

Balaji Telefilms Ltd.

C-13, Balaji House, Dalia Industrial Estate, Opp. Laxmi Industries
New Link Road, Andheri (West), Mumbai - 400 053.
Tel.:40698000 • Fax : 40698181 / 82 / 83
Website : www.balajitelefilms.com
CIN No. : L99999MH1994PLC082802



September 2, 2015

Bombay Stock Exchange Ltd.

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001.

National Stock Exchange of India Ltd.

“Exchange Plaza”,
Bandra-Kurla Complex, Bandra (East)
Mumbai- 400 051.

Dear Sir/Madam,

Sub: Proceedings of 21st Annual General Meeting – August 31, 2015

In terms of Clause 31(d) of the Listing Agreement, we hereby submit brief proceedings of the 21st Annual General Meeting (AGM) of the Company held on August 31, 2015 at ‘The Club’ 197, D.N.Nagar, Andheri (W), Mumbai- 400053

The meeting was attended by proper quorum and the Members have passed the following resolutions with requisite majority:

1. Consider and adopt the Audited Standalone and Consolidated Balance Sheet as at March 31, 2015 and the Statement of Profit & Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. Declaration of dividend for the financial year ended March 31, 2015.
3. Reappointment of Mr. Tusshar Kapoor who retires by rotation.
4. Appointment of M/s Deloitte Haskins and Sells LLP, Chartered Accountants, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.
5. Re-appointment of Mrs. Shobha Kapoor (DIN 00005124) as Managing Director of the Company.



6. Re-appointment of Ms. Ekta Kapoor (DIN 00005093) as Joint Managing Director of the Company.

7. Appointment of Mr. V.B. Dalal (DIN 00247971) as Independent Director of the Company.

8. Appointment of Mr. Arun Kumar Purwar (DIN 00026383) as Independent Director of the Company.

9. Increase in Authorized Share Capital from Rs. 17,00,00,000 to Rs. 20,00,00,000 and Reclassification of Share Capital.

10. Alteration of Capital Clause of Memorandum of Association.

11. Further issue of Securities.

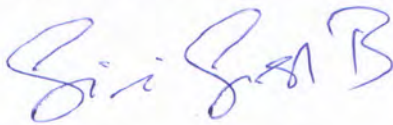
12. Alteration and adoption of Articles of Association pursuant to the provisions of Companies Act, 2013.

Also enclosed is a brief report on E-Voting and voting by poll on the day of AGM i.e August 31, 2015, provided by the Scrutiniser, Mr. K.C. Nevatia. Kindly take the same on record.

Kindly acknowledge the receipt of the same.

Yours truly,

For Balaji Telefilms Limited



Simmi Singh Bisht

Group Head – Secretarial

Encl: a/a





K. C. Nevatia

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

Telephone : 2605 8114
J-2, Jolly Highrise Apartments,
10th Floor,
241-A, Pali Mala Road,
Bandra (West),
Mumbai - 400 050.

Report of Scrutinizer

To,
Chairman
BALAJI TELEFILMS LIMITED
C-13 BALAJI HOUSE, DALIA INDUSTRIAL ESTATE, OPP.
LAXMI INDL. ESTATE, NEW LINK ROAD, ANDHERI-WEST
MUMBAI-400053.
Maharashtra.

Dear Sir,

Sub: Scrutinizer's Report on Remote E- voting and Poll

I, K. C. Nevatia, Company Secretary in Practice, have been appointed as a scrutinizer by the Board of Directors of **BALAJI TELEFILMS LIMITED** ("the company") for the purpose of:

- i. Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and administration) Rules and
- ii. Poll through ballot papers under the provisions of Section 109 of the Act read with Rule 21 of the Rules, on the resolutions contained in the notice of the AGM of the Equity Shareholders of the Company held on Monday, 31st August, 2015 at 03.00 p.m. at The Club, 197, DN Nagar, Andheri (West), Mumbai - 400053. submit our report as under:



1. The postal ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately details of which are as under:

| Resolution No | Total number of members whose votes were declared invalid | | Total number of votes cast by them | |
|---------------|---|--------|------------------------------------|--------|
| | E-voting | Ballot | E-voting | Ballot |
| 1 | 0 | 7 | 0 | 261397 |
| 2 | 3 | 5 | 36 | 261387 |
| 3 | 0 | 4 | 0 | 261377 |
| 4 | 0 | 4 | 0 | 261377 |
| 5 | 1 | 4 | 10 | 261377 |
| 6 | 0 | 4 | 0 | 261377 |
| 7 | 0 | 4 | 0 | 261377 |
| 8 | 0 | 4 | 0 | 261377 |
| 9 | 0 | 4 | 0 | 261377 |
| 10 | 0 | 4 | 0 | 261377 |
| 11 | 0 | 5 | 0 | 261382 |
| 12 | 0 | 10 | 0 | 261405 |

2. The result of remote E- voting and Poll is as under:



RESOLUTION NO. 1 - ORDINARY RESOLUTION

To receive, consider and adopt the Audited Standalone & Consolidated Balance Sheet as at March 31, 2015 and the Statement of Profit & Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.

| Promoter/ Public | No. of Shares held (1) | No. of Votes cast (2) | % of Votes cast on Outstanding shares (3)=(2)/(1)*100 | No. of Votes in Favour (4) | No. of Votes Against (5) | % of Votes in Favour on Votes cast (6)=(4)/(2) *100 | % of Votes Against on Votes cast (7)=(5)/(2) *100 |
|--------------------------------------|---------------------------------|-----------------------------|---|-------------------------------------|-----------------------------------|--|---|
| Mode of Voting : (Remote E-voting) | | | | | | | |
| Promoter and Promoter Group | 30835938 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - Institutional holders | 1653166 | 1034672 | 62.5873 | 1034672 | 0 | 100 | 0 |
| Public - other | 32721339 | 6076 | 0.0186 | 6040 | 36 | 99.4075 | 0.5924 |
| TOTAL (A) | 65210443 | 1040748 | 1.596 | 1040712 | 36 | 99.9965 | 0.0035 |
| Mode of Voting : (Poll) | | | | | | | |
| Promoter and Promoter Group | 30835938 | 30835938 | 100 | 30835938 | 0 | 100 | 0 |
| Public - Institutional holders | 1653166 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - other | 32721339 | 418689 | 1.2796 | 418639 | 50 | 99.988 | 0.0119 |
| TOTAL (B) | 65210443 | 31254577 | 47.9288 | 31254527 | 50 | 99.9998 | 0.0002 |
| RESULT (A + B) | 65210443 | 32295325 | | 32295239 | 86 | | |

Resolution passed with requisite majority.



RESOLUTION NO. 2 ORDINARY RESOLUTIONS

To declare dividend for the financial year ended on March 31, 2015.

| Promoter/ Public | No. of Shares held (1) | No. of Votes cast (2) | % of Votes cast on Outstanding shares (3)=(2)/(1)*100 | No. of Votes in Favour (4) | No. of Votes Against (5) | % of Votes in Favour on Votes cast (6)=(4)/(2) *100 | % of Votes Against on Votes cast (7)=(5)/(2) *100 |
|--------------------------------------|---------------------------------|-----------------------------|---|-------------------------------------|-----------------------------------|--|---|
| Mode of Voting : (Remote E-voting) | | | | | | | |
| Promoter and Promoter Group | 30835938 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - Institutional holders | 1653166 | 1034672 | 62.5873 | 1034672 | 0 | 100 | 0 |
| Public - other | 32721339 | 6040 | 0.0185 | 6040 | 0 | 100 | 0 |
| TOTAL (A) | 65210443 | 1040712 | 1.5959 | 1040712 | 0 | 100 | 0 |
| Mode of Voting : (Poll) | | | | | | | |
| Promoter and Promoter Group | 30835938 | 30835938 | 100 | 30835938 | 0 | 100 | 0 |
| Public - Institutional holders | 1653166 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - other | 32721339 | 418699 | 1.2796 | 418649 | 50 | 99.988 | 0.0119 |
| TOTAL (B) | 65210443 | 31254637 | 47.9289 | 31254587 | 50 | 99.9998 | 0.0002 |
| RESULT (A + B) | 65210443 | 32295349 | | 32295299 | 50 | | |

Resolution passed with requisite majority.



RESOLUTION NO. 3 ORDINARY RESOLUTIONS

To appoint a Director in place of Mr. Tusshar Kapoor (DIN 00005088), who retires by rotation and being eligible, seeks re-appointment.

| Promoter/ Public | No. of Shares held (1) | No. of Votes cast (2) | % of Votes cast on Outstanding shares (3)=(2)/(1)*100 | No. of Votes in Favour (4) | No. of Votes Against (5) | % of Votes in Favour on Votes cast (6)=(4)/(2) *100 | % of Votes Against on Votes cast (7)=(5)/(2) *100 |
|--------------------------------------|---------------------------------|-----------------------------|---|-------------------------------------|-----------------------------------|--|---|
| Mode of Voting : (Remote E-voting) | | | | | | | |
| Promoter and Promoter Group | 30835938 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - Institutional holders | 1653166 | 1034672 | 62.5873 | 1034672 | 0 | 100 | 0 |
| Public - other | 32721339 | 6076 | 0.0186 | 6040 | 36 | 99.4075 | 0.5924 |
| TOTAL (A) | 65210443 | 1040748 | 1.596 | 1040712 | 36 | 99.9965 | 0.0035 |
| Mode of Voting : (Poll) | | | | | | | |
| Promoter and Promoter Group | 30835938 | 30835938 | 100 | 30835938 | 0 | 100 | 0 |
| Public - Institutional holders | 1653166 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - other | 32721339 | 418709 | 1.2796 | 418654 | 55 | 99.9868 | 0.0131 |
| TOTAL (B) | 65210443 | 31254647 | 47.9289 | 31254592 | 55 | 99.9998 | 0.0002 |
| RESULT (A + B) | 65210443 | 32295395 | | 32295304 | 91 | | |

Resolution passed with requisite majority.



RESOLUTION NO. 4 ORDINARY RESOLUTION

To appoint M/s Deloitte Haskins and Sells LLP, Chartered Accountants, Mumbai, as Statutory Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

| Promoter/ Public | No. of Shares held (1) | No. of Votes cast (2) | % of Votes cast on Outstanding shares (3)=(2)/(1)*100 | No. of Votes in Favour (4) | No. of Votes Against (5) | % of Votes in Favour on Votes cast (6)=(4)/(2) *100 | % of Votes Against on Votes cast (7)=(5)/(2) *100 |
|--------------------------------------|---------------------------------|-----------------------------|---|-------------------------------------|-----------------------------------|--|---|
| Mode of Voting : (Remote E-voting) | | | | | | | |
| Promoter and Promoter Group | 30835938 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - Institutional holders | 1653166 | 1034672 | 62.5873 | 1034672 | 0 | 100 | 0 |
| Public - other | 32721339 | 6076 | 0.0186 | 6040 | 36 | 99.4075 | 0.5924 |
| TOTAL (A) | 65210443 | 1040748 | 1.596 | 1040712 | 36 | 99.9965 | 0.0035 |
| Mode of Voting : (Poll) | | | | | | | |
| Promoter and Promoter Group | 30835938 | 30835938 | 100 | 30835938 | 0 | 100 | 0 |
| Public - Institutional holders | 1653166 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - other | 32721339 | 418709 | 1.2796 | 418659 | 50 | 99.988 | 0.0119 |
| TOTAL (B) | 65210443 | 31254647 | 47.9289 | 31254597 | 50 | 99.9998 | 0.0002 |
| RESULT (A + B) | 65210443 | 32295395 | | 32295309 | 86 | | |

Resolution passed with requisite majority



RESOLUTION NO. 5 SPECIAL RESOLUTION

Reappointment of Mrs. Shobha Kapoor (DIN 00005124) as Managing Director of the Company.

| Promoter/ Public | No. of Shares held (1) | No. of Votes cast (2) | % of Votes cast on Outstanding shares (3)=(2)/(1)*100 | No. of Votes in Favour (4) | No. of Votes Against (5) | % of Votes in Favour on Votes cast (6)=(4)/(2) *100 | % of Votes Against on Votes cast (7)=(5)/(2) *100 |
|--------------------------------------|---------------------------------|-----------------------------|---|-------------------------------------|-----------------------------------|--|---|
| Mode of Voting : (Remote E-voting) | | | | | | | |
| Promoter and Promoter Group | 30835938 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - Institutional holders | 1653166 | 1034672 | 62.5873 | 1034672 | 0 | 100 | 0 |
| Public - other | 32721339 | 6066 | 0.0185 | 6040 | 26 | 99.5713 | 0.4286 |
| TOTAL (A) | 65210443 | 1040738 | 1.596 | 1040712 | 26 | 99.9975 | 0.0025 |
| Mode of Voting : (Poll) | | | | | | | |
| Promoter and Promoter Group | 30835938 | 30835938 | 100 | 30835938 | 0 | 100 | 0 |
| Public - Institutional holders | 1653166 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - other | 32721339 | 418709 | 1.2796 | 418654 | 55 | 99.9868 | 0.0131 |
| TOTAL (B) | 65210443 | 31254647 | 47.9289 | 31254592 | 55 | 99.9998 | 0.0002 |
| RESULT (A + B) | 65210443 | 32295385 | | 32295304 | 81 | | |

Resolution passed with requisite majority.



RESOLUTION NO. 6 SPECIAL RESOLUTION**Reappointment of Ms. Ekta Kapoor (DIN 00005093) as Joint Managing Director of the Company.**

| Promoter/ Public | No. of Shares held (1) | No. of Votes cast (2) | % of Votes cast on Outstanding shares (3)=(2)/(1)*100 | No. of Votes in Favour (4) | No. of Votes Against (5) | % of Votes in Favour on Votes cast (6)=(4)/(2) *100 | % of Votes Against on Votes cast (7)=(5)/(2) *100 |
|--------------------------------------|---------------------------------|-----------------------------|---|-------------------------------------|-----------------------------------|--|---|
| Mode of Voting : (Remote E-voting) | | | | | | | |
| Promoter and Promoter Group | 30835938 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - Institutional holders | 1653166 | 1034672 | 62.5873 | 1034672 | 0 | 100 | 0 |
| Public - other | 32721339 | 6076 | 0.0186 | 6040 | 36 | 99.4075 | 0.5924 |
| TOTAL (A) | 65210443 | 1040748 | 1.596 | 1040712 | 36 | 99.9965 | 0.0035 |
| Mode of Voting : (Poll) | | | | | | | |
| Promoter and Promoter Group | 30835938 | 30835938 | 100 | 30835938 | 0 | 100 | 0 |
| Public - Institutional holders | 1653166 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - other | 32721339 | 418709 | 1.2796 | 418654 | 55 | 99.9868 | 0.0131 |
| TOTAL (B) | 65210443 | 31254647 | 47.9289 | 31254592 | 55 | 99.9998 | 0.0002 |
| RESULT (A + B) | 65210443 | 32295395 | | 32295304 | 91 | | |

Resolution passed with requisite majority.



RESOLUTION NO. 7 SPECIAL RESOLUTION

Appointment Mr. V.B. Dalal (DIN 00247971) as an Independent Director of the Company.

| Promoter/ Public | No. of Shares held (1) | No. of Votes cast (2) | % of Votes cast on Outstanding shares (3)=(2)/(1)*100 | No. of Votes in Favour (4) | No. of Votes Against (5) | % of Votes in Favour on Votes cast (6)=(4)/(2) *100 | % of Votes Against on Votes cast (7)=(5)/(2) *100 |
|--------------------------------------|---------------------------------|-----------------------------|---|-------------------------------------|-----------------------------------|--|---|
| Mode of Voting : (Remote E-voting) | | | | | | | |
| Promoter and Promoter Group | 30835938 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - Institutional holders | 1653166 | 1034672 | 62.5873 | 1034672 | 0 | 100 | 0 |
| Public - other | 32721339 | 6076 | 0.0186 | 6040 | 36 | 99.4075 | 0.5924 |
| TOTAL (A) | 65210443 | 1040748 | 1.596 | 1040712 | 36 | 99.9965 | 0.0035 |
| Mode of Voting : (Poll) | | | | | | | |
| Promoter and Promoter Group | 30835938 | 30835938 | 100 | 30835938 | 0 | 100 | 0 |
| Public - Institutional holders | 1653166 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - other | 32721339 | 418709 | 1.2796 | 418654 | 55 | 99.9868 | 0.0131 |
| TOTAL (B) | 65210443 | 31254647 | 47.9289 | 31254592 | 55 | 99.9998 | 0.0002 |
| RESULT (A + B) | 65210443 | 32295395 | | 32295304 | 91 | | |

Resolution passed with requisite majority.



RESOLUTION NO. 8 SPECIAL RESOLUTION

Appointment of Mr. Arun Kumar Purwar (DIN 00026383) as an Independent Director of the Company.

| Promoter/ Public | No. of Shares held (1) | No. of Votes cast (2) | % of Votes cast on Outstanding shares (3)=(2)/(1)*100 | No. of Votes in Favour (4) | No. of Votes Against (5) | % of Votes in Favour on Votes cast (6)=(4)/(2) *100 | % of Votes Against on Votes cast (7)=(5)/(2) *100 |
|--------------------------------------|-----------------------------------|-------------------------------|---|---------------------------------------|-------------------------------------|--|---|
| Mode of Voting : (Remote E-voting) | | | | | | | |
| Promoter and Promoter Group | 30835938 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - Institutional holders | 1653166 | 1034672 | 62.5873 | 1034672 | 0 | 100 | 0 |
| Public - other | 32721339 | 6076 | 0.0186 | 6040 | 36 | 99.4075 | 0.5924 |
| TOTAL (A) | 65210443 | 1040748 | 1.596 | 1040712 | 36 | 99.9965 | 0.0035 |
| Mode of Voting : (Poll) | | | | | | | |
| Promoter and Promoter Group | 30835938 | 30835938 | 100 | 30835938 | 0 | 100 | 0 |
| Public - Institutional holders | 1653166 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - other | 32721339 | 418709 | 1.2796 | 418654 | 55 | 99.9868 | 0.0131 |
| TOTAL (B) | 65210443 | 31254647 | 47.9289 | 31254592 | 55 | 99.9998 | 0.0002 |
| RESULT (A + B) | 65210443 | 32295395 | | 32295304 | 91 | | |

Resolution passed with requisite majority.



RESOLUTION NO. 9 SPECIAL RESOLUTION

Increase in Authorized Share Capital and Re-Classification of the Share Capital.

| Promoter/ Public | No. of Shares held (1) | No. of Votes cast (2) | % of Votes cast on Outstanding shares (3)=(2)/(1)*100 | No. of Votes in Favour (4) | No. of Votes Against (5) | % of Votes in Favour on Votes cast (6)=(4)/(2) *100 | % of Votes Against on Votes cast (7)=(5)/(2) *100 |
|--------------------------------------|---------------------------------|-----------------------------|---|-------------------------------------|-----------------------------------|--|---|
| Mode of Voting : (Remote E-voting) | | | | | | | |
| Promoter and Promoter Group | 30835938 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - Institutional holders | 1653166 | 1034672 | 62.5873 | 1034672 | 0 | 100 | 0 |
| Public - other | 32721339 | 6076 | 0.0186 | 6040 | 36 | 99.4075 | 0.5924 |
| TOTAL (A) | 65210443 | 1040748 | 1.596 | 1040712 | 36 | 99.9965 | 0.0035 |
| Mode of Voting : (Poll) | | | | | | | |
| Promoter and Promoter Group | 30835938 | 30835938 | 100 | 30835938 | 0 | 100 | 0 |
| Public - Institutional holders | 1653166 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - other | 32721339 | 418709 | 1.2796 | 418654 | 55 | 99.9868 | 0.0131 |
| TOTAL (B) | 65210443 | 31254647 | 47.9289 | 31254592 | 55 | 99.9998 | 0.0002 |
| RESULT (A + B) | 65210443 | 32295395 | | 32295304 | 91 | | |

Resolution passed with requisite majority.



RESOLUTION NO. 10 SPECIAL RESOLUTION

Alteration of the Capital Clause of the Memorandum of Association.

| Promoter/ Public | No. of Shares held (1) | No. of Votes cast (2) | % of Votes cast on Outstanding shares (3)=(2)/(1)*100 | No. of Votes in Favour (4) | No. of Votes Against (5) | % of Votes in Favour on Votes cast (6)=(4)/(2) *100 | % of Votes Against on Votes cast (7)=(5)/(2) *100 |
|--------------------------------------|---------------------------------|-----------------------------|---|-------------------------------------|-----------------------------------|--|---|
| Mode of Voting : (Remote E-voting) | | | | | | | |
| Promoter and Promoter Group | 30835938 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - Institutional holders | 1653166 | 1034672 | 62.5873 | 1034672 | 0 | 100 | 0 |
| Public - other | 32721339 | 6076 | 0.0186 | 6040 | 36 | 99.4075 | 0.5924 |
| TOTAL (A) | 65210443 | 1040748 | 1.596 | 1040712 | 36 | 99.9965 | 0.0035 |
| Mode of Voting : (Poll) | | | | | | | |
| Promoter and Promoter Group | 30835938 | 30835938 | 100 | 30835938 | 0 | 100 | 0 |
| Public - Institutional holders | 1653166 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - other | 32721339 | 418709 | 1.2796 | 418654 | 55 | 99.9868 | 0.0131 |
| TOTAL (B) | 65210443 | 31254647 | 47.9289 | 31254592 | 55 | 99.9998 | 0.0002 |
| RESULT (A + B) | 65210443 | 32295395 | | 32295304 | 91 | | |

Resolution passed with requisite majority.



RESOLUTION NO. 11 SPECIAL RESOLUTION

Further Issue of Securities.

| Promoter/ Public | No. of Shares held (1) | No. of Votes cast (2) | % of Votes cast on Outstanding shares (3)=(2)/(1)*100 | No. of Votes in Favour (4) | No. of Votes Against (5) | % of Votes in Favour on Votes cast (6)=(4)/(2) *100 | % of Votes Against on Votes cast (7)=(5)/(2) *100 |
|--------------------------------------|---------------------------------|-----------------------------|---|-------------------------------------|-----------------------------------|--|---|
| Mode of Voting : (Remote E-voting) | | | | | | | |
| Promoter and Promoter Group | 30835938 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - Institutional holders | 1653166 | 1034672 | 62.5873 | 1034672 | 0 | 100 | 0 |
| Public - other | 32721339 | 6076 | 0.0186 | 6040 | 36 | 99.4075 | 0.5924 |
| TOTAL (A) | 65210443 | 1040748 | 1.596 | 1040712 | 36 | 99.9965 | 0.0035 |
| Mode of Voting : (Poll) | | | | | | | |
| Promoter and Promoter Group | 30835938 | 30835938 | 100 | 30835938 | 0 | 100 | 0 |
| Public - Institutional holders | 1653166 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - other | 32721339 | 418704 | 1.2796 | 418654 | 50 | 99.988 | 0.0119 |
| TOTAL (B) | 65210443 | 31254642 | 47.9289 | 31254592 | 50 | 99.9998 | 0.0002 |
| RESULT (A + B) | 65210443 | 32295390 | | 32295304 | 86 | | |

Resolution passed with requisite majority.



RESOLUTION NO. 12 SPECIAL RESOLUTION

Alteration of Articles of Association.

| Promoter/ Public | No. of Shares held (1) | No. of Votes cast (2) | % of Votes cast on Outstanding shares (3)=(2)/(1)*100 | No. of Votes in Favour (4) | No. of Votes Against (5) | % of Votes in Favour on Votes cast (6)=(4)/(2) *100 | % of Votes Against on Votes cast (7)=(5)/(2) *100 |
|--------------------------------------|-----------------------------------|-------------------------------|---|---------------------------------------|-------------------------------------|--|---|
| Mode of Voting : (Remote E-voting) | | | | | | | |
| Promoter and Promoter Group | 30835938 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - Institutional holders | 1653166 | 1034672 | 62.5873 | 1034672 | 0 | 100 | 0 |
| Public - other | 32721339 | 6076 | 0.0186 | 6040 | 36 | 99.4075 | 0.5924 |
| TOTAL (A) | 65210443 | 1040748 | 1.596 | 1040712 | 36 | 99.9965 | 0.0035 |
| Mode of Voting : (Poll) | | | | | | | |
| Promoter and Promoter Group | 30835938 | 30835938 | 100 | 30835938 | 0 | 100 | 0 |
| Public - Institutional holders | 1653166 | 0 | 0 | 0 | 0 | 0 | 0 |
| Public - other | 32721339 | 418681 | 1.2795 | 418631 | 50 | 99.988 | 0.0119 |
| TOTAL (A) | 65210443 | 31254619 | 47.9289 | 31254569 | 50 | 99.9998 | 0.0002 |
| RESULT (A + B) | 65210443 | 32295367 | | 32295281 | 86 | | |

Resolution passed with requisite majority.



3. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
4. The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company as authorized by the Chairman for safe keeping.

Thanking you,

Yours faithfully,

**For K.C. NEVATIA & ASSOCIATES
COMPANY SECRETARIES**



**K.C.NEVATIA
Proprietor
C.P. No. 2348**

**Place : Mumbai
Date : 02/09/2015**