

| | |
|---|----------------------|
| Date of the AGM/EGM | JSW HOLDINGS LIMITED |
| Total number of shareholders on record date | 01-07-2017 |
| No. of shareholders present in the meeting either in person or through proxy: | 21904 |
| Promoters and Promoter Group: | 14 |
| Public: | 67 |
| No. of Shareholders attended the meeting through Video Conferencing | |
| Promoters and Promoter Group: | Not Applicable |
| Public: | Not Applicable |

| Resolution No. | 1 | ORDINARY Resolution- Adoption of Audited Financial Statements of the Company (including Consolidated Financial Statements) for the financial year ended March 31, 2017 and the Reports of the Board of Directors and the Auditors thereon | | | | | | | | | | | | | |
|---|-------------------------------|---|-------------------------|---|------------------------------|----------------------------|--|--|--|--|--|--|--|--|--|
| Resolution required: (Ordinary/ Special) | No | 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 | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | | | | | | | |
| Category | Mode of Voting | | | | | | | | | | | | | | |
| Promoter and Promoter Group | E-Voting | | 6815967 | 99.98 | 6815967 | 0 | 100.00 | 0.00 | | | | | | | |
| | Poll | | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 | | | | | | | |
| | Postal Ballot (if applicable) | 6817258 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 | | | | | | | |
| Public- Institutions | Total | | 6815967 | 99.98 | 6815967 | 0 | 100.00 | 0.00 | | | | | | | |
| | E-Voting | | 2479423 | 99.18 | 2479423 | 0 | 100.00 | 0.00 | | | | | | | |
| | Poll | 2499850 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 | | | | | | | |
| Public- Non Institutions | Postal Ballot (if applicable) | | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 | | | | | | | |
| | Total | | 2479423 | 99.18 | 2479423 | 0 | 100.00 | 0.00 | | | | | | | |
| | E-Voting | | 22758 | 1.28 | 22720 | 38 | 99.83 | 0.17 | | | | | | | |
| Public- Non Institutions | Poll | 1782517 | 101240 | 5.68 | 101240 | 0 | 100.00 | 0.00 | | | | | | | |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 | | | | | | | |
| | Total | | 123998 | 6.96 | 123960 | 38 | 99.97 | 0.03 | | | | | | | |
| | Total | 11099625 | 9419388 | 84.86 | 9419350 | 38 | 100.00 | 0.00 | | | | | | | |



| Resolution No. | 2 | | | | | | | | | |
|---|---|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|--|--|
| Resolution required: (Ordinary/ Special) | Ordinary Resolution - To appoint a Director in place of Mr. Sajjan Jindal (holding DIN: 00017762), who retires by rotation and being eligible, offers himself for reappointment | | | | | | | | | |
| 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 | | 6814420 | 99.96 | 6814420 | 0 | 100.00 | 0.00 | | |
| | Poll | | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 | | |
| | Postal Ballot (if applicable) | 6817258 | | | | | | | | |
| Public- Institutions | Total | | 6814420 | 99.96 | 6814420 | 0 | 100.00 | 0.00 | | |
| | E-Voting | | 2479423 | 99.18 | 2431509 | 47914 | 98.07 | 1.93 | | |
| | Poll | 2499850 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 | | |
| Public- Non Institutions | Postal Ballot (if applicable) | | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 | | |
| | Total | | 2479423 | 99.18 | 2431509 | 47914 | 98.07 | 1.93 | | |
| | E-Voting | | 22758 | 1.28 | 22720 | 38 | 99.83 | 0.17 | | |
| Public- Non Institutions | Poll | 1782517 | 101240 | 5.68 | 101240 | 0 | 100.00 | 0.00 | | |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 | | |
| | Total | | 123998 | 6.96 | 123960 | 38 | 99.97 | 0.03 | | |
| Total | | 11099625 | 9417841 | 84.85 | 9369889 | 47952 | 99.49 | 0.51 | | |



| Resolution No. | 3 | | | | | | | | | |
|---|---|-------------------------|--|------------------------------|----------------------------|--|--|--|--|--|
| Resolution required: (Ordinary/ Special) | Ordinary Resolution - To appoint M/s HPVS & Associates, Chartered Accountants, Mumbai, Firm Registration No. 137533W as Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the 21st Annual General Meeting of the Company | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | | |
| Category | 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 | 6815967 | 99.98 | 6815967 | 0 | 100.00 | 0.00 | | | |
| | Poll | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 | | | |
| | Postal Ballot (if applicable) | 6817258 | | | | | | | | |
| Public- Institutions | Total | 6815967 | 99.98 | 6815967 | 0 | 100.00 | 0.00 | | | |
| | E-Voting | 2479423 | 99.18 | 2479423 | 0 | 100.00 | 0.00 | | | |
| | Poll | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 | | | |
| Public- Non Institutions | Postal Ballot (if applicable) | 2499850 | | | | | | | | |
| | Total | 2479423 | 99.18 | 2479423 | 0 | 100.00 | 0.00 | | | |
| | E-Voting | 22758 | 1.28 | 22720 | 38 | 99.83 | 0.17 | | | |
| Public- Non Institutions | Poll | 101240 | 5.68 | 101240 | 0 | 100.00 | 0.00 | | | |
| | Postal Ballot (if applicable) | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 | | | |
| | Total | 123998 | 6.96 | 123960 | 38 | 99.97 | 0.03 | | | |
| Total | 11099625 | 9419388 | 84.86 | 9419350 | 38 | 100.00 | 0.00 | | | |



| Resolution No. | 4 | | | | | | | | | |
|---|---|-------------------------|--|------------------------------|----------------------------|--|--|--|--|--|
| Resolution required: (Ordinary/ Special) | Special Resolution - To approve grant loans or invest in bodies corporates or to issue guarantee or provide security in excess of limits specified under Section 186 of the Companies Act, 2013 upto ₹ 4,400 crores | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | | |
| Category | 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 | 6815967 | 99.98 | 6815967 | 0 | 100.00 | 0.00 | | | |
| | Poll | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 | | | |
| | Postal Ballot (if applicable) | 6817258 | | | | | | | | |
| Total | | 6815967 | 99.98 | 6815967 | 0 | 100.00 | 0.00 | | | |
| Public- Institutions | E-Voting | 2479423 | 99.18 | 2131509 | 347914 | 85.97 | 14.03 | | | |
| | Poll | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 | | | |
| | Postal Ballot (if applicable) | 2499850 | | | | | | | | |
| Total | | 2479423 | 99.18 | 2131509 | 347914 | 85.97 | 14.03 | | | |
| Public- Non Institutions | E-Voting | 22758 | 1.28 | 22720 | 38 | 99.83 | 0.17 | | | |
| | Poll | 101240 | 5.68 | 101240 | 0 | 100.00 | 0.00 | | | |
| | Postal Ballot (if applicable) | 1782517 | | | | | | | | |
| Total | | 123998 | 6.96 | 123960 | 38 | 99.97 | 0.03 | | | |
| Total | 11099625 | 9419388 | 84.86 | 9071436 | 347952 | 96.31 | 3.69 | | | |



| Resolution No. | 5 | | | | | | | | | |
|---|---|-------------------------|--|------------------------------|----------------------------|--|--|--|--|--|
| Resolution required: (Ordinary/ Special) | Special Resolution - To approve creation of charge on whole or substantially whole of the undertaking of the Company under Section 180(1)(a) of the Companies Act, 2013 ₹ 4,000 crores. | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | | | |
| Category | 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 | 6815967 | 99.98 | 6815967 | 0 | 100.00 | 0.00 | | | |
| | Poll | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 | | | |
| | Postal Ballot (if applicable) | 6817258 | 0.00 | 00 | 0 | 0.00 | 0.00 | | | |
| Public- Institutions | Total | 6815967 | 99.98 | 6815967 | 0 | 100.00 | 0.00 | | | |
| | E-Voting | 2479423 | 99.18 | 2131509 | 347914 | 85.97 | 14.03 | | | |
| | Poll | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 | | | |
| Public- Non Institutions | Postal Ballot (if applicable) | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 | | | |
| | Total | 2479423 | 99.18 | 2131509 | 347914 | 85.97 | 14.03 | | | |
| | E-Voting | 22758 | 1.28 | 22720 | 38 | 99.83 | 0.17 | | | |
| Public- Non Institutions | Poll | 101240 | 5.68 | 101240 | 0 | 100.00 | 0.00 | | | |
| | Postal Ballot (if applicable) | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 | | | |
| | Total | 123998 | 6.96 | 123960 | 38 | 99.97 | 0.03 | | | |
| Total | 11099625 | 9419388 | 84.86 | 9071436 | 347952 | 96.31 | 3.69 | | | |



| Resolution No. | 6 Ordinary Resolution - To approve Related Party Transaction for granting of loans to JSW Techno Projects Management Limited aggregating to Rs. 25 crores in the financial year 2017-18 | | | | | | | | | |
|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|--|--|
| Resolution required: (Ordinary/ Special) | Yes | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | Yes | | | | | | | | | |
| 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 | | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 | | |
| | Poll | 6817258 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 | | |
| | Postal Ballot (if applicable) | | | | | | | | | |
| Public- Institutions | Total | | 2479423 | 99.18 | 2131509 | 347914 | 85.97 | 14.03 | | |
| | E-Voting | | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 | | |
| | Poll | 2499850 | | | | | | | | |
| Public- Non Institutions | Postal Ballot (if applicable) | | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 | | |
| | Total | | 2479423 | 99.18 | 2131509 | 347914 | 85.97 | 14.03 | | |
| | E-Voting | | 22721 | 1.27 | 22683 | 38 | 99.83 | 0.17 | | |
| Public- Non Institutions | Poll | 1782517 | 101240 | 5.68 | 101240 | 0 | 100.00 | 0.00 | | |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 | | |
| | Total | | 123961 | 6.95 | 123923 | 38 | 99.97 | 0.03 | | |
| Total | | 11099625 | 2603384 | 23.45 | 2255432 | 347952 | 86.63 | 13.37 | | |



| Resolution No. | 7 | | | | | | | | | |
|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|--|--|
| Resolution required: (Ordinary/ Special) | Ordinary Resolution - To approve Related Party Transaction for pledge of 6,00,00,000 equity shares of JSW Steel Limited held by the Company, as security for loans/ financial facilities availed by JSW Techno Projects Management Limited, Unity Advisory Services Private Limited including its subsidiary JSW Projects Limited and SJD Advisory Services Private Limited including its subsidiary South-West Mining Limited in the financial year 2017-18 | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | Yes | | | | | | | | | |
| 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 | | 0 | 0.00 | 00 | 0.00 | 0.00 | 0.00 | | |
| | Poll | 6817258 | 0 | 0.00 | 00 | 0.00 | 0.00 | 0.00 | | |
| | Postal Ballot (if applicable) | | | | | | | | | |
| Public- Institutions | Total | | 0 | 0.00 | 0 | 0 | 0 | 0.00 | | |
| | E-Voting | | 2479423 | 99.18 | 2131509 | 347914 | 85.97 | 14.03 | | |
| | Poll | 2499850 | 0 | 0.00 | 00 | 0.00 | 0.00 | 0.00 | | |
| Public- Non Institutions | Postal Ballot (if applicable) | | 0 | 0.00 | 00 | 0.00 | 0.00 | 0.00 | | |
| | Total | | 2479423 | 99.18 | 2131509 | 347914 | 85.97 | 14.03 | | |
| | E-Voting | | 22721 | 1.27 | 22683 | 38 | 99.83 | 0.17 | | |
| Public- Non Institutions | Poll | 1782517 | 101240 | 5.68 | 101240 | 0.00 | 100.00 | 0.00 | | |
| | Postal Ballot (if applicable) | | 0 | 0.00 | 00 | 0.00 | 0.00 | 0.00 | | |
| | Total | | 123961 | 6.95 | 123923 | 38 | 99.97 | 0.03 | | |
| Total | | 11099625 | 2603384 | 23.45 | 2255432 | 347952 | 86.63 | 13.37 | | |



| Resolution No. | 8 | | | | | | | | | |
|---|---|-------------------------|--|------------------------------|----------------------------|--|--|-------|--|--|
| Resolution required: (Ordinary/ Special) | Ordinary Resolution - To approve Related Party Transaction for loan transactions entered with JSW Techno Projects Management Limited aggregating to Rs. 75 crores upto 31st March, 2017 | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | Yes | | | | | | | | | |
| Category | 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 | Mode of Voting | | | | | | | | | |
| | E-Voting | | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 | | |
| | Poll | 6817258 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 | | |
| Public- Institutions | Postal Ballot (if applicable) | | | | | | | | | |
| | Total | | 2479423 | 99.18 | 2131509 | 347914 | 85.97 | 14.03 | | |
| | E-Voting | | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 | | |
| Public- Non Institutions | Postal Ballot (if applicable) | | | | | | | | | |
| | Total | | 2479423 | 99.18 | 2131509 | 347914 | 85.97 | 14.03 | | |
| | E-Voting | | 22721 | 1.27 | 22683 | 38 | 99.83 | 0.17 | | |
| Public- Non Institutions | Postal Ballot (if applicable) | | 101240 | 5.68 | 101240 | 0 | 100.00 | 0.00 | | |
| | Total | | 123961 | 6.95 | 123923 | 38 | 99.97 | 0.03 | | |
| | Total | 11099625 | 2603384 | 23.45 | 2255432 | 347952 | 86.63 | 13.37 | | |



| Resolution No. | 9 Ordinary Resolution - To approve Related Party Transaction for 6,50,00,000 equity shares of JSW Steel Limited held by the Company pledged as security for loans/ financial facilities availed by Unity Advisory Services Private Limited and SJD Advisory Services Private Limited upto 31st March, 2017 | | | | | | | | | |
|---|---|-------------------------|--|------------------------------|----------------------------|--|--|--|--|--|
| Resolution required: (Ordinary/ Special) | Ordinary Resolution - To approve Related Party Transaction for 6,50,00,000 equity shares of JSW Steel Limited held by the Company pledged as security for loans/ financial facilities availed by Unity Advisory Services Private Limited and SJD Advisory Services Private Limited upto 31st March, 2017 | | | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | Yes | | | | | | | | | |
| Category | 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 | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 | | | |
| | Poll | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 | | | |
| | Postal Ballot (if applicable) | 6817258 | | | | | | | | |
| Public- Institutions | Total | 2479423 | 99.18 | 2131509 | 347914 | 85.97 | 14.03 | | | |
| | E-Voting | 0 | 0.00 | 00 | 0 | 0.00 | 0.00 | | | |
| | Poll | 2499850 | | | | | | | | |
| Public- Non Institutions | Total | 2479423 | 99.18 | 2131509 | 347914 | 85.97 | 14.03 | | | |
| | E-Voting | 22721 | 1.27 | 22683 | 38 | 99.83 | 0.17 | | | |
| | Poll | 1782517 | 5.68 | 101240 | 0 | 100.00 | 0.00 | | | |
| Total | Total | 123961 | 6.95 | 123923 | 38 | 99.97 | 0.03 | | | |
| | Total | 11099625 | 2603384 | 2255432 | 347952 | 86.63 | 13.37 | | | |



* Figures are rounded off to two decimal.

SUNIL AGARWAL & CO.

COMPANY SECRETARIES

B-505, Venkatesh Pooja, Balaji Complex, 150ft. Road, Near Mira - Bhayander Flyover, Bhayander (West), Thane-401101. E-mail : sunilcs_mumbai@rediffmail.com ● agarwalcs_mumbai@yahoo.com

CONSOLIDATED REPORT OF THE SCRUTINIZER

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

To,
The Chairman / Jt. Managing Director, CEO & CFO,
JSW HOLDINGS LIMITED
JSW Centre,
Bandra Kurla Complex,
Bandra East, Mumbai – 400 051

Dear Sir,

I, Sunil Agarwal, of Sunil Agarwal & Co. Company Secretaries, have been appointed by the Board of Directors of **JSW HOLDINGS LIMITED (“Company”)** as Scrutinizer for the purpose of:

- i. Scrutinizing the remote e-voting process in terms of the provisions of Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (Rules) and
- ii. Voting by Shareholders at the 16th Annual General Meeting held on Saturday, 1st July, 2017 - (“AGM”)

in a fair and transparent manner for the resolution(s) as contained in the Notice convening AGM. I am pleased to submit my report as under, which is comprehensive and self explanatory in all respect:

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to remote e-voting on the resolutions contained in the Notice of the AGM of the members of the Company and at the meeting. My Responsibility as a scrutinizer for the voting process is restricted to make a scrutinizer’s report of the votes cast “in favour” “against” or remain “abstain / invalid”, if any, on the resolutions contained in the Notice convening AGM, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited (hereinafter referred to as “Karvy”) and based on the voting conducted at the AGM.

DISPATCH OF NOTICE CONVENING THE MEETING:

The Notice convening AGM dated 24th April, 2017 alongwith statement setting out material facts under Section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company.



CUT-OFF DATE:

The Voting rights were reckoned as on Friday, 23rd June, 2016, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the Meeting.

REMOTE E-VOTING:

The Company has availed services of Karvy as the agency for providing the remote e-voting platform.

The remote e-voting period was open for three days which commenced on Wednesday, 28th June, 2017 at 9:00 a.m. and concluded on Friday, 30th June, 2017 at 5:00 p.m. on <https://evoting.karvy.com/>.

VOTING AT THE AGM:

As prescribed under rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that shareholders who have cast their votes through remote e-voting do not vote again at the general meeting, the scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.

Accordingly, Karvy, the e-voting agency provided us with the names, DP ID / folio numbers and shareholding of the members who had cast their votes through remote e-voting.

COUNTING PROCESS:

- **At the Venue of the Meeting**

After the announcement of voting by the chairman, one empty ballot box kept for polling was locked / sealed in my presence.

On completion of voting at the meeting, the locked ballot box was subsequently opened in my presence and the ballot papers were diligently scrutinized.

The ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agent of the company and authorisations / proxies lodged with the Company.

- **Remote E-voting**

The remote e-voting results on the Karvy E-voting platform were unblocked and downloaded on Saturday, 1st July, 2017 after the AGM in the presence of two witnesses Mrs. Neha Roy and Mr. Nayan Misra who are not in the employment of the Company and who have signed below in confirmation of the votes being unblocked in their presence.



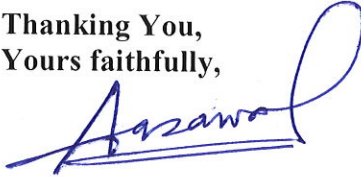
RESULTS:

The details containing *interalia*, list of Equity Shareholders, who voted “for”, “against” or “abstain”, if any on each of the resolutions that were put to vote, were generated from the e-voting website of Karvy. Taking into account the report from Karvy and physical voting at the AGM the consolidated result with respect to each item on the agenda as set out in the Notice of the 16th AGM dated 1st July, 2017 is enclosed.

I further report that:

- i. In terms of the provision of Regulation 23 (7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”), in respect of the Material Related Party Transactions at item nos. 6,7,8 and 9 forming part of the Notice of the 16th AGM of the Company, the related parties i.e. “Promoter & Promoter Group” were required to remain abstain from voting on such resolution and such related parties had not voted on the item nos. 6,7,8 and 9.
- ii. Based on the aforesaid results of the Ordinary Resolutions as contained in item no. 1 to 3 and 6 to 9 and the Special Resolutions as contained in item no. 4 to 5 of the Notice have been passed with requisite majority.
- iii. None of the ballot papers were invalid.

Thanking You,
Yours faithfully,



CS SUNIL AGARWAL
Practicing Company Secretary
FCS 8706
C.P. No. 3286



Date: 01.07.2017
Place: Mumbai

We the undersigned witnesses that the votes were unblocked from remote e-voting website of “Karvy” in our presence on Saturday, 1st July, 2017 post AGM.



(Neha Roy)



(Nayan Misra)