



KWALITY LIMITED

(Formerly Known as Kwaliti Dairy (India) Limited)

KDIL HOUSE: F-82, Shivaji Place, Rajouri Garden, New Delhi-110027

Board: +91 11 47006500 (100 Lines) Fax: +91 11 25191800

E-mail: info@kdil.in Website: www.kdil.in

CIN : L74899DL1992PLC255519

Date: 01st October, 2016

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 Fax No.: 022-22721919	National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra- Kurla Complex Bandra (E), Mumbai – 400051 Fax No.: 022-26598120
Ref.: Kwaliti Limited (KWALITYLTD/INE775B01025)	Ref.: Kwaliti Limited (KWALITYLTD/INE775B01025)

Dear Sir

SUBJECT: VOTING RESULTS OF THE ANNUAL GENERAL MEETING OF KWALITY LIMITED HELD ON 30TH SEPTEMBER, 2016

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we hereby enclose the voting results of the 24th Annual General Meeting on the Ordinary/Special resolutions mentioned in the notice of AGM.

At the AGM, the members have considered and approved the resolutions with requisite majority without any modifications. Facility of voting through ballot paper was provided to members present at the AGM. Attached is the consolidated result of voting through e-voting and voting in the AGM through ballot paper as per Rule 20 of the Companies (management and Administration) Rules, 2014.

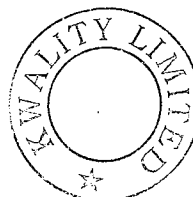
Kindly take the note.

Thanking You
Yours faithfully,
For Kwaliti Limited

Company Secretary & Compliance Officer

Pradeep K. Srivastava

Company Secretary & Compliance Officer



KWALITY LIMITED-24th Annual General Meeting

Date of the AGM	30.09.2016
Total number of shareholders on record date	28297
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group:	1
Public:	95
No. of Shareholders attended the meeting through Video Conferencing	NA
Promoters and Promoter Group: Public	

Resolution required: (Ordinary/ Special)					Ordinary- I Adoption of Annual Accounts for the Financial Year ended as on 31st March, 2016				
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		152154714	100	152154714	0	100	0	
	Poll	152154714	0	0	0	0	0	0	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
	Total	152154714	152154714	100	152154714	0	100	0	
Public-Institutions	E-Voting		1867682	41.72	1867682	0	100	0	
	Poll	4476655	0	0	0	0	0	0	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
	Total	4476655	1867682	41.72	1867682	0	100	0	
Public-Non Institutions	E-Voting		37780744	47.55	37780744	0	100.00	0	
	Poll	79454085	1963	0.002	1833	130	93.38	6.62	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
	Total	79454085	37782707	47.55	37782577	130	99.99	0.01	

Ordinary-1 Adoption of Annual Accounts for the Financial Year ended as on 31st March, 2016

No

Resolution required: (Ordinary/ Special)					Ordinary- 2. Declaration of Dividend for the Financial Year 2015-16				
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		152154714	100	152154714	0	100	0	
	Poll	152154714	0	0	0	0	0	0	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
Public-Institutions	Total	152154714	152154714	100	152154714	0	100	0	
	E-Voting		1867682	41.72	1867682	0	100	0	
	Poll	4476655	0	0	0	0	0	0	
Public-Non Institutions	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
	Total	4476655	1867682	41.72	1867682	0	100	0	
	E-Voting		37780744	47.55	37780744	0	100.00	0	
Public-Non Institutions	Poll	79454085	1963	0.002	1963	0	100.00	0	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
	Total	79454085	37782707	47.55	37782707	0	100.00	0	

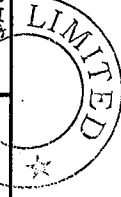
Ordinary- 2. Declaration of Dividend for the Financial Year 2015-16

No

Resolution required: (Ordinary/ Special)								Ordinary- 3. Appointment of Mr. Sanjay Dhingra, Director liable to retire by rotation		
Whether promoter/ promoter group are interested in the agenda/resolution?								Yes		
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		152154714	100	152154714	0	100	0		
	Poll	152154714	0	0	0	0	0	0		
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA		
	Total	152154714	152154714	100	152154714	0	100	0		
Public-Institutions	E-Voting		1867682	41.72	1867682	0	100	0		
	Poll	4476655	0	0	0	0	0	0		
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA		
	Total	4476655	1867682	41.72	1867682	0	100	0		
Public-Non Institutions	E-Voting		37780744	47.55	37780744	0	100.00	0		
	Poll	79454085	1963	0.002	1963	0	100.00	0		
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA		
	Total	79454085	37782707	47.55	37782707	0	100.00	0		

Resolution required: (Ordinary/ Special)								Ordinary- 4. Ratification of Appointment of M/s P.P. Mukerjee & Associates as Statutory Auditor of the Company		
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		152154714	100	152154714	0	100	0		
	Poll	152154714	0	0	0	0	0	0		
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA		
	Total	152154714	152154714	100	152154714	0	100	0		
Public-Institutions	E-Voting		1867682	41.72	1867682	0	100	0		
	Poll	4476655	0	0	0	0	0	0		
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA		
	Total	4476655	1867682	41.72	1867682	0	100	0		
Public-Non Institutions	E-Voting		37780744	47.55	37780744	0	100.00	0		
	Poll	79454085	1963	0.002	1963	0	100.00	0		
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA		
	Total	79454085	37782707	47.55	37782707	0	100.00	0		

Company Secretary & Compliance Officer



Resolution required: (Ordinary/ Special)

Ordinary- 5. Appointment of Dr. Satyendra Kumar Bhalla as 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	152154714	152154714	100	152154714	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	152154714	152154714	100	152154714	0	100	0
Public-Institutions	E-Voting	4476655	1867682	41.72	1867682	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	4476655	1867682	41.72	1867682	0	100	0
Public-Non Institutions	E-Voting	79454085	37780744	47.55	37780744	0	100.00	0
	Poll		1963	0.002	1833	130	93.38	6.62
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	79454085	37782707	47.55	37782577	130	99.99	0.01

Resolution required: (Ordinary/ Special)

Ordinary- 6. Appointment of Dr. Satyendra Kumar Bhalla as Whole Time Director

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

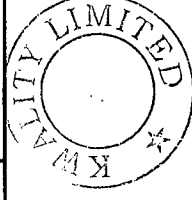
No

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	152154714	152154714	100	152154714	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	152154714	152154714	100	152154714	0	100	0
Public-Institutions	E-Voting	4476655	1867682	41.72	1867682	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	4476655	1867682	41.72	1867682	0	100	0
Public-Non Institutions	E-Voting	79454085	37780744	47.55	37780744	0	100.00	0
	Poll		1963	0.002	1863	100	94.31	5.09
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	79454085	37782707	47.55	37782607	100	99.99	0.01

For Kwality Limited

(Signature)

Company Secretary & Compliance Officer



Resolution required: (Ordinary/ Special)

Ordinary- 7. Appointment of Ms. Ankita Mehrotra as 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	152154714	152154714	100	152154714	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	152154714	152154714	100	152154714	0	100	0
Public-Institutions	E-Voting	4476655	1867682	41.72	1867682	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	4476655	1867682	41.72	1867682	0	100	0
Public-Non Institutions	E-Voting	79454085	37780744	47.55	37780744	0	100.00	0
	Poll		1963	0.002	1963	0	100.00	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	79454085	37782707	47.55	37782707	0	100.00	0

Resolution required: (Ordinary/ Special)

Ordinary- 8. Appointment of Mr. Ashok Kumar Gupta as Independent Director

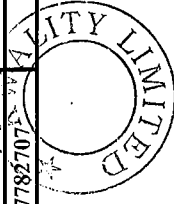
Whether promoter/ promoter group are interested in the agenda/resolution?

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	152154714	152154714	100	152154714	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	152154714	152154714	100	152154714	0	100	0
Public-Institutions	E-Voting	4476655	1867682	41.72	1867682	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	4476655	1867682	41.72	1867682	0	100	0
Public-Non Institutions	E-Voting	79454085	37780744	47.55	37780744	0	100.00	0
	Poll		1963	0.002	1963	0	100.00	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	79454085	37782707	47.55	37782707	0	100.00	0

For Kwality Limited

Company Secretary & Compliance Officer



Mukun Vivek & Company

Company Secretaries

www.mvco.in

SCRUTINIZER'S REPORT

(Pursuant to section 108 of the companies Act, 2013 and Rule 20(4) (xii) of the Companies
(Management and Administration Rules, 2014)

To

The Chairman
Kwality Limited
KDIL House, F-82,
Shivaji Place, Rajouri Garden
New Delhi -110027

Dear Sir,

We, Mukun Vivek & Company, Company Secretaries, having address at 28/51, West Patel Nagar New Delhi -110008, appointed as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and Voting by ballot at the 24th Annual General meeting (AGM) in fair and transparent manner in respect of the below mentioned resolutions transacted at the 24th AGM of the Equity Shareholders of M/s Kwality Limited (hereinafter referred to as the Company) hereby submit our report as under:

1. The compliance with the provisions of the Companies Act, 2013 and the rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by use of ballots by shareholders on the resolutions in accordance with Notice of 24th AGM is the responsibility of the management. Our responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by postal ballot at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizer's report of the total vote cast in favour or against if any.
2. In accordance with the Notice of the 24th AGM sent to the shareholders, the remote E-voting period begins on September 27, 2016 at 10:00 AM and ends on September 29, 2016 at 05:00 PM.
3. The Equity shareholders holding shares as on September 23, 2016 (cut off date) were entitled to vote on the resolutions stated in the notice of the 24th AGM.
4. The ballot boxes were opened in the presence of two witnesses who are not the employees of the Company. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid (**Twenty One Ballots**) and kept separately. 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.



5. The votes on remote e-voting were unblocked at around 7:00 P.M. on 29th September, 2016 in the presence of two witnesses who are not the employees of the Company and the e-voting results/list downloaded from the website of Central Depository Services (India) Limited (www.voting.cdsl.com) is being handed over to the Chairman of the Company along with this Report.
6. All the resolutions were passed with requisite majority. We are herewith enclosing the details containing inter alia, list of equity shareholders, who cast their votes through remote e-voting and by poll on each of the resolutions.

Thanking you,

For Mukun Vivek and Company



Mukun Arora
(Partner)

M No.: 15980
CP No.: 4766

Date: 30th September 2016
Place: New Delhi

RESOLUTION NO. 1**ADOPTION OF BALANCE SHEET AND PROFIT & LOSS ACCOUNT TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	%of total number of valid votes cast
Remote e-voting	55	191803140	
Voting by ballot	20	1833	
Total	75	191804973	99.99

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

Mode of voting	Number of members voted	Number of votes cast by them	%of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	1	130	
Total	1	130	0.01

RESOLUTION NO. 2**DECLARATION OF DIVIDEND FOR THE FINANCIAL YEAR 2015-16**(i) Voted **in favour** of the resolution :

Mode of voting	Number of members voted	Number of votes cast by them	%of total number of valid votes cast
Remote e-voting	55	191803140	
Voting by ballot	21	1963	
Total	76	191805103	100

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

Mode of voting	Number of members voted	Number of votes cast by them	%of total number of valid votes cast
Remote e-voting	0	0	0
Voting by ballot	0	0	0
total	0	0	0



RESOLUTION NO. 3

APPOINTMENT OF MR. SANJAY DHINGRA, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

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

Mode of voting	Number of members voted	Number of votes cast by them	%of total number of valid votes cast
Remote e-voting	55	191803140	
Voting by ballot	21	1963	
total	76	191805103	100

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

Mode of voting	Number of members voted	Number of votes cast by them	%of total number of valid votes cast
Remote e-voting	0	0	0
Voting by ballot	0	0	0
total	0	0	0

RESOLUTION NO. 4

RATIFICATION OF APPOINTMENT OF M/S. P.P. MUKERJEE & ASSOCIATES AS STATUTORY AUDITOR OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Section 139,142 of the Companies Act, 2013 (“Act”), and other applicable provisions of the Act, if any and the rules made there under, pursuant to the recommendations of the audit committee of the Board of Directors, the appointment of M/s. P.P. Mukerjee & Associates, Chartered Accountants (ICAI Firm Registration No. 023276N), as the auditors of the Company to hold office till the conclusion of the AGM to be held in the year 2019 (subject to ratification of their appointment at every AGM) be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2017 as may be determined by the audit committee in consultation with the auditors , and that such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors”.



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

Mode of voting	Number of members voted	Number of votes cast by them	%of total number of valid votes cast
Remote e-voting	55	191803140	
Voting by ballot	21	1963	
total	76	191805103	100

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

Mode of voting	Number of members voted	Number of votes cast by them	%of total number of valid votes cast
Remote e-voting	0	0	0
Voting by ballot	0	0	0
total	0	0	0

RESOLUTION NO. 5

APPOINTMENT OF DR. SATYENDRA KUMAR BHALLA AS DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualifications of Directors) Rules 2014, Dr. Satyendra Kumar Bhalla (**DIN:06651319**), who was appointed an Additional Director of the Company with effect from October 08, 2015 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for office of Director, be and is hereby appointed as Director of the Company.”



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

Mode of voting	Number of members voted	Number of votes cast by them	%of total number of valid votes cast
Remote e-voting	55	191803140	
Voting by ballot	20	1833	
total	75	191804973	99.99

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

Mode of voting	Number of members voted	Number of votes cast by them	%of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	1	130	
total	1	130	0.01

RESOLUTION NO. 6

APPOINTMENT OF DR. SATYENDRA KUMAR BHALLA AS WHOLE-TIME DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V to the Act and the Rules made thereunder, as amended from time to time and pursuant to the recommendation of Remuneration, Compensation and Nomination Committee, Dr. Satyendra Kumar Bhalla (DIN: 06651319) be and is hereby appointed as Whole Time Director of the Company for a period of 5 years w.e.f 08th October, 2015 to 07th October, 2020 and he will be paid remuneration as per Schedule V of the Companies Act, 2013, set out below with liberty to the Directors to alter, vary or increase the remuneration specified below from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/or as approved by the Central Government or such other competent authority, if applicable and in such manner as may be agreed to between the Board of Directors and Dr. Satyendra Kumar Bhalla (DIN: 06651319)

Basic Salary	:	Rs.1,67,000/- p.m
House Rent Allowance	:	Rs.83,500/- p.m
Special Allowance	:	Rs.42,979/- p.m
Other Allowance	:	Rs. 37,004/- p.m



Other Perquisites:

1. Reimbursement of medical expenses actually incurred for self and family, subject to a ceiling of Rs.1,250/- p.m.
2. Mediclaim Policy for self and Family as per policy of Company.
3. Leave travel concession/ allowance for self and family as per rules of the Company.
4. Leave on full pay and allowance, as per the rules of the Company.
5. Benefits of Provident Fund and Pension/Superannuation Fund, if provided, however that the contribution to Provident Fund, Pension/Superannuation Fund will not be considered or included for the computation of ceilings on perquisites to the extent that these either singly or put together are not taxable under the Income Tax Act.
6. Gratuity, not exceeding half a month salary for each completed year of service and as per the rules of the company
7. Conveyance Allowance, reimbursement of car with driver and maintenance subject to ceiling of Rs.1,600/- p.m.

RESOLVED FURTHER THAT notwithstanding anything herein, where in any financial year during the tenure of the Whole-Time Director, the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals including approval of Central Government, if any, pay to the Whole-Time Director the above remuneration as the minimum remuneration by way of salary, perquisites, performance pay, other allowances and benefits and that the perquisites pertaining to contribution to provident fund, superannuation fund or annuity fund, gratuity and leave encashment shall not be included in the computation of the ceiling on remuneration specified in Section II and Section III of part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT Dr. Satyendra Kumar Bhalla, Whole Time Director be and is hereby designated as Key Managerial Personnel in terms of Section 2(51) read with Section 203 of the Companies Act, 2013."

Voted **in favour** of the resolution :

Mode of voting	Number of members voted	Number of votes cast by them	%of total number of valid votes cast
Remote e-voting	55	191803140	
Voting by ballot	20	1863	
total	75	191805003	99.994

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

Mode of voting	Number of members voted	Number of votes cast by them	%of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	1	100	
total	1	100	0.006



RESOLUTION NO. 7

APPOINTMENT OF MS. ANKITA MEHROTRA AS WOMEN INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Ms. Ankita Mehrotra (DIN: 07412370), who was appointed as an Additional Director of the Company by the Board of Directors with effect from January 23, 2016 and who hold office till the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intension to propose Ankita Mehrotra (**DIN: 07412370**) as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company for a period up to January 22, 2021, not liable to retire by rotation.”

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

Mode of voting	Number of members voted	Number of votes cast by them	%of total number of valid votes cast
Remote e-voting	55	191803140	
Voting by ballot	21	1963	
total	76	191805103	100

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

Mode of voting	Number of members voted	Number of votes cast by them	%of total number of valid votes cast
Remote e-voting	0	0	0
Voting by ballot	0	0	0
total	0	0	0



RESOLUTION NO. 8

APPOINTMENT OF MR. ASHOK KUMAR GUPTA AS AN INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. Ashok Kumar Gupta (**DIN: 00016704**), who was appointed as an Additional Director of the Company by the Board of Directors with effect from June 14, 2016 and who hold office till the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intension to propose Mr. Ashok Kumar Gupta (**DIN: 00016704**) as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company for a period up to June 13, 2021, not liable to retire by rotation.”

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

Mode of voting	Number of members voted	Number of votes cast by them	%of total number of valid votes cast
Remote e-voting	55	191803140	
Voting by ballot	21	1963	
total	76	191805103	100

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

Mode of voting	Number of members voted	Number of votes cast by them	%of total number of valid votes cast
Remote e-voting	0	0	0
Voting by ballot	0	0	0
total	0	0	0



RESOLUTION NO. 9

RATIFICATION OF COST AUDITOR'S REMUNERATION

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

“RESOLVED THAT pursuant to provisions of Section 148 of the Companies Act, 2013 (the “Act”) and other applicable provisions of the Act read with the relevant Rules thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded for the payment of remuneration of Rs.1,00,000/- (Rupees One lakh only) plus applicable service tax and reimbursement of out of pocket expenses to M/s M K Jha & Co, Cost Accountants, (Firm Registration No. **101333**) appointed by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year ending on March 31, 2017.

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

Mode of voting	Number of members voted	Number of votes cast by them	%of total number of valid votes cast
Remote e-voting	55	191803140	
Voting by ballot	20	1833	
total	75	191804973	99.99

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

Mode of voting	Number of members voted	Number of votes cast by them	%of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	1	130	
total	1	130	0.01



RESOLUTION NO. 10

ISSUE OF SECURITIES OF THE COMPANY FOR AN AMOUNT OF UP TO RS 10,000 MILLION

To consider and if thought fit, to pass the following resolution with or without modification(s), as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 42, 62 and other applicable Provisions, if any, of the Companies Act, 2013, Companies (Share Capital and Debentures) Rules, 2014 and all applicable rules made thereunder (including any amendments / modifications thereto or re-enactment thereof) (the “Act”) and pursuant to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, (the “SEBI ICDR Regulations”), as amended, and subject to all the other rules, regulations, guidelines, notifications and circulars prescribed by the Securities and Exchange Board of India (“SEBI”), the applicable provisions of the Foreign Exchange Management Act, 1999, as amended (“FEMA”) and regulations made thereunder including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 and the enabling provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges where the Company’s equity shares are listed (“Listing Agreements”), and in accordance with the applicable regulations and/ or guidelines issued by any other competent authorities and/ or clarifications issued thereon, from time to time and subject to all such approvals, permissions, consents and / or sanctions as may be necessary from the Government of India (“GOI”), the Reserve Bank of India (“RBI”), SEBI, the Stock Exchanges, the Ministry of Finance (Department of Economic Affairs) and Ministry of Commerce & Industry (Foreign Investment Promotion Board / Secretariat for Industrial Assistance) and / or all other ministries, departments or other statutory or local authorities of the GOI and/or any other competent governmental or regulatory authorities as may be required, whether in India or outside India (hereinafter collectively referred to as Appropriate Authority’) and subject to such conditions and / or modifications as may be prescribed by any of them while granting such approvals, permissions, consents and / or sanctions (hereinafter referred to as “Requisite Approvals”), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any duly authorised Committee constituted or may hereinafter be constituted and/or any Director(s) of the Company, delegated with the powers necessary for the purpose, (including the powers conferred by this Resolution), consent of the Members of the Company be and is hereby accorded to the Board of Directors or Committee thereof to create, offer, issue and allot in one or more tranches, whether rupee denominated or denominated in foreign currency in the course of international and/or domestic market for a value of up to Rs. 10,000 Million (Rupees Ten thousand millions only), such number of Equity Shares, Global Depository Receipts(GDRs), American Depository Receipts(ADRs) , Foreign Currency Convertible Bonds (FCCBs), Warrants Convertible/ Non-Convertible, Compulsory convertible preference shares(CCPS) and/or Equity Shares through Depository Mechanism and/or Fully/Partly Convertible Debentures and/or Non-Convertible



Debentures (NCDs) with or without warrants and/or Equity Shares through Convertible Securities, or any other financial instruments convertible into or linked to Equity Shares and/or any other instruments and/or combination of instruments with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form including without limitation, the Securities as defined under the Securities Contract Regulation Act, 1956 and the rules made thereunder as amended from time to time (hereinafter collectively referred to as the "Securities") whether, secured or unsecured, Listed on any stock exchange(s) in India, through an offer document and/or prospectus and/or offer letter and/or offering circular and/or placement document, and/or listing particulars, to any person including foreign / resident investors (whether institutions, incorporated bodies, mutual funds and/or individuals or otherwise), foreign institutional investors, venture capital funds, foreign venture capital investors, qualified foreign investors, alternative investment funds, multilateral and bilateral financial institutions, state industrial development corporations, insurance companies, provident funds, pension funds, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, development financial institutions, Indian mutual funds, non-resident Indians, promoters, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities, authorities, and/or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the "Investors") including allotment in exercise of a green shoe option, if any, by the Company, through public issue(s), rights issue(s), private placement(s), and / or qualified institutional placement under Chapter VIII of the SEBI (ICDR) Regulations or a combination thereof at such time or times, at such price or prices, at a discount or premium to the market price or prices, including discounts as permitted under applicable law, in such manner and on such terms and conditions including security, rate of interest and conversion terms, as may be decided by and deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of investors at the time of such issue and allotment considering the prevailing market conditions and other relevant factors wherever necessary in consultation with the lead managers, or other advisor(s) for such issue(s), as the Board in its absolute discretion may deem fit and appropriate"

"RESOLVED FURTHER THAT if any issue of Securities is made by way of a qualified institutional placement in terms of Chapter VIII of the SEBI (ICDR) Regulations, the allotment of the Securities, or any combination of Securities as may be decided by the Board shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the SEBI (ICDR) Regulations from time to time and the Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI (ICDR) Regulations"

"RESOLVED FURTHER THAT in the event that Equity Shares are issued to qualified institutional buyers under Chapter VIII of the SEBI (ICDR) Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and at such price being not less than the price determined in accordance with the pricing formula (including any permitted discounts) provided under Chapter VIII of the SEBI (ICDR) Regulations"



"RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, ADRs, or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decide to open the issue of such Securities in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme 1993 and other applicable pricing provisions issued by the Ministry of Finance .

"RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of interest, additional interest, premium on redemption, prepayment whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities during the term of the Securities and the Board be and is hereby authorised in its absolute discretion to dispose off such of the Securities that are not subscribed in such manner as it may deem fit"

"RESOLVED FURTHER THAT the issue of Securities which are convertible into Equity Shares shall, inter alia, be subject to the following terms and conditions:

- (a) in the event of the Company making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the Equity Share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro rata;
- (b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares shall stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders; and

"RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint lead managers, co-managers, underwriters, guarantors, depositories, custodians, registrars, trustees, bankers, lawyers, advisors, auditors, stabilizing agent and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc., with such agencies and also to seek the listing of such Securities on stock exchange(s), to seek consent, if required from lenders of the Company and parties with whom the Company has entered into various commercial and other agreements in connection with the issue and allotment of Securities and also to open one or more bank accounts in the name of the Company within or outside India, as may be required, subject to receipt of requisite approvals wherever required from the RBI or any regulatory authority, as applicable"



“RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares including issue and allotment of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares that may be issued and allotted by the Company, including issue and allotment of equity shares upon conversion of any securities referred above, shall be issued and allotted in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu inter se with the existing Equity Shares of the Company in all respects except as provided otherwise under the terms of issue/offering and in accordance with the offer document and/or prospectus and/or offer letter and/or offering circular and/or listing particulars”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to determine the form, terms and timing of the issue(s), including the class of Investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, discount(s) permitted under applicable law (now or hereafter), premium amount on issue/conversion of Securities, listings on stock exchanges in India as the Board in its absolute discretion deems fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the issue(s)”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), placement document or offering circular, as the case may be, execution of various transaction documents, creation of mortgage/ charge in accordance with Section 180 of the Companies Act 2013 or such other provisions of the Companies Act, 2013 and the Rules made thereunder, in respect of any Securities as may be required either on pari-passu basis or otherwise as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred to any committee of directors or any executive director or directors or any other officer or officers of the Company to give effect to the aforesaid resolutions”



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

Mode of voting	Number of members voted	Number of votes cast by them	%of total number of valid votes cast
Remote e-voting	55	191803140	
Voting by ballot	20	1833	
total	75	191804973	99.99

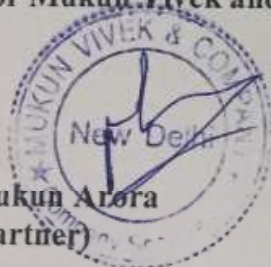
(ii) Voted **against** the resolution :

Mode of voting	Number of members voted	Number of votes cast by them	%of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	1	130	
total	1	130	0.01

The poll papers and all other relevant records will remain in our custody until the Chairman considers, approves and sign the minutes of the 24th AGM and the same shall be handed over to the company Secretary/ Director authorized by the Board for safe keeping.

Thanking you,

For Mukun Vivek and Company


Mukun Arora
(Partner)

M No.: 15980

CP No.: 4766

Date: 30th September 2016

Place: New Delhi