



**THE PHOENIX
MILLS LIMITED**

Corp. Office : Shree Laxmi Woolen Mills Estate, 2nd Floor,
R.R Hosiery, Off. Dr. E. Moses Rd. Mahalaxmi, Mumbai - 400 011
Tel: (022) 3001 6600 Fax : (022) 3001 6601
CIN No. : L17100MH1905PLC000200

September 9, 2016

**The Corporate Relationship Department
BSE Limited**
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001

**The Listing Department,
National Stock Exchange of India Ltd**
Bandra-Kurla Complex, Mumbai – 400 051.

Ref: The Phoenix Mills Limited (503100/ PHOENIXLTD)
**Sub.: Voting Results of the 111th Annual General Meeting of the Company held on
Thursday, September 8, 2016**

Dear Sir(s),

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the voting results of the 111th Annual General Meeting of the Company held on Thursday, September 8, 2016 in the prescribed format along with the Report of the Scrutinizer and the Results declared by the Company.

Kindly take the same on record.

Thanking you,

**Regards,
For The Phoenix Mills Limited**

**Puja Tandon
Company Secretary & Compliance Officer
Membership no.: A21937**



Encl.: as above

Voting Results for the Annual General Meeting held on September 8, 2016, pursuant to Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015)

Date of AGM	September 8, 2016
Total No. of Shareholders as on record date. (Book Closure from September 2, 2016 to September 8, 2016)	6146
No. of shareholders present in the meeting either in person or through proxy.	
Promoters and Promoter Group	14
Public	84
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	Nil
Public	Nil

Agenda Item No. 1

Details of the Agenda:		To receive, consider and adopt a. the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016, together with the Reports of the Board of Directors and Auditors thereon; and b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2016, together with the Reports of the Auditors thereon.						
Resolution Required (Ordinary/Special)		Ordinary Resolution						
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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group*	E-voting	96210858	96210858	100.00	96210858	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		96210858	100.00	96210858	0	100.00	0.00
Public - Institutional holders	E-voting	50968880	43995784	86.32	43995784	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		43995784	86.32	43995784	0	100.00	0.00
Public-Others	E-voting	5876614	1409	0.02	1409	0	100.00	0.00
	Poll		6477	0.11	6477	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		7886	0.13	7886	0	100.00	0.00
TOTAL		153056352	140214528	91.61	140214528	0	100.00	0.00

Note: *Total No. of Shares held by Promoters and Promoter Group as on the date of Voting was 9,62,10,882 shares. However, 24 shares held in the demat account of one of the Promoter Group Companies was temporarily transferred by the Depository Participant (DP) to Collateral Stocks Account as on the cut-off date for voting. Hence the total number of shares appearing in the Promoter and Promoter Group category in the voting results is lower by 24 shares i.e 9,62,10,858 shares. The DP has subsequent to the voting date transferred the said 24 shares back into the relevant demat account.



Agenda Item No. 2								
Details of the Agenda:			To declare Dividend on Equity Shares for the financial year ended March 31, 2016					
Resolution Required (Ordinary/Special)			Ordinary Resolution					
Whether promoter / promoter group are			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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group*	E-voting	96210858	96210858	100.00	96210858	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		96210858	100.00	96210858	0	100.00	0.00
Public - Institutional holders	E-voting	50968880	43995784	86.32	43995784	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		43995784	86.32	43995784	0	100.00	0.00
Public-Others	E-voting	5876614	1409	0.02	1409	0	100.00	0.00
	Poll		6477	0.11	6477	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		7886	0.13	7886	0	100.00	0.00
TOTAL		153056352	140214528	91.61	140214528	0	100.00	0.00
Note: *Total No. of Shares held by Promoters and Promoter Group as on the date of Voting was 9,62,10,882 shares. However, 24 shares held in the demat account of one of the Promoter Group Companies was temporarily transferred by the Depository Participant (DP) to Collateral Stocks Account as on the cut-off date for voting. Hence the total number of shares appearing in the Promoter and Promoter Group category in the voting results is lower by 24 shares i.e 9,62,10,858 shares. The DP has subsequent to the voting date transferred the said 24 shares back into the relevant demat account.								



Agenda Item No. 3								
Details of the Agenda:			To appoint a Director in place of Mr. Pradumna Kanodia (DIN: 01602690), who retires by rotation and being eligible, has offered himself for re-appointment.					
Resolution Required (Ordinary/Special)			Ordinary Resolution					
Whether promoter / promoter group are			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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group*	E-voting	96210858	96210858	100.00	96210858	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		96210858	100.00	96210858	0	100.00	0.00
Public - Institutional holders	E-voting	50968880	43995784	86.32	39834786	4160998	90.54	9.46
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		43995784	86.32	39834786	4160998	90.54	9.46
Public-Others	E-voting	5876614	1409	0.02	1409	0	100.00	0.00
	Poll		6477	0.11	6477	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		7886	0.13	7886	0	100.00	0.00
TOTAL		153056352	140214528	91.61	136053530	4160998	97.03	2.97
Note: *Total No. of Shares held by Promoters and Promoter Group as on the date of Voting was 9,62,10,882 shares. However, 24 shares held in the demat account of one of the Promoter Group Companies was temporarily transferred by the Depository Participant (DP) to Collateral Stocks Account as on the cut-off date for voting. Hence the total number of shares appearing in the Promoter and Promoter Group category in the voting results is lower by 24 shares i.e 9,62,10,858 shares. The DP has subsequent to the voting date transferred the said 24 shares back into the relevant demat account.								



Agenda Item No. 4								
Details of the Agenda:		To re-appoint M/s A. M. Ghelani & Company, Chartered Accountants (Firm Regn. No. 103173W) and M/s Chaturvedi & Shah, Chartered Accountants (Firm Regn. No. 101720W) as the Statutory Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.						
Resolution Required (Ordinary/Special)		Ordinary Resolution						
Whether promoter / promoter group are		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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group*	E-voting	96210858	96210858	100.00	96210858	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		96210858	100.00	96210858	0	100.00	0.00
Public - Institutional holders	E-voting	50968880	43873080	86.08	39830902	4042178	90.79	9.21
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		43873080	86.08	39830902	4042178	90.79	9.21
Public-Others	E-voting	5876614	1409	0.02	1409	0	100.00	0.00
	Poll		6477	0.11	6477	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		7886	0.13	7886	0	100.00	0.00
TOTAL		153056352	140091824	91.53	136049646	4042178	97.11	2.89

Note: *Total No. of Shares held by Promoters and Promoter Group as on the date of Voting was 9,62,10,882 shares. However, 24 shares held in the demat account of one of the Promoter Group Companies was temporarily transferred by the Depository Participant (DP) to Collateral Stocks Account as on the cut-off date for voting. Hence the total number of shares appearing in the Promoter and Promoter Group category in the voting results is lower by 24 shares i.e 9,62,10,858 shares.
The DP has subsequent to the voting date transferred the said 24 shares back into the relevant demat account.



Agenda Item No. 5								
Details of the Agenda:			Re-appointment of Mr. Pradumna Kanodia (DIN: 01602690) as Director Finance of the Company for a term of 5 years with effect from April 28, 2016					
Resolution Required (Ordinary/Special)			Ordinary Resolution					
Whether promoter / promoter group are			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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group*	E-voting	96210858	96210858	100.00	96210858	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		96210858	100.00	96210858	0	100.00	0.00
Public – Institutional holders	E-voting	50968880	43136953	84.63	43136953	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		43136953	84.63	43136953	0	100.00	0.00
Public-Others	E-voting	5876614	1409	0.02	1409	0	100.00	0.00
	Poll		6477	0.11	6477	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		7886	0.13	7886	0	100.00	0.00
TOTAL		153056352	139355697	91.05	139355697	0	100.00	0.00

Note: *Total No. of Shares held by Promoters and Promoter Group as on the date of Voting was 9,62,10,882 shares. However, 24 shares held in the demat account of one of the Promoter Group Companies was temporarily transferred by the Depository Participant (DP) to Collateral Stocks Account as on the cut-off date for voting. Hence the total number of shares appearing in the Promoter and Promoter Group category in the voting results is lower by 24 shares i.e 9,62,10,858 shares.
The DP has subsequent to the voting date transferred the said 24 shares back into the relevant demat account.



Agenda Item No. 6								
Details of the Agenda:			Re-appointment of Mr. Shishir Shrivastava (DIN 01266095) as Joint Managing Director of the Company for a term of 5 years with effect from July 30, 2016.					
Resolution Required (Ordinary/Special)			Ordinary Resolution					
Whether promoter / promoter group are			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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group*	E-voting	96210858	96210858	100.00	96210858	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		96210858	100.00	96210858	0	100.00	0.00
Public – Institutional holders	E-voting	50968880	43136953	84.63	43136953	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		43136953	84.63	43136953	0	100.00	0.00
Public-Others	E-voting	5876614	1409	0.02	1409	0	100.00	0.00
	Poll		6477	0.11	6477	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		7886	0.13	7886	0	100.00	0.00
TOTAL		153056352	139355697	91.05	139355697	0	100.00	0.00
Note: *Total No. of Shares held by Promoters and Promoter Group as on the date of Voting was 9,62,10,882 shares. However, 24 shares held in the demat account of one of the Promoter Group Companies was temporarily transferred by the Depository Participant (DP) to Collateral Stocks Account as on the cut-off date for voting. Hence the total number of shares appearing in the Promoter and Promoter Group category in the voting results is lower by 24 shares i.e 9,62,10,858 shares. The DP has subsequent to the voting date transferred the said 24 shares back into the relevant demat account.								



Declaration of results of E-voting / Ballot Forms voting in respect of 111th Annual General Meeting of The Phoenix Mills Limited held on September 8, 2016

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 111th AGM of the Company was convened and held on September 8, 2016 at Indian Merchants' Chamber, 4th Floor, Walchand Hirachand Hall, Churchgate, Mumbai - 400 020 at 3.30 p.m. to seek the approval of members of the Company on the resolutions contained in notice dated May 13, 2016.

In terms of Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, **The Phoenix Mills Limited** ('the Company') provided E-voting facility and facility of voting through Ballot Forms to the Members vide Notice of 111th Annual General Meeting (AGM) dated May 13, 2016 dispatched on August 10, 2016.

Members voting through e-voting / Ballot forms till September 7, 2016 (upto 5.00 p.m.) being the last date fixed for e-voting and for receipt of Ballot forms have been considered by the Scrutinizer. Further, to enable those Members who could not vote through e-voting or Ballot forms, physical Ballot Forms were distributed on September 8, 2016, i.e. the day of the 111th AGM. The Board had appointed Mr. Himanshu S. Kamdar, Practising Company Secretary, Partner - M/s. Rathi & Associates, Company Secretaries as Scrutinizer to scrutinize the voting processes for the 111th AGM of the Company in a fair and transparent manner.

Based on the Scrutinizer's Report dated September 9, 2016, ***I hereby declare that all the 6 (Six) resolutions, as set out in the Notice of the 111th AGM of the Company held on September 8, 2016, have been duly passed with requisite majority***, the details of which are specified herein below:



Item No.	Brief description	% Votes in Favour (Assent)	% Votes Against (Dissent)	Passed as
1.	Adoption of Financial Statement (including the Consolidated Financial Statements) for the Financial Year ended March 31, 2016	100.00	0.00	Ordinary Resolution
2.	Declaration of final dividend on equity shares for the year ended March 31, 2016	100.00	0.00	Ordinary Resolution
3.	To appoint a Director in place of Mr. Pradumna Kanodia, who retires by rotation and being eligible, has offered himself for re-appointment.	97.03	2.97	Ordinary Resolution
4.	Re-appointment of M/s. A.M. Ghelani & Company, Chartered Accountants and M/s. Chaturvedi & Shah, Chartered Accountants as Statutory Auditors	97.11	2.89	Ordinary Resolution
5.	Re-appointment of Mr. Pradumna Kanodia as Director Finance for a term of 5 Year	100.00	0.00	Ordinary Resolution
6.	Re-appointment of Mr. Shishir Shrivastava as Joint Managing Director for a term of 5 Year	100.00	0.00	Ordinary Resolution

The Scrutinizer's Report on the voting process conducted for the 111th AGM is annexed herewith.

For The Phoenix Mills Limited

Date: September 9, 2016
Place: Mumbai




Puja Tandon
Company Secretary

Enclosure: Scrutinizer's Report

Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

September 9, 2016

The Chairman of the Meeting / Company Secretary

THE PHOENIX MILLS LIMITED

462, Senapati Bapat Marg,

Lower Parel, Mumbai - 400 013

Dear Sir,

Sub: Scrutinizer's Report on the remote e-voting and physical voting through ballots conducted at the 111th Annual General Meeting of Equity Shareholders of The Phoenix Mills Limited:

The Phoenix Mills Limited ('the Company') vide resolution of its Board of Directors dated May 13, 2016 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and voting through ballots at the 111th Annual General Meeting ('AGM') held on Thursday, September 8, 2016 on the resolutions contained in the Notice dated May 13, 2016 for the AGM, as prescribed under Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ('the Act') as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed for the approval of Members of the Company, be carried out in a fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made there under and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and voting through ballots on the resolutions contained in the aforesaid Notice of the 111th Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and ballots is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system of Central Depository Services (India) Limited ('CDSL'), the agency engaged by the Company to provide remote e-voting facility and physical voting through ballots as provided by Link Intime India Private Limited.



As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act was sent to the members by Speed Post and through e-mail, for seeking approval of members on following resolutions:

1. Resolution No. 1 as an Ordinary Resolution to consider and adopt:

- a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016 together with the Reports of the Board of Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2016, together with the Report of the Auditors thereon.

2. Resolution No. 2 as an Ordinary Resolution to declare dividend on equity shares for the Financial Year ended March 31, 2016.

3. Resolution No. 3 as an Ordinary Resolution for re-appointment of Mr. Pradumna Kanodia (DIN: 01602690), who retired by rotation and being eligible, had offered himself for re-appointment.

4. Resolution No. 4 as an Ordinary Resolution for re-appointment of M/s. A.M. Ghelani & Company, Chartered Accountants (Firm Registration No. 103173W) and M/s. Chaturvedi & Shah, Chartered Accountants (Firm Registration No. 101720W) as the Statutory Auditors of the Company to hold office from the conclusion of the 111th Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

5. Resolution No. 5 as an Ordinary Resolution for re-appointment of Mr. Pradumna Kanodia (DIN: 01602690) as the Director-Finance of the Company for a period of five years with effect from April 28, 2016 without payment of remuneration from the Company.

6. Resolution No. 6 as an Ordinary Resolution for re-appointment of Mr. Shishir Shrivastava (DIN: 01266095) as Joint Managing Director of the Company for a period of five years with effect from July 30, 2016 without payment of remuneration from the Company.

The Company provided the remote e-voting facility offered by Central Depository Services (India) Limited (CDSL) to cast votes on aforesaid resolutions through e-voting by the members of the Company. The Company had also made available the physical ballots at the 111th AGM to enable the members to cast their votes on the aforesaid resolutions.



Remote e-voting facility was made available to the members of the Company to exercise their voting rights from 09.00 a.m. of Monday, September 5, 2016 upto 5.00 p.m. of Wednesday, September 7, 2016. Accordingly, e-votes cast upto 5.00 p.m. of September 7, 2016 have been considered for my scrutiny.

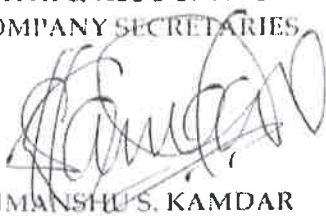
After the conclusion of the 111th Annual General Meeting, first the physical voting conducted through ballots at the meeting was considered. Thereafter voting through remote e-voting was unblocked in the presence of two witnesses not in employment of the Company, namely Ms. Trupal Trivedi and Ms. Anjali Vora. A summary of the votes cast by members through remote e-voting and ballots at the 111th Annual General Meeting with their pattern of voting is as per Annexure annexed to this Report.

The results of the voting by members through remote e-voting and ballots at the 111th Annual General Meeting in respect of the above mentioned Resolutions may accordingly be declared by the Company Secretary of the Company who has been authorized in this regard by the Chairman of the meeting and who has countersigned this report.

Thanking you,

Yours sincerely,

For RATHI & ASSOCIATES
COMPANY SECRETARIES



HIMANSHU S. KAMDAR
PARTNER
FCS No. 5171
COP No. 3030



For THE PHOENIX MILLS LIMITED
COUNTERSIGNED BY



PUJA TANDON
COMPANY SECRETARY
ACS No. 21937



ANNEXURE

Summary of votes cast through remote e-voting and ballots received for each of the resolutions is given below:

For Resolution No. 1 as an Ordinary Resolution for consideration and adoption of

- a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2016 together with the Reports of the Board of Directors and Auditor's thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2016, together with the Report of the Auditors thereon.

Sr. No.	Particulars	Resolution 1	
		No. of Ballots / Remote E-Voting confirmations	No. of Shares voted
a.	Votes cast through ballots	26	6,477
b.	Remote e-voting confirmations received	98	140,208,051
	Total	124	140,214,528
c.	Less: Invalid Ballots / Remote e-voting confirmations	0	0
d.	Net Valid Ballots / Remote e-voting confirmations	124	140,214,528
	(i) Physical Ballots / Remote e-voting confirmations with assent for the Resolution	124	140,214,528
	% of Assent		100.00
	(ii) Physical Ballots / Remote e-voting confirmations with dissent for the Resolution	0	0
	% of Dissent		0.00



For Resolution No. 2 as an Ordinary Resolution to declare dividend on equity shares for the Financial Year ended March 31, 2016.

Sr. No.	Particulars	Resolution 2	
		No. of Ballots / Remote E-Voting confirmations	No. of Shares voted
a.	Votes cast through ballots	26	6,477
b.	Remote e-voting confirmations received	98	140,208,051
	Total	124	140,214,528
c.	Less: Invalid Ballots / Remote e-voting confirmations	0	0
d.	Net Valid Ballots / Remote e-voting confirmations	124	140,214,528
	(i) Physical Ballots / Remote e-voting confirmations with assent for the Resolution	124	140,214,528
	% of Assent		100.00
	(ii) Physical Ballots / Remote e-voting confirmations with dissent for the Resolution	0	0
	% of Dissent		0.00



For Resolution No. 3 as an Ordinary Resolution for re-appointment of Mr. Pradumna Kanodia (DIN: 01602690) as Director of the Company, who retired by rotation and being eligible, offered himself for re-appointment.

Sr. No.	Particulars	Resolution 3	
		No. of Ballots / Remote E-Voting confirmations	No. of Shares voted
a.	Votes cast through ballots	26	6,477
b.	Remote e-voting confirmations received	98	140,208,051
	Total	124	140,214,528
c.	Less: Invalid Ballots / Remote e-voting confirmations	0	0
d.	Net Valid Ballots / Remote e-voting confirmations	124	140,214,528
(i)	Physical Ballots / Remote e-voting confirmations with assent for the Resolution	112	136,053,530
	% of Assent		97.03
(ii)	Physical Ballots / Remote e-voting confirmations with dissent for the Resolution	12	4,160,998
	% of Dissent		2.97



For Resolution No. 4 as an Ordinary Resolution for re-appointment of M/s A.M. Ghelani & Company, Chartered Accountants (Firm Registration No. 103173W) and M/s. Chaturvedi & Shah, Chartered Accountants (Firm Registration No. 101720W) as the Statutory Auditors of the Company to hold office from the conclusion of the 111th Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

Sr. No.	Particulars	Resolution 4	
		No. of Ballots / Remote E-Voting confirmations	No. of Shares voted
a.	Votes cast through ballots	26	6,477
b.	Remote e-voting confirmations received	97	140,085,347
	Total	123	140,091,824
c.	Less: Invalid Ballots / Remote e-voting confirmations	0	0
d.	Net Valid Ballots / Remote e-voting confirmations	123	140,091,824
(i)	Physical Ballots / Remote e-voting confirmations with assent for the Resolution	111	136,049,646
	% of Assent		97.11
(ii)	Physical Ballots / Remote e-voting confirmations with dissent for the Resolution	12	4,042,178
	% of Dissent		2.89



For Resolution No. 5 as an Ordinary Resolution for re-appointment of Mr. Pradumna Kanodia (DIN: 01602690) as the Director-Finance of the Company for a period of five years with effect from April 28, 2016 without payment of remuneration from the Company.

Sr. No.	Particulars		Resolution 5	
			No. of Ballots / Remote E-Voting confirmations	No. of Shares voted
a.	Votes cast through ballots		26	6,477
b.	Remote e-voting confirmations received		82	139,349,220
	Total		108	139,355,697
c.	Less: Invalid Ballots / Remote e-voting confirmations		0	0
d.	Net Valid Ballots / Remote e-voting confirmations		108	139,355,697
	(i)	Physical Ballots / Remote e-voting confirmations with assent for the Resolution	108	139,355,697
	% of Assent			100.00
	(ii)	Physical Ballots / Remote e-voting confirmations with dissent for the Resolution	0	0
	% of Dissent			0.00



Resolution No. 6 as an Ordinary Resolution for re-appointment of Mr. Shishir Shrivastava (DIN: 01266095) as Joint Managing Director of the Company for a period of five years with effect from July 30, 2016 without payment of remuneration from the Company.

Sr. No.	Particulars	Resolution 6	
		No. of Remote confirmations	No. of Shares voted
a.	Votes cast through ballots	26	6,477
b.	Remote e-voting confirmations received	82	139,349,220
	Total	108	139,355,697
c.	Less: Invalid Ballots / Remote e-voting confirmations	0	0
d.	Net Valid Ballots / Remote e-voting confirmations	108	139,355,697
	(i) Physical Ballots / Remote e-voting confirmations with assent for the Resolution	108	139,355,697
	% of Assent		100.00
	(ii) Physical Ballots / Remote e-voting confirmations with dissent for the Resolution	0	0
	% of Dissent		0.00

