



KEC International Limited

Regd. Office: RPG House, 463, Dr. Annie Besant Road, Worli, Mumbai 400030, India
Tel.: +91-22-66670200 • Fax +91-22-66670287
CIN No.L45200MH2005PLC152061 • Web.: www.kecprg.com

July 29, 2016

BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai – 400 001	National Stock Exchange of India Limited Exchange Plaza Bandra Kurla Complex Bandra (East), Mumbai 400 051
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Dear Sirs,

Sub: Disclosure under Regulation 30 and 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") – Brief proceeding and details of the voting results of the 11th Annual General Meeting of the Company.

Pursuant to Regulation 30 of the Listing Regulations, we enclose herewith the details regarding the brief proceedings of the Annual General Meeting (AGM) of the Company held today on Friday, July 29, 2016 at 4.00 p.m. at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai - 400 025

Further pursuant to Regulation 44(3) of the Listing Regulations, we are submitting herewith the details regarding the voting results of the business transacted at the AGM in the prescribed format.

We are also enclosing the report of the Scrutinizer on the e-voting and through ballot paper at the AGM.

The above information is also uploaded on the website of the Company.

You are requested to take the same on records.

Thanking you,

Yours sincerely,

For KEC International Limited



Ch. V. Jagannadha Rao
Vice President – Legal & Company Secretary



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Details of the Proceedings of the AGM

Sr. No.	Particulars	Details
1	Date of AGM	Friday, July 29, 2016
2	Total No. of shareholders	As on cut off date i.e. July 22, 2016 73,567
3	No. of Shareholders present in the meeting either in person or through proxy: Promoters & Promoters Group- Public-	 10 75
4	No. of shareholders attending the AGM through Video Conferencing Promoters & Promoters Group Public	No Applicable





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Results of the Meeting

Sr. No.	Agenda	Resolution (Ordinary / Special)	Mode of Voting	Remarks
1	Adoption of Audited Financial Statements (including the Consolidated financial statements) and Reports of Directors and Auditors thereon.	Ordinary	e-voting & ballot paper at the AGM	Passed with requisite majority
2	Confirmation of Interim Dividend as Final Dividend for the financial year 2015-16.	Ordinary	e-voting & ballot paper at the AGM	Passed with requisite majority
3	Re-Appointment of Mr. R. D. Chandak (DIN: 00026581) as Director of the Company.	Ordinary	e-voting & ballot paper at the AGM	Passed with requisite majority
4	Ratification of appointment of Statutory Auditors.	Ordinary	e-voting & ballot paper at the AGM	Passed with requisite majority
5	Authority for Appointment of Branch Auditors.	Ordinary	e-voting & ballot paper at the AGM	Passed with requisite majority
6	Appointment of Mr. Vimal Kejriwal (DIN: 00026981) as Director of the Company.	Ordinary	e-voting & ballot paper at the AGM	Passed with requisite majority
7	Ratification of remuneration payable to Cost Auditors.	Ordinary	e-voting & ballot paper at the AGM	Passed with requisite majority
8	Enhancement of Borrowing limits of the Company	Special	e-voting & ballot paper at the AGM	Passed with requisite majority
9	Authority for creation of mortgage and/or charge on properties of the Company.	Special	e-voting & ballot paper at the AGM	Passed with requisite majority





KEC International Limited (CIN: L45200MH2005PLC152061)									
Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Physical and e-Voting)									
Resolution 1 - Adoption of Audited Financial Statements (including the Consolidated Financial Statements) for the financial year ended March 31, 2016 and the reports of the Board of Directors and the Auditors thereon.									
Date of the AGM/EGM		29th July, 2016							
Total number of shareholders on record date		73567							
No. of shareholders present in the meeting either in person or through proxy:									
Promoters and Promoter Group:		10							
Public:		75							
No. of shareholders attended the meeting through Video Conferencing		N.A							
Promoters and Promoter Group:									
Public:									
Resolution required: (Ordinary/Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled	
Promoter and Promoter Group	E-Voting	130762054	130762054	$[3]=\frac{[2]}{[1]} \times 100$	130762054	0	$[6]=\frac{[4]}{[2]} \times 100$	$[7]=\frac{[5]}{[2]} \times 100$	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total	130762054	130762054	100.0000	130762054	0	100.0000	0.0000	0.0000
Public Institutions	E-Voting	83897254	63526457	75.7194	63526457	0	100.0000	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0.0000
	Total	83897254	63526457	75.7194	63526457	0	100.0000	0.0000	0.0000
Public Non Institutions	E-Voting	42429062	13495	0.0318	13475	20	99.8518	0.1482	0.1482
	Poll		2027	0.0048	2026	1	99.9507	0.0493	0.0493
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0.0000
	Total	42429062	15522	0.0366	15501	21	99.8647	0.1353	0.1353
Total		257088370	194304033	75.5787	194304012	21	100.0000	0.0000	0.0000



KEC International Limited (CIN: L45200MH2005PLC152061)									
Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Physical and e-Voting)									
Resolution 2 - Confirmation of interim dividend paid during the financial year as final dividend on equity shares for the year ended March 31, 2016									
Date of the AGM/EGM		29th July, 2016							
Total number of shareholders on record date		73567							
No. of shareholders present in the meeting either in person or through proxy:									
Promoters and Promoter Group:		10							
Public:		75							
No. of shareholders attended the meeting through Video Conferencing		N.A							
Resolution required: (Ordinary/Special)		Ordinary							
Whether promoter/promoter group are interested in the agenda/resolution?		No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	
Promoter and Promoter Group	E-Voting	130762054	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={([4]/[2])*100}	[7]={([5]/[2])*100}	
	Poll		130762054	100.0000	130762054	0	100.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		130762054	100.0000	130762054	0	100.0000	0.0000	
Public Institutions	E-Voting	83897254	69436720	82.7640	69436720	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		69436720	82.7640	69436720	0	100.0000	0.0000	
Public Non Institutions	E-Voting	42429062	13495	0.0318	13173	322	97.6139	2.3861	
	Poll		2027	0.0048	2026	1	99.9507	0.0493	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		15522	0.0366	15199	323	97.9191	2.0809	
Total		257088370	200214296	77.8776	200213973	323	99.9998	0.0002	

KEC International Limited (CIN: L45200MH2005PLC152061)										
Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Physical and e-Voting)										
Resolution 3 - Re-appointment of Mr. R. D. Chandak as a director of the Company										
Date of the AGM/EGM		29th July, 2016								
Total number of shareholders on record date		73567								
No. of shareholders present in the meeting either in person or through proxy:										
Promoters and Promoter Group:		10								
Public:		75								
No. of shareholders attended the meeting through Video Conferencing		N.A								
Resolution required: (Ordinary/Special)		Ordinary								
Whether promoter/promoter group are interested in the agenda/resolution?		No								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled		
Promoter and Promoter Group	E-Voting	130762054	130762054	100.0000	130762054	0	100.0000	0.0000		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000		
	Total	130762054	130762054	100.0000	130762054	0	100.0000	0.0000		
Public Institutions	E-Voting	83897254	69436720	82.7640	68643563	793157	98.8577	1.1423		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000		
	Total	83897254	69436720	82.7640	68643563	793157	98.8577	1.1423		
Public Non Institutions	E-Voting	42429062	13495	0.0318	13475	20	99.8518	0.1482		
	Poll		2027	0.0048	2026	1	99.9507	0.0493		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000		
	Total	42429062	15522	0.0366	15501	21	99.8647	0.1353		
Total		257088370	200214296	77.8776	199421118	793178	99.6038	0.3962		





KEC International Limited (CIN: L45200MH2005PLC152061)										
Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Physical and e-Voting)										
Resolution 4 - Ratify appointment of M/s. Deloitte Haskins & Sells as the Statutory Auditor of the Company										
Date of the AGM/EGM		29th July, 2016								
Total number of shareholders on record date		73567								
No. of shareholders present in the meeting either in person or through proxy:										
Promoters and Promoter Group:		10								
Public:		75								
No. of shareholders attended the meeting through Video Conferencing		N.A								
Resolution required: (Ordinary/Special)		Ordinary								
Whether promoter/promoter group are interested in the agenda/resolution?		No								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled		
Promoter and Promoter Group	E-Voting	[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={([4]/[2])*100	[7]={([5]/[2])*100		
	Poll	130762054	130762054	100.0000	130762054	0	100.0000	0.0000		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000		
	Total		130762054	130762054	100.0000	130762054	0	100.0000	0.0000	
Public Institutions	E-Voting		69436720	82.7640	61421315	8015405	88.4565	11.5435		
	Poll	83897254	0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000		
	Total		69436720	82.7640	61421315	8015405	88.4565	11.5435		
Public Non Institutions	E-Voting		13495	0.0318	13475	20	99.8518	0.1482		
	Poll	42429062	2027	0.0048	2026	1	99.9507	0.0493		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000		
	Total		42429062	15522	0.0366	15501	21	99.8647	0.1353	
Total		257088370	200214296	77.8776	192198870	8015426	95.9966	4.0034		



KEC International Limited (CIN: L45200MH2005PLC152061)										
Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Physical and e-Voting)										
Resolution 5 - Appointment of Branch Auditors										
Date of the AGM/EGM		29th July, 2016								
Total number of shareholders on record date		73567								
No. of shareholders present in the meeting either in person or through proxy:										
Promoters and Promoter Group:		10								
Public:		75								
No. of shareholders attended the meeting through Video Conferencing		N.A								
Resolution required: (Ordinary/Special)		Ordinary								
Whether promoter/promoter group are interested in the agenda/resolution?		No								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled		
Promoter and Promoter Group	E-Voting		130762054	100.0000	130762054	0	100.0000	0.0000		
	Poll	130762054	0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000		
	Total	130762054	130762054	100.0000	130762054	0	100.0000	0.0000		
Public Institutions	E-Voting		69436720	82.7640	69436720	0	100.0000	0.0000		
	Poll	83897254	0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000		
	Total	83897254	69436720	82.7640	69436720	0	100.0000	0.0000		
Public Non Institutions	E-Voting		13495	0.0318	13475	20	99.8518	0.1482		
	Poll	42429062	2027	0.0048	2026	1	99.9507	0.0493		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000		
	Total	42429062	15522	0.0366	15501	21	99.8647	0.1353		
Total		257088370	200214296	77.8776	200214275	21	100.0000	0.0000		

KEC International Limited (CIN: L45200MH2005PLC152061)									
Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Physical and e-Voting)									
Resolution 6 - Appointment of Mr. Vimal Kejriwal as Director									
Date of the AGM/EGM		29th July, 2016							
Total number of shareholders on record date		73567							
No. of shareholders present in the meeting either in person or through proxy:									
Promoters and Promoter Group:		10							
Public:		75							
No. of shareholders attended the meeting through Video Conferencing		N.A							
Resolution required: (Ordinary/Special)			Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	
Promoter and Promoter Group	E-Voting		130762054	100.0000	130762054	0	100.0000	0.0000	
	Poll	130762054	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total	130762054	130762054	100.0000	130762054	0	100.0000	0.0000	
Public Institutions	E-Voting		69436720	82.7640	69436720	0	100.0000	0.0000	
	Poll	83897254	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total	83897254	69436720	82.7640	69436720	0	100.0000	0.0000	
Public Non Institutions	E-Voting		13495	0.0318	13475	20	99.8518	0.1482	
	Poll	42429062	2027	0.0048	2026	1	99.9507	0.0493	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total	42429062	15522	0.0366	15501	21	99.8647	0.1353	
Total		257088370	200214296	77.8776	200214275	21	100.0000	0.0000	



KEC International Limited (CIN: L45200MH2005PLC152061)										
Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Physical and e-Voting)										
Resolution 7 - Ratify remuneration payable to Cost Auditors										
Date of the AGM/EGM		29th July, 2016								
Total number of shareholders on record date		73567								
No. of shareholders present in the meeting either in person or through proxy:										
Promoters and Promoter Group:		10								
Public:		75								
No. of shareholders attended the meeting through Video Conferencing		N.A								
Resolution required: (Ordinary/Special)		Ordinary								
Whether promoter/promoter group are interested in the agenda/resolution?		No								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled		
Promoter and Promoter Group	E-Voting	[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100		
	Poll	130762054	130762054	100.0000	130762054	0	100.0000	0.0000		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000		
	Total	130762054	130762054	100.0000	130762054	0	100.0000	0.0000		
Public Institutions	E-Voting		69436720	82.7640	69436720	0	100.0000	0.0000		
	Poll	83897254	0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000		
	Total	83897254	69436720	82.7640	69436720	0	100.0000	0.0000		
Public Non Institutions	E-Voting		13495	0.0318	13475	20	99.8518	0.1482		
	Poll	42429062	1922	0.0045	1921	1	99.9480	0.0520		
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000		
	Total	42429062	15417	0.0363	15396	21	99.8638	0.1362		
Total		257088370	200214191	77.8776	200214170	21	100.0000	0.0000		



KEC International Limited (CIN: L45200MH2005PLC152061)									
Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Physical and e-Voting)									
Resolution 8 - To increase the borrowing limits of the Board									
Date of the AGM/EGM		29th July, 2016							
Total number of shareholders on record date		73567							
No. of shareholders present in the meeting either in person or through proxy:									
Promoters and Promoter Group:		10							
Public:		75							
No. of shareholders attended the meeting through Video Conferencing		N.A							
Resolution required: (Ordinary/Special)		Special							
Whether promoter/promoter group are interested in the agenda/resolution?		No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	
Promoter and Promoter Group	E-Voting		130762054	$[3]=\frac{[2]}{[1]}*100$	100.0000	0	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$	0.0000
	Poll	130762054	0	0.0000	0	0	0.0000	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0.0000
	Total	130762054	130762054	100.0000	130762054	0	100.0000	0.0000	0.0000
Public Institutions	E-Voting		69436720	82.7640	62798177	6638543	90.4394	9.5606	
	Poll	83897254	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total	83897254	69436720	82.7640	62798177	6638543	90.4394	9.5606	
Public Non Institutions	E-Voting		13495	0.0318	13200	295	97.8140	2.1860	
	Poll	42429062	2027	0.0048	1921	106	94.7706	5.2294	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total	42429062	15522	0.0366	15121	401	97.4166	2.5834	
Total		257088370	200214296	77.8776	193575352	6638944	96.6841	3.3159	





KEC International Limited (CIN: L45200MH2005PLC152061)									
Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Physical and e-Voting)									
Resolution 9 - Authority to mortgage/charge/hypothecate/pledge/create security on the movable and/or immovable properties of the Company									
Date of the AGM/EGM		29th July, 2016							
Total number of shareholders on record date		73567							
No. of shareholders present in the meeting either in person or through proxy:									
Promoters and Promoter Group:		10							
Public:		75							
No. of shareholders attended the meeting through Video Conferencing		N.A							
Resolution required: (Ordinary/Special)		Special							
Whether promoter/promoter group are interested in the agenda/resolution?		No							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	
Promoter and Promoter Group	E-Voting		130762054	100.0000	130762054	0	100.0000	0.0000	
	Poll	130762054	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total	130762054	130762054	100.0000	130762054	0	100.0000	0.0000	
Public Institutions	E-Voting		67482056	80.4342	62798177	4683879	93.0591	6.9409	
	Poll	83897254	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total	83897254	67482056	80.4342	62798177	4683879	93.0591	6.9409	
Public Non Institutions	E-Voting		13495	0.0318	13100	395	97.0730	2.9270	
	Poll	42429062	2027	0.0048	1921	106	94.7706	5.2294	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total	42429062	15522	0.0366	15021	501	96.7723	3.2277	
Total		257088370	198259632	77.1173	193575252	4684380	97.6372	2.3628	

To,
The Chairman
KEC International Limited
RPG House,
463, Dr. Annie Besant Road,
Worli, Mumbai - 400 030

Dear Sir,

Sub: Consolidated Scrutinizer's Report on 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 through ballot paper at the Annual General Meeting of KEC International Limited held on July 29, 2016 at 04.00 p.m.

I, P. N. Parikh, of M/s. Parikh Parekh & Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of KEC International 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, to conduct the e-voting process in respect of the below mentioned resolutions passed at the 11th Annual General Meeting (AGM) of KEC International Limited held on Friday, July 29, 2016 at 4.00 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on July 29, 2016.

The Notice dated May 06, 2016 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 AGM of the Company.

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company.

The Company had also provided voting facility to the shareholders present at the AGM and who had not cast their vote earlier through e-voting facility. The shareholders of the company holding shares as on the "cut-off" date of July 22, 2016 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for e-voting commenced on Tuesday, July 26, 2016 at 09:00 a.m. (IST) and ended on Thursday, July 28, 2016 at 05:00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.



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

The votes cast under 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 AGM the votes cast there under were counted.

I have scrutinized and reviewed the e-voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system and voting through ballot paper at the AGM.

I now submit my consolidated Report as under on the result of the e-voting and voting through ballot paper at the AGM in respect of the said Resolutions.

Resolution 1: Ordinary Resolution

Adoption of Audited Financial Statements (including the Consolidated financial statements) and Reports of Directors and Auditors thereon

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
322	19434012	100 (Rounded Off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	21	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 2: Ordinary Resolution**Confirmation of Interim Dividend as Final Dividend for the financial year 2015-16**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
329	200213973	100.00 (Rounded Off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	323	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 3: Ordinary Resolution**Re-Appointment of Mr. R. D. Chandak (DIN: 00026581) as Director of the Company**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
327	199421118	99.60

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	793178	0.40

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 4: Ordinary Resolution**Ratification of appointment of Statutory Auditors**(i) Voted **in favour** of the resolution:

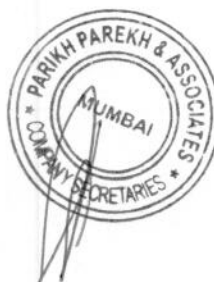
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
323	192198870	96.00

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
10	8015426	4.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 5: Ordinary Resolution**Authority for Appointment of Branch Auditors**(i) Voted **in favour** of the resolution:

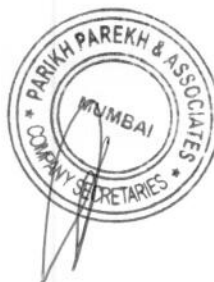
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
331	200214275	100.00 (Rounded Off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	21	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 6: Ordinary Resolution**Appointment of Mr. Vimal Kejriwal (DIN: 00026981) as Director of the Company**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
331	200214275	100.00 (Rounded Off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	21	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 7: Ordinary Resolution**Ratification of the remuneration payable to Cost Auditors**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
330	200214170	100.00 (Rounded Off)

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	21	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
1	105



Resolution 8: Special Resolution**Enhancement of Borrowing limits of the Company**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
288	193575352	96.68

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
45	6638944	3.32

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 9: Special Resolution**Authority for creation of mortgage and/or charge on properties of the Company****(i) Voted in favour of the resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
287	193575252	97.64

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
45	4684380	2.36

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Thanking you,

Yours faithfully,

P.N. Parikh

Parikh Parekh & 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 29, 2016

