



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

16th September, 2017

**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 80th 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 80th Annual General Meeting held on Friday, 15th September, 2017 at 3.30 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									
15th September, 2017									
Total no. of shareholders on record date i.e. 8th September, 2017 being the cut off date for reckoning the voting rights of the shareholders									
20303									
No. of shareholders present in the meeting either in: Promoters and Promoter Group									
18									
Public Shareholders									
70									
No. of shareholders present in the meeting either in the meeting through video conferencing: Promoters and Promoter Group									
Not arranged									
Public Shareholders									
1 - To adopt (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2017, the reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017.									
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		37229805	99.1875	37229805	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	37534786	0	0.0000	0	0	0.0000	0.0000	
	Total		37229805	99.1875	37229805	0	100.0000	0.0000	
Public Institutions	E-Voting		5545692	82.3144	5545692	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	6737211	0	0.0000	0	0	0.0000	0.0000	

	Total		5545692	82.3144	5545692	0	100.0000	0.0000
Public Non Institutions	E-Voting		12303	0.1593	12303	0	100.0000	0.0000
	Poll		61349	0.7945	61349	0	100.0000	0.0000
	Postal Ballot	7721923	0	0.0000	0	0	0.0000	0.0000
Total		51993920	73652	0.9538	73652	0	100.0000	0.0000
Total			42849149	82.4118	42849149	0	100.0000	0.0000



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Resolution Required : (Ordinary)		2 - To declare dividend on Equity Shares of the Company for the Year ended 31st March, 2017.									
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		37229805	99.1875	37229805	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	37534786	0	0.0000	0	0	0.0000	0.0000			
	Total		37229805	99.1875	37229805	0	100.0000	0.0000			
Public Institutions	E-Voting		5545692	82.3144	5545692	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	6737211	0	0.0000	0	0	0.0000	0.0000			
	Total		5545692	82.3144	5545692	0	100.0000	0.0000			
Public Non Institutions	E-Voting		12303	0.1593	12303	0	100.0000	0.0000			
	Poll		61349	0.7945	61349	0	100.0000	0.0000			
	Postal Ballot	7721923	0	0.0000	0	0	0.0000	0.0000			
	Total		73652	0.9538	73652	0	100.0000	0.0000			
Total		51993920	42849149	82.4118	42849149	0	100.0000	0.0000			



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3 - To appoint a director in place of Mr. Samir Modi (DIN 00029554) who retires by rotation and being eligible, offers himself for re-appointment									
No									
Resolution Required : (Ordinary)	No								
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]= $\frac{[2]}{[1]}*100$	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]= $\frac{[5]}{[2]}*100$	
Promoter and Promoter Group	E-Voting		37229805	99.1875	37229805	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	37534786	0	0.0000	0	0	0.0000	0.0000	
	Total		37229805	99.1875	37229805	0	100.0000	0.0000	
Public Institutions	E-Voting		5545692	82.3144	5033782	511910	90.7692	9.2308	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	6737211	0	0.0000	0	0	0.0000	0.0000	
	Total		5545692	82.3144	5033782	511910	90.7692	9.2308	
Public Non Institutions	E-Voting		12283	0.1591	4443	7840	36.1719	63.8281	
	Poll		61349	0.7945	61349	0	100.0000	0.0000	
	Postal Ballot	7721923	0	0.0000	0	0	0.0000	0.0000	
	Total		73632	0.9536	65792	7840	89.3525	10.6475	
Total		51993920	42849129	82.4118	42329379	519750	98.7870	1.2130	



16/4

Resolution Required : (Ordinary)		4 - To appoint a director in place of Mr. R. Ramamurthy Iyer (DIN 00030463) who retires by rotation and being eligible, does not offers himself for re-appointment and appointment of Mr. Sharad Aggarwal (DIN 07438861) as director in place of Mr. R .Ramamurthy Iyer who shall be liable to retire by rotation.									
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		37229805	99.1875	37229805	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	37534786		0.0000	0	0	0.0000	0.0000			
	Total		37229805	99.1875	37229805	0	100.0000	0.0000			
Public Institutions	E-Voting		5545692	82.3144	5033782	511910	90.7692	9.2308			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	6737211		0.0000	0	0	0.0000	0.0000			
	Total		5545692	82.3144	5033782	511910	90.7692	9.2308			
Public Non Institutions	E-Voting		12123	0.1570	11988	135	98.8864	1.1136			
	Poll		61349	0.7945	61349	0	100.0000	0.0000			
	Postal Ballot	7721923		0.0000	0	0	0.0000	0.0000			
	Total		73472	0.9515	73337	135	99.8163	0.1837			
Total		51993920	42848969	82.4115	42336924	512045	98.8050	1.1950			



NA

Resolution Required : (Ordinary)		5 - To Appoint M/s. S.R.Batilbhai & Co. LLP (Firm Registration No. 301003E), Chartered Accountants as Statutory Auditors of the Company.													
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]= $\frac{[2]}{[1]} \times 100$	[4]	[5]	[6]= $\frac{[4]}{[2]} \times 100$	[7]= $\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting		37229805	99.1875	37229805	0	100.0000	0.0000							
	Poll		0	0.0000	0	0	0.0000	0.0000							
	Postal Ballot	37534786	0	0.0000	0	0	0.0000	0.0000							
	Total			37229805	99.1875	37229805	0	100.0000	0.0000						
Public Institutions	E-Voting		5545692	82.3144	5545692	0	100.0000	0.0000							
	Poll		0	0.0000	0	0	0.0000	0.0000							
	Postal Ballot	6737211	0	0.0000	0	0	0.0000	0.0000							
	Total			5545692	82.3144	5545692	0	100.0000	0.0000						
Public Non Institutions	E-Voting		12050	0.1560	12050	0	100.0000	0.0000							
	Poll		61349	0.7945	61349	0	100.0000	0.0000							
	Postal Ballot	7721923	0	0.0000	0	0	0.0000	0.0000							
	Total			73399	0.9505	73399	0	100.0000	0.0000						
Total			42848896	82.4114	42848896	0	100.0000	0.0000							



NA

Resolution Required : (Ordinary)		6 - To approve remuneration payable to M/s Chandra Wadhwa & Co., Cost Auditors for the financial year 2017-18.									
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		37229805	99.1875	37229805	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	37534786	0	0.0000	0	0	0.0000	0.0000			
	Total		37229805	99.1875	37229805	0	100.0000	0.0000			
Public Institutions	E-Voting		5545692	82.3144	5545692	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	6737211	0	0.0000	0	0	0.0000	0.0000			
	Total		5545692	82.3144	5545692	0	100.0000	0.0000			
Public Non Institutions	E-Voting		12283	0.1591	12283	0	100.0000	0.0000			
	Poll		61349	0.7945	55849	5500	91.0349	8.9651			
	Postal Ballot	7721923	0	0.0000	0	0	0.0000	0.0000			
	Total		73632	0.9536	68132	5500	92.5304	7.4696			
Total		51993920	42849129	82.4118	42843629	5500	99.9872	0.0128			



NA

Resolution Required : (Special)		7 - To approve the alteration in terms and conditions of remuneration of Mr. K.K. Modi.									
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		37229805	99.1875	37229805	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	37534786	0	0.0000	0	0	0.0000	0.0000			
	Total		37229805	99.1875	37229805	0	100.0000	0.0000			
Public Institutions	E-Voting		5545692	82.3144	5545692	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	6737211	0	0.0000	0	0	0.0000	0.0000			
	Total		5545692	82.3144	5545692	0	100.0000	0.0000			
Public Non Institutions	E-Voting		12113	0.1569	10813	1300	89.2677	10.7323			
	Poll		61349	0.7945	55849	5500	91.0349	8.9651			
	Postal Ballot	7721923	0	0.0000	0	0	0.0000	0.0000			
	Total		73462	0.9514	66662	6800	90.7435	9.2565			
Total		51993920	42848959	82.4115	42842159	6800	99.9841	0.0159			



Resolution Required : (Ordinary)		8 - To approve the alteration in terms and conditions of remuneration of Mr. Samir Modi.									
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]= $\frac{[2]}{[1]}*100$	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]= $\frac{[5]}{[2]}*100$			
Promoter and Promoter Group	E-Voting		37229805	99.1875	37229805	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	37534786	0	0.0000	0	0	0.0000	0.0000			
	Total		37229805	99.1875	37229805	0	100.0000	0.0000			
Public Institutions	E-Voting		5545692	82.3144	5058136	487556	91.2084	8.7916			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	6737211	0	0.0000	0	0	0.0000	0.0000			
	Total		5545692	82.3144	5058136	487556	91.2084	8.7916			
Public Non Institutions	E-Voting		12283	0.1591	3133	9150	25.5068	74.4932			
	Poll		61349	0.7945	55849	5500	91.0349	8.9651			
	Postal Ballot	7721923	0	0.0000	0	0	0.0000	0.0000			
	Total		73632	0.9536	58982	14650	80.1038	19.8962			
Total		51993920	42849129	82.4118	42346923	502206	98.8280	1.1720			



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Resolution Required : (Ordinary)		9 - To approve appointment of Mr. Sharad Aggarwal as a Whole-time Director of the company.									
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		37229805	99.1875	37229805	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	37534786	0	0.0000	0	0	0.0000	0.0000			
	Total		37229805	99.1875	37229805	0	100.0000	0.0000			
Public Institutions	E-Voting		5545692	82.3144	5545692	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	6737211	0	0.0000	0	0	0.0000	0.0000			
	Total		5545692	82.3144	5545692	0	100.0000	0.0000			
Public Non Institutions	E-Voting		12283	0.1591	12273	10	99.9186	0.0814			
	Poll		61349	0.7945	61349	0	100.0000	0.0000			
	Postal Ballot	7721923	0	0.0000	0	0	0.0000	0.0000			
	Total		73632	0.9536	73622	10	99.9864	0.0136			
Total		51993920	42849129	82.4118	42849119	10	100.0000	0.0000			

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Resi. : G5/3, Jal Padma, Bangur Nagar, Goregaon (W), Mumbai - 400 104.
Admn. Office : 31 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

16th September, 2017

COMBINED REPORT OF THE SCRUTINIZER ON THE REMOTE E-VOTING AND VOTING BY POLL CONDUCTED AT THE 80TH AGM OF GODFREY PHILLIPS INDIA LIMITED HELD ON 15TH SEPTEMBER, 2017

To,
The Chairman
Godfrey Phillips India Limited

80th Annual General Meeting (AGM) of the Equity Shareholders of Godfrey Phillips India Limited held on Friday, the 15th September, 2017 at 3.30 p.m. at the Rama Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai - 400 020.

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.*

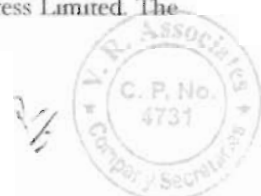
Dear Sirs,

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 12th August, 2017 and Company's letter dated 14th August, 2017 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 Friday, the 15th September, 2017 at 3.30 p.m. at the Rama Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai - 400 020 hereby submit my report as under:

The Company had extended facility of remote e-voting to the members of the Company through NSDL from Tuesday, 12th September, 2017 (9.00 a.m.) to Thursday, 14th September, 2017 (5.00 p.m.).

Further, on 15th September, 2017 at the 80th 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 11th August, 2017 and as on that date there were 20,315 members in the Company. NSDL had sent notices of the AGM alongwith the annual report and e-voting details by e-mail to 13,329 members whose e-mail details were available with the depositories and the RTA. In respect of 6,986 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 22nd August, 2017.



- 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 8th September, 2017.
- 6) The remote e-voting period commenced on Tuesday, 12th September, 2017 at 9.00 a.m. and ended on Thursday, 14th September, 2017 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 23rd August, 2017. The notice contained the details specified in Rule 20(4)(v) (a) to (h).
- 8) At the end of the voting portal on Thursday, 14th September, 2017, the voting portal was blocked forthwith. The same was unblocked on 15th September, 2017 after voting process by poll was completed in the presence of two witnesses viz. Ms. Pooja Sawarkar and Ms. Nimisha Kajaria.
- 9) At the venue of the 80th AGM of the Company held on 15th September, 2017, 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. Nimisha Kajaria 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, 2017, 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, 2017.

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	118	42787800	N.A	22	N.A	N.A	N.A	N.A
Less: Invalid votes	NIL	NIL	N.A	4	N.A	N.A	N.A	N.A
Net valid votes	118	42787800	99.8568	18	61349	0.1432	42849149	100.0000
Voting with Assent	118	42787800	99.8568	18	61349	0.1432	42849149	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	118	42787800	N.A	22	N.A	N.A	N.A	N.A
Less: Invalid votes	NIL	NIL	N.A	4	N.A	N.A	N.A	N.A
Net valid votes	118	42787800	99.8568	18	61349	0.1432	42849149	100.0000
Voting with Assent	118	42787800	99.8568	18	61349	0.1432	42849149	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. Samir Modi, (DIN 00029554) who retires by rotation, and being eligible, offers himself for re-appointment.

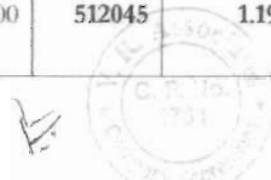
Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	116	42787780	N.A	22	N.A	N.A	N.A	N.A
Less: Invalid votes	NIL	NIL	N.A	4	N.A	N.A	N.A	N.A
Net valid votes	116	42787780	99.8568	18	61349	0.1432	42849129	100.0000
Voting with Assent	74	42268030	98.6438	18	61349	0.1432	42329379	98.7870
Voting with Dissent	42	519750	1.2130	0	0	0.0000	519750	1.2130

Item No. 4:

ORDINARY RESOLUTION

To appoint Mr. Sharad Aggarwal (DIN 07438861) a Director in place of Mr. R. Ramamurthy Iyer (DIN 00030463) who retires by rotation and being eligible, does not 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	115	42787620	N.A	22	N.A	N.A	N.A	N.A
Less: Invalid votes	NIL	NIL	N.A	4	N.A	N.A	N.A	N.A
Net valid votes	115	42787620	99.8568	18	61349	0.1432	42848969	100.0000
Voting with Assent	73	42275575	98.6618	18	61349	0.1432	42336924	98.8050
Voting with Dissent	42	512045	1.1950	0	0	0.0000	512045	1.1950



Item No. 5:

ORDINARY RESOLUTION

Appointment of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration no. 301003E), as the Statutory Auditors 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	114	42787547	N.A	22	N.A	N.A	N.A	N.A
Less: Invalid votes	NIL	NIL	N.A	4	N.A	N.A	N.A	N.A
Net valid votes	114	42787547	99.8568	18	61349	0.1432	42848896	100.0000
Voting with Assent	114	42787547	99.8568	18	61349	0.1432	42848896	100.0000
Voting with Dissent	0	0	0.0000	0	0	0.0000	0	0.0000

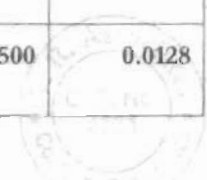
Item No. 6:

ORDINARY RESOLUTION

Approval of remuneration payable to M/s Chandra Wadhwa & Co., Cost Auditors for the financial year 2017-18.

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	116	42787780	N.A	22	N.A	N.A	N.A	N.A
Less: Invalid votes	NIL	NIL	N.A	4	N.A	N.A	N.A	N.A
Net valid votes	116	42787780	99.8568	18	61349	0.1432	42849129	100.0000
Voting with Assent	116	42787780	99.8568	17	55849	0.1303	42843629	99.9872
Voting with Dissent	0	0	0.0000	1	5500	0.0128	5500	0.0128

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Item No. 7:

SPECIAL RESOLUTION

Approval of revision in terms & conditions relating to payment of remuneration to Mr. K.K. Modi with effect from 1st April, 2017.

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	114	42787610	N.A	22	N.A	N.A	N.A	N.A
Less: Invalid votes	NIL	NIL	N.A	4	N.A	N.A	N.A	N.A
Net valid votes	114	42787610	99.8568	18	61349	0.1432	42848959	100.0000
Voting with Assent	112	42786310	99.8538	17	55849	0.1303	42842159	99.9841
Voting with Dissent	2	1300	0.0030	1	5500	0.0128	6800	0.0159

Item No. 8:

ORDINARY RESOLUTION

Approval of revision in terms & conditions relating to payment of remuneration to Mr. Samir Modi with effect from 1st April, 2017.

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	116	42787780	N.A	22	N.A	N.A	N.A	N.A
Less: Invalid votes	NIL	NIL	N.A	4	N.A	N.A	N.A	N.A
Net valid votes	116	42787780	99.8568	18	61349	0.1432	42849129	100.0000
Voting with Assent	73	42291074	98.6976	17	55849	0.1303	42346923	98.8280
Voting with Dissent	43	496706	1.1592	1	5500	0.0128	502206	1.1720

(Partner)

Item No. 9:

ORDINARY RESOLUTION

Approve the appointment of Mr. Sharad Aggarwal as a Whole -time Director of the Company with effect from 1st October, 2017 for period of 5 years.

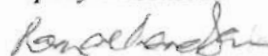
Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	116	42787780	N.A	22	N.A	N.A	N.A	N.A
Less: Invalid votes	NIL	NIL	N.A	4	N.A	N.A	N.A	N.A
Net valid votes	116	42787780	99.8568	18	61349	0.1432	42849129	100.0000
Voting with Assent	115	42787770	99.8568	18	61349	0.1432	42849119	100.0000
Voting with Dissent	1	10	0.0000	0	0	0.0000	10	0.0000

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

