capital First Limited held on Monday, July 20, 2015 at 3.00 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process through Ballot at the said Annual General Meeting held on July 20, 2015.

The Notice dated May 13, 2015 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company.

The Company had also provided voting facility to the shareholders present at the Annual General Meeting through Ballot and who had not cast their vote earlier through remote e-voting facility.



The shareholders of the company holding shares as on the "cut-off" date of July 13, 2015 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Thursday, July 16, 2015 at 09:30 a.m. (IST) and ended on Sunday, July 19, 2015 at 05:00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system.

I now submit my consolidated Report as under on the result of the remote e-voting and voting at the meeting in respect of the said Resolutions.

Resolution 1: Ordinary Resolution

Adoption of the Audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
210	7,80,85,918	100.00(Rounded-off)

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4	36	0.00



(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	17

Resolution 2: Ordinary Resolution

Declaration of dividend of Rs. 2.20/- per equity share of the company for the financial year ended March 31, 2015.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
210	7,80,85,583	100.00 (Rounded-off)

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
6	566	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	17



Resolution 3: Ordinary Resolution

To appoint a Director in place of Mr. Vishal Mahadevia (DIN 01035771), who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
193	7,77,35,581	99.55

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
20	3,50,323	0.45

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	17

Resolution 4: Ordinary Resolution

To ratify the appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, (ICAI Firm Registration No. 301003E), as approved by members at the Ninth Annual General Meeting as Statutory Auditors of the company to hold office until the conclusion of Twelfth Annual General Meeting and to authorise the Board to fix their remuneration.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
201	7,80,80,999	100.00(Rounded-off)



(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
10	140	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	17

Resolution 5: Ordinary Resolution

Appointment of Dr. (Mrs.) Brinda Jagirdar (DIN 06979864), as an Independent Director of the Company for a term upto September 23, 2017.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
197	7,80,85,653	100.00(Rounded-off)

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
12	205	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	17



Resolution 6 : Ordinary Resolution

Appointment of Mr. Dinesh Kanabar (DIN 00003252), as an Independent Director of the Company for a term upto January 05, 2018.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
200	7,80,85,683	100.00(Rounded-off)

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
11	143	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	17

Resolution 7: Ordinary Resolution

Appointment of Mr. Narendra Ostawal (DIN 06530414) as a Non Executive Director of the Company.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
199	7,80,84,831	100.00(Rounded-off)

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
11	165	0.00



(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	17

Resolution 8: Special Resolution**To approve reclassification of Authorised Share Capital of the company.**(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
203	7,80,85,640	100.00(Rounded-off)

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
9	81	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	17



Resolution 9: Ordinary Resolution

Payment of Commission to Non Executive Directors of the company not exceeding 1% of net profits of the company for each of the financial year commencing from financial year 2015-16 for a period of five years.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
183	7,80,84,389	100.00(Rounded-off)

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
31	1627	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	17

Resolution 10: Special Resolution

Revision in remuneration payable to Mr. V. Vaidyanathan (DIN 00082596), Chairman and Managing Director of the company for the period from April 01, 2015 to August 09, 2015.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
187	7,74,88,964	99.67

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
21	2,54,916	0.33



(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	17

Resolution 11: Special Resolution

Re-appointment of Mr. V. Vaidyanathan (DIN 00082596) as Chairman and Managing Director of the company for a period of five years with effect from August 10, 2015.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
195	7,74,89,773	99.67

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
14	2,54,565	0.33

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	17



Resolution 12: Special Resolution

Increase in borrowing limits under Section 180(1)(c) of the Companies Act, 2013 upto Rs. 15000/- crore over and above the aggregate, for the time being, of the paid-up capital and free reserves of the Company.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
192	7,80,33,161	99.93

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
19	52,807	0.07

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	17

Resolution 13: Special Resolution

Issue of Non Convertible Debentures on private placement basis in one or more tranches.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
198	7,77,55,295	99.92

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
14	60,135	0.08



(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
1	17

Thanking you,
Yours faithfully,

P. N. Parikh

Parikh & Associates

Practising Company Secretaries

FCS: 327 CP No.: 1228

111, 11th Floor, Sai Dwar CHS Ltd

Sab TV Lane, Opp. Laxmi Indl. Estate,

Off Link Road, Above Shabari Restaurant,

Andheri West, Mumbai - 400053

Place: Mumbai

Dated: July 21, 2015



[Handwritten signature]

