

*By Hand Delivery /E-mail*

<b>The Manager</b> Listing Department BSE Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai- 400 001.	<b>The Manager</b> Listing Department National Stock Exchange of India Limited, 'Exchange Plaza', C-1, Block G, Bandra- Kurla Complex, Bandra (East), Mumbai- 400 051.
Fax No. 2272 2082 / 3132	Fax No. 26598237 / 38
Kind Attn. DCS –CRD	Kind Attn. Head – Listing
Stock Code : 511072	Stock Code : DHFL

Dear Sirs,

**Sub: Clause 35A of the Listing Agreement**

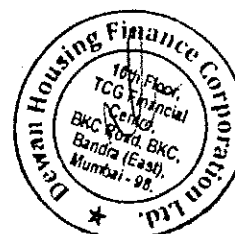
**Ref: Voting Results of the 31<sup>st</sup> Annual General Meeting**

This is to inform you that 31<sup>st</sup> Annual General Meeting (AGM ) of the Company was held on Thursday, 23<sup>rd</sup> July, 2015 at 12.00 noon at NSE Auditorium, Exchange Plaza, NSE Building, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051.

In accordance with the provisions of Companies Act, 2013 and Rules thereunder and Clause 35B of the Listing Agreement with the Stock Exchanges, the Company had provided the Remote e-voting facility to its members, to cast their vote/s on the resolutions as set out in the Notice of the 31<sup>st</sup> AGM. The Remote e-voting period commenced on Monday, 20<sup>th</sup> July, 2015 (9.00 A.M IST) and ended on Wednesday, 22<sup>nd</sup> July 2015 (5.00 P.M IST).

In order to give an opportunity of voting to the Members of the Company who attended the Annual General Meeting and had not cast their vote through remote e-voting, the Company had provided voting facility through ballot paper at the venue of the AGM.

All the resolutions contained in the Notice of the AGM were approved by a requisite majority of the Members of the Company through remote e-voting and voting process done at the venue of AGM and all the resolutions are deemed to be passed on 23<sup>rd</sup> July, 2015, i.e. the date of AGM.



**Dewan Housing Finance Corporation Ltd.**

Corporate Identification Number (CIN) - L65910MH1984PLC032639

Corporate Office: TCG Financial Centre, 10th Floor, BKC Road, Bandra Kurla Complex, Bandra (East), Mumbai - 400 098.

Regd. Office: Warden House, 2nd Floor, Sir P. M. Road, Fort, Mumbai - 400 001.

Tel.: (022) 6600 6999

Fax No.: (022) 6600 6998

Toll Free No.: 1800 22 3435

Customer Care No.: (0124) 4092750

Email: response@dhfl.com

Visit us at: www.dhfl.com

We enclose herewith :


1. Declaration of consolidated results of remote e-voting and voting at AGM with respect to Resolutions mentioned in the Notice of 31<sup>st</sup> AGM of the Company by the Chairman of the Company in the prescribed format.
2. The Scrutinizer's Consolidated Report of remote e-voting and voting at AGM with respect to Resolutions mentioned in the Notice of 31<sup>st</sup> AGM of the Company

Kindly acknowledge the receipt and take the same on record.

Thanking you.

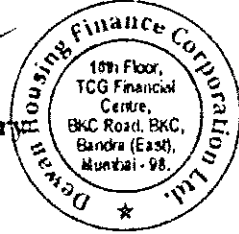
Yours sincerely,

for Dewan Housing Finance Corporation Limited

  
Niti Arya

Company Secretary

FCS No. - F5586



*Enclosure as above*

National Securities Depository Ltd.  
Kamla Mills Compound,  
Senapati Bapat Marg, Lower Parel  
Mumbai – 400 023

Central Depository Services (India) Ltd.  
28<sup>th</sup> Floor, P J Towers,  
Dalal Street,  
Mumbai – 400 013

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## Annexure

In terms of Clause 35A of the Listing Agreement, we furnish herein below the details of the consolidated results of remote e-voting and voting through ballot at the 31<sup>st</sup> Annual General Meeting in the prescribed format :

Name of the Company	<b>Dewan Housing Finance Corporation Ltd.</b>
Corporate Identification Number	<b>L65910MH1984PLC032639</b>
Date of the AGM	Thursday, 23 <sup>rd</sup> July, 2015
*Book Closure Date	Friday 17 <sup>th</sup> July, 2015 to Thursday, 23 <sup>rd</sup> July, 2015.
Total No. of Shareholders on cut-off date	<b>52,644</b>

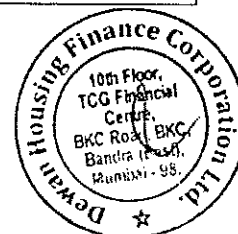
*\*Cut-off date for the purpose of determining the shareholders eligible to vote was 16<sup>th</sup> July, 2015*

**No. of shareholders present in the meeting either in person or through proxy:**

Shareholder	In person	Proxy	Total
Promoters and Promoter Group	3	1	4
Public :	239	11	250
<b>Total</b>	<b>242</b>	<b>12</b>	<b>254</b>

**No. of Shareholders attended the meeting through Video Conferencing**

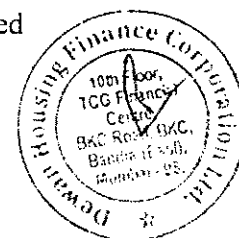
Promoters and Promoter Group	Nil
Public :	Nil



## Details of Agenda Wise

Item No.	Type of Resolution	Details of Resolution	Mode of Voting (Remote-voting /Ballot Paper)
1	Ordinary	To receive consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2015 and the Reports of the Directors and Joint Statutory Auditors thereon.	Remote-voting /Ballot Paper
2	Ordinary	To confirm the payment of Interim Dividend and to declare the Final Dividend on equity shares.	"do"
3	Ordinary	To appoint a Director in place of Mr. Dheeraj Wadhawan (DIN:00096026) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.	"do"
4.	Ordinary	To Ratify the appointment of M/s. T. R. Chadha & Co., Chartered Accounts (FRN 006711N) and M/s. Rajendra Neeti & Associates, Chartered Accountants, (FRN 006543C) as Joint Statutory Auditors of the Company.	"do"
5.	Ordinary	To re-appoint Mr. Kapil Wadhawan (DIN: 00028528) as the Managing Director (designated as the Chairman & Managing Director) of the Company.	"do"
6.	Ordinary	To appointment Ms. Vijaya Sampath (DIN: 00641110) as a Director of the Company and as an Independent Director	"do"
7.	Ordinary	To approve payment of commission to Non- Executive Directors (including Independent Directors) of the Company	"do"
8.	Special	Issuance of Non – Convertible Debentures and/or Other Hybrid Instruments on Private Placement Basis	"do"

The details of the said results pursuant to remote e-voting and voting done through ballot paper by the Members of the Company at the Annual General Meeting are mentioned herein below



Resolution No. 1 :

To receive consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2015 and the Reports of the Directors and Joint Statutory Auditors thereon.

Promoter /Public	No of Shares held (1)	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	4	5	6	7
			(3)=[(2)/(1)]*100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Mode of Voting: (Remote E-voting)							
Promoter and Promoter Group	50909822	0	0.00	0	0	0.00	0
Public Institutional Holders	43730468	25969777	59.39	24818602	1151175	95.57	4.43
Public-Others	51154562	2694224	5.27	2694024	200	100.00	0.00
<b>Total (A)</b>	<b>145794852</b>	<b>28664001</b>	<b>19.66</b>	<b>27512626</b>	<b>1151375</b>	<b>95.98</b>	<b>4.02</b>
Mode of Voting: (Ballot Paper)							
Promoter and Promoter Group	50909822	50909822	100	50909822	0	100.00	0.00
Public Institutional Holders	43730468	0	0	0	0	0	0.00
Public-Others	51154562	16749205	32.74	16749205	0	100.00	0.00
<b>Total (B)</b>	<b>145794852</b>	<b>67659027</b>	<b>46.40</b>	<b>67659027</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>145794852</b>	<b>96323028</b>	<b>66.06</b>	<b>95171653</b>	<b>1151375</b>	<b>98.80</b>	<b>1.20</b>



Resolution No. 2 : To confirm the payment of Interim Dividend and to declare the Final Dividend on equity shares.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (Remove E-voting)							
Promoter and Promoter Group	50909822	0	0.00	0	0	0.00	0.00
Public Institutional Holders	43730468	25969777	59.39	24818602	1151175	95.57	4.43
Public-Others	51154562	2694852	5.27	2694727	125	100.00	0.00
<b>Total (A)</b>	<b>145794852</b>	<b>28664629</b>	<b>19.66</b>	<b>27513329</b>	<b>1151300</b>	<b>95.98</b>	<b>4.02</b>
Mode of Voting: (Ballot Paper)							
Promoter and Promoter Group	50909822	50909822	100.00	50909822	0	100.00	0.00
Public Institutional Holders	43730468	0	0	0	0	0	0.00
Public-Others	51154562	16749205	32.74	16749205	0	100	0.00
<b>Total (B)</b>	<b>145794852</b>	<b>67659027</b>	<b>46.40</b>	<b>67659027</b>	<b>0</b>	<b>100</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>145794852</b>	<b>96323656</b>	<b>66.06</b>	<b>95172356</b>	<b>1151300</b>	<b>98.80</b>	<b>1.20</b>



Resolution No. 3 : To appoint a Director in place of Mr. Dheeraj Wadhawan (DIN:00096026) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (Remote e-voting)							
Promoter and Promoter Group	50909822	0	0.00	0	0	0.00	0.00
Public Institutional Holders	43730468	25969777	59.39	23172801	2796976	89.23	10.77
Public-Others	51154562	2694214	5.26	2693824	390	99.99	0.01
<b>Total (A)</b>	<b>145794852</b>	<b>28663991</b>	<b>19.66</b>	<b>25866625</b>	<b>2797366</b>	<b>90.24</b>	<b>9.76</b>
Mode of Voting: (Ballot Paper)							
Promoter and Promoter Group	50909822	50909822	100	50909822	0	100.00	0.00
Public Institutional Holders	43730468	0	0	0	0	0	0.00
Public-Others	51154562	16749205	32.74	16749205	0	100	0.00
<b>Total (B)</b>	<b>145794852</b>	<b>67659027</b>	<b>46.40</b>	<b>67659027</b>	<b>0</b>	<b>100</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>145794852</b>	<b>96323018</b>	<b>66.06</b>	<b>93525652</b>	<b>2797366</b>	<b>97.10</b>	<b>2.90</b>

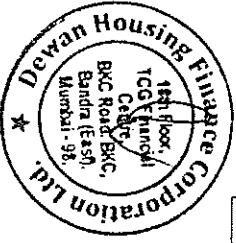






Resolution No. 5 : To re-appoint Mr. Kapil Wadhawan (DIN: 00028528) as the Managing Director (designated as the Chairman & Managing Director) of the Company.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (Remote e-voting)							
Promoter and Promoter Group	50909822	0	0	0	0	0.00	0.00
Public Institutional Holders	43730468	25969777	59.39	19708101	6261676	75.89	24.11
Public-Others	51154562	2694036	5.27	2465136	228900	91.50	8.50
<b>Total (A)</b>	<b>145794852</b>	<b>28663813</b>	<b>19.66</b>	<b>22173237</b>	<b>6490576</b>	<b>77.36</b>	<b>22.64</b>
Mode of Voting: (Ballot Paper)							
Promoter and Promoter Group	50909822	50909822	100	50909822	0	100.00	0.00
Public Institutional Holders	43730468	0	0	0	0	0	0.00
Public-Others	51154562	16749205	32.74	16749205	0	100	0.00
<b>Total (B)</b>	<b>145794852</b>	<b>67659027</b>	<b>46.40</b>	<b>67659027</b>	<b>0</b>	<b>100</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>145794852</b>	<b>96322840</b>	<b>66.06</b>	<b>89832264</b>	<b>6490576</b>	<b>93.26</b>	<b>6.74</b>



Resolution No. 6 : A To appointment Ms. Vijaya Sampath (DIN: 00641110) as a Director of the Company and as an Independent Director

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (Remote e-voting)							
Promoter and Promoter Group	50909822	0	0.00	0	0	0.00	0.00
Public Institutional Holders	43730468	25969777	59.39	19238311	6731466	74.08	25.92
Public-Others	51154562	2694208	5.27	2598595	95613	96.45	3.55
<b>Total (A)</b>	<b>145794852</b>	<b>28663985</b>	<b>19.66</b>	<b>21836906</b>	<b>6827079</b>	<b>76.18</b>	<b>23.82</b>
Mode of Voting: (Ballot Paper)							
Promoter and Promoter Group	50909822	50909822	100	50909822	0	100.00	0.00
Public Institutional Holders	43730468	0	0	0	0	0	0.00
Public-Others	51154562	16749205	32.74	16749205	0	100	0.00
<b>Total (B)</b>	<b>145794852</b>	<b>67659027</b>	<b>46.40</b>	<b>67659027</b>	<b>0</b>	<b>100</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>145794852</b>	<b>96323012</b>	<b>66.06</b>	<b>89495933</b>	<b>6827079</b>	<b>92.91</b>	<b>7.09</b>



Resolution No. 7 : To approve payment of commission to Non- Executive Directors (including Independent Directors) of the Company

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (Remote e-voting)							
Promoter and Promoter Group	50909822	0	0.00	0	0	0.00	0.00
Public Institutional Holders	43730468	25969777	59.39	24818602	1151175	95.57	4.43
Public-Others	51154562	2694121	5.27	2691553	2568	99.90	0.10
<b>Total (A)</b>	<b>145794852</b>	<b>28663898</b>	<b>19.66</b>	<b>27510155</b>	<b>1153743</b>	<b>95.97</b>	<b>4.03</b>
Mode of Voting: (Ballot Paper)							
Promoter and Promoter Group	50909822	50909822	100	50909822	0	100.00	0.00
Public Institutional Holders	43730468	0	0	0	0	0	0.00
Public-Others	51154562	16749205	32.74	16749205	0	100	0.00
<b>Total (B)</b>	<b>145794852</b>	<b>67659027</b>	<b>46.40</b>	<b>67659027</b>	<b>0</b>	<b>100</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>145794852</b>	<b>96322925</b>	<b>66.06</b>	<b>95169182</b>	<b>1153743</b>	<b>98.80</b>	<b>1.20</b>



Resolution No. 8 : Issuance of Non – Convertible Debentures and/or Other Hybrid Instruments on Private Placement Basis.

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Mode of Voting: (Remote e-voting)							
Promoter and Promoter Group	50909822	0	0.00	0	0	0.00	0.00
Public Institutional Holders	43730468	25969777	59.39	21807666	4162111	83.97	16.03
Public-Others	51154562	2694189	5.27	2465130	229059	91.50	8.50
<b>Total (A)</b>	<b>145794852</b>	<b>28663966</b>	<b>19.66</b>	<b>24272796</b>	<b>4391170</b>	<b>84.68</b>	<b>15.32</b>
Mode of Voting: (Ballot Paper )							
Promoter and Promoter Group	50909822	50909822	100	50909822	0	100.00	0.00
Public Institutional Holders	43730468	0	0	0	0	0	0.00
Public-Others	51154562	16749205	32.74	16749204	1	100	0.00
<b>Total (B)</b>	<b>145794852</b>	<b>67659027</b>	<b>46.40</b>	<b>67659026</b>	<b>1</b>	<b>100</b>	<b>0.00</b>
<b>Result (A+B)</b>	<b>145794852</b>	<b>96322993</b>	<b>66.06</b>	<b>91931822</b>	<b>4391171</b>	<b>95.44</b>	<b>4.56</b>

for Dewan Housing Finance Corporation Limited

Kapil Wadhawan  
Chairman & Managing Director  
(DIN 00028528)



Jayshree S. Joshi

B. Com. (Hons.), LL.B., F.C.S.  
PROPRIETRESS



PHONE : 2262 2341 - 2 - 3  
E-MAIL : jayshreedagli@gmail.com  
suyashri@vsnl.com

**JAYSHREE DAGLI & ASSOCIATES**

COMPANY SECRETARIES

Date: 24<sup>th</sup> July, 2015.

**SCRUTINIZER'S CONSOLIDATED REPORT  
(E-VOTING PROCESS & POLL PROCESS)**

{Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the  
Companies (Management and Administration) Rules, 2014}

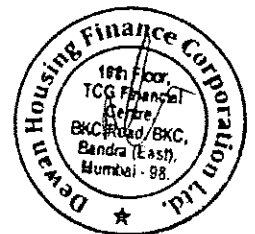
To,

The Chairman of 31<sup>st</sup> Annual General Meeting of the Members of **Dewan Housing Finance Corporation Limited** (the Company) held on Thursday, July 23, 2015, at 12.00 noon at Exchange Plaza, National Stock Exchange Auditorium, (NSE Building), Ground Floor, Bandra Kurla Complex, Bandra (East), Mumbai 400 051.

Dear Sir,

1. I, Mrs. Jayshree S. Joshi, Proprietress of Jayshree Dagli & Associates, Company Secretaries, Mumbai, have been appointed by the Board of Directors of **Dewan Housing Finance Corporation Limited** (the Company) as the Scrutinizer for the purpose of scrutinizing e-Voting Process and Poll Process in a fair and transparent manner and ascertaining the requisite majority on Voting carried out as per the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of the Resolutions passed at the 31<sup>st</sup> Annual General Meeting (AGM) of the Members of the Company, held on Thursday, the 23<sup>rd</sup> day of July, 2015.
2. It is the responsibility of the Management of the Company to ensure due compliance of the applicable provisions of the Companies Act, 2013 and Rules made there under and also the requirements thereof relating to voting through electronic means and Polling Process on the resolutions contained in the Notice of the 31<sup>st</sup> AGM of the Members of the Company. As the Scrutinizer for the e-Voting process and Poll Process, my role and responsibility are limited to make a Scrutinizer's Consolidated Report of the votes cast "in favour" or "against" in respect of the Resolutions contained in the Notice of the 31<sup>st</sup> AGM, based on the reports generated from the e-Voting system provided by the National Securities Depository Ltd (NSDL), the authorized agency to provide Remote e-Voting facilities, engaged by the Company and from the Polling Process conducted at the 31<sup>st</sup> AGM.
3. Further to above, I submit my Report as under:-
  - i. The Remote e-Voting period remained open from Monday, 20<sup>th</sup> July, 2015, (9.00 a.m.) to Wednesday, 22<sup>nd</sup> July, 2015, (5.00 p.m.)

Page 1 of 2



Jayshree S. Joshi

B. Com. (Hons.), LL.B., F.C.S.  
PROPRIETRESS



PHONE : 2262 2341 - 2 - 3  
E-MAIL : jayshreedagli@gmail.com  
suyashri@vsnl.com

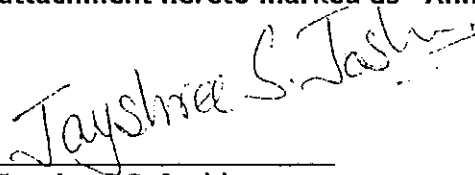
**JAYSHREE DAGLI & ASSOCIATES**

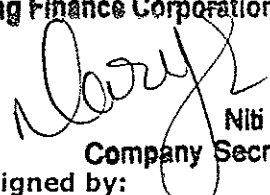
COMPANY SECRETARIES

- ii. The Members of the Company as on the "cut-off" date i.e. 16<sup>th</sup> July, 2015, were entitled to vote on the Resolutions (Items No. 1 to 8 as set out in the Notice of the 31<sup>st</sup> AGM of the Company).
- iii. After the time fixed for closing of the poll by the Chairman, 2 (Two) ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
- iv. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
- v. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- vi. Thereafter, the electronic votes cast through remote e-voting were unblocked at 4.30 p.m. i.e. after the Conclusion of 31<sup>st</sup> Annual General Meeting in the presence of 2 witnesses Mr. Ajay V. Mehta, Practicing Company Secretary (ACS - 9332) and Mr. Akshay Joshi (ACS - 34724) who are not in the employment of the Company.
- vii. Then, the details containing, inter alia, list of Equity Shareholders, who voted through Remote e-voting "for" and/or "against" each of the resolutions that were put to vote, were generated from the e-Voting website of NSDL i.e. <https://evoting.nsdl.com>
- viii. The Register to record the assent or dissent received has been maintained electronically. It contained the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.

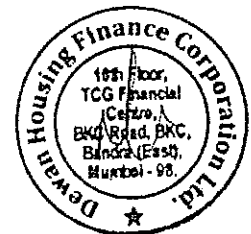
The Consolidated result of the Voting (Remote e-voting+ Poll Process) is given in attachment hereto marked as 'Annexure'.

For Dewan Housing Finance Corporation Ltd.

  
Jayshree S. Joshi  
(Scrutinizer)

  
Niti Arya  
Company Secretary  
Countersigned by:

Encl.: As Above



**ANNEXURE**

Resolution No.1- To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2015 and the Reports of the Directors and Joint Statutory Auditors thereon. [Ordinary resolution]

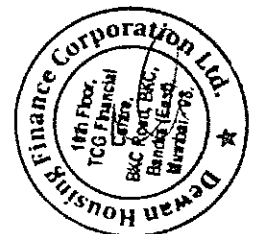
Total votes cast: 9,63,25,771		Valid votes: 9,63,23,028		Invalid Votes: 2,743	
e-Voting Details		Poll Details		Total	
Assent (FOR)	Dissent (AGAINST)	Assent (FOR)	Dissent (AGAINST)	Assent (FOR)	Dissent (AGAINST)
2,75,12,626	11,51,375	6,76,59,027	0	9,51,71,653	11,51,375
95.98%	4.02%	100%	0.00%	98.80%	1.20%

**VOTING RESULT: RESOLUTION PASSED BY MAJORITY.**

Resolution No. 2- To confirm the payment of Interim Dividend and to declare the Final Dividend on equity shares. [Ordinary Resolution]

Total votes cast: 9,63,26,399		Valid votes: 9,63,23,656		Invalid Votes: 2,743	
e-Voting Details		Poll Details		Total	
Assent (FOR)	Dissent (AGAINST)	Assent (FOR)	Dissent (AGAINST)	Assent (FOR)	Dissent (AGAINST)
2,75,13,329	11,51,300	6,76,59,027	0	9,51,72,356	11,51,300
95.98%	4.02%	100%	0.00%	98.80%	1.20%

**VOTING RESULT: RESOLUTION PASSED BY MAJORITY**



Resolution No. 3- To appoint a Director in place of Mr. Dheeraj Wadhawan (DIN:00096026), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment. [Ordinary Resolution]

Total votes cast: 9,63,25,761		Valid votes:9,63,23,018		Invalid Votes: 2,743	
e-Voting Details		Poll Details		Total	
Assent (FOR)	Dissent (AGAINST)	Assent (FOR)	Dissent (AGAINST)	Assent (FOR)	Dissent (AGAINST)
2,58,66,625	27,97,366	6,76,59,027	0	9,35,25,652	27,97,366
90.24%	9.76%	100%	0.00%	97.10%	2.90%

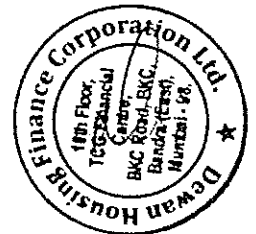
**VOTING RESULT: RESOLUTION PASSED BY MAJORITY**

Resolution No. 4- To Ratify the appointment of M/s. T. R. Chadha & Co., Chartered Accountants, (FRN 006711N), and M/s. Rajendra Neeti & Associates, Chartered Accountants, (FRN 006543C) as Joint Statutory Auditors of the Company. [Ordinary Resolution]

Total votes cast: 9,63,25,767		Valid votes: 9,63,23,024		Invalid Votes: 2,743	
e-Voting Details		Poll Details		Total	
Assent (FOR)	Dissent (AGAINST)	Assent (FOR)	Dissent (AGAINST)	Assent (FOR)	Dissent (AGAINST)
2,74,78,948	11,85,049	6,76,59,026	1	9,51,37,974	11,85,050
95.87%	4.13%	100.00%	*0.00%	98.77%	1.23%

(\* actual 0.00000147799% rounded off to 0.00%)

**VOTING RESULT: RESOLUTION PASSED BY MAJORITY.**





Resolution No. 5- To re-appoint Mr. Kapil Wadhawan (DIN: 00028528) as the Managing Director [designated as Chairman & Managing Director] of the Company.  
[Ordinary Resolution]

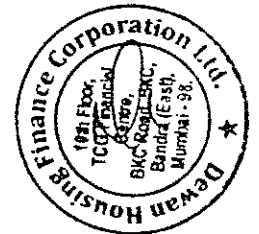
Total votes cast:9,63,25,583		Valid votes: 9,63,22,840		Invalid Votes:2,743	
e-Voting Details		Poll Details		Total	
Assent (FOR)	Dissent (AGAINST)	Assent (FOR)	Dissent (AGAINST)	Assent (FOR)	Dissent (AGAINST)
2,21,73,237	64,90,576	6,76,59,027	0	8,98,32,264	64,90,576
77.36%	22.64%	100%	0.00%	93.26%	6.74%

VOTING RESULT: RESOLUTION PASSED BY MAJORITY.

Resolution No. 6- To appoint Ms. Vijaya Sampath (DIN: 00641110) as a Director of the Company and as an Independent Director.  
[Ordinary Resolution]

Total votes cast:9,63,25,755		Valid votes:9,63,23,012		Invalid Votes:2,743	
e-Voting Details		Poll Details		Total	
Assent (FOR)	Dissent (AGAINST)	Assent (FOR)	Dissent (AGAINST)	Assent (FOR)	Dissent (AGAINST)
2,18,36,906	68,27,079	6,76,59,027	0	8,94,95,933	68,27,079
76.18%	23.82%	100%	0.00%	92.91%	7.09%

VOTING RESULT: RESOLUTION PASSED BY MAJORITY.



Resolution No. 7- To approve payment of commission to Non- Executive Directors (including Independent Directors) of the Company. [Ordinary Resolution]

Total votes cast: 9,63,25,668		Valid votes: 9,63,22,925		Invalid Votes: 2,743	
e-Voting Details		Poll Details		Total	
Assent (FOR)	Dissent (AGAINST)	Assent (FOR)	Dissent (AGAINST)	Assent (FOR)	Dissent (AGAINST)
2,75,10,155	11,53,743	6,76,59,027	0	9,51,69,182	11,53,743
95.97%	4.03%	100%	0.00%	98.80%	1.20%

**VOTING RESULT: RESOLUTION PASSED BY MAJORITY.**

Resolution No. 8- Issuance of Non - Convertible Debentures and/ or Other Hybrid Instruments on Private Placement Basis. [Special Resolution]

Total votes cast: 9,63,25,736		Valid votes: 9,63,22,993		Invalid Votes: 2,743	
e-Voting Details		Poll Details		Total	
Assent (FOR)	Dissent (AGAINST)	Assent (FOR)	Dissent (AGAINST)	Assent (FOR)	Dissent (AGAINST)
2,42,72,796	43,91,170	6,76,59,026	1	9,19,31,822	43,91,171
84.68%	15.32%	100.00%	*0.00%	95.44%	4.56%

(\* actual 0.00000147799% rounded off to 0.00%)

**VOTING RESULT: RESOLUTION PASSED BY MAJORITY.**

*Jayshree S. Joshi*

Jayshree S. Joshi  
(Scrutinizer)

