

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



August 31, 2019

To,

BSE Limited.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001
Stock Code: 532382

National Stock Exchange of India Ltd.
"Exchange Plaza",
Bandra-Kurla Complex, Bandra (East),
Mumbai 400 051
Stock Code: BALAJITELE

Sub: Disclosure of Voting Results of the 25th Annual General Meeting for the financial year 2018-19 of the Company held on August 30, 2019.

Dear Sir,

This is further to our letter dated August 30, 2019 on Proceedings of the Annual General Meeting ("AGM") and pursuant to Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of the voting results of the 25th AGM for the financial year 2018-19 of the Company is enclosed.

Kindly take the same on record and upload it on your respective websites.

Thanking You.
Yours truly,

For Balaji Telefilms Limited

Simmi Singh Bisht
Group Head Secretarial
Membership No. A23360



Format of Voting Result under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

	Balaji Telefilms Limited
Date of Annual General Meeting of Equity Shareholders	August 30, 2019
Total number of shareholders on record date	23238
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	2 105
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	Not Applicable Not Applicable



Resolution Required: (Ordinary/Special)				Resolution No. 1: To consider and adopt, (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2019 and 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 March 31, 2019 and the report of Auditors thereon- <u>Ordinary Resolution</u>					
Whether promoter/ promoter group are interested in the agenda/resolution?				None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.					
Category	Mode of Voting	No. of Shares (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	Votes Invalid
Promoter and Promoter Group	E-Voting	3,46,07,830	3,46,07,830	100.0000	3,46,07,830	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot* (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		3,46,07,830	3,46,07,830	100.0000	3,46,07,830	0	100.0000	0.0000
Public Institutions	E-Voting	2,08,73,988	18,40,794	8.8186	18,40,794	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot* (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		2,08,73,988	18,40,794	8.8186	18,40,794	0	100.0000	0.0000
Public Non Institutions	E-Voting	4,56,48,625	70,771	0.1550	63,581	7,190	89.8404	10.1595	0
	Poll		3,095	0.0068	1,321	1,774	42.6817	57.3182	19
	Postal Ballot* (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		4,56,48,625	73,866	0.1618	64,902	8,964	87.8645	12.1355
Total		10,11,30,443	3,65,22,490	36.1142	3,65,13,526	8,964	99.9755	0.0245	19

*Not applicable

Resolution Required: (Ordinary/Special)				Resolution No. 2: To appoint a Director in place of Mrs. Shobha Kapoor (DIN: 00005124), who retires by rotation and being eligible, offers herself for re-appointment- <u>Ordinary Resolution</u>					
Whether promoter/ promoter group are interested in the agenda/resolution?				None of the Directors, Key Managerial Personnel or their relatives except Mr. Jectendra Kapoor, Mrs. Shobha Kapoor, and Ms. Ekta Kapoor being related to each other are, in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2. The relatives of Mrs. Shobha Kapoor may be deemed to be interested in the resolution to the extent of their shareholding interest, if any.					
Category	Mode of Voting	No. of Shares (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	Votes Invalid
Promoter and Promoter Group	E-Voting	3,46,07,830	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot* (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		3,46,07,830	0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	2,08,73,988	18,53,413	8.8791	18,53,413	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot* (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		2,08,73,988	18,53,413	8.8791	18,53,413	0	100.0000	0.0000
Public Non Institutions	E-Voting	4,56,48,625	70,771	0.1550	63,529	7,242	89.7669	10.2330	0
	Poll		3,090	0.0068	1,316	1,774	42.5890	57.4110	24
	Postal Ballot* (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		4,56,48,625	73,861	0.1618	64,845	9,016	87.7933	12.2067
Total		10,11,30,443	19,27,274	1.9057	19,18,258	9,016	99.5322	0.4678	24

*Not applicable



Resolution Required: (Ordinary/Special)		Resolution No. 3: To declare Final Dividend on Equity Shares for the financial year ended March 31, 2019- <u>Ordinary Resolution</u>							
Whether promoter/ promoter group are interested in the agenda/resolution?		None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.							
Category	Mode of Voting	No. of Shares (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	Votes Invalid
Promoter and Promoter Group	E-Voting	3,46,07,830	3,46,07,830	100.0000	3,46,07,830	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot* (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		3,46,07,830	3,46,07,830	100.0000	3,46,07,830	0	100.0000	0.0000
Public Institutions	E-Voting	2,08,73,988	18,53,413	8.8791	18,53,413	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot* (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		2,08,73,988	18,53,413	8.8791	18,53,413	0	100.0000	0.0000
Public Non Institutions	E-Voting	4,56,48,625	70,771	0.1550	63,565	7,206	89.8178	10.1821	0
	Poll		3,095	0.0068	1,321	1,774	42.6817	57.3183	19
	Postal Ballot* (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		4,56,48,625	73,866	0.1618	64,886	8,980	87.8429	12.1571
Total		10,11,30,443	3,65,35,109	36.1267	3,65,26,129	8,980	99.9754	0.0246	19

*Not applicable



Resolution Required: (Ordinary/Special)		Resolution No. 4: Appointment of Mr. Ramesh Gopal Sippy (DIN: 00652881) as Non-Executive Director of the Company- <u>Special Resolution</u>							
Whether promoter/ promoter group are interested in the agenda/resolution?		None of the Directors, Key Managerial Personnel or their relatives except Mrs. Shobha Kapoor being related to Mr. Ramesh Gopal Sippy are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4. The relatives of Mr. Ramesh Gopal Sippy may be deemed to be interested in the resolution to the extent of their shareholding interest, if any.							
Category	Mode of Voting	No. of Shares (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	Votes Invalid
Promoter and Promoter Group	E-Voting	3,46,07,830	2,35,98,980	68.1897	2,35,98,980	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot* (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		3,46,07,830	2,35,98,980	68.1897	2,35,98,980	0	100.0000	0.0000
Public Institutions	E-Voting	2,08,73,988	18,53,413	8.8791	18,53,413	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot* (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		2,08,73,988	18,53,413	8.8791	18,53,413	0	100.0000	0.0000
Public Non Institutions	E-Voting	4,56,48,625	70,771	0.1550	63,565	7,206	89.8178	10.1821	0
	Poll		3,095	0.0068	1,321	1,774	42.6817	57.3183	19
	Postal Ballot* (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		4,56,48,625	73,866	0.1618	64,886	8,980	87.8429	12.1571
Total		10,11,30,443	2,55,26,259	25.2409	2,55,17,279	8,980	99.9648	0.0352	19

*Not applicable

The image shows a handwritten signature in black ink over a circular purple stamp. The stamp contains the text "BALAJI TELEFONIA LTD." around the top edge and "MUMBAI" in the center. There is a small star symbol at the bottom of the stamp.

Resolution Required: (Ordinary/Special)		Resolution No. 5: Re-appointment of Mr. Arun Kumar Purwar (DIN: 00026383) as an Independent Director of the Company- <u>Special Resolution</u>							
Whether promoter/ promoter group are interested in the agenda/resolution?		<p>Mr. Arun Kumar Purwar is interested in the resolution set out at tem No. 5.</p> <p>The relatives of Mr. Arun Kumar Purwar may be deemed to be interested in the resolution to the extent of their shareholding interest, if any.</p> <p>Save and except the above, none of the other Directors, Key Maagerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in thisresolution.</p>							
Category	Mode of Voting	No. of Shares (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 vote: polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	3,46,07,830	3,46,07,830	100.0000	3,46,07,830	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot* (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		3,46,07,830	3,46,07,830	100.0000	3,46,07,830	0	100.0000	0.0000
Public Institutions	E-Voting	2,08,73,988	18,53,413	8.8791	18,53,413	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot* (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		2,08,73,988	18,53,413	8.8791	18,53,413	0	100.0000	0.0000
Public Non Institutions	E-Voting	4,56,48,625	60,771	0.1331	52,525	8,246	86.4310	13.5689	0
	Poll		3,095	0.0068	1,321	1,774	42.6817	57.3183	19
	Postal Ballot* (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		4,56,48,625	63,866	0.1399	53,846	10,020	84.3109	15.6891
Total		10,11,30,443	3,65,25,109	36.1168	3,65,15,089	10,020	99.9726	0.0274	19

*Not applicable



Resolution Required: (Ordinary/Special)		Resolution No. 6: Continuation of Directorship of Mr. Virendra Babubhai Dalal (DIN: 00247971) as Non-Executive Independent Director of the Company- <u>Special Resolution</u>							
Whether promoter/ promoter group are interested in the agenda/resolution?		<p>Mr. Virendra Babubhai Dalal is interested in the resolution set out at Item No. 6.</p> <p>The relatives of Mr. Virendra Babubhai Dalal may be deemed to be interested in the resolution to the extent of their shareholding interest, if any.</p> <p>Save and except the above, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.</p>							
Category	Mode of Voting	No. of Shares (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	Votes Invalid
Promoter and Promoter Group	E-Voting	3,46,07,830	3,46,07,830	100.0000	3,46,07,830	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot* (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		3,46,07,830	3,46,07,830	100.0000	3,46,07,830	0	100.0000	0.0000
Public Institutions	E-Voting	2,08,73,988	18,53,413	8.8791	18,53,413	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot* (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		2,08,73,988	18,53,413	8.8791	18,53,413	0	100.0000	0.0000
Public Non Institutions	E-Voting	4,56,48,625	70,771	0.1550	62,525	8,246	88.3483	11.6516	0
	Poll		3,095	0.0068	1,321	1,774	42.6817	57.3183	19
	Postal Ballot* (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		4,56,48,625	73,866	0.1618	63,846	10,020	86.4349	13.5651
Total		10,11,30,443	3,65,35,109	36.1267	10,11,30,443	10,020	99.9726	0.0274	19

*Not applicable



Resolution Required: (Ordinary/Special)				Resolution No. 7: Re-appointment of Mr. Virendra Babubhai Dalal (DIN: 00247971) as an Independent Director of the Company- <u>Special Resolution</u>					
Whether promoter/ promoter group are interested in the agenda/resolution?				Mr. Virendra Babubhai Dalal is interested in the resolution set out at Item No. 7. The relatives of Mr. Virendra Babubhai Dalal may be deemed to be interested in the resolution to the extent of their shareholding interest, if any. Save and except the above, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.					
Category	Mode of Voting	No. of Shares (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	Votes Invalid
Promoter and Promoter Group	E-Voting	3,46,07,830	3,46,07,830	100.0000	3,46,07,830	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot* (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	3,46,07,830	3,46,07,830	100.0000	3,46,07,830	0	100.0000	0.0000	0
Public Institutions	E-Voting	2,08,73,988	18,53,413	8.8791	18,53,413	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot* (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	2,08,73,988	18,53,413	8.8791	18,53,413	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	4,56,48,625	70,771	0.1550	62,525	8,246	88.3483	11.6516	0
	Poll		3,095	0.0068	1,321	1,774	42.6817	57.3183	19
	Postal Ballot* (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	4,56,48,625	73,866	0.1618	63,846	10,020	86.4349	13.5651	19
Total		10,11,30,443	3,65,35,109	36.1267	3,65,25,089	10,020	99.9726	0.0274	19

*Not applicable



Resolution Required: (Ordinary/Special)		Resolution No. 8: Revision in Remuneration of Ms. Ekta Kapoor (DIN: 00005093), Joint Managing Director of the Company- <u>Special Resolution</u>							
Whether promoter/ promoter group are interested in the agenda/resolution?		None of the Directors, Key Managerial Personnel or their relatives except Mr. Jeetendra Kapoor, Mrs. Shobha Kapoor and Ms. Ekta Kapoor being related to each other, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8. The relatives of Ms. Ekta Kapoor may be deemed to be interested in the resolution to the extent of their shareholding interest, if any.							
Category	Mode of Voting	No. of Shares (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	Votes Invalid
Promoter and Promoter Group	E-Voting	3,46,07,830	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot* (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		3,46,07,830	0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	2,08,73,988	18,53,413	8.8791	5,16,339	13,37,074	27.8588	72.1411	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot* (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		2,08,73,988	18,53,413	8.8791	5,16,339	13,37,074	27.8588	72.1411
Public Non Institutions	E-Voting	4,56,48,625	70,771	0.1550	63,458	7,313	89.6666	10.3333	0
	Poll		3,095	0.0068	1,321	1,774	42.6817	57.3183	19
	Postal Ballot* (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		4,56,48,625	73,866	0.1618	64,779	9,087	87.6980	12.3020
Total		10,11,30,443	19,27,279	1.9057	5,81,118	13,46,161	30.1523	69.8477	19

*Not applicable





B.DESAI & ASSOCIATES
B.COM.LLB.FCS
ADVOCATES HIGH COURT

Report of Scrutinizer
[Pursuant to sections 108 and 109 of the Companies Act, 2013 and rule 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To,
Mrs. Simmi Singh Bisht
Group Head Secretarial

25th Annual General Meeting (AGM) of the equity shareholders of Balaji Telefilms Limited held on Friday, August 30, 2019 at 12:00 noon at "The Club", 197, D.N. Nagar, Andheri (West), Mumbai 400053, Maharashtra, India.

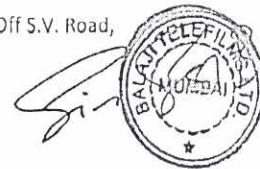
Dear Sir/Madam,

I, Bhavesh Desai, Company Secretary (Membership No.: 7899) and Advocate (Advocate No.: MAH/711/2019), appointed as the Scrutinizer for the purpose of scrutinizing the e-voting process together with the voting through polling paper in physical mode at the Poll held at the 25th Annual General Meeting of the equity shareholders of Balaji Telefilms Limited held on Friday, August 30, 2019 at 12:00 noon at "The Club", 197, D. N. Nagar, Andheri (West), Mumbai 400053, Maharashtra, submit my report as under on the resolutions set out in the notice to the 25th Annual General Meeting of the equity shareholders of the Company.

1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to voting through electronic means and poll on the resolutions set out in the notice to the Annual General Meeting of the equity shareholders of the Company. My responsibility as a scrutinizer for the e-voting process and poll is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated in the notice of the Annual General Meeting of the equity shareholders of the Company, based on the reports generated from the e-voting system provided by Karvy Fintech Private Limited, the authorized agency to provide e-voting facilities.
2. Further to the above, I submit my report as under:
 - (i) The voting period for e-voting remained open from Monday, August 26, 2019 (11:30 a.m. IST) to Thursday, August 29, 2019 (5:00 p.m. IST).
 - (ii) The Company has also provided facility for voting by Polling Paper to the members attending the meeting, who have not cast their vote by remote e-voting.
 - (iii) The members of the Company as on the "Cut off" date i.e. Friday, August 23, 2019 were entitled to vote on the resolution as set out in the Notice of the Annual General Meeting of the equity shareholders of the Company.



CHAMBER: Office No. 188, 2nd Floor, Raghuleela Mega Mall, Off S.V. Road,
Kandivali West, Mumbai 400067, Maharashtra
EMAIL ID: bndesai4u@gmail.com
Office no: 09326 999533



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B.DESAI & ASSOCIATES

B.COM.LL.B.FCS

ADVOCATES HIGH COURT

- (iv) The Votes cast were noted and confirmed on Friday, August 30, 2019 in the presence of two witnesses, Mr./Ms. Jaya Ranga and Mr./Ms. Ashwini Mistry who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name of the Witness	Signature
Mr./Ms. Jaya Ranga	
Mr./Ms. Ashwini Mistry	

- (v) Thereafter, the details containing inter alia, list of Equity Shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Karvy Fintech Private Limited i.e. <https://evoting.karvy.com> and based on such report generated and alongwith that of Poll Papers, the result of the e-voting process and polling process are as under:

Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Businesses	Votes in favour of the resolution		Votes against the resolution		Total Votes Casted
			No. of Shares	% of Total No. of Valid Votes	No. of Shares	% of Total No. of Valid Votes	No. of Shares
1.	Ordinary Resolution: To consider and adopt, (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and	E-Voting	36512205	99.98	7190	0.02	36519395



CHAMBER: Office No. 188, 2nd Floor, Raghuleela Mega Mall, Off S.V. Road,
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Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 and the report of Auditors thereon	#Polling Paper/B allot Paper	1321	42.68	1774	57.31	3095
	Total	36513526	99.97	8964	0.03	36522490

The total votes received through polling papers are 3114, out of which, 19 votes were invalid.

Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Businesses	Votes in favour of the resolution		Votes against the resolution		Total Votes Casted
			No. of Shares	% of Total No. of Valid Votes	No. of Shares	% of Total No. of Valid Votes	
2.	Ordinary Resolution: To appoint a Director in place of Mrs. Shobha Kapoor (DIN: 00005124), who retires by rotation and being eligible, offers herself for re-appointment	E-Voting	1916942	99.62	7242	0.38	1924184
		#Polling Paper/B allot Paper	1316	42.59	1774	57.41	3090
		Total	1918258	99.53	9016	0.47	1927274

The total votes received through polling papers are 3114, out of which, 24 votes were invalid.



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Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Businesses	Votes in favour of the resolution		Votes against the resolution		Total Votes Casted
			No. of Shares	% of Total No. of Valid Votes	No. of Shares	% of Total No. of Valid Votes	No. of Shares
3.	Ordinary Resolution: To declare Final Dividend on Equity Shares for the financial year ended March 31, 2019	E-Voting	36524808	99.98	7206	0.02	36532014
		#Polling Paper/B allot Paper	1321	42.68	1774	57.32	3095
		Total	36526129	99.98	8980	0.02	36535109

The total votes received through polling papers are 3114, out of which, 19 votes were invalid.



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Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Businesses	Votes in favour of the resolution		Votes against the resolution		Total Votes Casted
			No. of Shares	% of Total No. of Valid Votes	No. of Shares	% of Total No. of Valid Votes	No. of Shares
4.	Special Resolution: Appointment of Mr. Ramesh Gopal Sippy (DIN: 00652881) as Non-Executive Director of the Company	E-Voting	25515958	99.97	7206	0.03	25523164
		#Polling Paper/Ballot Paper	1321	42.68	1774	57.32	3095
		Total	25517279	99.96	8980	0.04	25526259

The total votes received through polling papers are 3114, out of which, 19 votes were invalid.



Bhavesh



Signature

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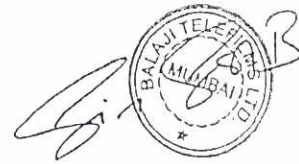
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Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Businesses	Votes in favour of the resolution		Votes against the resolution		Total Votes Casted
			No. of Shares	% of Total No. of Valid Votes	No. of Shares	% of Total No. of Valid Votes	No. of Shares
5.	<u>Special Resolution:</u> Re-appointment of Mr. Arun Kumar Purwar (DIN: 00026383) as an Independent Director of the Company	E-Voting	36513768	99.98	8246	0.02	36522014
		#Polling Paper/Ballot Paper	1321	42.68	1774	57.32	3095
		<u>Total</u>	36515089	99.97	10020	0.03	36525109

The total votes received through polling papers are 3114, out of which, 19 votes were invalid.



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Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Businesses	Votes in favour of the resolution		Votes against the resolution		Total Votes Casted
			No. of Shares	% of Total No. of Valid Votes	No. of Shares	% of Total No. of Valid Votes	No. of Shares
6.	Special Resolution: Continuation of Directorship of Mr. Virendra Babubhai Dalal (DIN: 00247971) as Non-Executive Independent Director of the Company	E-Voting	36523768	99.98	8246	0.02	36532014
		#Polling Paper/Ballot Paper	1321	42.68	1774	57.32	3095
		Total	36525089	99.97	10020	0.03	36535109

The total votes received through polling papers are 3114, out of which, 19 votes were invalid.



Bhanesh



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Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Businesses	Votes in favour of the resolution		Votes against the resolution		Total Votes Casted
			No. of Shares	% of Total No. of Valid Votes	No. of Shares	% of Total No. of Valid Votes	No. of Shares
7.	Special Resolution: Re-appointment of Mr. Virendra Babubhai Dalal (DIN: 00247971) as an Independent Director of the Company	E-Voting	36523768	99.98	8246	0.02	36532014
		#Polling Paper/B allot Paper	1321	42.68	1774	57.32	3095
		Total	36525089	99.97	10020	0.03	36535109

The total votes received through polling papers are 3114, out of which, 19 votes were invalid.



Bharesh



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Item No. of the Notice	Type of Resolution: Subject Matter	Particulars of Businesses	Votes in favour of the resolution		Votes against the resolution		Total Votes Casted
			No. of Shares	% of Total No. of Valid Votes	No. of Shares	% of Total No. of Valid Votes	No. of Shares
8.	Special Resolution: Revision in Remuneration of Ms. Ekta Kapoor (DIN: 00005093). Joint Managing Director of the Company	E-Voting	579797	30.13	1344387	69.87	1924184
		#Polling Paper/B allot Paper	1321	42.68	1774	57.32	3095
		Total	581118	30.15	1346161	69.85	1927279

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3. Resolutions Nos. 1 to 7 are passed with requisite majority. Whereas Resolution No. 3 is not passed as the votes cast against the resolution are more than that cast in favour of the resolution.
4. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you

Yours faithfully,



Bhavesh Desai
Company Secretary & Advocate
CS Membership No.: 7899
Advocate Regn No.: MAH/711/2019



Date: August 31, 2019
Place: Mumbai

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