

30<sup>th</sup> August, 2016

To,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001  
**Re.: Scrip Code – 533400**

To,  
**The National Stock Exchange of India  
Limited**  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (East), Mumbai – 400 051  
**Re.: NSE Symbol – FCEL**

Dear Sir,

**Sub.: Proceedings and disclosure of voting results of the 20<sup>th</sup> Annual General Meeting.**

Pursuant to provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Regulations**”), please find enclosed herewith a summary of the proceedings of the 20<sup>th</sup> Annual General Meeting of the Company held on Monday, 29<sup>th</sup> August, 2016 at 2.30 p.m. at Rangswar Hall, 4<sup>th</sup> Floor, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Opp. Mantralaya, Mumbai – 400 021 (“**AGM**”).

Further, in terms of Regulation 44(3) of the SEBI Regulations, please find enclosed herewith details of voting results in respect of the matters transacted at the said AGM.

The Report submitted by the Scrutinizer, Mr. Nilesh Shah, Practicing Company Secretary, for E-voting and voting done through physical ballot paper at the AGM is also enclosed herewith.

Kindly take the aforesaid on records and acknowledge receipt of the same.

Thanking you,

Yours faithfully,  
For **FUTURE CONSUMER ENTERPRISE LIMITED**

  
**Manoj Gagvani**  
Company Secretary & Head – Legal

Encl.: as above



30<sup>th</sup> August, 2016

To,  
**BSE Limited**  
✓ Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400 001  
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Further, in terms of Regulation 44(3) of the SEBI Regulations, please find enclosed herewith details of voting results in respect of the matters transacted at the said AGM.

The Report submitted by the Scrutinizer, Mr. Nilesh Shah, Practicing Company Secretary, for E-voting and voting done through physical ballot paper at the AGM is also enclosed herewith.

Kindly take the aforesaid on records and acknowledge receipt of the same.

Thanking you,

Yours faithfully,  
For **FUTURE CONSUMER ENTERPRISE LIMITED**

  
**Manoj Gagvani**  
**Company Secretary & Head – Legal**

Encl.: as above





### Summary of proceedings of the 20<sup>th</sup> Annual General Meeting

The 20<sup>th</sup> Annual General Meeting (“AGM”) of the Members of Future Consumer Enterprise Limited (“the Company”) was convened on Monday, 29<sup>th</sup> August, 2016 at 2.30 p.m. at Rangswar Hall, 4<sup>th</sup> Floor, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Opp. Mantralaya, Mumbai – 400 021 and concluded at 3.40 p.m.

1. Mr. G. N Bajpai, Chairman of the Company had conveyed his inability to attend the AGM due to his illness. In his absence, the Directors present elected Mr. Kishore Biyani, Vice Chairman of the Company to Chair the Meeting. Accordingly, Mr. Kishore Biyani chaired the Meeting. Mr. Kishore Biyani informed the Members that Mr. G.N Bajpai - Chairman of Audit Committee has nominated and authorized Mr. K K Rathi to be present at the AGM for addressing relevant queries of the Members.
2. The following Directors were also present at the AGM
  - a) Mr. K K Rathi
  - b) Mr. Adhiraj Harish
  - c) Ms. Ashni Biyani

Mr. Frederic de Mevius, Mr. Deepak Malik and Ms. Vibha Rishi could not attend the AGM, due to their prior commitments.

3. The requisite quorum was present at the AGM and accordingly the Chairman for the Meeting called the Meeting to order. The requisite quorum was present throughout the Meeting. 140 Members were present at the AGM (including Members attended through proxy).
4. The Chairman for the Meeting informed the Members that facility for casting votes by remote e-voting was provided to Members from 9.00 a.m. on 26<sup>th</sup> August, 2016 to 5.00 p.m. on 28<sup>th</sup> August, 2016. The Chairman further informed that facility to cast votes through physical ballot paper at the AGM was also provided to those members who were present at the AGM and had not casted their votes through remote e-voting.
5. The Chairman further informed that, Mr. Nilesh Shah, Practicing Company Secretary was appointed as the Scrutinizer to scrutinize the voting done through remote e-voting and physical ballot paper in a fair and transparent manner
6. The Chairman for the Meeting took up the items of Ordinary Business and Special Business before the Meeting, as listed under Serial Nos. 1 to 7 below. He gave the Members an opportunity to ask questions or seek clarifications on the items and thereafter adequate reply was provided to the Members.



7. The following items of business as set out in the Notice of the said AGM were transacted:

**Ordinary Business:**

1. To consider and adopt the audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2016 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. K K Rathi (DIN: 00040094), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration Number 117364W), as Statutory Auditors of the Company.

**Special Business:**

4. To appoint Mr. Adhiraj Harish (DIN: 03380459) as an Independent Director of the Company to hold office for a period of five years
5. To appoint Mr. Frederic de Mevius (DIN : 03359921) as a Director, liable to retire by rotation
6. To appoint Mr. Deepak Malik (DIN: 00662141) as a Director, liable to retire by rotation.

For consideration of Item No. 7, Mr. Kishore Biyani - Chairman for the Meeting being interested in the same requested Mr. Adhiraj Harish to chair the Meeting for said item. Accordingly, Mr. Adhiraj Harish chaired the Meeting for transacting the below mentioned matter:

7. Approval for Related Party Transaction(s).

The Chairman for the Meeting thereafter took the Chair and authorized the Company Secretary to carry out the voting through physical ballot papers.

All the above resolutions as contained in the Notice calling the said AGM were passed by the Members with the requisite majority.

The Chairman for the Meeting thanked the Members for attending the AGM and declared the Meeting as concluded.





**Details of Voting Result in terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

<b>Date of the Annual General Meeting</b>	29 <sup>th</sup> August, 2016
<b>Total number of shareholders on record date</b>	59,985 (as on 22 <sup>nd</sup> August, 2016)
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
Promoters and Promoter Group	15
Public	125
<b>Total</b>	<b>140</b>
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group	None
Public	None
<b>Total</b>	<b>-</b>

**Mode of voting:** E-voting and voting done through ballot paper at the AGM

<b>ITEM NO. 1:</b> To consider and adopt the audited Financial Statements of the Company for the year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon.								
<b>Resolution required: (Ordinary/ Special) : Ordinary Resolution</b>								
<b>Whether promoter/ promoter group are interested in the agenda/resolution? : NO</b>								
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	72,22,12,331	72,22,12,331	100.00	72,22,12,331	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>72,22,12,331</b>	<b>72,22,12,331</b>	<b>100.00</b>	<b>72,22,12,331</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Institutions	E-Voting	30,76,45,640	93,61,186	3.04	93,61,186	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>30,76,45,640</b>	<b>93,61,186</b>	<b>3.04</b>	<b>93,61,186</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Non Institutions	E-Voting	62,75,84,267	25,70,56,566	40.96	25,70,56,566	0	100.00	0.00
	Poll		44,45,814	0.71	44,45,814	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>62,75,84,267</b>	<b>26,15,02,380</b>	<b>41.67</b>	<b>26,15,02,380</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>1,65,74,42,238</b>	<b>99,30,75,897</b>	<b>59.92</b>	<b>99,30,75,897</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



**ITEM NO. 2:** To appoint a Director in place of Mr. K K Rath (DIN: 00040094), who retires by rotation and being eligible, offers himself for re-appointment.

**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	72,22,12,331	72,22,12,331	100.00	72,22,12,331	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	72,22,12,331	72,22,12,331	100.00	72,22,12,331	0	100.00	0.00
Public – Institutions	E-Voting	30,76,45,640	93,61,186	3.04	93,61,186	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	30,76,45,640	93,61,186	3.04	93,61,186	0	100.00	0.00
Public - Non Institutions	E-Voting	62,75,84,267	25,70,56,566	40.96	25,70,56,562	4	99.99	0.01
	Poll		44,45,814	0.71	44,45,814	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	62,75,84,267	26,15,02,380	41.67	26,15,02,376	4	99.99	0.01
<b>Total</b>		<b>1,65,74,42,238</b>	<b>99,30,75,897</b>	<b>59.92</b>	<b>99,30,75,893</b>	<b>4</b>	<b>99.99</b>	<b>0.01</b>

**ITEM NO. 3 :** To ratify the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration Number 117364W), as Statutory Auditors of the Company.

**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	72,22,12,331	72,22,12,331	100.00	72,22,12,331	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	72,22,12,331	72,22,12,331	100.00	72,22,12,331	0	100.00	0.00
Public – Institutions	E-Voting	30,76,45,640	93,61,186	3.04	54,72,736	38,88,450	58.46	41.54
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	30,76,45,640	93,61,186	3.04	54,72,736	38,88,450	58.46	41.54
Public - Non Institutions	E-Voting	62,75,84,267	25,70,56,380	40.96	25,70,54,630	1,750	99.99	0.01
	Poll		44,45,814	0.71	44,45,814	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	62,75,84,267	26,15,02,194	41.67	26,15,00,444	1,750	99.99	0.01
<b>Total</b>		<b>1,65,74,42,238</b>	<b>99,30,75,711</b>	<b>59.92</b>	<b>98,91,85,511</b>	<b>38,90,200</b>	<b>99.61</b>	<b>0.39</b>





<b>ITEM NO. 4:</b> To appoint Mr. Adhiraj Harish (DIN: 03380459) as an Independent Director of the Company to hold office for a period of five years								
<b>Resolution required: (Ordinary/ Special) : Ordinary Resolution</b>								
<b>Whether promoter/ promoter group are interested in the agenda/resolution? : NO</b>								
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	72,22,12,331	72,22,12,331	100.00	72,22,12,331	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	72,22,12,331	72,22,12,331	100.00	72,22,12,331	0	100.00	0.00
Public – Institutions	E-Voting	30,76,45,640	93,61,186	3.04	93,61,186	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	30,76,45,640	93,61,186	3.04	93,61,186	0	100.00	0.00
Public - Non Institutions	E-Voting	62,75,84,267	25,70,56,566	40.96	25,70,52,237	4,329	99.99	0.01
	Poll		44,45,814	0.71	44,45,614	200	99.99	0.01
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	62,75,84,267	26,15,02,380	41.67	26,14,97,851	4,529	99.99	0.01
<b>Total</b>		<b>1,65,74,42,238</b>	<b>99,30,75,897</b>	<b>59.92</b>	<b>99,30,71,368</b>	<b>4,529</b>	<b>99.99</b>	<b>0.01</b>

<b>ITEM NO. 5 :</b> To appoint Mr. Frederic de Mevius (DIN : 03359921) as a Director, liable to retire by rotation								
<b>Resolution required: (Ordinary/ Special) : Ordinary Resolution</b>								
<b>Whether promoter/ promoter group are interested in the agenda/resolution? : NO</b>								
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	72,22,12,331	72,22,12,331	100.00	72,22,12,331	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	72,22,12,331	72,22,12,331	100.00	72,22,12,331	0	100.00	0.00
Public – Institutions	E-Voting	30,76,45,640	93,61,186	3.04	0	93,61,186	0.00	100.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	30,76,45,640	93,61,186	3.04	0	93,61,186	0.00	100.00
Public - Non Institutions	E-Voting	62,75,84,267	25,70,56,566	40.96	25,70,50,837	5,729	99.99	0.01
	Poll		44,45,814	0.71	44,45,594	220	99.99	0.01
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	62,75,84,267	26,15,02,380	41.67	26,14,96,431	5,949	99.99	0.01
<b>Total</b>		<b>1,65,74,42,238</b>	<b>99,30,75,897</b>	<b>59.92</b>	<b>98,37,08,762</b>	<b>93,67,135</b>	<b>99.06</b>	<b>0.94</b>





ITEM NO. 6 : To appoint Mr. Deepak Malik (DIN: 00662141) as a Director, liable to retire by rotation.								
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	72,22,12,331	72,22,12,331	100.00	72,22,12,331	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	72,22,12,331	72,22,12,331	100.00	72,22,12,331	0	100.00	0.00
Public – Institutions	E-Voting	30,76,45,640	93,61,186	3.04	93,61,186	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	30,76,45,640	93,61,186	3.04	93,61,186	0	100.00	0.00
Public - Non Institutions	E-Voting	62,75,84,267	25,70,56,066	40.96	25,70,56,062	4	99.99	0.01
	Poll		44,45,814	0.71	44,45,814	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	62,75,84,267	26,15,01,880	41.67	26,15,01,876	4	99.99	0.01
Total		1,65,74,42,238	99,30,75,397	59.92	99,30,75,393	4	99.99	0.01

ITEM NO. 7 : Approval for Related Party Transaction(s)								
Resolution required: (Ordinary/ Special) : Ordinary Resolution								
Whether promoter/ promoter group are interested in the agenda/resolution? : YES								
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	72,22,12,331	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	72,22,12,331	0	0.00	0	0	0.00	0.00
Public – Institutions	E-Voting	30,76,45,640	93,61,186	3.04	0	93,61,186	0.00	100.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	30,76,45,640	93,61,186	3.04	0	93,61,186	0.00	100.00
Public - Non Institutions	E-Voting	62,75,84,267	25,70,55,166	40.96	25,70,50,212	4,954	99.99	0.01
	Poll		10,03,059	0.16	10,02,839	220	99.98	0.02
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	62,75,84,267	25,80,58,225	41.12	25,80,53,051	5,174	99.99	0.01
Total		1,65,74,42,238	26,74,19,411	16.13	25,80,53,051	93,66,360	96.50	3.50





**FORM NO. MGT-13**

**Report of Scrutinizer**

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

To,  
**The Chairman**  
**of 20<sup>th</sup> Annual General Meeting**  
**of Future Consumer Enterprise Limited**  
Held on Monday, 29<sup>th</sup> August, 2016  
At Rangswar Hall, 4<sup>th</sup> Floor,  
Yashwantrao Chavan Pratishthan,  
Gen. Jagannathrao Bhonsle Marg,  
Opp. Mantralaya, Mumbai – 400 021

Sir,

I, Nilesh Shah, Practicing Company Secretary (Membership No. FCS- 4554) was appointed as a Scrutinizer for the purpose of the poll (including remote e-voting) taken on the resolutions as per the Annexure attached, at the 20<sup>th</sup> Annual General Meeting of the Equity Shareholders of Future Consumer Enterprise Limited (the Company) held on 29<sup>th</sup> August, 2016 at 2:30 p.m. at Rangswar Hall, 4<sup>th</sup> Floor, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Opp. Mantralaya, Mumbai – 400 021. I hereby submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, Two (2) ballot boxes were kept for polling and the same was locked in my presence with due identification marks placed on the same.
2. The locked ballot boxes were subsequently opened in my presence (along with presence of two witnesses viz. Mr. Mahesh Darji and Mr. Rakesh Achhpal both are not in employment of the company) and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Share Transfer Agents of the Company and the authorizations / Proxies lodged with the Company. The Signature of Members and No. of Shares held by respective members were scrutinized and confirmed by the Registrar and Share Transfer Agent.
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 (including voting through remote e-voting) is as per annexure attached herewith.



*[Signature]*  
29/08/2016

5. The list of equity shareholders who voted 'for' or 'against' and those whose votes were declared 'invalid' for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Representative of the Company for keeping under safe custody.

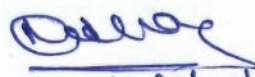
**Note:** Shareholders had been provided the facility of remote E-voting also. This report contains the result of consolidated voting (i.e. Remote E-voting and through Poll at Annual General Meeting) casted by the shareholders.

**Recommendation:**

All the resolutions having secured requisite majority of votes, may be considered to have been passed. The Chairman may accordingly declare the result of voting.

Thanking you,

Yours truly,

  
29/08/2016  
**Nilesh Shah**  
**Practicing Company Secretary**  
**Membership No. FCS 4554**  
**CP No. 2631**



Place: Mumbai

Date: 29/08/2016







**Annexure to the Scrutinizer's Report**

**Result of Voting (through remote e-voting and Poll at AGM):**

Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes						Invalid Votes / Abstain	
					Voting in Favour (Assent)			Voted Against (Dissent)				
					No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted
1	1	Adoption of audited Financial Statements of the Company for the year ended 31 <sup>st</sup> March, 2016 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary	Remote E-Voting	89	988630083	100%	0	0	0	0	0
				Poll at AGM	77	4445814	100%	0	0	0	0	0
				Total	166	993075897	100%	0	0	0	0	0
2	2	To appoint a Director in place of Mr. K K Rathi (DIN: 00040094), who retires by rotation and being eligible, offers himself For re-appointment.	Ordinary	Remote E-Voting	88	988630079	99.99%	1	4	0.01%	0	0
				Poll at AGM	77	4445814	100%	0	0	0	0	0
				Total	165	993075893	99.99%	1	4	0.01%	0	0
3	3	To ratify the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration Number 117364W), as Statutory Auditors of the Company	Ordinary	Remote E-Voting	86	984739697	99.61%	2	3890200	0.39%	1	186
				Poll at AGM	77	4445814	100%	0	0	0	0	0
				Total	163	989185511	99.61%	2	3890200	0.39%	1	186



*[Signature]*  
29/08/2016



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					Voting in Favour (Assent)			Voted Against (Dissent)				
					No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted
4	4	To appoint Mr. Adhiraj Harish (DIN: 03380459) as an Independent Director of the Company to hold office for a period of five years	Ordinary	Remote E-Voting	87	988625754	99.99%	2	4329	0.01%	0	0
				Poll at AGM	76	4445614	99.99%	1	200	0.01%	0	0
				Total	163	993071368	99.99%	3	4529	0.01%	0	0
5	5	To appoint Mr. Frederic de Mevius (DIN: 03359921) as a Director, liable to retire by rotation.	Ordinary	Remote E-Voting	82	979263168	99.05%	7	9366915	0.95%	0	0
				Poll at AGM	76	4445594	99.99%	1	220	0.01%	0	0
				Total	158	983708762	99.05%	8	9367135	0.95%	0	0
6	6	To appoint Mr. Deepak Malik (DIN: 00662141) as a Director, liable to retire by rotation.	Ordinary	Remote E-Voting	87	988629579	99.99%	1	4	0.01%	1	500
				Poll at AGM	77	4445814	100%	0	0	0	0	0
				Total	164	993075393	99.99%	1	4	0.01%	1	500
7	7	Approval for Related Party Transaction(s)	Ordinary	Remote E-Voting	64	257050212	96.49%	9	9366140	3.51%	16	722213731
				Poll at AGM	68	1002839	99.99%	1	220	0.01%	8	3442755
				Total	132	258053051	96.49%	10	9366360	3.51%	24	725656486



*Dance*  
29/08/2016