

August 3, 2016

BSE Limited
National Stock Exchange of India Limited

Kind Attn: Corporate Relationship Department

Sub: Proceedings of 17th Annual General Meeting

Dear Sirs,

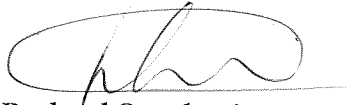
The 17th Annual General Meeting of the Equity Shareholders of the Company was held today (Wednesday, August 3, 2016) at 11.00 a.m. at Ravindra Natya Mandir, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai 400025.

In accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014, the Company had provided remote e-voting facility, to facilitate all Members of the Company (as at cut-off date of July 27, 2016), to cast their votes electronically on all businesses proposed in the Notice of AGM. The remote E-voting period commenced on Saturday, July 30, 2016 at 9.00 a.m. and concluded on Tuesday, August 2, 2016 at 5.00 p.m. Additionally to facilitate voting by the Shareholders who had not voted using remote e-voting facility, physical voting was conducted at the Annual General Meeting held today.

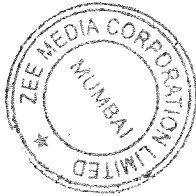
Based on the report dated August 3, 2016 submitted by the Scrutiniser, ACS Vinita Nair, Partner, M/s Vinod Kothari & Co., Company Secretaries, the Chairman of the AGM has declared that all the proposals included in the Notice of AGM were approved by the Shareholders, **with requisite majority**.

Copy of the Scrutiniser's report along with requisite particulars of e-voting results as per Regulation 44(3) of the Listing Regulations is enclosed for your information and record.

For Zee Media Corporation Limited



Pushpal Sanghavi
Company Secretary



Encl. As stated



॥ VASUDHAIVA KUTUMBAKAM ॥
THE WORLD IS MY FAMILY

ZEE MEDIA CORPORATION LIMITED

Regd. Office : Continental Building, 135, Dr. Annie Besant Road, Worli,
Mumbai - 400018, India Tel. : +91-22-2483 1234 Fax : +91-22-2490 0302
www.zeenews.india.com | CIN : L92100MH1999PLC121506

Details of Voting Results at 17th Annual General Meeting held on August 3, 2016
(Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

A. Details of Attendance at Annual General Meeting:

Particulars	Details
Date of AGM	August 3, 2016
Total number of Equity shareholders as on Cut-off date (July 27, 2016)	97,274
No of Equity Shareholders present in the meeting either in person or through proxy:	
a) Promoters & Promoter Group	10
b) Public	55
No of Equity Shareholders attended the meeting through video conferencing:	
a) Promoters & Promoter Group	NA
b) Public	NA
Details of Agenda	As detailed in 'B' below
Resolution required	
Whether promoter / promoter group are interested in the agenda / resolution	
Mode of Voting	
Voting results	

B. Details of E-Voting on the following items proposed at Annual General Meeting

Resolution No. 1 - Ordinary Resolution

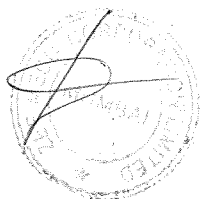
To receive, consider and adopt the Audited Financial Statements of the Company on a Standalone and Consolidated basis, for the Financial Year ended March 31, 2016 including *inter alia* the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss for the financial year ended on that date, and the Reports of the Auditors and Directors thereon.

Resolution No. 2 - Ordinary Resolution

To declare Dividend of Rs. 0.15 per Equity Share for the Financial Year ended March 31, 2016

Resolution No. 3 - Ordinary Resolution

To re-appoint M/s. MGB & CO. LLP, Chartered Accountants, Mumbai, having Firm Registration No. 101169W/W-100035, as Statutory Auditors of the Company to carry out Statutory Audit for the Financial Year 2016-17, at remuneration to be determined by the Board of Directors of the Company.



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Resolution No. 4 – Ordinary Resolution

To appoint Dr. (Mrs.) Rashmi Aggarwal (DIN 07181938) as an Independent Director, not liable to retire by rotation, for a period upto August 9, 2018.

Resolution No. 5 – Ordinary Resolution

To appoint Mrs. Kanta Devi Allria (DIN 07185431) as an Independent Director, not liable to retire by rotation, for a period upto August 9, 2018.

Resolution No. 6 – Ordinary Resolution

To appoint Mr. Rajendra Kumar Arora (DIN 00005407) as Director of the Company, liable to retire by rotation.

Resolution No. 7 – Special Resolution

To approve appointment of, and remuneration payable to, Mr. Rajendra Kumar Arora (DIN00005407) as an Executive Director & CEO for a period of three (3) years w.e.f. May 24, 2016.

Resolution No. 8 – Special Resolution

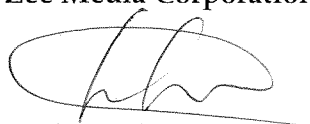
To re-appoint Mr. Surjit Banga (DIN 00001637) for the second term as an Independent Director, not liable to retire by rotation, for the second term i.e. for a period of three years from April 1, 2017 until March 31, 2020.

Resolution No. 9 – Special Resolution

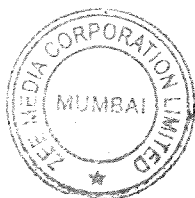
To approve maintenance of Register and Index of Members / other Security holders, under Section 88 of the Companies Act, 2013 ('the Act') and copies of Annual Returns under Section 92 of the Act, at the office(s) of the Company's Registrar and Share Transfer Agents, M/s Link Intime India Private Ltd., at C-13, Pannalal Silk Mills Compound, LBS Road, Bhandup West, Mumbai 400078, instead of the Registered Office of the Company.

Details of voting for each of the resolutions mentioned above is as per the annexed report of M/s. Link Intime India Private Limited, the Registrar & Share Transfer Agent of the Company.

For Zee Media Corporation Limited



Pushpal Sanghavi
Company Secretary



Place: Mumbai
Date: August 3, 2016



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www.zeenews.india.com | CIN : L92100MH1999PLC121506

Zee Media Corporation Limited

Resolution Required : (Ordinary)			1 - Adoption of Audited Financial Statements of the Company on a Standalone and Consolidated basis for the financial year ended March 31, 2016 inter alia including the Balance Sheet, Statement of Profit and Loss and the Reports of the Auditors and Directors thereon					
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]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	325365074	325365074	100.0000	325365074	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		325365074	100.0000	325365074	0	100.0000	0.0000
Public Institutions	E-Voting	26950288	87526	0.3248	87526	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		87526	0.3248	87526	0	100.0000	0.0000
Public Non Institutions	E-Voting	118474143	96261	0.0813	96189	72	99.9252	0.0748
	Poll		9484	0.0080	9479	5	99.9473	0.0527
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		105745	0.0893	105668	77	99.9272	0.0728
Total		470789505	325558345	69.1516	325558268	77	100.0000	0.0000



Zee Media Corporation Limited

Resolution Required : (Ordinary)

2 - Declaration of Dividend of Re. 0.15 per Equity Share for the Financial Year ended March 31, 2016

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	325365074	325365074	100.0000	325365074	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		325365074	100.0000	325365074	0	100.0000	0.0000
Public Institutions	E-Voting	26950288	87526	0.3248	87526	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		87526	0.3248	87526	0	100.0000	0.0000
Public Non Institutions	E-Voting	118474143	100461	0.0848	99992	469	99.5332	0.4668
	Poll		9484	0.0080	9479	5	99.9473	0.0527
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		109945	0.0928	109471	474	99.5689	0.4311
Total		470789505	325562545	69.1525	325562071	474	99.9999	0.0001



Zee Media Corporation Limited

Resolution Required : (Ordinary)

3 - Re-appointment of Auditors

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	325365074	325365074	100.0000	325365074	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		325365074	100.0000	325365074	0	100.0000	0.0000
Public Institutions	E-Voting	26950288	87526	0.3248	87526	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		87526	0.3248	87526	0	100.0000	0.0000
Public Non Institutions	E-Voting	118474143	96261	0.0813	96122	139	99.8556	0.1444
	Poll		9484	0.0080	9479	5	99.9473	0.0527
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		105745	0.0893	105601	144	99.8638	0.1362
Total		470789505	325558345	69.1516	325558201	144	100.0000	0.0000



Zee Media Corporation Limited

Resolution Required : (Ordinary)

4 - Appointment of Dr (Mrs) Rashmi Aggarwal as Independent Director

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]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	325365074	325365074	100.0000	325365074	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		325365074	100.0000	325365074	0	100.0000	0.0000
Public Institutions	E-Voting	26950288	87526	0.3248	87526	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		87526	0.3248	87526	0	100.0000	0.0000
Public Non Institutions	E-Voting	118474143	94636	0.0799	92773	1863	98.0314	1.9686
	Poll		9484	0.0080	9479	5	99.9473	0.0527
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		104120	0.0879	102252	1868	98.2059	1.7941
Total		470789505	325556720	69.1512	325554852	1868	99.9994	0.0006



Zee Media Corporation Limited

Resolution Required : (Ordinary)

5 - Appointment of Mrs Kanta Devi Allria as Independent Director

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]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	325365074	325365074	100.0000	325365074	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		325365074	100.0000	325365074	0	100.0000	0.0000
Public Institutions	E-Voting	26950288	87526	0.3248	87526	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		87526	0.3248	87526	0	100.0000	0.0000
Public Non Institutions	E-Voting	118474143	94811	0.0800	92024	2787	97.0605	2.9395
	Poll		9484	0.0080	9479	5	99.9473	0.0527
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		104295	0.0880	101503	2792	97.3230	2.6770
Total		470789505	325556895	69.1513	325554103	2792	99.9991	0.0009



Zee Media Corporation Limited

Resolution Required : (Ordinary)

6 - Appointment of Mr. R K Arora as Director

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]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100
Promoter and Promoter Group	E-Voting	325365074	325365074	100.0000	325365074	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		325365074	100.0000	325365074	0	100.0000	0.0000
Public Institutions	E-Voting	26950288	87526	0.3248	87526	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		87526	0.3248	87526	0	100.0000	0.0000
Public Non Institutions	E-Voting	118474143	94310	0.0796	93551	759	99.1952	0.8048
	Poll		9484	0.0080	9479	5	99.9473	0.0527
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		103794	0.0876	103030	764	99.2639	0.7361
Total		470789505	325556394	69.1512	325555630	764	99.9998	0.0002



Zee Media Corporation Limited

Resolution Required : (Special)		7 - Appointment of Mr. R K Arora as Executive Director & CEO and to approve his remuneration						
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	325365074	325365074	100.0000	325365074	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		325365074	100.0000	325365074	0	100.0000	0.0000
Public Institutions	E-Voting	26950288	87526	0.3248	87526	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		87526	0.3248	87526	0	100.0000	0.0000
Public Non Institutions	E-Voting	118474143	88654	0.0748	87895	759	99.1439	0.8561
	Poll		9484	0.0080	9479	5	99.9473	0.0527
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		98138	0.0828	97374	764	99.2215	0.7785
Total		470789505	325550738	69.1500	325549974	764	99.9998	0.0002



Zee Media Corporation Limited

Resolution Required : (Special)		8 - Re-appointment of Mr. Surjit Banga as Independent Director for second term						
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]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	325365074	325365074	100.0000	325365074	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		325365074	100.0000	325365074	0	100.0000	0.0000
Public Institutions	E-Voting	26950288	87526	0.3248	87526	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		87526	0.3248	87526	0	100.0000	0.0000
Public Non Institutions	E-Voting	118474143	94711	0.0799	91892	2819	97.0236	2.9764
	Poll		9484	0.0080	9479	5	99.9473	0.0527
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		104195	0.0879	101371	2824	97.2897	2.7103
Total		470789505	325556795	69.1512	325553971	2824	99.9991	0.0009



Zee Media Corporation Limited

Resolution Required : (Special)		9 - Maintenance of Statutory Registers prescribed u/s. 88 of the Companies Act, 2013 along with Annual Return at the office of Registrar & Share Transfer Agent instead of Registered Office 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]=([2]/[1])*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	325365074	325365074	100.0000	325365074	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		325365074	100.0000	325365074	0	100.0000	0.0000
Public Institutions	E-Voting	26950288	87526	0.3248	87526	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		87526	0.3248	87526	0	100.0000	0.0000
Public Non Institutions	E-Voting	118474143	96261	0.0813	96092	169	99.8244	0.1756
	Poll		9484	0.0080	9479	5	99.9473	0.0527
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		105745	0.0893	105571	174	99.8355	0.1645
Total		470789505	325558345	69.1516	325558171	174	99.9999	0.0001





VINOD KOTHARI & COMPANY

Practising Company Secretaries
1006-1009, Krishna Building, 224 A.J.C. Bose Road
Kolkata – 700 017, India
Phone: +91 – 33 – 2281 7715 | 1276 | 3742
email: vinod@vinodkothari.com
Web: www.vinodkothari.com
www.india-financing.com
Unique Code – P1996WB042300
PAN No - AAMFV6726E
Service Tax Registration No. - AAMFV6726ESD001
Udyog Aadhar Number – WB10D0000448

Date: 03/08/2016

To
The Chairman
Zee Media Corporation Limited
Continental Building,
135, Dr. Annie Besant Road,
Worli, Mumbai – 400 018

Consolidated Report of Scrutinizer for Seventeenth Annual General Meeting of the Equity Shareholders of Zee Media Corporation Limited ('Company') held at Ravindra Natya Mandir, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai 400 025 on Wednesday, the 03rd day of August, 2016 at 11.00 A.M.

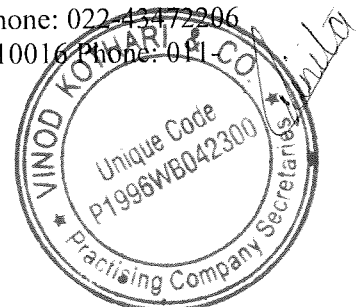
Dear Sir,

In terms of authority vide letter dated May 24, 2016, the Company Secretary had appointed the undersigned, Mrs. Vinita Nair, Partner of M/s Vinod Kothari & Company, Practising Company Secretaries, having office at 601-C Neelkanth, 98 Marine Drive, Mumbai 400002, as scrutinizer for the purpose of the voting process on the below proposed Resolution(s) at the 17th Annual General Meeting ('AGM') of the Company, held at Ravindra Natya Mandir, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai 400 025 on Wednesday, the 03rd day of August, 2016 at 11.00 A.M.

The compliance with the relevant provisions of the Act, 2013 and Rules, 2014 made thereunder relating to voting through electronic means (by remote e-voting) and voting by using poll/ballot papers by the shareholders at the aforementioned AGM on the resolution proposed is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballots are conducted in a fair and transparent manner and render Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman on the resolution, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and the physical counting of ballots.

In terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 ('Rules, 2014'), in connection with all resolutions proposed in the 17th AGM, the Company had provided remote e-voting facility through

Mumbai Office: 601-C, Neelkanth;98, Marine Drive, Mumbai- 400 002, Phone: 022-43472206
Delhi Office: A / 11 Hauz Khas (Opposite Vatika Medicare), New Delhi-110016 Phone: 011-41315340
41315340





VINOD KOTHARI & COMPANY

Practising Company Secretaries

1006-1009, Krishna Building, 224 A.J.C. Bose Road
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email: vinod@vinodkothari.com

Web: www.vinodkothari.com

www.india-financing.com

Unique Code – P1996WB042300

PAN No - AAMFV6726E

Service Tax Registration No. - AAMFV6726ESD001

Udyog Aadhar Number – WB10D0000448

NSDL and the facility of physical voting at the AGM to the shareholders of the Company who could not vote through remote e-voting facility provided by the Company.

The remote e-voting period, to facilitate e-voting by equity shareholders of the Company as at the cut-off date of July 27, 2016 commenced on Saturday, the 30th day of July, 2016 at 9.00 a.m. and ended on Tuesday, the 2nd day of August, 2016 at 5.00 p.m.

The Chairman of the AGM had announced that the facility for voting by way of Ballot/Poll paper was made available at the meeting for voting by the equity shareholders of the Company who had attended the AGM and could not vote using remote e-voting facility earlier.

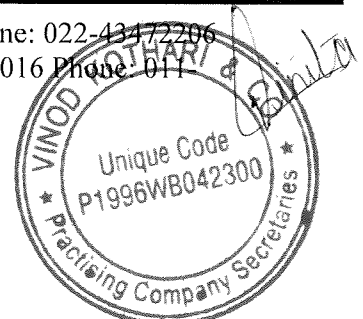
Pursuant to Rule 20(xii) of the Rules, 2014, I unblocked the e-voting on NSDL website on August 03, 2016 in the presence of two witnesses, viz. Mr. Vignesh Iyer (Executive, Vinod Kothari & Company) and Mr. Prashant Kirtikar (Link Intime India Pvt Ltd) who are not in the employment of the Company.

At the 17th AGM, after scrutinizing all Ballot/Poll papers relating to votes casted by the equity shareholders present at the meeting, I hereby report that 36 equity shareholders holding in aggregate 9495 equity shares casted votes on the proposed resolutions in the Notice of the AGM through physical voting. The vote casted by 1 equity shareholder holding in aggregate 11 equity shares was regarded as invalid due to signature mismatch.

We hereby submit our Consolidated Report as under:

Mumbai Office: 601-C, Neelkanth;98, Marine Drive, Mumbai- 400 002, Phone: 022-43472206

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1. The details of votes cast (both by physical ballot and electronic means) with respect to the proposed resolutions are given below:

Resolution No.	Total no. of votes cast by physical voting (1) (No. of shares)	Total no. of votes cast by electronic means (2) (No. of shares)	No. of votes taken to be invalid out of the polling papers received (3)	No. of votes taken to be invalid out of votes cast by electronic means (4)	Total number of votes cast by polling papers and e-voting confirmations [(1+2)-(3+4)]
Resolution 1	9495	325548861	11	Nil	325558345
Resolution 2	9495	32555061	11	Nil	325562545
Resolution 3	9495	325548861	11	Nil	325558345
Resolution 4	9495	325547236	11	Nil	325556720
Resolution 5	9495	325547411	11	Nil	325556895
Resolution 6	9495	325546910	11	Nil	325556394
Resolution 7	9495	325541254	11	Nil	325550738
Resolution 8	9495	325547311	11	Nil	325556795
Resolution 9	9495	325548861	11	Nil	325558345

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Total number of votes in favour and/or against the resolutions casted by e-voting and ballot/poll paper respectively:

Particulars	Resolution No. 1	Resolution No. 2	Resolution No. 3	Resolution No. 4	Resolution No. 5
Total votes in favour of motion by electronic means	325548789	325552592	325548722	325545373	325544624
Total votes against the motion by electronic means	72	469	139	1863	2787
Total votes cast in favour of motion by physical voting	9479	9479	9479	9479	9479
Total votes cast against the motion by physical voting	5	5	5	5	5
<i>Nature of Resolution</i>	Ordinary	Ordinary	Ordinary	Ordinary	Ordinary
<i>Total valid votes (poll/ballot + remote voting)</i>	325558345	325562545	325558345	325556720	325556895
<i>Total votes in favour</i>	325558268	325562071	325558201	325554852	325554103
<i>Total votes against</i>	77	474	144	1868	2792
<i>Result of voting</i>	Passed as an Ordinary resolution	Passed as an Ordinary resolution	Passed as an Ordinary resolution	Passed as an Ordinary resolution	Passed as an Ordinary resolution

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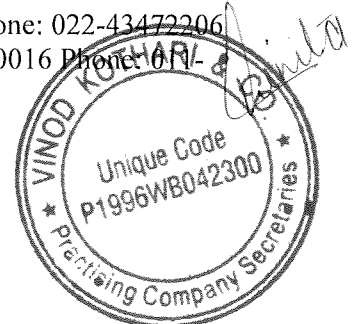


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Particulars	Resolution No. 6	Resolution No. 7	Resolution No. 8	Resolution No. 9
Total votes in favour of motion by electronic means	325546151	325540495	325544492	325548692
Total votes against the motion by electronic means	759	759	2819	169
Total votes cast in favour of motion by physical voting	9479	9479	9479	9479
Total votes cast against the motion by physical voting	5	5	5	5
<i>Nature of Resolution</i>	Ordinary	Special	Special	Special
<i>Total valid votes (ballot/poll + remote voting)</i>	325556394	325550738	325556795	325558345
<i>Total votes in favour</i>	325555630	325549974	325553971	325558171
<i>Total votes against</i>	764	764	2824	174
<i>Result of voting</i>	Passed as an Ordinary resolution	Passed as a Special resolution	Passed as Special resolution	Passed as Special resolution

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2. The consolidated result of the remote e-voting and physical voting on the resolutions put to vote at the 17th Annual General Meeting is as under:

Resolution Required : (Ordinary)			1 - Adoption of Audited Financial Statements of the Company on a Standalone and Consolidated basis for the financial year ended March 31, 2016 inter alia including the Balance Sheet, Statement of Profit and Loss and the Reports of the Auditors and Directors thereon					
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]={[2]/[1]}* 100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	325365074	325365074	100.0000	325365074	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		325365074	100.0000	325365074	0	100.0000	0.0000
Public Institutions	E-Voting	26950288	87526	0.3248	87526	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		87526	0.3248	87526	0	100.0000	0.0000
Public Non Institutions	E-Voting	118474143	96261	0.0813	96189	72	99.9252	0.0748
	Poll		9484	0.0080	9479	5	99.9473	0.0527
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		105745	0.0893	105668	77	99.9272	0.0728
Total		470789505	325558345	69.1516	325558268	77	100.0000	0.0000

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Udyog Aadhar Number – WB10D0000448

Resolution Required : (Ordinary)			2 - Declaration of Dividend of Re. 0.15 per Equity Share for the Financial Year ended March 31, 2016					
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]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]} *100	[7]={[5]/[2]} *100
Promoter and Promoter Group	E-Voting	325365074	325365074	100.0000	325365074	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		325365074	100.0000	325365074	0	100.0000	0.0000
Public Institutions	E-Voting	26950288	87526	0.3248	87526	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		87526	0.3248	87526	0	100.0000	0.0000
Public Non Institutions	E-Voting	118474143	100461	0.0848	99992	469	99.5332	0.4668
	Poll		9484	0.0080	9479	5	99.9473	0.0527
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		109945	0.0928	109471	474	99.5689	0.4311
Total		470789505	325562545	69.1525	325562071	474	99.9999	0.0001

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Udyog Aadhar Number – WB10D0000448

Resolution Required : (Ordinary)			3 - Re-appointment of Auditors					
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]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]} *100	[7]={[5]/[2]} *100
Promoter and Promoter Group	E-Voting	325365074	325365074	100.0000	325365074	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		325365074	100.0000	325365074	0	100.0000	0.0000
Public Institutions	E-Voting	26950288	87526	0.3248	87526	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		87526	0.3248	87526	0	100.0000	0.0000
Public Non Institutions	E-Voting	118474143	96261	0.0813	96122	139	99.8556	0.1444
	Poll		9484	0.0080	9479	5	99.9473	0.0527
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		105745	0.0893	105601	144	99.8638	0.1362
Total		470789505	325558345	69.1516	325558201	144	100.0000	0.0000

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Udyog Aaddhar Number – WB10D0000448

Resolution Required : (Ordinary)		4 - Appointment of Dr (Mrs) Rashmi Aggarwal as Independent Director						
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]={[2]/[1]} *100	[4]	[5]	[6]={[4]/[2]} *100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	325365074	325365074	100.0000	325365074	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		325365074	100.0000	325365074	0	100.0000	0.0000
Public Institutions	E-Voting	26950288	87526	0.3248	87526	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		87526	0.3248	87526	0	100.0000	0.0000
Public Non Institutions	E-Voting	118474143	94636	0.0799	92773	1863	98.0314	1.9686
	Poll		9484	0.0080	9479	5	99.9473	0.0527
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		104120	0.0879	102252	1868	98.2059	1.7941
Total		470789505	325556720	69.1512	325554852	1868	99.9994	0.0006

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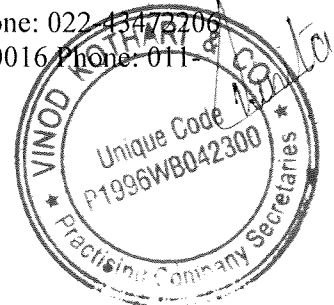
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Resolution Required : (Ordinary)			5 - Appointment of Mrs Kanta Devi Allria as Independent Director					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% 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]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	325365074	325365074	100.0000	325365074	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		325365074	100.0000	325365074	0	100.0000	0.0000
Public Institutions	E-Voting	26950288	87526	0.3248	87526	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		87526	0.3248	87526	0	100.0000	0.0000
Public Non Institutions	E-Voting	118474143	94811	0.0800	92024	2787	97.0605	2.9395
	Poll		9484	0.0080	9479	5	99.9473	0.0527
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		104295	0.0880	101503	2792	97.3230	2.6770
Total		470789505	325556895	69.1513	325554103	2792	99.9991	0.0009

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Resolution Required : (Ordinary)			6 - Appointment of Mr. R K Arora as Director					
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]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	325365074	325365074	100.0000	325365074	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		325365074	100.0000	325365074	0	100.0000	0.0000
Public Institutions	E-Voting	26950288	87526	0.3248	87526	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		87526	0.3248	87526	0	100.0000	0.0000
Public Non Institutions	E-Voting	118474143	94310	0.0796	93551	759	99.1952	0.8048
	Poll		9484	0.0080	9479	5	99.9473	0.0527
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		103794	0.0876	103030	764	99.2639	0.7361
Total		470789505	325556394	69.1512	325555630	764	99.9998	0.0002

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Resolution Required : (Special)			7 - Appointment of Mr. R K Arora as Executive Director & CEO and to approve his remuneration					
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]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	325365074	325365074	100.0000	325365074	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		325365074	100.0000	325365074	0	100.0000	0.0000
Public Institutions	E-Voting	26950288	87526	0.3248	87526	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		87526	0.3248	87526	0	100.0000	0.0000
Public Non Institutions	E-Voting	118474143	88654	0.0748	87895	759	99.1439	0.8561
	Poll		9484	0.0080	9479	5	99.9473	0.0527
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		98138	0.0828	97374	764	99.2215	0.7785
Total		470789505	325550738	69.1500	325549974	764	99.9998	0.0002

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 Phone: +91 – 33 – 2281 7715 | 1276 | 3742
 email: vinod@vinodkothari.com
 Web: www.vinodkothari.com
www.india-financing.com
 Unique Code – P1996WB042300
 PAN No - AAMFV6726E
 Service Tax Registration No. - AAMFV6726ESD001
 Udyog Aaddhar Number – WB10D0000448

Resolution Required : (Special)			8 - Re-appointment of Mr. Surjit Banga as Independent Director for second term					
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]	$[3]=\frac{[2]}{[1]} * 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} * 100$	$[7]=\frac{[5]}{[2]} * 100$
Promoter and Promoter Group	E-Voting	325365074	325365074	100.0000	325365074	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		325365074	100.0000	325365074	0	100.0000	0.0000
Public Institutions	E-Voting	26950288	87526	0.3248	87526	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		87526	0.3248	87526	0	100.0000	0.0000
Public Non Institutions	E-Voting	118474143	94711	0.0799	91892	2819	97.0236	2.9764
	Poll		9484	0.0080	9479	5	99.9473	0.0527
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		104195	0.0879	101371	2824	97.2897	2.7103
Total		470789505	325556795	69.1512	325553971	2824	99.9991	0.0009

Mumbai Office: 601-C, Neelkanth;98, Marine Drive, Mumbai- 400 002, Phone: 022-43472206

Delhi Office: A / 11 Hauz Khas (Opposite Vatika Medicare), New Delhi-110016 Phone: 011-26101111
 41315340





VINOD KOTHARI & COMPANY

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Resolution Required : (Special)			9 - Maintenance of Statutory Registers prescribed u/s. 88 of the Companies Act, 2013 along with Annual Return at the office of Registrar & Share Transfer Agent instead of Registered Office 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]	$[3]=\frac{[2]}{[1]} * 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} * 100$	$[7]=\frac{[5]}{[2]} * 100$
Promoter and Promoter Group	E-Voting	325365074	325365074	100.0000	325365074	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		325365074	100.0000	325365074	0	100.0000	0.0000
Public Institutions	E-Voting	26950288	87526	0.3248	87526	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		87526	0.3248	87526	0	100.0000	0.0000
Public Non Institutions	E-Voting	118474143	96261	0.0813	96092	169	99.8244	0.1756
	Poll		9484	0.0080	9479	5	99.9473	0.0527
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		105745	0.0893	105571	174	99.8355	0.1645
Total		470789505	325558345	69.1516	325558171	174	99.9999	0.0001

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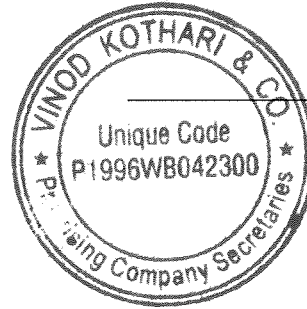
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Udyog Aaddhar Number – WB10D0000448

3. All Registers, relevant records and other incidental papers relating to electronic voting and physical voting by ballot/poll paper at the 17th AGM will remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid AGM and the same shall be handed over thereafter to the Company secretary as authorized by the Board of the Company for safe keeping.

Place: Mumbai

For M/s Vinod Kothari & Company
Practising Company Secretaries
Firm Registration No. P1996WB042300



Mrs. Vinita Nair
Partner

CP no.: 11902