

January 23, 2017

BSE Limited
National Stock Exchange of India Limited

Kindly Attn: Corporate Relationship Department

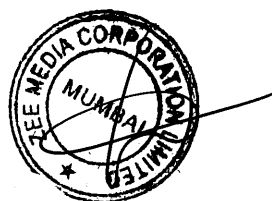
Dear Sir,

Sub: Declaration of Voting Results - Postal Ballot Notice dated December 15, 2016.

This is further to our communication dated December 23, 2016, submitting copy of Postal Ballot Notice dated December 15, 2016 along with Public Notice published in Newspaper(s) on December 23, 2016. As informed vide the said letter, voting on all the resolutions mentioned in said Postal Ballot Notice, commenced on and from Friday, the 23rd day of December 2016 at 9.00 a.m. and concluded on Saturday, the 21st day of January 2017 at 5.00 p.m.

In this regard we wish to inform you that, based on Scrutiniser's Report dated January 23, 2017, issued by ACS Mrs. Vinita Nair, Partner of M/s. Vinod Kothari & Co., Company Secretaries, the Chairman of the Board of Directors of the Company has today announced that all the resolutions proposed in the Postal Ballot Notice dated December 15, 2016 and as detailed herein, have been approved by the shareholders with requisite majority and therefore all the resolutions are deemed to be passed on January 21, 2017 (Last date of voting by Postal Ballot / E-voting).

Item No	Description of resolution	Type of Resolution	Result
1.	Approval of all Shareholders pursuant to Section 180(1)(c) of the Act for authorizing the Board to borrow moneys in excess of the paid-up share capital and free reserves of the Company up to Rs. 3,000 Crores	Special	Approved with requisite majority
2.	Approval of all Shareholders pursuant to Section 186 of the Act for authorizing the Board to make loans to any person or other bodies corporate; and/or give any guarantee or provide security in connection with a loan to any other body corporate or person; and/or acquire by way of subscription, purchase or otherwise securities of any bodies corporate up to Rs. 3,000 Crores	Special	Approved with requisite majority
3.	Approval of Public Shareholders pursuant to Regulation 23 of SEBI Listing Regulations for authorizing the Board to enter into related party transaction by availing loans from one of the Promoter entities upto an aggregate financial limit of Rs. 500 Crores	Ordinary	Approved with requisite majority



||| VASUDHAIVA KUTUMBAKAM |||
THE WORLD IS MY FAMILY

ZEE MEDIA CORPORATION LIMITED

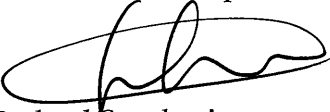
Regd. Office : Continental Building, 135, Dr. Annie Besant Road, Worli,
Mumbai - 400018, India Tel. : +91-22-2483 1234 Fax : +91-22-2490 0302
www.zeenews.india.com | CIN : L92100MH1999PLC121506

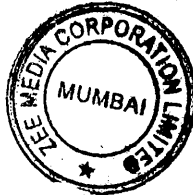
Item No	Description of resolution	Type of Resolution	Result
4.	Approval of Public Shareholders pursuant to applicable provisions of the Act and/or SEBI Listing Regulations for authorizing the Board to enter into related party transaction by giving loans to; and/or making investments in; and/or providing security / guarantee to secure obligations of, any current or future Subsidiary and/or Associate of the Company upto an aggregate financial limit of Rs. 3,000 Crores	Ordinary	Approved with requisite majority
5.	Approval of all Shareholders for appointment of Mr. Rajiv Singh as Director of the Company.	Ordinary	Approved with requisite majority
6.	Approval of all Shareholders for appointment of and payment of remuneration to Mr. Rajiv Singh as Executive Director & Chief Operating Officer of the Company for a period of 3 years with effect from September 9, 2016.	Special	Approved with requisite majority
7.	Approval and ratification of all Shareholders for remuneration of Rs. 1,20,000/- plus taxes and out of pocket expenses payable to M/s. Chandra Wadhwa & Co., Cost Accountants as Cost Auditors of the Company for financial year ending on March 31, 2017	Ordinary	Approved with requisite majority

Details of physical voting and e-voting in the format prescribed under Regulation 44 of SEBI Listing Regulations, duly certified by M/s. Link Intime India Private Limited, Registrar & Share Transfer Agent of the Company, along with Scrutinizers' Report is enclosed herewith for your information and record.

Kindly acknowledge receipt

Yours truly,
For Zee Media Corporation Limited


Pushpal Sanghavi
Company Secretary



Encl. As above



|| VASUDHAIVA KUTUMBAKAM ||
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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

Zee Media Corporation Limited

Report as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Postal Ballot & E-voting on Resolutions proposed in Postal Ballot Notice dated December 15, 2016

Resolution Required : (Special)
1 - Special Resolution authorising Board to Borrow moneys in excess of limits prescribed u/s. 180(1)(c) of the companies Act, 2013 upto financial limit of Rs. 3,000 Crores.

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	100.0000	325365074	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	325365074	0	0.0000	0	0	0.0000	0.0000			
	Total		325365074	100.0000	325365074	0	100.0000	0.0000			
Public Institutions	E-Voting		145275	0.5126	145275	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	28340243	0	0.0000	0	0	0.0000	0.0000			
	Total		145275	0.5126	145275	0	100.0000	0.0000			
Public Non Institutions	E-Voting		17045816	14.5586	16990325	55491	99.6745	0.3255			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	117084188	35087	0.0300	22794	12293	64.6102	35.3898			
	Total		17080903	14.5886	17013119	67784	99.6032	0.3968			
Total		470789505	342591252	72.7695	342523468	67784	99.9802	0.0198			



Zee Media Corporation Limited

Report as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Postal Ballot & E-voting on Resolutions proposed in Postal Ballot Notice dated December 15, 2016

Resolution Required : (Special)
 2 - Special Resolution authorising Board to give loans, make investments, provide guarantee(s) / security(ies) in excess of limits prescribed under section 186 of the companies Act, 2013 upto financial limit of Rs.3,000 Crores.

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	100.0000	325365074	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	325365074	0	0.0000	0	0	0.0000	0.0000			
	Total		325365074	100.0000	325365074	0	100.0000	0.0000			
Public Institutions	E-Voting		145275	0.5126	0	145275	0.0000	100.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	28340243	0	0.0000	0	0	0.0000	0.0000			
	Total		145275	0.5126	0	145275	0.0000	100.0000			
Public Non Institutions	E-Voting		17045290	14.5581	16990930	54360	99.6811	0.3189			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	117084188	34304	0.0293	20828	13476	60.7160	39.6902			
	Total		17079594	14.5874	17011758	67836	99.6028	0.3972			
Total		470789505	342589943	72.7692	342376832	213111	99.9378	0.0622			



Zee Media Corporation Limited

Report as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Postal Ballot & E-voting on Resolutions proposed in Postal Ballot Notice dated December 15, 2016

Resolution Required : (Ordinary)
3 - Ordinary Resolution to authorise Board to enter into related party transaction by availing secured loan from Arm Infra & Utilities Pvt Ltd, one of the promoters of the company.

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	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	325365074		0.0000	0	0	0.0000	0.0000
	Total			0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting		145275	0.5126	145275	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	28340243		0.0000	0	0	0.0000	0.0000
	Total		145275	0.5126	145275	0	100.0000	0.0000
Public Non Institutions	E-Voting		17045490	14.5583	17038761	6729	99.9605	0.0395
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	117084188	34162	0.0289	21853	12309	63.5947	36.4053
	Total		17079652	14.5875	17060614	19038	99.8885	0.1115
Total		470789505	17224927	3.6587	17205889	19038	99.8895	0.1105



Zee Media Corporation Limited

Report as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Postal Ballot & E-voting on Resolutions proposed in Postal Ballot Notice dated December 15, 2016

Resolution Required : (Ordinary)		4 - Ordinary Resolution authorizing the Board to enter into related party transactions with subsidiaries/Associates									
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	0.0000	0	0	0.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	325365074		0.0000	0	0	0.0000	0.0000			
	Total			0.0000	0	0	0.0000	0.0000			
Public Institutions	E-Voting		145275	0.5126	0	145275	0.0000	100.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	28340243		0.0000	0	0	0.0000	0.0000			
	Total			0.5126	0	145275	0.0000	100.0000			
Public Non Institutions	E-Voting		17045749	14.5585	16992305	53444	99.6865	0.3135			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	117084188		0.0289	21863	12289	63.6431	36.3569			
	Total			14.5877	17014168	65733	99.6151	0.3849			
Total		470789505	17225176	3.6588	17014168	211008	98.7750	1.2250			



Zee Media Corporation Limited

Report as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Postal Ballot & E-voting on Resolutions proposed in Postal Ballot Notice dated December 15, 2016

Resolution Required : (Ordinary)
5 - Ordinary Resolution for appointment of Mr. Rajiv Singh as Director of the Company.

Whether promoter/ promoter group are interested in the agenda/resolution?		NO									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100			
Promoter and Promoter Group	E-Voting		325365074	100.0000	325365074	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	325365074		0.0000	0	0	0.0000	0.0000			
	Total			100.0000	325365074	0	100.0000	0.0000			
Public Institutions	E-Voting		145275	0.5126	145275	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	28340243		0.0000	0	0	0.0000	0.0000			
	Total			0.5126	145275	0	100.0000	0.0000			
Public Non Institutions	E-Voting		17043822	14.5569	17039176	4646	99.9727	0.0273			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	117084188	34152	0.0289	33925	227	99.3284	0.6716			
	Total		17077974	14.5861	17073101	4873	99.9715	0.0285			
Total		470789505	342588323	72.7689	342583450	4873	99.9986	0.0014			



Zee Media Corporation Limited

Report as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Postal Ballot & E-voting on Resolutions proposed in Postal Ballot Notice dated December 15, 2016

Resolution Required : (Special)
6 - Special Resolution for appointment of and payment of remuneration to Mr. Rajiv Singh as an Executive Director & COO of the company.

Whether promoter/ promoter group are interested in the agenda/resolution?		NO									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100			
Promoter and Promoter Group	E-Voting		325365074	100.0000	325365074	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	325365074	0	0.0000	0	0	0.0000	0.0000			
	Total		325365074	100.0000	325365074	0	100.0000	0.0000			
Public Institutions	E-Voting		145275	0.5126	145275	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	28340243	0	0.0000	0	0	0.0000	0.0000			
	Total		145275	0.5126	145275	0	100.0000	0.0000			
Public Non Institutions	E-Voting		17043319	14.5565	17038686	4633	99.9728	0.0272			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	117084188	34152	0.0289	33921	231	99.3166	0.6834			
	Total		17077471	14.5856	17072607	4864	99.9715	0.0285			
Total		470789505	342587820	72.7688	342582956	4864	99.9986	0.0014			



Zee Media Corporation Limited

Report as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on Postal Ballot & E-voting on Resolutions proposed in Postal Ballot Notice dated December 15, 2016

Resolution Required : (Ordinary) 7 - Ordinary Resolution for ratification of proposed payment of remuneration to the Cost Auditors for FY 2016-17

Whether promoter/ promoter group are interested in the agenda/resolution?		NO									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]} \times 100$	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]} \times 100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]} \times 100$			
Promoter and Promoter Group	E-Voting		325365074	100.0000	325365074	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	325365074		0.0000	0	0	0.0000	0.0000			
	Total		325365074	100.0000	325365074	0	100.0000	0.0000			
Public Institutions	E-Voting		145275	0.5126	145275	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	28340243		0.0000	0	0	0.0000	0.0000			
	Total		145275	0.5126	145275	0	100.0000	0.0000			
Public Non Institutions	E-Voting		17045095	14.5580	17041492	3603	99.9789	0.0211			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	117084188	34162	0.0289	34160	2	99.9941	0.0059			
	Total		17079257	14.5872	17075652	3605	99.9789	0.0211			
Total		470789505	342589606	72.7692	342586001	3605	99.9989	0.0011			





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 Adhar Number – WB10D0000448

Date: January 23, 2017

To
The Board of Directors
Zee Media Corporation Limited
Continental Building,
135, Dr. Annie Besant Road, Worli,
Mumbai – 400018
India

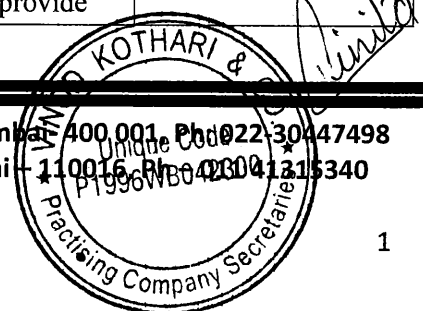
Sub: Scrutinizer's report on postal ballot conducted as per Companies Act, 2013 and allied Rules thereunder.

Sir,

I, Mrs. Vinita Nair, Partner, M/s Vinod Kothari & Co., Practising Company Secretaries, vide letter dated November 18, 2016 was appointed by the Company as the Scrutinizer pursuant to section 108 of the Companies Act, 2013 ('Act, 2013') read with Rule 20 and 22 of the Companies Management and Administration) Rules, 2014 ('Rules, 2014') to ensure fair and transparent conduct of the postal ballot/e-voting process in due compliance with section 110 of Act, 2013 and Rules, 2014 for the approval sought for the below mentioned resolutions:

Resolution No.	Type & Description of resolution	Type of Resolution
1.	Approval of all the Shareholders of the Company under Section 180(1)(c) of the Act for authorizing the Board to borrow moneys in excess of the paid-up share capital and free reserves of the Company up to Rs. 3,000 Crores	Special
2.	Approval of all the Shareholders of the Company under Section 186 of the Act for authorizing the Board to make loans to any person or other bodies corporate; and/or give any guarantee or provide	Special

Mumbai Office: 403-406 Shreyas Chambers, 175 D.N. Road, Fort, Mumbai - 400 001, Ph: 022-30447498
Delhi Office: A/11 HauzKhaus (Opposite Vatika Medicare), New Delhi - 110016, Ph: 011-2611315340





VINOD KOTHARI & COMPANY

Practising Company Secretaries
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www.india-financing.com

Unique Code – P1996WB042300

PAN No -AAMFV6726E

Service Tax Registration No. - AAMFV6726ESD001

Udyog Adhar Number – WB10D0000448

Resolution No.	Type & Description of resolution	Type of Resolution
	security in connection with a loan to any other body corporate or person; and/or acquire by way of subscription, purchase or otherwise securities of any bodies corporate up to Rs. 3,000 Crores	
3.	Approval of Public Shareholders (i.e. Shareholders other than those forming part of Promoter and Promoter Group and other related parties) pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to enter into related party transaction by availing loans from one of the Promoter entities upto an aggregate financial limit of Rs. 500 Crores	Ordinary
4.	Approval of Public Shareholders (i.e. Shareholders other than those forming part of Promoter and Promoter Group and other related parties) pursuant to applicable provisions of the Act and/or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to enter into related party transaction by giving loans to; and/or making investments in; and/or providing security / guarantee to secure obligations of, any current or future Subsidiary and/or Associate of the Company upto an aggregate financial limit of Rs. 3,000 Crores	Ordinary
5.	Approval of all Shareholders for appointment of Mr. Rajiv Singh (DIN 02245630) as Director of the Company.	Ordinary
6.	Approval of all Shareholders for appointment of and payment of remuneration to Mr. Rajiv Singh as Executive Director & Chief Operating Officer of the Company for a period of 3 years with effect from September 9, 2016.	Special
7.	Approval and ratification of all Shareholders for remuneration of Rs. 1,20,000/- plus taxes and out of pocket expenses payable to M/s. Chandra Wadhwa & Co., Cost Accountants as Cost Auditors	Ordinary

Mumbai Office: 403-406 Shreyas Chambers, 175 D.N. Road, Fort, Mumbai - 400 001, Ph: 022 30447498
Delhi Office: A/11 HauzKhas (Opposite Vatika Medicare), New Delhi - 110016, Ph: 011 41315340





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PAN No -AAMFV6726E

Service Tax Registration No. - AAMFV6726ESD001

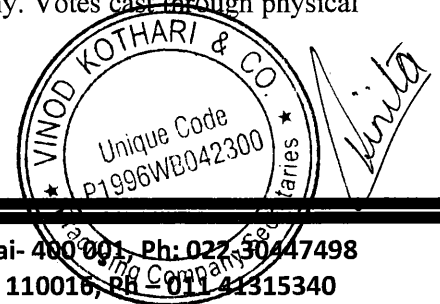
Udyog Adhar Number – WB10D0000448

Resolution No.	Type & Description of resolution	Type of Resolution
	of the Company for financial year ending on March 31, 2017	

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 postal ballots by the shareholders on the resolution proposed is the responsibility of the management. Our 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 submit Scrutinizer's report of the total votes cast in favour or against, if any, to the Company on the resolution, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and the physical counting/ verification of physical ballots.

In keeping with the requirements of the Rules, 2014, we submit our report as under:

- As per the information provided to us, the Postal Ballot Notice was sent by email to the shareholders whose email address is registered with the Company/ Depository Participants(s) for communication and for those shareholders who have not registered their email address, physical copy of the Postal Ballot Notice along with Business Reply Envelope was sent by courier by December 22, 2016 to all such members whose names appeared on the Register of Members/list of beneficiaries as at close of business on Friday, December 16, 2016.
- The e-voting period commenced from Friday, December 23, 2016 at 9.00 a.m. and ended on Saturday, January 21, 2017 at 5.00 p.m. The NSDL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked by us in the presence of two witnesses, viz. Ms. Dipanjali Nagpal and Ms. Diksha Kataria, executives of M/s Vinod Kothari & Company, Company Secretaries who are not in the employment of the Company. Votes cast through physical ballots were considered till January 21, 2017.



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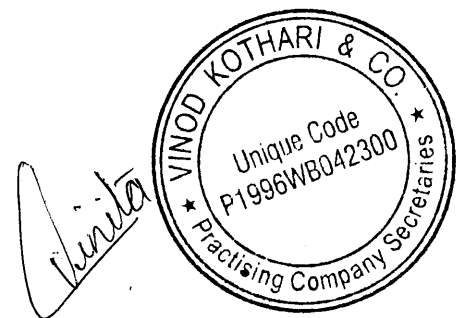
Unique Code – P1996WB042300

PAN No -AAMFV6726E

Service Tax Registration No. - AAMFV6726ESD001

Udyog Adhar Number – WB10D0000448

3. Public Notice containing relevant details as required by Rules, 2014 was published in English Newspaper 'Business Standard' and 'DNA' on December 23, 2016 and in Marathi Newspaper 'Navshakti' on December 23 2016.
4. In keeping with the provisions of Section 108 and 110 of Act, 2013 and Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') the Company had made arrangements with National Securities Depository Limited for providing a system of casting votes by the shareholders through electronic means.
5. Particulars of all postal ballot forms received from the shareholders and votes cast through electronic means have been maintained in a separate register in electronic mode.
6. All postal ballot forms received upto 5.00 P.M. on January 21, 2017, being the last time and date fixed by the Company for receipt of the postal ballot forms, have been considered for scrutiny. Any form received after the said date and time have not been considered for scrutiny.
7. During the course of scrutiny, no postal ballot form has been found to be defaced or mutilated.
8. We have relied on information provided by M/s. Link Intime India Private Limited, the Registrar & Share Transfer Agent ('RTA') of the Company in relation to details regarding number of shares held and signature of shareholders.
9. The details of postal ballot forms (including votes casted by electronic means) received with respect to the proposed resolutions are given below:



Mumbai Office: 403-406 Shreyas Chambers, 175 D.N. Road, Fort, Mumbai- 400 001, Ph: 022-30447498
Delhi Office: A/11 HauzKhaus (Opposite Vatika Medicare), New Delhi – 110016, Ph – 011 41315340



VINOD KOTHARI & COMPANY

Practising Company Secretaries
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email: vinod@vinodkothari.com

Web: www.vinodkothari.com

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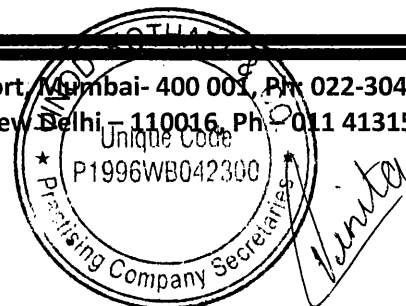
Resolution 1:

Sr. No	Particulars	Total number of ballots/electronic confirmations	Total number of votes
1	Total physical ballot forms received	114	41498
2	Total votes cast by electronic means	240	342556165
3	Total no. of votes taken to be invalid out of the physical ballots received (for reasons mentioned below)	8	6239
4	No. of e-votes taken to be invalid	Nil	Nil
5	Votes not casted (shareholder casted vote only for part of his/her holding)		172
	Total number of valid postal ballot forms and e-voting confirmations [1+2-(3+4+5)]	346	342591252

Resolution 2:

Sr. No	Particulars	Total number of ballots/electronic confirmations	Total number of votes
1	Total physical ballot forms received	114	41498
2	Total votes cast by electronic means	238	342555639
3	Total no. of votes taken to be invalid out of the physical ballots received (for reasons mentioned below)	12	6974
4	No. of e-votes taken to be invalid	Nil	Nil
5	Votes not casted (shareholder casted vote only for part of his/her holding)		220
	Total number of valid postal ballot forms and e-voting confirmations [1+2-(3+4+5)]	340	342589943

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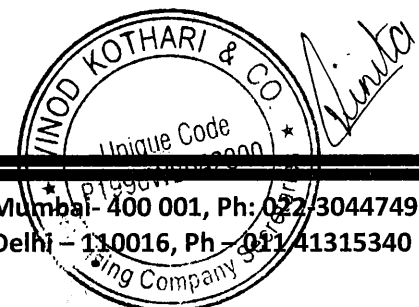
Udyog Adhar Number – WB10D0000448

Resolution 3:

Sr. No	Particulars	Total number of ballots/electronic confirmations	Total number of votes
1	Total physical ballot forms received	114	41498
2	Total votes cast by electronic means	230	17190895
3	Total no. of votes taken to be invalid out of the physical ballots received (for reasons mentioned below)	13	7174
4	No. of e-votes taken to be invalid	1	130
5	Votes not casted (shareholder casted vote only for part of his/her holding)		162
	Total number of valid postal ballot forms and e-voting confirmations [1+2-(3+4+5)]	330	17224927

Resolution 4:

Sr. No	Particulars	Total number of ballots/electronic confirmations	Total number of votes
1	Total physical ballot forms received	114	41498
2	Total votes cast by electronic means	230	17191154
3	Total no. of votes taken to be invalid out of the physical ballots received (for reasons mentioned below)	14	7346
4	No. of e-votes taken to be invalid	1	130
	Total number of valid postal ballot forms and e-voting confirmations [1+2-(3+4)]	329	17225176



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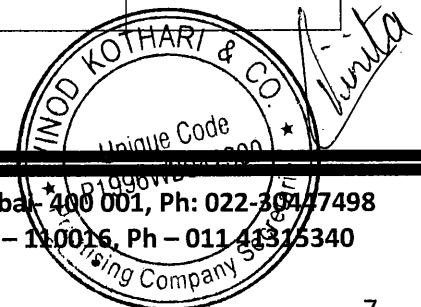
Udyog Adhar Number – WB10D0000448

Resolution 5:

Sr. No	Particulars	Total number of ballots/electronic confirmations	Total number of votes
1	Total physical ballot forms received	114	41498
2	Total votes cast by electronic means	234	342554171
3	Total no. of votes taken to be invalid out of the physical ballots received (for reasons mentioned below)	14	7346
4	No. of e-votes taken to be invalid	Nil	Nil
	Total number of valid postal ballot forms and e-voting confirmations [1+2-(3+4)]	334	342588323

Resolution 6:

Sr. No	Particulars	Total number of ballots/electronic confirmations	Total number of votes
1	Total physical ballot forms received	114	41498
2	Total votes cast by electronic means	234	342553668
3	Total no. of votes taken to be invalid out of the physical ballots received (for reasons mentioned below)	14	7346
4	No. of e-votes taken to be invalid	Nil	Nil
	Total number of valid postal ballot forms and e-voting confirmations [1+2-(3+4)]	334	342587820



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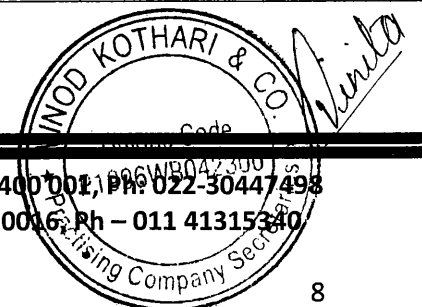
Udyog Adhar Number – WB10D0000448

Resolution 7:

Sr. No	Particulars	Total number of ballots/electronic confirmations	Total number of votes
1	Total physical ballot forms received	114	41498
2	Total votes cast by electronic means	238	342555444
3	Total no. of votes taken to be invalid out of the physical ballots received (for reasons mentioned below)	13	7174
4	No. of e-votes taken to be invalid	Nil	Nil
5	Votes not casted (shareholder casted vote only for part of his/her holding)		162
	Total number of valid postal ballot forms and e-voting confirmations [1+2-(3+4+5)]	339	342589606

Summary of reasons for rejection of the postal ballots:-

Particulars	Resolution 1		Resolution 2		Resolution 3		Resolution 4	
	No of Ballots	No of shares	No of Ballots	No of shares	No of Ballots	No of shares	No of Ballots	No of shares
No board resolution attached	1	4500	1	4500	1	4500	1	4500
No option ticked	Nil	Nil	4	735	5	935	6	1107
Signature mismatch	7	1739	7	1739	7	1739	7	1739
Total	8	6239	12	6974	13	7174	14	7346



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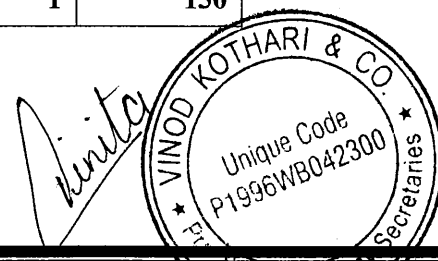
Service Tax Registration No. - AAMFV6726ESD001

Udyog Adhar Number – WB10D0000448

Particulars	Resolution 5		Resolution 6		Resolution 7	
	No of Ballots	No of shares	No of Ballots	No of shares	No of Ballots	No of shares
No board resolution attached	1	4500	1	4500	1	4500
No option ticked	6	1107	6	1107	5	935
Signature mismatch	7	1739	7	1739	7	1739
Total	14	7346	14	7346	13	7174

Summary of reasons for rejection of votes casted electronically-

Particulars	Resolution 3		Resolution 4	
	No of electronic confirmation	No of shares	No of electronic confirmation	No of shares
Vote casted by related party	1	130	1	130
Total	1	130	1	130



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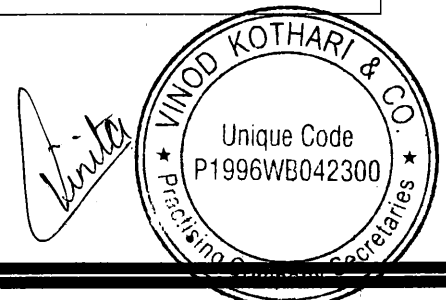
10. The summary of the valid votes casted in favor and valid votes casted against the resolution is as follows:

Resolution 1:

Particulars	Assent		Dissent	
	No. of ballots/ confirmations	No. of Shares	No. of ballots/ confirmations	No. of Shares
Physical	95	22794	11	12293
E-voting	208	342500674	32	55491
Total	303	342523468	43	67784
%	99.9802		0.0198	

Resolution 2:

Particulars	Assent		Dissent	
	No. of ballots/ confirmations	No. of Shares	No. of ballots/ confirmations	No. of Shares
Physical	87	20828	15	13476
E-voting	210	342356004	28	199635
Total	297	342376832	43	213111
%	99.9378		0.0622	



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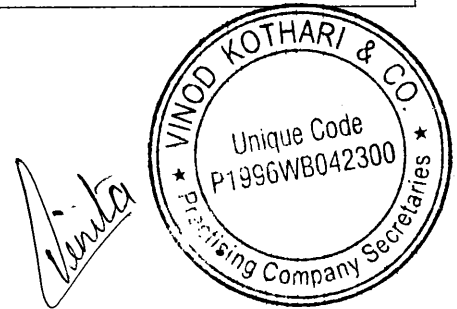
Udyog Adhar Number – WB10D0000448

Resolution 3:

Particulars	Assent		Dissent	
	No. of ballots/ confirmations	No. of Shares	No. of ballots/ confirmations	No. of Shares
Physical	89	21853	12	12309
E-voting	204	17184036	25	6729
Total	293	17205889	37	19038
%	99.8895		0.1105	

Resolution 4:

Particulars	Assent		Dissent	
	No. of ballots/ confirmations	No. of Shares	No. of ballots/ confirmations	No. of Shares
Physical	90	21863	10	12289
E-voting	206	16992305	23	198719
Total	296	17014168	33	211008
%	98.7750		1.2250	



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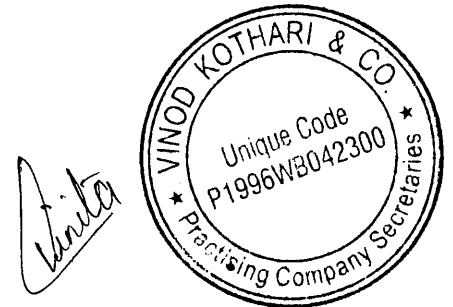
Udyog Adhar Number – WB10D0000448

Resolution 5:

Particulars	Assent		Dissent	
	No. of ballots/ confirmations	No. of Shares	No. of ballots/ confirmations	No. of Shares
Physical	98	33925	2	227
E-voting	213	342549525	21	4646
Total	311	342583450	23	4873
%	99.9986		0.0014	

Resolution 6:

Particulars	Assent		Dissent	
	No. of ballots/ confirmations	No. of Shares	No. of ballots/ confirmations	No. of Shares
Physical	97	33921	3	231
E-voting	209	342549035	25	4633
Total	306	342582956	28	4864
%	99.9986		0.0014	



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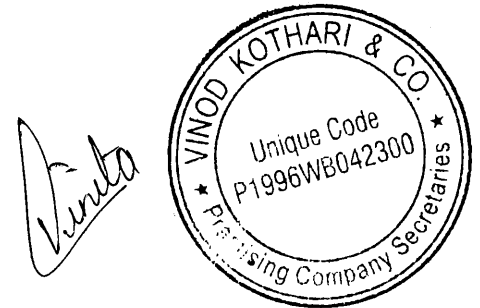
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Resolution 7:

Particulars	Assent		Dissent	
	No. of ballots/ confirmations	No. of Shares	No. of ballots/ confirmations	No. of Shares
Physical	100	34160	1	2
E-voting	219	342551841	19	3603
Total	309	342586001	20	3605
%	99.9989		0.0011	

11. The detailed voting results in terms of Regulation 44 of Listing Regulations are as follows:



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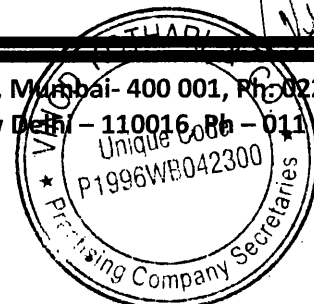
PAN No -AAMFV6726E

Service Tax Registration No. - AAMFV6726ESD001

Udyog Adhar Number – WB10D0000448

Resolution Required : (Special)			1 - Special Resolution authorising Board to Borrow moneys in excess of limits prescribed u/s. 180(1)(c) of the companies Act,2013 upto financial limit of Rs. 3,000 Crores.					
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	28340243	145275	0.5126	145275	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		145275	0.5126	145275	0	100.0000	0.0000
Public Non Institutions	E-Voting	117084188	17045816	14.5586	16990325	55491	99.6745	0.3255
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		35087	0.0300	22794	12293	64.6102	35.3898
	Total		17080903	14.5886	17013119	67784	99.6032	0.3968
Total		470789505	342591252	72.7695	342523468	67784	99.9802	0.0198

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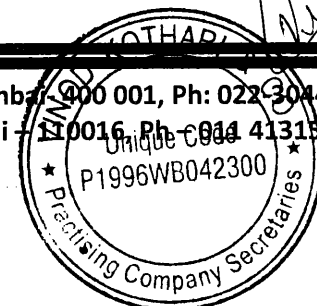


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 Udyog Adhar Number – WB10D0000448

Resolution Required : (Special)			2 - Special Resolution authorising Board to give loans, make investments, provide guarantee(s)/security(ies) in excess of limits prescribed under section 186 of the companies Act, 2013 upto financial limit of Rs.3,000 Crores.					
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	28340243	145275	0.5126	0	145275	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		145275	0.5126	0	145275	0.0000	100.0000
Public Non Institutions	E-Voting	117084188	17045290	14.5581	16990930	54360	99.6811	0.3189
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		34304	0.0293	20828	13476	60.7160	39.6902
	Total		17079594	14.5874	17011758	67836	99.6028	0.3972
Total		470789505	342589943	72.7692	342376832	213111	99.9378	0.0622

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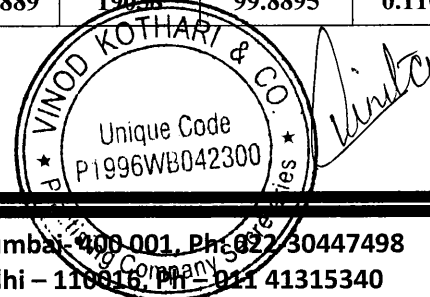
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PAN No -AAMFV6726E

Service Tax Registration No. - AAMFV6726ESD001

Udyog Adhar Number – WB10D0000448

Resolution Required : (Ordinary)			3 - Ordinary Resolution to authorise Board to enter into related party transaction by availing secured loan from Arm Infra & Utilities Pvt Ltd, one of the promoters of the company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
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	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	28340243	145275	0.5126	145275	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		145275	0.5126	145275	0	100.0000	0.0000
Public Non Institutions	E-Voting	117084188	17045490	14.5583	17038761	6729	99.9605	0.0395
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		34162	0.0289	21883	12309	63.5947	36.4053
	Total		17079652	14.5875	17060614	19038	99.8885	0.1115
Total		470789505	17224927	3.6587	17205889	19038	99.8895	0.1105



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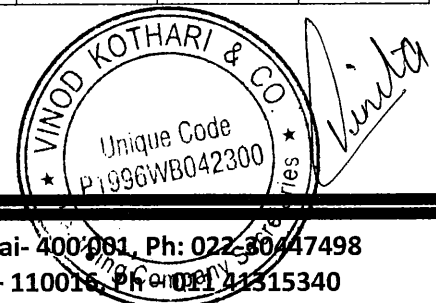
Unique Code – P1996WB042300

PAN No -AAMFV6726E

Service Tax Registration No. - AAMFV6726ESD001

Udyog Adhar Number – WB10D0000448

Resolution Required : (Ordinary)			4 - Ordinary Resolution authorizing the Board to enter into related party transactions with subsidiaries/Associates					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
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	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	28340243	145275	0.5126	0	145275	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		145275	0.5126	0	145275	0.0000	100.0000
Public Non Institutions	E-Voting	117084188	17045749	14.5585	16992305	53444	99.6865	0.3135
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		34152	0.0289	21863	12289	63.6431	36.3569
	Total		17079901	14.5877	17014168	65733	99.6151	0.3849
Total		470789505	17225176	3.6588	17014168	211008	98.7750	1.2250



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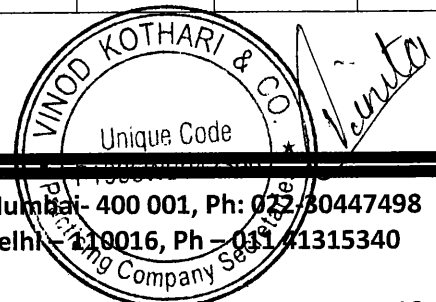
Unique Code – P1996WB042300

PAN No -AAMFV6726E

Service Tax Registration No. - AAMFV6726ESD001

Udyog Adhar Number – WB10D0000448

Resolution Required : (Ordinary)			5 - Ordinary Resolution for appointment of Mr. Rajiv Singh as Director 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	28340243	145275	0.5126	145275	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		145275	0.5126	145275	0	100.0000	0.0000
Public Non Institutions	E-Voting	117084188	17043822	14.5569	17039176	4646	99.9727	0.0273
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		34152	0.0289	33925	227	99.3284	0.6716
	Total		17077974	14.5861	17073101	4873	99.9715	0.0285
Total		470789505	342588323	72.7689	342583450	4873	99.9986	0.0014



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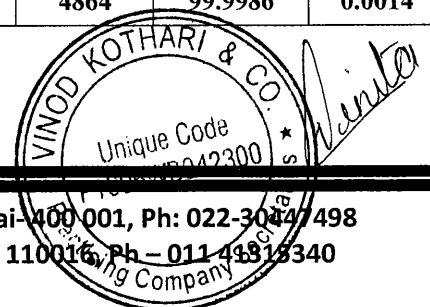
Unique Code – P1996WB042300

PAN No -AAMFV6726E

Service Tax Registration No. - AAMFV6726ESD001

Udyog Adhar Number – WB10D0000448

Resolution Required : (Special)			6 - Special Resolution for appointment of and payment of remuneration to Mr. Rajiv Singh as an Executive Director & COO 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	28340243	145275	0.5126	145275	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		145275	0.5126	145275	0	100.0000	0.0000
Public Non Institutions	E-Voting	117084188	17043319	14.5565	17038686	4633	99.9728	0.0272
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		34152	0.0289	33921	231	99.3166	0.6834
	Total		17077471	14.5854	17072607	4864	99.9715	0.0285
Total		470789505	342587820	72.7687	342582956	4864	99.9986	0.0014



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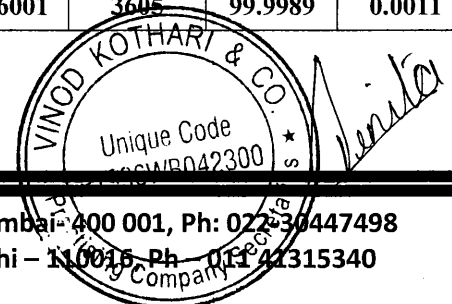
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PAN No -AAMFV6726E

Service Tax Registration No. - AAMFV6726ESD001

Udyog Adhar Number – WB10D0000448

Resolution Required : (Ordinary)			7 - Ordinary Resolution for ratification of proposed payment of remuneration to the Cost Auditors for FY 2016-17					
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	28340243	145275	0.5126	145275	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		145275	0.5126	145275	0	100.0000	0.0000
Public Non Institutions	E-Voting	117084188	17045095	14.5580	17041492	3603	99.9789	0.0211
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		34162	0.0289	34160	2	99.9941	0.0059
	Total		17079257	14.5872	17075652	3605	99.9789	0.0211
Total		470789505	342589606	72.7692	342586001	3605	99.9989	0.0011



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Udyog Adhar Number – WB10D0000448

Note:

1. In compliance with Regulation 23 of the Listing Regulations, 2015 and section 188 of Act, 2013, votes casted by a related party for resolutions 3 and 4 have been considered invalid.

RESULTS:

Based on the results above and considering the provisions of Act, 2013 and Rules 2014, we hereby report the following:

As the number of votes cast in favor of all the resolutions are more than the votes cast against the same as shown in the tables above, all the resolutions under applicable provisions of Act, 2013 and rules made thereunder and the Listing Regulations, as set out in the Postal ballot notice dated December 15, 2016, have been passed with requisite majority.

Consolidated register for Postal Ballot and E-voting containing list of shareholders who voted For, Against and those whose votes were declared invalid for the aforesaid resolutions along with the Postal Ballot Forms are handed over to the Company Secretary of the Company for safe keeping and records.

We thank you for the opportunity given to act as the Scrutinizer for the above mentioned Postal Ballot process.

Place: Mumbai



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

Vinita Nair
Partner
CP No.: 11902

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