



Godfrey Phillips India Limited
49 Community Centre,
Friends Colony, New Delhi-110 025
Tel: +91 11 2683 2155, 2684 0148
Fax: +91 11 2684 0775, 2683 5803
www.godfreyphillips.com

isc-gpi@modi.com

28th September, 2016

**The Manager, Listing Department
The National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex
Bandra (E), Mumbai – 400 051
Fax No. : 022-26598237 / 38
NSE Symbol : GODFRYPHLP**

**The Manager
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001
Fax No. : 022-22721919, 3121
BSE Scrip Code : 500163**

Reg.: Voting Results and Consolidated Scrutinizer's Report of 79th Annual General Meeting

Dear Sirs,

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we hereby enclose the voting results of 79th Annual General Meeting held on Monday, 26th September, 2016 at 3 p.m. and Consolidated Scrutinizer's Report pursuant to Section 108 of the Companies Act 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014.

We request you to take the same on record.

Thanking you,

Yours faithfully,
For **GODFREY PHILLIPS INDIA LIMITED**


SANJAY GUPTA
Company Secretary

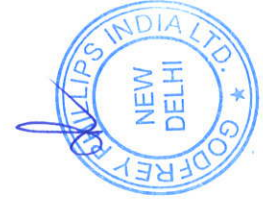
Encl. : As above



Details of voting results									
26th September, 2016									
Total No. of shareholders on Record Date i.e. 19th September, 2016 being the cut off date for reckoning the voting rights of the shareholders									
18121									
No. of shareholders present in the meeting either in person or through proxy									
- Promoters and Promoter Group									
17									
- Public Shareholders									
74									
No. of shareholders present in the meeting through Video Conferencing									
- Promoters and Promoter Group									
Not Arranged									
- Public Shareholders									
1 - a. Adoption of Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2016, the reports of the Board of Directors and Auditors thereon; and									
b. Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016.									
Resolution Required : (Ordinary)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
No									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3] = $\frac{[2]}{[1]} \times 100$	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6] = $\frac{[4]}{[2]} \times 100$	% of Votes against on votes polled [7] = $\frac{[5]}{[2]} \times 100$	
Promoter and Promoter Group	E-Voting		37160795	99.1860	37160795	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	37465776	0	0.0000	0	0	0.0000	0.0000	
	Total		37160795	99.1860	37160795	0	100.0000	0.0000	
Public Institutions	E-Voting		4199632	77.1520	4199632	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	5443324	0	0.0000	0	0	0.0000	0.0000	
	Total		4199632	77.1520	4199632	0	100.0000	0.0000	
Public Non Institutions	E-Voting		7980	0.0878	7980	0	100.0000	0.0000	
	Poll		8928	0.0983	8928	0	100.0000	0.0000	
	Postal Ballot	9084820	0	0.0000	0	0	0.0000	0.0000	
	Total		16908	0.1861	16908	0	100.0000	0.0000	
Total			41377335	79.5811	41377335	0	100.0000	0.0000	



2 - Declaration of dividend on equity shares.									
Resolution Required : (Ordinary)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]}*100$	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]}*100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]}*100$	No
Promoter and Promoter Group	E-Voting		37160795	99.1860	37160795	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	37465776	0	0.0000	0	0	0.0000	0.0000	
	Total		37160795	99.1860	37160795	0	100.0000	0.0000	
Public Institutions	E-Voting		4199632	77.1520	4199632	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	5443324	0	0.0000	0	0	0.0000	0.0000	
	Total		4199632	77.1520	4199632	0	100.0000	0.0000	
Public Non Institutions	E-Voting		7980	0.0878	7980	0	100.0000	0.0000	
	Poll		8928	0.0983	8928	0	100.0000	0.0000	
	Postal Ballot	9084820	0	0.0000	0	0	0.0000	0.0000	
	Total		16908	0.1861	16908	0	100.0000	0.0000	
Total		51993920	41377335	79.5811	41377335	0	100.0000	0.0000	



3 - Re-Appointment of Mr. R. A. Shah, who retires by rotation, and being eligible, offers himself for re-appointment.									
Resolution Required : (Ordinary)									
Category	Mode of Voting	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	No
Promoter and Promoter Group	E-Voting		37160795	99.1860	37160795	0	100.0000	0.0000	
	Poll	37465776	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		37160795	99.1860	37160795	0	100.0000	0.0000	0.0000
Public Institutions	E-Voting		4199632	77.1520	3854344	345288	91.7781	8.2219	
	Poll	5443324	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		4199632	77.1520	3854344	345288	91.7781	8.2219	0.0000
Public Non Institutions	E-Voting		7980	0.0878	7980	0	100.0000	0.0000	
	Poll	9084820	8928	0.0983	8928	0	100.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		16908	0.1861	16908	0	100.0000	0.0000	0.0000
Total		51993920	41377335	79.5811	41032047	345288	99.1655	0.8345	

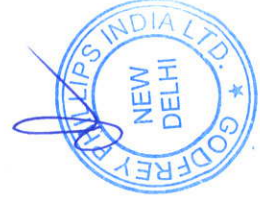


Resolution Required : (Ordinary)		4 - Re-appointment of Mrs. Bina Modi, who retires by rotation, and being eligible, offers herself for re-appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=[2]/[1]*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]=[4]/[2]*100	% of Votes against on votes polled [7]=[5]/[2]*100			
Promoter and Promoter Group	E-Voting		37160795	99.1860	37160795	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	37465776	0	0.0000	0	0	0.0000	0.0000			
	Total		37160795	99.1860	37160795	0	100.0000	0.0000			
Public Institutions	E-Voting		4199632	77.1520	3955916	243716	94.1967	5.8033			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	5443324	0	0.0000	0	0	0.0000	0.0000			
	Total		4199632	77.1520	3955916	243716	94.1967	5.8033			
Public Non Institutions	E-Voting		7980	0.0878	6430	1550	80.5764	19.4236			
	Poll		8928	0.0983	8928	0	100.0000	0.0000			
	Postal Ballot	9084820	0	0.0000	0	0	0.0000	0.0000			
	Total		16908	0.1861	15358	1550	90.8327	9.1673			
Total		51993920	41377335	79.5811	41132069	245266	99.4072	0.5928			



Resolution Required : (Ordinary)		5 - Ratification of appointment of Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors of the Company for the year financial year 2016-17.									
Whether promoter/ promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes -in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100			
Promoter and Promoter Group	E-Voting		37160795	99.1860	37160795	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	37465776		0.0000	0	0	0.0000	0.0000			
	Total		37160795	99.1860	37160795	0	100.0000	0.0000			
Public Institutions	E-Voting		4199632	77.1520	4199632	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	5443324		0.0000	0	0	0.0000	0.0000			
	Total		4199632	77.1520	4199632	0	100.0000	0.0000			
Public Non Institutions	E-Voting		7980	0.0878	7980	0	100.0000	0.0000			
	Poll		8928	0.0983	8928	0	100.0000	0.0000			
	Postal Ballot	9084820		0.0000	0	0	0.0000	0.0000			
	Total		16908	0.1861	16908	0	100.0000	0.0000			
Total		51993920	41377335	79.5811	41377335	0	100.0000	0.0000			

6 - Appointment of Mr. Ruchir Kumar Modi as a Non Executive Director and approval for payment of remuneration by way of commission to him.										
Resolution Required : (Ordinary)										
Whether promoter/ promoter group are interested in the agenda/resolution?										
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3] = {[2]/[1]}*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6] = {[4]/[2]}*100	% of Votes against on votes polled [7] = {[5]/[2]}*100		
Promoter and Promoter Group	E-Voting		37160795	99.1860	37160795	0	100.0000	0.0000		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot	37465776								
	Total		37160795	99.1860	37160795	0	100.0000	0.0000	0.0000	
Public Institutions	E-Voting		4199632	77.1520	3941760	257872	93.8597	6.1403		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot	5443324								
	Total		4199632	77.1520	3941760	257872	93.8597	6.1403	19.4236	
Public Non Institutions	E-Voting		7980	0.0878	6430	1550	80.5764	0.0000		
	Poll		8928	0.0983	8928	0	100.0000	0.0000		
	Postal Ballot	9084820								
	Total		16908	0.1861	15358	1550	90.8327	9.1673	0.6270	
Total		51993920	41377335	79.5811	41117913	259422	99.3730	0.6270		



7 - Approval of remuneration payable to M/s Chandra Wadhwa & Co., Cost Auditors for the financial year 2016-17									
Resolution Required : (Ordinary)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	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	No
Promoter and Promoter Group	E-Voting		37160795	99.1860	37160795	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	37465776	0	0.0000	0	0	0.0000	0.0000	
	Total		37160795	99.1860	37160795	0	100.0000	0.0000	
Public Institutions	E-Voting		4199632	77.1520	4199632	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	5443324	0	0.0000	0	0	0.0000	0.0000	
	Total		4199632	77.1520	4199632	0	100.0000	0.0000	
Public Non Institutions	E-Voting		7980	0.0878	7980	0	100.0000	0.0000	
	Poll		8928	0.0983	8928	0	100.0000	0.0000	
	Postal Ballot	9084820	0	0.0000	0	0	0.0000	0.0000	
	Total		16908	0.1861	16908	0	100.0000	0.0000	
Total		51993920	41377335	79.5811	41377335	0	100.0000	0.0000	



Resolution Required : (Special)		8 - Approval for keeping Register of Members, Index and copies of Annual Returns, etc. at a place other than the Regd. Office of the Company.							
Category	Whether promoter/ promoter group are interested in the agenda/resolution?	Mode of Voting	No. of shares held [1]	No					
				No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]} \times 100$	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]} \times 100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group		E-Voting		37160795	99.1860	37160795	0	100.0000	0.0000
		Poll	37465776	0	0.0000	0	0	0.0000	0.0000
		Postal Ballot		0	0.0000	0	0	0.0000	0.0000
		Total		37160795	99.1860	37160795	0	100.0000	0.0000
Public Institutions		E-Voting		4199632	77.1520	4199632	0	100.0000	0.0000
		Poll	5443324	0	0.0000	0	0	0.0000	0.0000
		Postal Ballot		0	0.0000	0	0	0.0000	0.0000
		Total		4199632	77.1520	4199632	0	100.0000	0.0000
Public Non Institutions		E-Voting		7980	0.0878	6790	1190	85.0877	14.9123
		Poll	9084820	8928	0.0983	8928	0	100.0000	0.0000
		Postal Ballot		0	0.0000	0	0	0.0000	0.0000
		Total		16908	0.1861	15718	1190	92.9619	7.0381
Total			51993920	41377335	79.5811	41376145	1190	99.9971	0.0029




Resi. : G5/3, Jal Padma, Bangur Nagar, Goregaon (W), Mumbai - 400 104.

Admn. Office : 145, Topiwala Center, Goregaon (W), Mumbai - 400 062.

Tel. : 2877 4306 • Mobile : 98214 47548 • E-mail : cs.ram25@gmail.com

Service Tax Regn. No. ACSPV8251AST001 • PAN : ACSPV8251A

26th September, 2016.

COMBINED REPORT OF THE SCRUTINIZER ON THE REMOTE E-VOTING AND VOTING BY POLL CONDUCTED AT THE 79TH AGM OF GODFREY PHILLIPS INDIA LIMITED HELD ON 26TH SEPTEMBER, 2016

To,
The Chairman
Godfrey Phillips India Limited

79th Annual General Meeting (AGM) of the Equity Shareholders of Godfrey Phillips India Limited held on Monday, the 26th September, 2016 at 3.00 p.m. at the Y.B. Chavan Auditorium, General Jagannath Bhosle Marg (Next to Sachivalaya Gymkhana) Mumbai – 400021.

Sub: *Passing of resolution(s) through electronic voting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended*

Dear Sirs,

I, V. Ramachandran, proprietor of M/s V.R. Associates, Company Secretaries (Membership no. ACS 7731, CP no. 4731) have been appointed as Scrutinizer by Godfrey Phillips India Limited (“the company”) as per Board resolution dated 16th August, 2016 and Company’s letter dated 17th August, 2016 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of remote e-voting as well as the voting by poll taken on all the resolutions at the Annual General Meeting of the Shareholders of the Company held on Monday 26th September, 2016 at 3.00 p.m. at the Y.B. Chavan Auditorium, General Jagannath Bhosle Marg (Next to Sachivalaya Gymkhana) Mumbai – 400 021 hereby submit my report as under:

The Company had extended facility of remote e-voting to the Members of the Company through NSDL from Friday 23rd September, 2016 (9.00 a.m.) to Sunday, 25th September, 2016 (5.00 p.m.).

Further, on 26th September, 2016 at the 79th AGM, ballot papers were distributed to the Members present in person or by proxy to enable the Members to vote who could not do the remote e-voting.

- 1) The Company had appointed National Securities Depository Limited (NSDL) for the purpose of providing the facility of remote e-voting to the Members of the Company.
- 2) NSDL had set up an electronic voting facility on their website. Viz. www.evoting.nsdl.com. The company had uploaded all the items of business to be transacted at the AGM on the website of NSDL as also its own website i.e. www.godfreyphillips.com.
- 3) The cut off date for despatch of notice of the AGM was 19th August, 2016 and as on that date there were 18,724 Members in the Company. NSDL had sent notices of the AGM alongwith the Annual Report and e-voting details by e-mail to 10,432 Members whose e-mail details were available with the depositories and for those Members holding shares in physical form



and had sent their e-mail details to the RTA. In respect of 8292 Members for whom the e-mail details were not available the notices were sent by Courier through DTDC Express Limited. The Company completed the despatch of notices to Members on 2nd September, 2016.

- 4) The notice clearly indicated the process and manner of voting by electronic means including step wise procedure for voting in a secure manner.
- 5) The cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions was 19th September, 2016.
- 6) The remote e-voting period commenced on Friday 23rd September, 2016 at 9.00 a.m. and ended on Sunday, 25th September, 2016 at 5.00 p.m.
- 7) As prescribed in Rule 20(4)(v), the company released an advertisement, which was published more than 21 days before the date of the AGM, in English in Economic Times and Marathi in Maharashtra Times on 3rd September, 2016. The notice contained the details specified in Rule 20(4)(v) (a) to (h).
- 8) At the end of the voting portal on Sunday, 25th September, 2016, the voting portal was blocked forthwith. The same was unblocked on 26th September, 2016 after voting process by poll was completed in the presence of two witnesses viz. Ms. Pooja Sawarkar and Ms. Akshata Vengurlekar.
- 9) At the venue of the 79th AGM of the Company held on 26th September, 2016, the facility to vote through polling paper was provided to those Members present in the meeting but could not participate through remote e-voting.
- 10) After the time fixed for closing the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification mark placed by me.
- 11) The locked ballot box was subsequently opened in my presence along with two witnesses viz. Ms. Pooja Sawarkar and Ms. Akshata Vengurlekar 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 authorisations/ proxies lodged with the Company.
- 12) The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
- 13) The results of remote e-voting and the voting by poll are as under:



Item No. 1:**ORDINARY RESOLUTION**

a. Adoption of Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2016, the reports of the Board of Directors and Auditors thereon; and

b. Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016.

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	71	41368407	N.A	35	N.A	N.A	N.A	N.A
Less: Invalid votes	NIL	NIL	N.A	2	N.A	N.A	N.A	N.A
Net valid votes	71	41368407	99.9784	33	8928	0.0216	41377335	100.0000
Voting with Assent	71	41368407	99.9784	33	8928	0.0216	41377335	100.0000
Voting with Dissent	0	0	0.0000	0	0	0.0000	0	0.0000

Item No. 2:**ORDINARY RESOLUTION**

Declaration of dividend on equity shares.

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	71	41368407	N.A	35	N.A	N.A	N.A	N.A
Less: Invalid votes	NIL	NIL	N.A	2	N.A	N.A	N.A	N.A
Net valid votes	71	41368407	99.9784	33	8928	0.0216	41377335	100.0000
Voting with Assent	71	41368407	99.9784	33	8928	0.0216	41377335	100.0000
Voting with Dissent	0	0	0.0000	0	0	0.0000	0	0.0000



Item No. 3:**ORDINARY RESOLUTION**

Re-Appointment of Mr. R. A. Shah, who retires by rotation, and being eligible, offers himself for re-appointment.

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	71	41368407	N.A	35	N.A	N.A	N.A	N.A
Less: Invalid votes	NIL	NIL	N.A	2	N.A	N.A	N.A	N.A
Net valid votes	71	41368407	99.9784	33	8928	0.0216	41377335	100.0000
Voting with Assent	48	41023119	99.1439	33	8928	0.0216	41032047	99.1655
Voting with Dissent	23	345288	0.8345	0	0	0.0000	345288	0.8345

Item No. 4:**ORDINARY RESOLUTION**

Re-appointment of Mrs. Bina Modi, who retires by rotation, and being eligible, offers herself for re-appointment.

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	71	41368407	N.A	35	N.A	N.A	N.A	N.A
Less: Invalid votes	NIL	NIL	N.A	2	N.A	N.A	N.A	N.A
Net valid votes	71	41368407	99.9784	33	8928	0.0216	41377335	100.0000
Voting with Assent	53	41123141	99.3857	33	8928	0.0216	41132069	99.4072
Voting with Dissent	18	245266	0.5928	0	0	0.0000	245266	0.5928



Item No. 5:**ORDINARY RESOLUTION**

Ratification of appointment of Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors of the Company for the financial year 2016-17.

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	71	41368407	N.A	35	N.A	N.A	N.A	N.A
Less: Invalid votes	NIL	NIL	N.A	2	N.A	N.A	N.A	N.A
Net valid votes	71	41368407	99.9784	33	8928	0.0216	41377335	100.0000
Voting with Assent	71	41368407	99.9784	33	8928	0.0216	41377335	100.0000
Voting with Dissent	0	0	0.0000	0	0	0.0000	0	0.0000

Item No. 6:**ORDINARY RESOLUTION**

Appointment of Mr. Ruchir Kumar Modi as a Non Executive Director and approval for payment of remuneration by way of commission to him.

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	71	41368407	N.A	35	N.A	N.A	N.A	N.A
Less: Invalid votes	NIL	NIL	N.A	2	N.A	N.A	N.A	N.A
Net valid votes	71	41368407	99.9784	33	8928	0.0216	41377335	100.0000
Voting with Assent	50	41108985	99.3515	33	8928	0.0216	41117913	99.3730
Voting with Dissent	21	259422	0.6270	0	0	0.0000	259422	0.6270



Item No. 7:**ORDINARY RESOLUTION**

Approval of remuneration payable to M/s Chandra Wadhwa & Co., Cost Auditors for the financial year 2016-17.

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	71	41368407	N.A	35	N.A	N.A	N.A	N.A
Less: Invalid votes	NIL	NIL	N.A	2	N.A	N.A	N.A	N.A
Net valid votes	71	41368407	99.9784	33	8928	0.0216	41377335	100.0000
Voting with Assent	71	41368407	99.9784	33	8928	0.0216	41377335	100.0000
Voting with Dissent	0	0	0.0000	0	0	0.0000	0	0.0000

Item No. 8:**SPECIAL RESOLUTION**

Approval for keeping Register of Members, Index and copies of Annual Returns, etc at a place other than the regd. office of the Company.

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	71	41368407	N.A	35	N.A	N.A	N.A	N.A
Less: Invalid votes	NIL	NIL	N.A	2	N.A	N.A	N.A	N.A
Net valid votes	71	41368407	99.9784	33	8928	0.0216	41377335	100.0000
Voting with Assent	69	41367217	99.9755	33	8928	0.0216	41376145	99.9971
Voting with Dissent	2	1190	0.0029	0	0	0.0000	1190	0.0029



A compact disc (CD) containing the list of equity shareholders who voted "For", "Against" and those whose votes were declared as invalid for each resolution is enclosed.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary, for safe keeping.

Thank you.

Yours faithfully,
For *V.R. Associates*
Company Secretaries



V. Ramachandran
Proprietor
ACS 7731/ CP 4731

