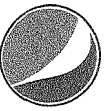




VARUN BEVERAGES LIMITED



Corporate Off : Plot No.31, Institutional Area, Sec.-44, Gurgaon, Haryana-122002 (India)
Ph.: +91-124-4643100-500 • Fax: +91-124-4643303/04 E-mail : info@rjcorp.in • Visit us at : www.rjcorp.in
CIN No. : L74899DL1995PLC069839

April 18, 2018

To,

The BSE Limited Corporate Relationship Department, 1st Floor, New Trading Ring, Rotunda Building, P J Towers, Dalal Street, Fort, Mumbai – 400 001 022-2272 3121, 2037, 2061 corp.relations@bseindia.com Security Code No. 540180	The National Stock Exchange of India Ltd. Exchange Plaza, 5th floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 022-2659 8237, 8238, 8347, 8348 cm1ist@nse.co.in Symbol : VBL Series : EQ
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Sub: Submission of Voting Results pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Report of Scrutinizer pursuant to Section 108 of the Companies Act, 2013

Dear Sir/Madam,

In continuation to our letter dated April 17, 2018, please find enclosed the following:

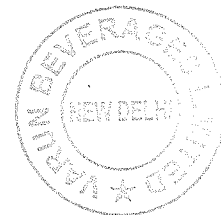
- Voting Results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Annexure I.
- Report of Scrutinizer dated April 18, 2018, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration), Rules, 2014 as Annexure II.

This is for your kind information and records.

**Yours faithfully
For Varun Beverages Limited**

**Ravi Batra
Chief Risk Officer and Group Company Secretary**

Encl.: As Above



Voting Results of AGM	
Details of poll at AGM and e-voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:	
Date of the AGM	17.04.2018
Total number of shareholders on record date	32,207
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:	5(Promoter & Promoter Group) 691 (Public)
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:	0

1. Ordinary Resolution: To receive, consider and adopt the Audited Standalone Financial Statements of the Company together with the report of Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company including Auditors' Report thereon for the Financial Year ended December 31,2017.								
Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	E-voting	134,357,495	134,357,495	100.0000	134,357,495	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		134,357,495	100.0000	134,357,495	0	100.0000	0.0000
Public-Institutions	E-voting	33,451,882	22,961,986	68.6418	22,961,986	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		22,961,986	68.6418	22,961,986	0	100.0000	0.0000
Public-Non Institutions	E-voting	14,805,263	1,005,654	6.7925	1,005,654	0	100.0000	0.0000
	Poll		500	0.0034	500	0	100.0000	0.0000
	Total		1,006,154	6.7959	1,006,154	0	100.0000	0.0000
Total		182,614,640	158,325,635	86.6993	158,325,635	0	100.0000	0.0000



2. Ordinary Resolution: To appoint Mr. Ravi Kant Jaipuria (DIN- 00003668), who retires by rotation and being eligible, offers himself for re-appointment as a Director.								
Whether promoter/ promoter group are intersted in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares (3)=(2)/(1)*100	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled (6)=(4)/(2)*100	% of votes against on Votes Polled (7)=(5)/(2)*100
		(1)	(2)	0	(4)	(5)	0	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	134,357,495	134,357,495	100.0000	134,357,495	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		134,357,495	100.0000	134,357,495	0	100.0000	0.0000
Public-Institutions	E-voting	33,451,882	23,581,159	70.4928	20,765,014	2816145	88.0576	11.9424
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		23,581,159	70.4928	20,765,014	2816145	88.0576	11.9424
Public-Non Institutions	E-voting	14,805,263	1,005,654	6.7925	1,005,654	0	100.0000	0.0000
	Poll		500	0.0034	499	1	99.8000	0.2000
	Total		1,006,154	6.7959	1,006,153	1	99.9999	0.0001
Total		182,614,640	158,944,808	87.0384	156,128,662	2816146	98.2282	1.7718

3. Ordinary Resolution: To appoint Mr. Raj Pal Gandhi (DIN- 00003649), who retires by rotation and being eligible, offers himself for re-appointment as a Director.								
Whether promoter/ promoter group are intersted in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares (3)=(2)/(1)*100	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled (6)=(4)/(2)*100	% of votes against on Votes Polled (7)=(5)/(2)*100
		(1)	(2)	0	(4)	(5)	0	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	134,357,495	134,357,495	100.0000	134,357,495	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		134,357,495	100.0000	134,357,495	0	100.0000	0.0000
Public-Institutions	E-voting	33,451,882	23,581,159	70.4928	20,834,590	2746569	88.3527	11.6473
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		23,581,159	70.4928	20,834,590	2746569	88.3527	11.6473
Public-Non Institutions	E-voting	14,805,263	595,654	4.0233	595,654	0	100.0000	0.0000
	Poll		500	0.0034	500	0	100.0000	0.0000
	Total		596,154	4.0266	596,154	0	100.0000	0.0000
Total		182,614,640	158,534,808	86.8139	155,788,239	2746569	98.2675	1.7325



4. Ordinary Resolution: To appoint Walker Chandio & Co. LLP, Chartered Accountants (Firm Registration Number 001076N/N500013) as Joint Statutory Auditors and fixing their remuneration.

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	E-voting	134,357,495	134,357,495	100.0000	134,357,495	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		134,357,495	100.0000	134,357,495	0	100.0000	0.0000
Public-Institutions	E-voting	33,451,882	23,581,159	70.4928	23,516,551	64608	99.7260	0.2740
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		23,581,159	70.4928	23,516,551	64608	99.7260	0.2740
Public-Non Institutions	E-voting	14,805,263	1,005,654	6.7925	1,005,654	0	100.0000	0.0000
	Poll		500	0.0034	500	0	100.0000	0.0000
	Total		1,006,154	6.7959	1,006,154	0	100.0000	0.0000
Total		182,614,640	158,944,808	87.0384	158,880,200	64608	99.9594	0.0406

5. Ordinary Resolution: To ratify the appointment M/s APAS & Co., (FRN: 000340C), Chartered Accountants, as Joint Statutory Auditors and fixing their remuneration.

Whether promoter/ promoter group are interested in the Agenda/resolution								
Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	E-voting	134,357,495	134,357,495	100.0000	134,357,495	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		134,357,495	100.0000	134,357,495	0	100.0000	0.0000
Public-Institutions	E-voting	33,451,882	23,581,159	70.4928	23,516,551	64,608	99.7260	0.2740
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		23,581,159	70.4928	23,516,551	64,608	99.7260	0.2740
Public-Non Institutions	E-voting	14,805,263	1,005,654	6.7925	1,005,654	0	100.0000	0.0000
	Poll		500	0.0034	499	1	99.8000	0.2000
	Total		1,006,154	6.7959	1,006,153	1	99.9999	0.0001
Total		182,614,640	158,944,808	87.0384	158,880,199	64,609	99.9594	0.0406



6. Special Resolution: To re-appoint Mr. Pradeep Sardana (DIN 00682961) as an Independent Director of the Company for a second term of up to 5 (Five) years with effect from March 28, 2018.

Whether promoter/ promoter group are intersted in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	E-voting	134,357,495	134,357,495	100.0000	134,357,495	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		134,357,495	100.0000	134,357,495	0	100.0000	0.0000
Public-Institutions	E-voting	33,451,882	23,581,159	70.4928	23,581,159	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		23,581,159	70.4928	23,581,159	0	100.0000	0.0000
Public-Non Institutions	E-voting	14,805,263	1,005,654	6.7925	1,005,654	0	100.0000	0.0000
	Poll		500	0.0034	500.00	0	100.0000	0.0000
	Total		1,006,154	6.7959	1,006,154	0	100.0000	0.0000
Total		182,614,640	158,944,808	87.0384	158,944,808	0	100.0000	0.0000

7. Ordinary Resolution: To appoint Ms. Sita Khosla (DIN 01001803) as an Independent Director of the Company for a period of up to 5 (Five) years with effect from February 16, 2018.

Whether promoter/ promoter group are intersted in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	E-voting	134,357,495	134,357,495	100.0000	134,357,495	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		134,357,495	100.0000	134,357,495	0	100.0000	0.0000
Public-Institutions	E-voting	33,451,882	23,581,159	70.4928	23,581,159	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		23,581,159	70.4928	23,581,159	0	100.0000	0.0000
Public-Non Institutions	E-voting	14,805,263	1,005,654	6.7925	1,005,654	0	100.0000	0.0000
	Poll		500	0.0034	500	0	100.0000	0.0000
	Total		1,006,154	6.7959	1,006,154	0	100.0000	0.0000
Total		182,614,640	158,944,808	87.0384	158,944,808	0	100.0000	0.0000



8. Ordinary Resolution: To appoint Dr. Ravi Gupta (DIN 00023487) as an Independent Director of the Company for a period of up to 5 (Five) years with effect from March 19, 2018.

Whether promoter/ promoter group are intersted in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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)*10 0	(4)	(5)	(6)=(4)/(2)*10 0	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	134,357,495	134,357,495	100.0000	134,357,495	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		134,357,495	100.0000	134,357,495	0	100.0000	0.0000
Public-Institutions	E-voting	33,451,882	23,581,159	70.4928	23,581,159	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		23,581,159	70.4928	23,581,159	0	100.0000	0.0000
Public-Non Institutions	E-voting	14,805,263	1,005,654	6.7925	1,005,654	0	100.0000	0.0000
	Poll		500	0.0034	499	1	99.8000	0.2000
	Total		1,006,154	6.7959	1,006,153	1	99.9999	0.0001
Total		182,614,640	158,944,808	87.0384	158,944,807	1	100.0000	0.0000

9. Ordinary Resolution: To appoint Ms. Rashmi Dhariwal (DIN 00337814) as an Independent Director of the Company for a period of up to 5 (Five) years with effect from March 19, 2018.:

Whether promoter/ promoter group are intersted in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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)*10 0	(4)	(5)	(6)=(4)/(2)*10 0	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	134,357,495	134,357,495	100.0000	134,357,495	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		134,357,495	100.0000	134,357,495	0	100.0000	0.0000
Public-Institutions	E-voting	33,451,882	23,581,159	70.4928	23,581,159	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		23,581,159	70.4928	23,581,159	0	100.0000	0.0000
Public-Non Institutions	E-voting	14,805,263	1,005,654	6.7925	1,005,654	0	100.0000	0.0000
	Poll		500	0.0034	500.00	0	100.0000	0.0000
	Total		1,006,154	6.7959	1,006,154	0	100.0000	0.0000
Total		182,614,640	158,944,808	87.0384	158,944,808	0	100.0000	0.0000



10. Special Resolution: To ratify the re-appointment of Ms. Geeta Kapoor (DIN 07503864) as an Independent Director of the Company who held office for a second term with effect from April 27, 2017 to March 19, 2018.

Whether promoter/ promoter group are intersted in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held		% 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)*10 0	(4)	(5)	(6)=(4)/(2)*10 0	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	134,357,495	134,357,495	100.0000	134,357,495	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		134,357,495	100.0000	134,357,495	0	100.0000	0.0000
Public-Institutions	E-voting	33,451,882	23,581,159	70.4928	23,581,159	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		23,581,159	70.4928	23,581,159	0	100.0000	0.0000
Public-Non Institutions	E-voting	14,805,263	1,005,654	6.7925	1,005,654	0	100.0000	0.0000
	Poll		500	0.0034	499	1	99.8000	0.2000
	Total		1,006,154	6.7959	1,006,153	1	99.9999	0.0001
Total		182,614,640	158,944,808	87.0384	158,944,807	1	100.0000	0.0000

11. Special Resolution: To ratify re-appointment of Mr. Sanjoy Mukerji (DIN 03122800) as an Independent Director of the Company who held office for a second term with effect from April 27, 2017 to March 19, 2018:

Whether promoter/ promoter group are intersted in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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)*10 0	(4)	(5)	(6)=(4)/(2)*10 0	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	134,357,495	134,357,495	100.0000	134,357,495	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		134,357,495	100.0000	134,357,495	0	100.0000	0.0000
Public-Institutions	E-voting	33,451,882	23,581,159	70.4928	23,581,159	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		23,581,159	70.4928	23,581,159	0	100.0000	0.0000
Public-Non Institutions	E-voting	14,805,263	1,005,654	6.7925	1,005,654	0	100.0000	0.0000
	Poll		500	0.0034	500	0	100.0000	0.0000
	Total		1,006,154	6.7959	1,006,154	0	100.0000	0.0000
Total		182,614,640	158,944,808	87.0384	158,944,808	0	100.0000	0.0000

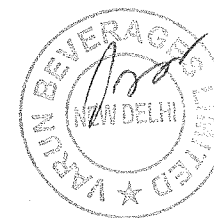


12. Special Resolution: To alter the Memorandum of Association of the Company for aligning the same as per Table A of the Companies Act, 2013;

Whether promoter/ promoter group are intersted in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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)*10 0	(4)	(5)	(6)=(4)/(2)*10 0	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	134,357,495	134,357,495	100.0000	134,357,495	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		134,357,495	100.0000	134,357,495	0	100.0000	0.0000
Public-Institutions	E-voting	33,451,882	23,581,159	70.4928	23,581,159	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		23,581,159	70.4928	23,581,159	0	100.0000	0.0000
Public-Non Institutions	E-voting	14,805,263	1,005,654	6.7925	1,005,654	0	100.0000	0.0000
	Poll		500	0.0034	499	1	99.8000	0.2000
	Total		1,006,154	6.7959	1,006,153	1	99.9999	0.0001
Total		182,614,640	158,944,808	87.0384	158,944,807	1	100.0000	0.0000

13. Special Resolution: To alter the Articles of Association of the Company for aligning the same as per provisions of the Companies Act, 2013;

Whether promoter/ promoter group are intersted in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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)*10 0	(4)	(5)	(6)=(4)/(2)*10 0	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	134,357,495	134,357,495	100.0000	134,357,495	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		134,357,495	100.0000	134,357,495	0	100.0000	0.0000
Public-Institutions	E-voting	33,451,882	23,581,159	70.4928	22,854,814	726345	96.9198	3.0802
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		23,581,159	70.4928	22,854,814	726345	96.9198	3.0802
Public-Non Institutions	E-voting	14,805,263	1,005,654	6.7925	1,005,654	0	100.0000	0.0000
	Poll		500	0.0034	500	0	100.0000	0.0000
	Total		1,006,154	6.7959	1,006,154	0	100.0000	0.0000
Total		182,614,640	158,944,808	87.0384	158,218,463	726345	99.5430	0.4570



SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1ST Floor, Defence Colony, New Delhi – 110 024
Tel.: (011) 4679 0000, Fax: (011) 4679 0012
e-mail: contact@cssanjaygrover.in
Website: www.cssanjaygrover.in

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

To,

THE CHIEF RISK OFFICER AND GROUP COMPANY SECRETARY

VARUN BEVERAGES LIMITED

(CIN: L74899DL1995PLC069839)

F-2/7, Okhla industrial. Area, Phase-1,

New Delhi-110020

Dear Sir,

I, Sanjay Grover, Practicing Company Secretary, Managing Partner of M/s Sanjay Grover & Associates, Practicing Company Secretaries having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer for the purpose of scrutinizing the voting process, i.e. remote e-voting and voting through ballot paper (Poll) at Annual General Meeting (AGM) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) on the resolution(s) mentioned in Notice dated March 19, 2018 for 23rd AGM of the of the Company held on April 17, 2018 at 11:00 A.M. at PHD Chamber of Commerce and Industry, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi- 110016.

I submit my report as under: -

1. The remote e-voting period commenced on Saturday, April 14, 2018 at 09:00 A.M. and ended on Monday, April 16, 2018 at 05:00 P.M. via e-voting platform on the designated website of Karvy Computershare Private Limited, Authorized Agency to provide e-voting facility viz.: <https://evoting.karvy.com>.



2. The Members of the Company as on the "cut off" date i.e. Tuesday, April 10, 2018 were entitled to avail the facility of remote e-voting as well as voting through poll at the 23rd Annual General Meeting on the proposed resolution(s) as set out in the Notice dated March 19, 2018.
3. The total paid up Equity Share Capital of the Company as on April 10, 2018 was Rs. 182,61,46,400/- (Rupees One Hundred Eighty Two Crores Sixty One Lakh Forty Six Thousand Four Hundred Only) divided into 18,26,14,640 (Eighteen Crore Twenty Six Lakh Fourteen Thousand Six Hundred and Forty) equity shares of Rs. 10/- (Rupees Ten Only) each.
4. The Chairman ordered for poll at AGM as per Rule 20 & 21 of Companies (Management and Administration) Rules, 2014, as amended from time to time.
5. 2 (two) ballot boxes were kept for polling and the ballot boxes were locked in my presence.
6. After completion of Poll at the AGM, the ballot boxes were opened in my presence and ballots were diligently scrutinized. Thereafter, polling papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/ Proxies lodged with the Company. Detailed registers were maintained containing the summary of results of remote e-voting and poll at AGM.
7. The polling papers, which were incomplete and/ or which were otherwise found defective or where signature of any member did not matched with the records, have been treated as invalid and were kept separately.
8. Thereafter, the votes cast through remote e-voting were unblocked after completion of poll at the AGM in the presence of two witnesses, Mahaveer Singh R/o 1E, Basant Nagar, Vasant Vihar, New Delhi- 110057 and Neeru Saini R/o 67, Masjid Moth, South Extension part II, New Delhi-110049 who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Mahaveer Singh



Neeru Saini



9. Para No. (xi) to the Instructions for remote e-voting in the Notice of 23rd AGM provides that- *Corporate/ Institutional Members (other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of the relevant board resolution/ authority letter etc. together with the attested specimen signature of the duly authorized signatory (ies) who are authorised to vote, to the scrutinizer through e-mail id sanjaygrover7@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format "Corporate Name_EVENT No.". However, there was 1 (one) member holding 13,566 (Thirteen Thousand Five Hundred and Sixty Six) equity shares of Rs. 10/- (Rupees Ten only) each neither sent a scanned copy (PDF/ JPG format) of the relevant board resolution/ authority letter at sanjaygrover7@gmail.com nor uploaded the same at the <https://evoting.karvy.com>. Hence, their voting via electronic means has been considered as Invalid for the purpose of result of the below-mentioned resolutions.*

10. The consolidated summary of results of poll at the AGM and remote e-voting are as under:

Resolution No. 1- To receive, consider and adopt the Audited Standalone Financial Statements of the Company together with the report of Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company including Auditors' Report thereon for the Financial Year ended December 31, 2017.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	500	15,83,25,135	15,83,25,635	100.0000
Dissent	0	0	0	0.0000
Total	500	15,83,25,135	15,83,25,635	100.0000

Therefore, the Resolution No. 1 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure- A.**



Resolution No. 2- To appoint Mr. Ravi Kant Jaipuria (DIN- 00003668), who retires by rotation and being eligible, offers himself for re-appointment as a Director.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	499	15,61,28,163	15,61,28,662	98.2282
Dissent	01	28,16,145	28,16,146	1.7718
Total	500	15,89,44,308	15,89,44,808	100.0000

Therefore, the Resolution No. 2 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure- B.**

Resolution No. 3 - To appoint Mr. Raj Pal Gandhi (DIN- 00003649), who retires by rotation and being eligible, offers himself for re-appointment as a Director.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	500	15,57,87,739	15,57,88,239	98.2675
Dissent	0	27,46,569	27,46,569	1.7325
Total	500	15,85,34,308	15,85,34,808	100.0000

Therefore, the Resolution No. 3 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure- C.**



Resolution No. 4- To appoint Walker Chandiok & Co. LLP, Chartered Accountants (Firm Registration Number- 001076N/N500013) as Joint Statutory Auditors and fixing their remuneration.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	500	15,88,79,700	15,88,80,200	99.9594
Dissent	0	64,608	64,608	0.0406
Total	500	15,89,44,308	15,89,44,808	100.0000

Therefore, the Resolution No. 4 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure-D.**

Resolution No. 5- To ratify the appointment M/s APAS & Co., (Firm Registration Number- 000340C), Chartered Accountants, as Joint Statutory Auditors and fixing their remuneration.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	499	15,88,79,700	15,88,80,199	99.9594
Dissent	01	64,608	64,609	0.0406
Total	500	15,89,44,308	15,89,44,808	100.0000

Therefore, the Resolution No. 5 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure-E.**



Resolution No. 6- To re-appoint Mr. Pradeep Sardana (DIN- 00682961) as an Independent Director of the Company for a second term of up to 5 (Five) years with effect from March 28, 2018.

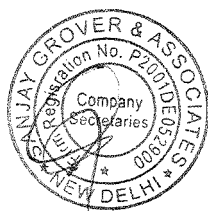
Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	500	15,89,44,308	15,89,44,808	100.0000
Dissent	0	0	0	0.0000
Total	500	15,89,44,308	15,89,44,808	100.0000

Therefore, the Resolution No. 6 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure-F.**

Resolution No. 7- To appoint Ms. Sita Khosla (DIN- 01001803) as an Independent Director of the Company for a period of up to 5 (Five) years with effect from February 16, 2018.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	500	15,89,44,308	15,89,44,808	100.0000
Dissent	0	0	0	0.0000
Total	500	15,89,44,308	15,89,44,808	100.0000

Therefore, the Resolution No. 7 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure-G.**



Resolution No. 8- To appoint Dr. Ravi Gupta (DIN- 00023487) as an Independent Director of the Company for a period of up to 5 (Five) years with effect from March 19, 2018.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	499	15,89,44,308	15,89,44,807	100.0000
Dissent	01	0	01	0.0000
Total	500	15,89,44,308	15,89,44,808	100.0000

Therefore, the Resolution No. 8 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure-H.**

Resolution No. 9- To appoint Ms. Rashmi Dhariwal (DIN- 00337814) as an Independent Director of the Company for a period of up to 5 (Five) years with effect from March 19, 2018.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	500	15,89,44,308	15,89,44,808	100.0000
Dissent	0	0	0	0.0000
Total	500	15,89,44,308	15,89,44,808	100.0000

Therefore, the Resolution No. 9 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure-I.**



Resolution No. 10- To ratify the re-appointment of Ms. Geeta Kapoor (DIN 07503864) as an Independent Director of the Company who held office for a second term with effect from April 27, 2017 to March 19, 2018.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	499	15,89,44,308	15,89,44,807	100.0000
Dissent	01	0	01	0.0000
Total	500	15,89,44,308	15,89,44,808	100.0000

Therefore, the Resolution No. 10 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure-J.**

Resolution No. 11- To ratify re-appointment of Mr. Sanjoy Mukerji (DIN- 03122800) as an Independent Director of the Company who held office for a second term with effect from April 27, 2017 to March 19, 2018.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	500	15,89,44,308	15,89,44,808	100.0000
Dissent	0	0	0	0.0000
Total	500	15,89,44,308	15,89,44,808	100.0000

Therefore, the Resolution No. 11 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure-K.**



Resolution No. 12- To alter the Memorandum of Association of the Company for aligning the same as per Table A of the Companies Act, 2013.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	499	15,89,44,308	15,89,44,807	100.0000
Dissent	01	0	1	0.0000
Total	500	15,89,44,308	15,89,44,808	100.0000

Therefore, the Resolution No. 12 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure-L.**

Resolution No. 13- To alter the Articles of Association of the Company for aligning the same as per provisions of the Companies Act, 2013;

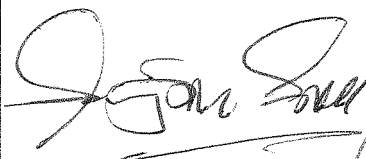
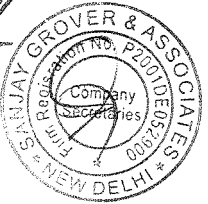
Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	500	15,82,17,963	15,82,18,463	99.5430
Dissent	0	7,26,345	7,26,345	0.4570
Total	500	15,89,44,308	15,89,44,808	100.0000

Therefore, the Resolution No. 13 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure-M.**



11. The register, polling papers and all other related papers shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I, shall hand over the register, polling papers and all other related papers to the Company Secretary.

Thanking you,

For SANJAY GROVER & ASSOCIATES COMPANY SECRETARIES  (Sanjay Grover) Managing Partner Scrutinizer CP No.: 3850 April 18, 2018 New Delhi 	Countersigned by  Ravi Batra Chief Risk Officer and Group Company Secretary April 18, 2018 New Delhi
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Annexure - A

Details of poll at AGM & remote e-voting for Resolution No.-1 are as under:

A1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	164	87,64,560	8,76,45,600
b) Less: Invalid Votes	26	87,64,060	8,76,40,600
c) Net Valid votes	138	500	5,000
d) Votes with Assent	138	500	5,000
e) Votes with Dissent	0	0	0

A2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	42	15,89,57,874	158,95,78,740
b) Less: Abstained Votes	01	6,19,173	61,91,730
c) Less: Invalid Votes	01	13,566	1,35,660
d) Net Valid Votes	40	15,83,25,135	158,32,51,350
e) Votes with Assent	40	15,83,25,135	158,32,51,350
f) Votes with Dissent	0	0	0



Annexure - B

Details of poll at AGM & Remote e-voting for Resolution No.-2 are as under:

B1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	164	87,64,560	8,76,45,600
b) Less: Invalid Votes	26	87,64,060	8,76,40,600
c) Net Valid votes	138	500	5,000
d) Votes with Assent	137	499	4,990
e) Votes with Dissent	01	01	10

B2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	42	15,89,57,874	158,95,78,740
b) Less: Abstained Votes	0	0	0
c) Less: Invalid Votes	01	13,566	1,35,660
d) Net Valid Votes	41	15,89,44,308	158,94,43,080
e) Votes with Assent	32	15,61,28,163	156,12,81,630
f) Votes with Dissent	09	28,16,145	2,81,61,450



Annexure - C

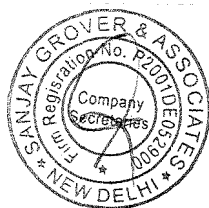
Details of poll at AGM & remote e-voting for Resolution No.-3 are as under:

C1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	164	87,64,560	8,76,45,600
b) Less: Invalid Votes	26	87,64,060	8,76,40,600
c) Net Valid votes	138	500	5,000
d) Votes with Assent	138	500	5,000
e) Votes with Dissent	0	0	0

C2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	42	15,89,57,874	158,95,78,740
b) Less: Abstained Votes	01	4,10,000	41,00,000
c) Less: Invalid Votes	01	13,566	1,35,660
d) Net Valid Votes	40	15,85,34,308	158,53,43,080
e) Votes with Assent	33	15,57,87,739	155,78,77,390
f) Votes with Dissent	07	27,46,569	2,74,65,690



Annexure -D

Details of poll at AGM & remote e-voting for Resolution No.-4 are as under:

D1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	164	87,64,560	8,76,45,600
b) Less: Invalid Votes	26	87,64,060	8,76,40,600
c) Net Valid Votes	138	500	5,000
d) Votes with Assent	138	500	5,000
e) Votes with Dissent	0	0	0

D2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	42	15,89,57,874	158,95,78,740
b) Less: Abstained Votes	0	0	0
c) Less: Invalid Votes	01	13,566	1,35,660
d) Net Valid Votes	41	15,89,44,308	158,94,43,080
e) Votes with Assent	40	15,88,79,700	158,87,97,000
f) Votes with Dissent	1	64,608	6,46,080



Annexure -E

Details of poll at AGM & remote e-voting for Resolution No.-5 are as under:

E1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	164	87,64,560	8,76,45,600
b) Less: Invalid Votes	26	87,64,060	8,76,40,600
c) Net Valid Votes	138	500	5,000
d) Votes with Assent	137	499	4,990
e) Votes with Dissent	01	01	10

E2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	42	15,89,57,874	158,95,78,740
b) Less: Abstained Votes	0	0	0
c) Less: Invalid Votes	01	13,566	1,35,660
d) Net Valid Votes	41	15,89,44,308	158,94,43,080
e) Votes with Assent	40	15,88,79,700	158,87,97,000
f) Votes with Dissent	01	64,608	6,46,080



Annexure -F

Details of poll at AGM & remote e-voting for Resolution No.-6 are as under:

F1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	164	87,64,560	8,76,45,600
b) Less: Invalid Votes	26	87,64,060	8,76,40,600
c) Net Valid Votes	138	500	5,000
d) Votes with Assent	138	500	5,000
e) Votes with Dissent	0	0	0

F2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	42	15,89,57,874	158,95,78,740
b) Less: Abstained Votes	0	0	0
c) Less: Invalid Votes	01	13,566	1,35,660
d) Net Valid Votes	41	15,89,44,308	158,94,43,080
e) Votes with Assent	41	15,89,44,308	158,94,43,080
f) Votes with Dissent	0	0	0



Annexure -G

Details of poll at AGM & remote e-voting for Resolution No.-7 are as under:

G1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	164	87,64,560	8,76,45,600
b) Less: Invalid Votes	26	87,64,060	8,76,40,600
c) Net Valid Votes	138	500	5,000
d) Votes with Assent	138	500	5,000
e) Votes with Dissent	0	0	0

G2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	42	15,89,57,874	158,95,78,740
b) Less: Abstained Votes	0	0	0
c) Less: Invalid Votes	1	13,566	1,35,660
d) Net Valid Votes	41	15,89,44,308	158,94,43,080
e) Votes with Assent	41	15,89,44,308	158,94,43,080
f) Votes with Dissent	0	0	0



Annexure -H

Details of poll at AGM & remote e-voting for Resolution No.-8 are as under:

H1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	164	87,64,560	8,76,45,600
b) Less: Invalid Votes	26	87,64,060	8,76,40,600
c) Net Valid Votes	138	500	5,000
d) Votes with Assent	137	499	4,990
e) Votes with Dissent	01	01	10

H2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	42	15,89,57,874	158,95,78,740
b) Less: Abstained Votes	0	0	0
c) Less: Invalid Votes	1	13,566	1,35,660
d) Net Valid Votes	41	15,89,44,308	158,94,43,080
e) Votes with Assent	41	15,89,44,308	158,94,43,080
f) Votes with Dissent	0	0	0



Annexure -I

Details of poll at AGM & remote e-voting for Resolution No.-9 are as under:

I1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	164	87,64,560	8,76,45,600
b) Less: Invalid Votes	26	87,64,060	8,76,40,600
c) Net Valid Votes	138	500	5000
d) Votes with Assent	138	500	5000
e) Votes with Dissent	0	0	0

I2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	42	15,89,57,874	158,95,78,740
b) Less: Abstained Votes	0	0	0
c) Less: Invalid Votes	1	13,566	1,35,660
d) Net Valid Votes	41	15,89,44,308	158,94,43,080
e) Votes with Assent	41	15,89,44,308	158,94,43,080
f) Votes with Dissent	0	0	0



Annexure -J

Details of poll at AGM & remote e-voting for Resolution No.-10 are as under:

J1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	164	87,64,560	8,76,45,600
b) Less: Invalid Votes	26	87,64,060	8,76,40,600
c) Net Valid Votes	138	500	5,000
d) Votes with Assent	137	499	4,990
e) Votes with Dissent	01	01	10

J2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	42	15,89,57,874	158,95,78,740
b) Less: Abstained Votes	0	0	0
c) Less: Invalid Votes	01	13,566	1,35,660
d) Net Valid Votes	41	15,89,44,308	158,94,43,080
e) Votes with Assent	41	15,89,44,308	158,94,43,080
f) Votes with Dissent	0	0	0



Annexure -K

Details of poll at AGM & remote e-voting for Resolution No.-11 are as under:

K1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	164	87,64,560	8,76,45,600
b) Less: Invalid Votes	26	87,64,060	8,76,40,600
c) Net Valid Votes	138	500	5,000
d) Votes with Assent	138	500	5,000
e) Votes with Dissent	0	0	0

K2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	42	15,89,57,874	158,95,78,740
b) Less: Abstained Votes	0	0	0
c) Less: Invalid Votes	1	13,566	1,35,660
d) Net Valid Votes	41	15,89,44,308	158,94,43,080
e) Votes with Assent	41	15,89,44,308	158,94,43,080
f) Votes with Dissent	0	0	0



Annexure -L

Details of poll at AGM & remote e-voting for Resolution No.-12 are as under:

L1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	164	87,64,560	8,76,45,600
b) Less: Invalid Votes	26	87,64,060	8,76,40,600
c) Net Valid Votes	138	500	5,000
d) Votes with Assent	137	499	4,990
e) Votes with Dissent	01	01	10

L2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	42	15,89,57,874	158,95,78,740
b) Less: Abstained Votes	0	0	0
c) Less: Invalid Votes	1	13,566	1,35,660
d) Net Valid Votes	41	15,89,44,308	158,94,43,080
e) Votes with Assent	41	15,89,44,308	158,94,43,080
f) Votes with Dissent	0	0	0



Annexure -M

Details of poll at AGM & remote e-voting for Resolution No.-13 are as under:

M1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	164	87,64,560	8,76,45,600
b) Less: Invalid Votes	26	87,64,060	8,76,40,600
c) Net Valid Votes	138	500	5,000
d) Votes with Assent	138	500	5,000
e) Votes with Dissent	0	0	0

M2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	42	15,89,57,874	158,95,78,740
b) Less: Abstained Votes	0	0	0
c) Less: Invalid Votes	01	13,566	1,35,660
d) Net Valid Votes	41	15,89,44,308	158,94,43,080
e) Votes with Assent	38	15,82,17,963	158,21,79,630
f) Votes with Dissent	03	7,26,345	72,63,450

