



TRANSWARRANTY FINANCE LIMITED

TFL/2015-16

12.09.2015

National Stock Exchange of India Ltd.,
Listing Department,
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East),
Mumbai 400 051

Company Scrip Code - TFL

Dear Sir,

**Reg: Result of E-voting / Ballot Form - Annual General Meeting on
11.09.2015**

The 21st Annual General Meeting of the Company was held on 11th September, 2015 at 11 a.m. at M. C. Ghia Hall, Bhogilal Hargovindas Building, 3rd floor, 18/20, Kaikhushru Dubash Marg, Mumbai - 400 001. Please find enclosed herewith the results of E-voting and Poll/ Ballot Voting in compliance with Clause 35A of the Listing Agreement along with the Report of Mr. M. P. Sharma, Scrutinizer in respect of various resolutions as set out in Notice of Annual General Meeting.

Kindly acknowledge the same.

Thanking you,

Yours faithfully,
For Transwarranty Finance Limited

Company Secretary

TRANSWARRANTY FINANCE LIMITED

Details of Voting Results Pursuant to Clause 35A of Listing Agreement

Date of the AGM / EGM	Friday, 11th September, 2015
Total number of shareholders on record date	4846
Total number of shareholders in the meeting either in person or through proxy:	
Group: Promoters and Promoter	1
Public:	52
No. of shareholders attended the meeting through Video Conferencing	
Group: Promoters and Promoter	NA
Public:	NA

Agenda Wise

In case of Poll/Postal Ballot/E-voting

The mode of Voting for all resolutions was remote E-voting and Poll/Ballot Paper

Details of Agenda 1	To approve the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 and the Reports of the Directors and Auditors
Resolution required	Ordinary Resolution
Mode of Voting	E-voting and Poll

Promoter / Public	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	13112977	12976167	98.96	12976167	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public – others	11347591	348139	3.07	342898	5241	98	1.51
Total	24460568	13324306	54.47	13319065	5241	100	1.51



Details of Agenda 2	Re-appointment of Mr. Kumar Nair (DIN 00320541) Director in place of Director who retires by rotation
Resolution required	Ordinary Resolution
Mode of Voting	E-voting and Poll

Promoter / Public	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	13112977	0	0.00	0	0	0	0
Public-Institutional holders	0	0	0.00	0	0	0	0
Public – others	11347591	348139	3.07	342598	5541	98	1.59
Total	24460568	348139	1.42	342598	5541	98	1.59



Details of Agenda 3	Appointment of M/s. Rahul Gautam & Associates., Chartered Accountants as Auditors and fixation of remuneration thereof
Resolution required	Ordinary Resolution
Mode of Voting	E-voting and Poll

Promoter / Public	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	13112977	12976167	98.96	12976167	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public – others	11347591	348139	3.07	342898	5241	98	1.51
Total	24460568	13324306	54.47	13319065	5241	100	1.51



Details of Agenda 4	Appointment of Mr. U. Ramachandran (DIN 00493707) as Director – Finance and Chief Finance Officer of the Company for a term of upto five years
Resolution required	Ordinary Resolution
Mode of Voting	E-voting and Poll

Promoter / Public	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	13112977	12976167	98.96	12976167	0	100	0
Public-Institutional holders	0	0	0.00	0	0	0	0
Public – others	11347591	81230	0.72	75989	5241	94	6.45
Total	24460568	13057397	53.38	13052156	5241	100	6.45



Details of Agenda 5	Appointment of Mr. Pravin D. Khatau (DIN 02425468) as an Independent Director of the Company for a term of upto five years
Resolution required	Ordinary Resolution
Mode of Voting	E-voting and Poll

Promoter / Public	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	13112977	12976167	98.96	12976167	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public – others	11347591	348139	3.07	342898	5241	98	1.51
Total	24460568	13324306	54.47	13319065	5241	100	1.51



Details of Agenda 6	Appointment of Mrs. Nirmala Sachin Parab (DIN 07149007) as an Independent Director of the Company for a term of upto five years
Resolution required	Ordinary Resolution
Mode of Voting	E-voting and Poll

Promoter / Public	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	13112977	12976167	98.96	12976167	0	100	0
Public-Institutional holders	0	0	0.00	0	0	0	0
Public – others	11347591	348139	3.07	342598	5541	98	1.59
Total	24460568	13324306	54.47	13318765	5541	100	1.59



Details of Agenda 7	Appointment of Mr. K Jay Chandran as Director – International Business
Resolution required	Special Resolution
Mode of Voting	E-voting and Poll

Promoter / Public	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	13112977	12976167	98.96	12976167	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public – others	11347591	348139	3.07	342898	5241	98	1.51
Total	24460568	13324306	54.47	13319065	5241	100	1.51



Details of Agenda 8	To approve the borrowing power in excess of the paid up capital and free reserves of the Company
Resolution required	Special Resolution
Mode of Voting	E-voting and Poll

Promoter / Public	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	13112977	12976167	98.96	12976167	0	100	0
Public-Institutional holders	0	0	0.00	0	0	0	0
Public – others	11347591	348139	3.07	342573	5566	98	1.60
Total	24460568	13324306	54.47	13318740	5566	100	1.60



Details of Agenda 9	To approve the exemption to Auditors to attend the Annual General Meeting of the Company
Resolution required	Special Resolution
Mode of Voting	E-voting and Poll

Promoter / Public	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	13112977	12976167	98.96	12976167	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public – others	11347591	348139	3.07	342898	5241	98	1.51
Total	24460568	13324306	54.47	13319065	5241	100	1.51

Note: All the resolutions were passed with requisite majority.

For Transwarranty Finance Limited



Company Secretary



M.P. SHARMA & CO.

COMPANY SECRETARIES

M.P. Sharma
M.Com., LL.M., FCS.

Phone Office : 25952322
Tele Fax : 25952975
Mobile No : 9820024864
Email: mpsharma1952@rediffmail.com
mpsharma1952@gmail.com

'B' Neha Apartment, Opp. Dr. Badwaik's Hospital, LBS Marg, Bhandup (W), Mumbai – 400 078.

To,
The Chairman,
TRANSWARRANTY FINANCE LIMITED,
403, Regent Chambers, Nariman Point,
Mumbai- 400021

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting process and poll conducted at 21st Annual General Meeting (AGM) held on 11th September, 2015.

The Board of the Company at its meeting held on 27th May, 2015 had appointed me as a scrutinizer for the remote e-voting held from 8th September, 2015 at 9.30 a.m. till 10th September, 2015 at 5.30 p.m. and the Chairman of 21st Annual General Meeting (AGM) has appointed me as the scrutinizer for the poll held at AGM of the Company on 11th September, 2015.

The Company had appointed National Securities Depository Limited (NSDL) as the service provider for extending the facility of remote e-voting to the shareholders of the Company from 8th September, 2015 at 9.30 a.m. till 10th September, 2015 at 5.30 p.m. The e-voting facility was then unblocked in the presence of two witnesses on 11th September, 2015 who were not in the employment of the Company. For further details kindly refer my scrutinizer's report dated 11th September, 2015 attached herewith as Annexure-1.

At the 21st AGM of the Company held on 11th September, 2015, the Chairman of the Company had suo moto called for poll to facilitate the members present in the meeting who could not participate in the remote e-voting to record their votes through the voting by poll process. The Chairman of the AGM had appointed me as the scrutinizer for the same. For further details kindly refer my scrutinizer's report in form MGT-13 dated 11th September, 2015 attached herewith as Annexure-2.

I hereby submit my following consolidated report on remote e-voting together with the poll.



CONSOLIDATED REPORT

Sr.no. of Resolution	Particulars of Resolution	Method of Voting	Votes in Favour of Resolution		Votes against the Resolution		Invalid Votes
			No.	%	No.	%	No.
1	Adoption of financial statement for the year ended March 31, 2015	Remote e-voting	1805	100	0	0	0
		Poll	13317260	99.96	5241	0.04	0
		Total	13319065	99.96	5241	0.04	0
2	Re-appointment of Mr. Kumar Nair (DIN 00320541) Director in place of Director who retires by rotation	Remote e-voting	1505	83.37	300	16.63	0
		Poll	341093	98.49	5241	1.51	0
		Total	342598	98.40	5541	1.60	0
3	Appointment of M/s. Rahul Gautam & Associates., Chartered Accountants as Auditors and fixation of remuneration thereof	Remote e-voting	1805	100	0	0	0
		Poll	13317260	99.96	5241	0.04	0
		Total	13319065	99.96	5241	0.04	0



Sr.no. of Resolution	Particulars of Resolution	Method of Voting	Votes in Favour of Resolution		Votes against the Resolution		Invalid Votes
			No.	%	No.	%	No.
4	Appointment of Mr. U. Ramachandran (DIN 00493707) as Additional Director Finance and Chief Finance Officer of the Company for a term of upto five years	Remote e-voting	1805	100	0	0	0
		Poll	13050351	99.95	5241	0.05	0
		Total	13052156	99.95	5241	0.05	0
5	Appointment of Mr. Pravin D. Khatau (DIN 02425468) as an Independent Director of the Company for a term of upto five years	Remote e-voting	1805	100	0	0	0
		Poll	13317260	99.96	5241	0.04	0
		Total	13319065	99.96	5241	0.04	0
6	Appointment of Mrs. Nirmala Sachin Parab (DIN 07149007) as an Independent Director of the Company for a term of upto five years	Remote e-voting	1505	83.37	300	16.63	0
		Poll	13317260	99.96	5241	0.04	0
		Total	13318765	99.95	5541	0.05	0
7	To appoint Mr. K Jay Chandran as Director - International Business	Remote e-voting	1805	100	0	0	0
		Poll	13317260	99.96	5241	0.04	0
		Total	13319065	99.96	5241	0.04	0



Sr.no. of Resolution	Particulars of Resolution	Method of Voting	Votes in Favour of Resolution		Votes against the Resolution		Invalid Votes
			No.	%	No.	No.	%
8	To approve the borrowing power in excess of the paid up capital and free reserves of the Company.	Remote e-voting	1480	81.99	325	18.01	0
		Poll	13317260	99.96	5241	0.04	0
		Total	13318740	99.95	5566	0.05	0
9	To approve the exemption to Auditors to attend the Annual General Meeting of the Company	Remote e-voting	1805	100	0	0	0
		Poll	13317260	99.96	5241	0.04	0
		Total	13319065	99.96	5241	0.04	0

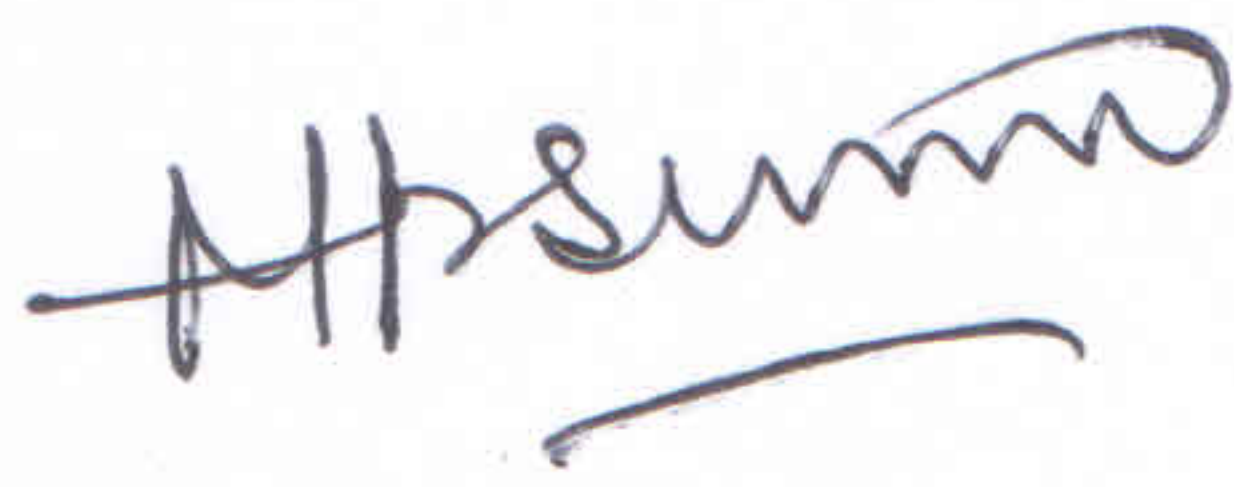
From the above report I state that the entire resolutions stand passed under the combined remote e-voting & poll with requisite majority.

The register and all other papers and relevant records relating to electronic voting & Voting by Poll are handed over to the Company Secretary.

Thanking You,

Yours Faithfully,

For M. P. Sharma & Co.,



Practicing Company Secretary
Proprietor



CP: 4536
FCS: 2673

Place: Mumbai
Date: 11/09/2015

M.P. SHARMA & CO.

COMPANY SECRETARIES

M.P. Sharma
M.Com., LL.M., FCS.

Phone Office : 25952322
Tele Fax : 25952975
Mobile No : 9820024864
Email: mpsharma1952@rediffmail.com
mpsharma1952@gmail.com

'B' Neha Apartment, Opp. Dr. Badwaik's Hospital, LBS Marg, Bhandup (W), Mumbai – 400 078.

FORM No. MGT-13

Report of Scrutinizer(s)

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

To,
Chairman
21ST Annual General Meeting of the Equity Shareholders of TRANSWARRANTY FINANCE LIMITED

Held on Friday, 11TH September, 2015 at M. C. Ghia Hall, Bhogilal Hargovindas Building, 3rd Floor, 18/20, Kaikhushru Dubash Marg, Mumbai at 11.00 a.m.

Dear Sir,

I Mr. Mataprasad B. Sharma, Proprietor of M/s M. P. Sharma & Co. , Practicing Company Secretary appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 21st Annual General Meeting of the Equity Shareholders of TRANSWARRANTY FINANCE LIMITED held on Friday , 11th September, 2015 at M. C. Ghia Hall, Bhogilal Hargovindas Building, 3rd Floor, 18/20, Kaikhushru Dubash Marg, Mumbai at 11.00 a.m. submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my/~~our~~ presence with due identification marks placed by me.

2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



4. The result of the Poll is as under:

(a) Resolution 1 -

Adoption of Financials for year ended March 31, 2015

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30	13317260	99.96

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	5241	0.04

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

(b) Resolution 2:

Re-appointment of Mr. Kumar Nair (DIN 00320541) Director in place of Director who retires by rotation

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
28	341093	98.49



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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	5241	1.51

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

(c) Resolution 3 :

Appointment of M/s. Rahul Gautam & Associates., Chartered Accountants as Auditors and fixation of remuneration thereof

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30	13317260	99.96

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	5241	0.04

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



(d) Resolution 4 :

Appointment of Mr. U. Ramachandran (DIN 00493707) as Additional Director Finance and Chief Finance Officer of the Company for a term of upto five years

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
29	13050351	99.95

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	5241	0.05

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

(e) Resolution 5 :

Appointment of Mr. Pravin D. Khatau (DIN 02425468) as an Independent Director of the Company for a term of upto five years

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30	13317260	99.96



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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	5241	0.04

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

(f) Resolution 6:

Appointment of Mrs. Nirmala Sachin Parab (DIN 07149007) as an Independent Director of the Company for a term of upto five years

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30	13317260	99.96

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	5241	0.04

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



(g) Resolution 7 :

To appoint Mr. K Jay Chandran as Director - International Business

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30	13317260	99.96

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	5241	0.04

(iii) **Invalid** votes:

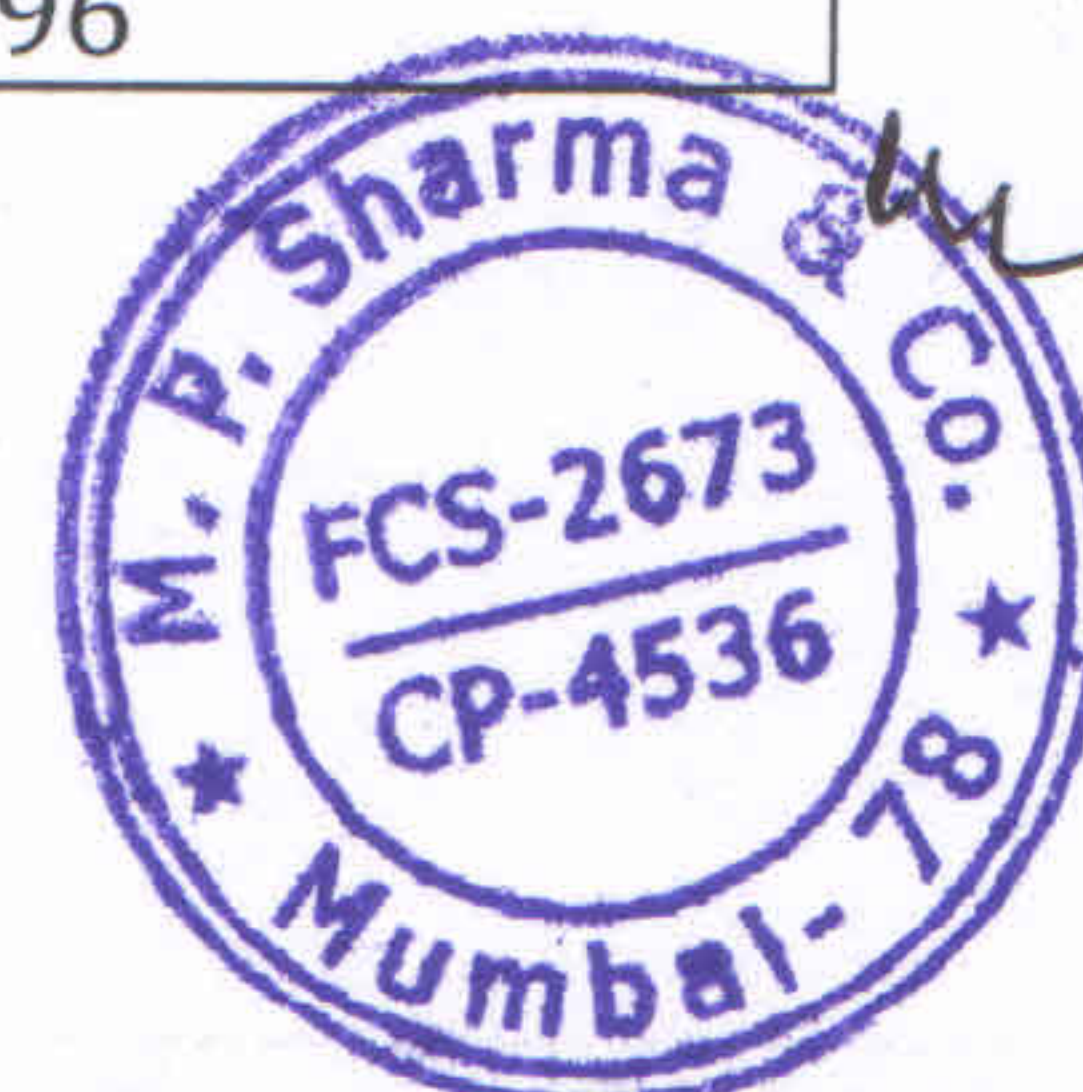
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

(h) Resolution 8:

To approve the borrowing power in excess of the paid up capital and free reserves of the Company.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30	13317260	99.96



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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	5241	0.04

(iii) **Invalid** votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

(i) Resolution 9:

To approve the exemption to Auditors to attend the Annual General Meeting of the Company

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30	13317260	99.96

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	5241	0.04

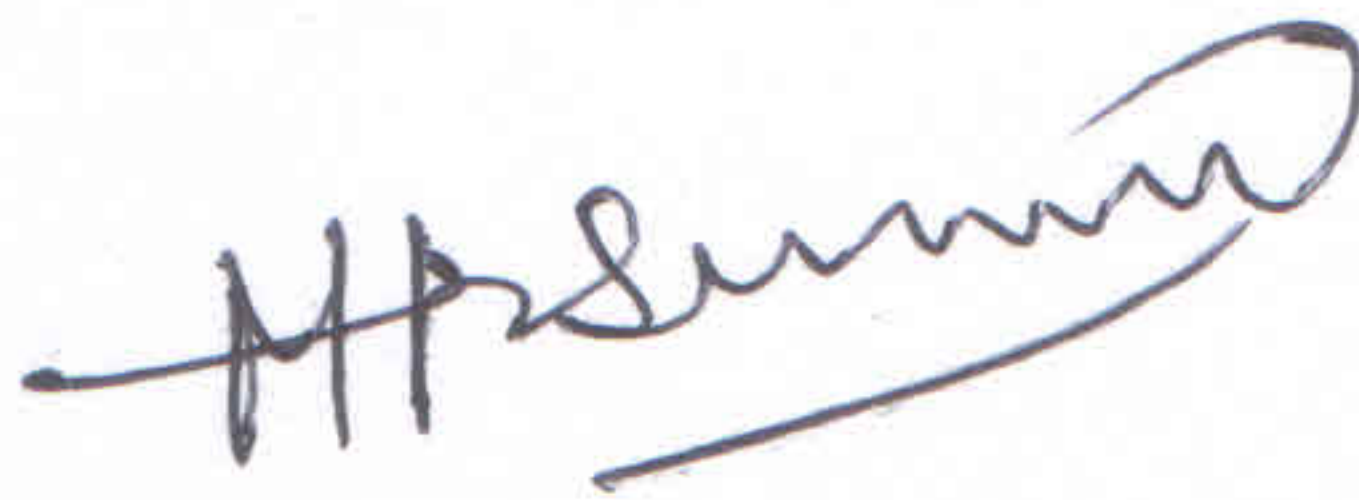


(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

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

Thanking you,
Yours faithfully,
For M. P. Sharma & Co.
Practicing Company Secretary



M. P. Sharma
Proprietor



CP: 4536
FCS: 2673

Place: Mumbai
Date: 11th September, 2015

M.P. SHARMA & CO.

COMPANY SECRETARIES

M.P. Sharma
M.Com., LL.M., FCS.

Phone Office : 25952322
Tele Fax : 25952975
Mobile No : 9820024864
Email: mpsharma1952@rediffmail.com
mpsharma1952@gmail.com

'B' Neha Apartment, Opp. Dr. Badwaik's Hospital, LBS Marg, Bhandup (W), Mumbai – 400 078.

To,
The Chairman,
TRANSWARRANTY FINANCE LIMITED,
403, Regent Chambers, Nariman Point,
Mumbai- 400021

Dear Sir,

Subject: Scrutinizer's Report on Remote e-voting process.

I, Mataprasad B. Sharma, Proprietor of M. P. Sharma & Co., Practicing Company Secretary, have been appointed as the scrutinizer by the Board of Directors of TRANSWARRANTY FINANCE LIMITED vide Board Resolution dated 27th May, 2015 to scrutinize the remote e-voting process in fair & transparent manner in respect of the below mentioned resolution to be passed at 21st Annual General Meeting (AGM) held on 11th September, 2015.

The notice dated 27th May, 2015 convening AGM of the Company alongwith the statement setting out material facts under Section 102 of Companies Act, 2013 were sent to the shareholders and it was also placed on the website of the Company.

The shareholders have been informed about the facility to exercise their vote at AGM by electronic means. The Company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the shareholders of the Company.

The Company has also provided facility of physical ballot papers to the members who do not have access to e-voting facility for giving their assent or dissent for proposed resolutions as set out in the Notice of the AGM.

The voting period for e-voting commenced from 8th September, 2015 at 9.30 a.m. till 10th September, 2015 at 5.30 p.m. and NSDL platform was blocked thereafter and the votes cast under e-voting facility were then unblocked on 11th September, 2015 in the presence of two witness who were not in the employment of the Company.

I have scrutinized and reviewed the e-voting process and based on the data downloaded from the e-voting platform provided by NSDL, I submit my following report on e-voting process.



1) Resolution No. 1:

Adoption of Financial Statements for the year ended 31st March, 2015

i) Voted **in favour** of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
4	1805	100

ii) Voted **against** the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii) **Invalid** Votes:

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil

2) Resolution No. 2:

Re-appointment of Mr. Kumar Nair (DIN 00320541) Director in place of Director who retires by rotation

i) Voted **in favour** of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
3	1505	83.37

ii) Voted **against** the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
1	300	16.63



iii) **Invalid Votes:**

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil

3) Resolution No.3:

Appointment of M/s. Rahul Gautam & Associates., Chartered Accountants as Auditors and fixation of remuneration thereof

i) Voted **in favour** of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
4	1805	100

ii) Voted **against** the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii) **Invalid Votes:**

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil

4) Resolution No.4:

Appointment of Mr. U. Ramachandran (DIN 00493707) as Additional Director Finance and Chief Finance Officer of the Company for a term of upto five years

i) Voted **in favour** of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
4	1805	100



ii) Voted **against** the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii) **Invalid** Votes:

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil

5) Resolution No.5:

Appointment of Mr. Pravin D. Khatau (DIN 02425468) as an Independent Director of the Company for a term of upto five years

i) Voted **in favour** of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
4	1805	100

ii) Voted **against** the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii) **Invalid** Votes:

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil



6) Resolution No.6:

Appointment of Mrs. Nirmala Sachin Parab (DIN 07149007) as an Independent Director of the Company for a term of upto five years

i) Voted **in favour** of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
3	1505	83.37

ii) Voted **against** the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
1	300	16.63

iii) **Invalid** Votes:

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil

7) Resolution No.7:

To appoint Mr. K Jay Chandran as Director - International Business

i) Voted **in favour** of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
4	1805	100

ii) Voted **against** the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
Nil	Nil	Nil



iii) **Invalid** Votes:

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil

8) **Resolution No.8:**

To approve the borrowing power in excess of the paid up capital and free reserves of the Company.

i) Voted **in favour** of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
2	1480	81.99

ii) Voted **against** the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
2	325	18.01

iii) **Invalid** Votes:

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil

9) **Resolution No.9:**

To approve the exemption to Auditors to attend the Annual General Meeting of the Company

i) Voted **in favour** of the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
4	1805	100



ii) Voted **against** the Resolution:

Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii) **Invalid** Votes:

Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Nil	Nil

The register and all other papers and relevant records relating to electronic voting shall remain in our custody until the Chairman considers, approves & signs the minutes of the aforesaid AGM and the same are handed over to the Company Secretary.

Thanking You,

Yours Faithfully,

For M. P. Sharma & Co.
Practicing Company Secretary

M. P. Sharma
Proprietor



CP: 4536
FCS: 2673

Place: Mumbai
Date: 11th September, 2015