



IWL: NOI: 51: 2017

28<sup>th</sup> September, 2017

The Secretary BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street , Mumbai 400 001	The Secretary National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra (E), Mumbai 400 051
Scrip code: 539083	Scrip code: INOXWIND
Fax No 022-22723121/2037/39/41/61	Fax No 022-2659 8237/38

Dear Sir,

**Sub: Declaration of Voting Results of 8<sup>th</sup> Annual General Meeting of Inox Wind Limited held on 26<sup>th</sup> September, 2017**

**Ref: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)**

Pursuant to Regulation 44(3) of Listing Regulations, we would like to inform you that the Members of the Company at the 8<sup>th</sup> Annual General Meeting ('AGM') of the Company held on 26<sup>th</sup> September, 2017 at Hotel Pandit Moolraj Residency, SH-25, Una - Nangal Road, Rakkar Colony, District Una - 174303, Himachal Pradesh, had transacted the business as set out in the Notice of AGM dated 9<sup>th</sup> August, 2017.

In this connection, we enclose the consolidated results of remote E-voting and Poll conducted at the AGM alongwith the Scrutinizer's Report.

The Voting Results are also being placed on the website of the Company [www.inoxwind.com](http://www.inoxwind.com) and on the website of Central Depository Services (India) Limited [www.evotingindia.com](http://www.evotingindia.com).

We request you to please take the above on record.

Yours faithfully,  
**For Inox Wind Limited**

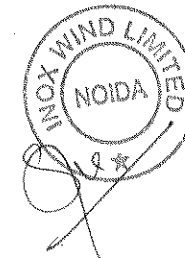
  
**Deepak Banga**  
Company Secretary



Encl.: As above

**INOX WIND LIMITED**  
**8TH ANNUAL GENERAL MEETING**

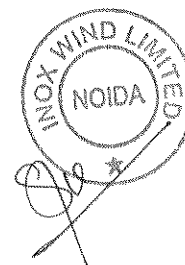
<b>Date of the AGM/EGM</b>	26.09.2017
<b>Total number of shareholders on record date</b>	63,439
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	49
Promoters and Promoter Group:	5
Public:	44
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	Not applicable
Promoters and Promoter Group:	Not applicable
Public	Not applicable



**Resolution No.1**

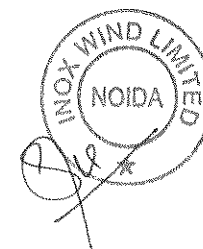
Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2017, the reports of the Board of Directors and Auditors thereon; and the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017 and the report of the Auditors thereon.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
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	190,000,000	190,000,000	100.00%	190,000,000	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>190,000,000</b>	<b>190,000,000</b>	<b>100.00%</b>	<b>190,000,000</b>	<b>0</b>	<b>100.00%</b>
Public-Institutions	E-Voting	6,259,095	4,240,490	67.75%	4,240,490	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>6,259,095</b>	<b>4,240,490</b>	<b>67.75%</b>	<b>4,240,490</b>	<b>0</b>	<b>100.00%</b>
Public-Non Institutions	E-Voting	25,659,131	611,558	2.38%	611,097	461	99.92%	0.08%
	Poll		3,685	0.01%	3,685	0	100.00%	0.00%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>25,659,131</b>	<b>615,243</b>	<b>2.40%</b>	<b>614,782</b>	<b>461</b>	<b>99.93%</b>
<b>Total</b>		<b>221,918,226</b>	<b>194,855,733</b>	<b>87.81%</b>	<b>194,855,272</b>	<b>461</b>	<b>99.9998%</b>	<b>0.0002%</b>



**Resolution No.2** Re-appointment of Shri Siddharth Jain as Director of the Company.

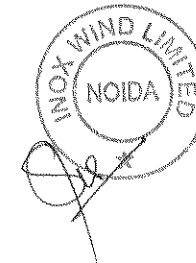
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes – In Favour	No. of Votes – Against	% 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	190,000,000	190,000,000	100.00%	190,000,000	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>190,000,000</b>	<b>190,000,000</b>	<b>100.00%</b>	<b>190,000,000</b>	<b>0</b>	<b>100.00%</b>
Public-Institutions	E-Voting	6,259,095	4,240,490	67.75%	3,568,003	672,487	84.14%	15.86%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>6,259,095</b>	<b>4,240,490</b>	<b>67.75%</b>	<b>3,568,003</b>	<b>672,487</b>	<b>84.14%</b>
Public-Non Institutions	E-Voting	25,659,131	611,487	2.38%	610,808	679	99.89%	0.11%
	Poll		3,685	0.01%	3,685	0	100.00%	0.00%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>25,659,131</b>	<b>615,172</b>	<b>2.40%</b>	<b>614,493</b>	<b>679</b>	<b>99.89%</b>
<b>Total</b>		<b>221,918,226</b>	<b>194,855,662</b>	<b>87.81%</b>	<b>194,182,496</b>	<b>673,166</b>	<b>99.65%</b>	<b>0.35%</b>



**Resolution No.3**

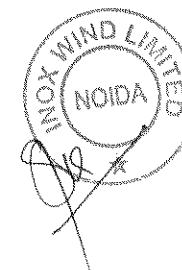
Ratification of appointment of Independent Statutory Auditors of the Company and to authorise the Board of Directors of the Company to fix their remuneration.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
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	190,000,000	190,000,000	100.00%	190,000,000	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>190,000,000</b>	<b>190,000,000</b>	<b>100.00%</b>	<b>190,000,000</b>	<b>0</b>	<b>100.00%</b>
Public-Institutions	E-Voting	6,259,095	4,240,490	67.75%	3,861,467	379,023	91.06%	8.94%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>6,259,095</b>	<b>4,240,490</b>	<b>67.75%</b>	<b>3,861,467</b>	<b>379,023</b>	<b>91.06%</b>
Public-Non Institutions	E-Voting	25,659,131	611,037	2.38%	610,287	750	99.88%	0.12%
	Poll		3,685	0.01%	3,685	0	100.00%	0.00%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>25,659,131</b>	<b>614,722</b>	<b>2.40%</b>	<b>613,972</b>	<b>750</b>	<b>99.88%</b>
<b>Total</b>		<b>221,918,226</b>	<b>194,855,212</b>	<b>87.80%</b>	<b>194,475,439</b>	<b>379,773</b>	<b>99.81%</b>	<b>0.19%</b>



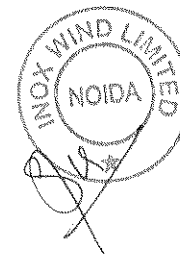
**Resolution No.4** Re-appointment of Shri Devansh Jain as Whole-time Director of the Company and approve payment of remuneration to him.

Resolution required: (Ordinary/ Special)			Special Resolution					
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	190,000,000	190,000,000	100.00%	190,000,000	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>190,000,000</b>	<b>190,000,000</b>	<b>100.00%</b>	<b>190,000,000</b>	<b>0</b>	<b>100.00%</b>
Public-Institutions	E-Voting	6,259,095	4,240,490	67.75%	4,240,490	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>6,259,095</b>	<b>4,240,490</b>	<b>67.75%</b>	<b>4,240,490</b>	<b>0</b>	<b>100.00%</b>
Public-Non Institutions	E-Voting	25,659,131	611,487	2.38%	610,289	1,198	99.80%	0.20%
	Poll		3,685	0.01%	3,685	0	100.00%	0.00%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>25,659,131</b>	<b>615,172</b>	<b>2.40%</b>	<b>613,974</b>	<b>1,198</b>	<b>99.81%</b>
<b>Total</b>		<b>221,918,226</b>	<b>194,855,662</b>	<b>87.81%</b>	<b>194,854,464</b>	<b>1,198</b>	<b>99.9994%</b>	<b>0.0006%</b>



**Resolution No.5** Re-appointment of Shri Rajeev Gupta as Whole-time Director of the Company and ratification of remuneration paid for the Financial Year 2016-17.

Resolution required: (Ordinary/ Special)			Special Resolution					
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	190,000,000	190,000,000	100.00%	190,000,000	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>190,000,000</b>	<b>190,000,000</b>	<b>100.00%</b>	<b>190,000,000</b>	<b>0</b>	<b>100.00%</b>
Public-Institutions	E-Voting	6,259,095	4,240,490	67.75%	4,240,490	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>6,259,095</b>	<b>4,240,490</b>	<b>67.75%</b>	<b>4,240,490</b>	<b>0</b>	<b>100.00%</b>
Public-Non Institutions	E-Voting	25,659,131	611,487	2.38%	610,522	965	99.84%	0.16%
	Poll		3,685	0.01%	3,685	0	100.00%	0.00%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>25,659,131</b>	<b>615,172</b>	<b>2.40%</b>	<b>614,207</b>	<b>965</b>	<b>99.84%</b>
<b>Total</b>		<b>221,918,226</b>	<b>194,855,662</b>	<b>87.81%</b>	<b>194,854,697</b>	<b>965</b>	<b>99.9995%</b>	<b>0.0005%</b>



**Resolution No.6** Appointment of Shri Venkatanarayanan Sankaranarayanan as an Independent Director of the Company.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
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	190,000,000	190,000,000	100.00%	190,000,000	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>190,000,000</b>	<b>190,000,000</b>	<b>100.00%</b>	<b>190,000,000</b>	<b>0</b>	<b>100.00%</b>
Public-Institutions	E-Voting	6,259,095	4,240,490	67.75%	4,240,490	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>6,259,095</b>	<b>4,240,490</b>	<b>67.75%</b>	<b>4,240,490</b>	<b>0</b>	<b>100.00%</b>
Public-Non Institutions	E-Voting	25,659,131	611,487	2.38%	610,272	1,215	99.80%	0.20%
	Poll		3,685	0.01%	3,685	0	100.00%	0.00%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>25,659,131</b>	<b>615,172</b>	<b>2.40%</b>	<b>613,957</b>	<b>1,215</b>	<b>99.80%</b>
<b>Total</b>		<b>221,918,226</b>	<b>194,855,662</b>	<b>87.81%</b>	<b>194,854,447</b>	<b>1,215</b>	<b>99.9994%</b>	<b>0.0006%</b>





## Resolution No.7

Ratification of Remuneration of M/s Jain Sharma and Associates (Firm Registration No. 000270), Cost Auditors of the Company for the Financial Year 2017-18

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
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	190,000,000	190,000,000	100.00%	190,000,000	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>190,000,000</b>	<b>190,000,000</b>	<b>100.00%</b>	<b>190,000,000</b>	<b>0</b>	<b>100.00%</b>
Public-Institutions	E-Voting	6,259,095	4,240,490	67.75%	4,240,490	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>6,259,095</b>	<b>4,240,490</b>	<b>67.75%</b>	<b>4,240,490</b>	<b>0</b>	<b>100.00%</b>
Public-Non Institutions	E-Voting	25,659,131	611,487	2.38%	610,822	665	99.89%	0.11%
	Poll		3,685	0.01%	3,685	0	100.00%	0.00%
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		<b>25,659,131</b>	<b>615,172</b>	<b>2.40%</b>	<b>614,507</b>	<b>665</b>	<b>99.89%</b>
<b>Total</b>		<b>221,918,226</b>	<b>194,855,662</b>	<b>87.81%</b>	<b>194,854,997</b>	<b>665</b>	<b>99.9997%</b>	<b>0.0003%</b>

For Inox Wind Limited

Deepak Banga  
 Company Secretary (C.A.)  
 Inox Towers, Plot No. 10  
 Sector-16A, Noida-201301 (U.P.)



**Consolidated Report of Scrutinizer on Remote E-voting  
and Voting through Polling Paper**

*[Pursuant to Section 108, 109 of the Companies Act, 2013 and Rule 20, 21 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (LODR) Regulations, 2015]*

**Date:** 27<sup>th</sup> September, 2017

**To,**

**The Chairman of 8<sup>th</sup> Annual General Meeting of the Members of  
Inox Wind Limited**

Held on Tuesday, 26<sup>th</sup> September, 2017,  
at 11:00 AM,  
at Hotel Pandit Moolraj Residency,  
SH-25, Una-Nangal Road, Rakkar Colony, District Una - 174303,  
Himachal Pradesh

**Report on e-voting and voting by Poll conducted at 8<sup>th</sup> Annual General Meeting of the Equity Shareholders of Inox Wind Limited, held on Tuesday, 26<sup>th</sup> September, 2017 at 11:00 A.M. at Hotel Pandit Moolraj Residency, SH-25, Una-Nangal Road, Rakkar Colony, District Una - 174303, Himachal Pradesh**

**1. Appointment as Scrutinizer:**

I, Naveen Shree Pandey, Practicing Company Secretary (Membership No. F9028) was appointed as the Scrutinizer for conducting the remote e-voting process and voting through polling paper, in pursuance of the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management And Administration) Rules, 2014 as substituted by the Companies (Management And Administration) Amendment Rules, 2016 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015, at the 8<sup>th</sup> Annual General Meeting (AGM) of “Inox Wind Limited” (“Company”) held on **Tuesday, 26<sup>th</sup> day of September, 2017 at 11:00 A.M. at Hotel Pandit Moolraj Residency, SH-25, Una-Nangal Road, Rakkar Colony, District Una - 174303, Himachal Pradesh.**

**2. Agency:**

The Company had appointed Central Depository Services (India) Limited (CDSL) as the agency for providing the remote e-Voting platform. The Service provider accordingly has set up e-voting facility on their website <https://www.evotingindia.com>.

### **3. Dispatch of Notice convening the Meeting**

The Company has completed on 02<sup>nd</sup> day of September, 2017 the dispatch of Notice of AGM along with details of Login ID and password to its members through Courier (Super Courier Services) and through mail to members whose email id was registered with the Company or its Registrar and Transfer Agent.

### **4. Cut- off date:**

The voting rights were reckoned as on 20<sup>th</sup> September, 2017, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the Meeting.

### **5. Remote E-voting:**

Remote e-Voting platform was open from 09:00 A.M. (IST) on the Saturday, 23<sup>rd</sup> September, 2017 to 05:00 P.M. (IST) on Monday, 25<sup>th</sup> September, 2017 and members were required to cast their votes electronically conveying their assent or dissent in respect of the Special Resolutions, on the e-voting platform provided by CDSL.

### **6. Voting at the AGM:**

**6.1** As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2016 for the purpose of ensuring that members who have cast their votes through remote e-Voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of general meeting, to only such details related to members who have cast their votes through remote e-Voting, such as their names, DP Id/Client Id, folios, number of shares held but not the manner in which they have voted.

**6.2** Accordingly, CDSL, the remote e-Voting Agency provided us with the names, DP Id/Client Id, folios, shareholding of the members who had cast their votes through remote e-Voting.

**6.3** In line with the provisions of the Companies Act, 2013 and in term of the clarification issued by MCA, voting by show of hands was not conducted at the General Meeting as e-voting has been offered to the Shareholders. Therefore, at the 8<sup>th</sup> AGM of the Company, voting was conducted by means of poll under Rule 21 of the Companies (Management and Administration) Rules, 2014.

**6.4** At the AGM, after the declaration of Poll by the Chairman, One (1) ballot box kept for polling were locked in my presence with due identification with due identification marks placed by me.

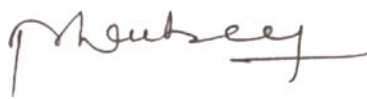
**6.5** Considering the aforesaid, ballot papers has issued to the members who attended the meeting.

**7. Counting Process:**

**7.1** On completion of voting at the meeting, Link Intime India Private Limited, Registrar and Transfer Agent (RTA) of the Company provided me with the list of members who had cast their votes, their holding details and details of vote cast on each of the resolution.

**7.2** The votes were reconciled with the records maintained by the Company and RTA with respect to the authorization/ proxies lodged with the Company.

**7.3** The locked ballot box was subsequently opened in my presence along with Two (2) witnesses **a)** Mr. Mayank Dubey R/o C-8, 2<sup>nd</sup> Floor, Back Side, West Patel Nagar, New Delhi – 110008, and **b)** Mr. Umesh P. Singh R/o C1, New Seemapuri, Delhi – 110095, who are not in the employment of the Company and poll papers were diligently scrutinized. The Witnesses have signed below in confirmation of the Ballot Box being unlocked in my presence. The Poll papers have been reconciled with the records maintained by the Company and RTA of the Company and the authorization / proxies lodged with the Company.



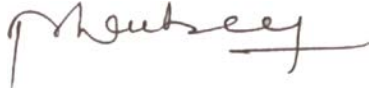
\_\_\_\_\_  
(Mayank Dubey)



\_\_\_\_\_  
(Umesh P. Singh)

**7.4** The polling papers which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.

**7.5** After counting the votes casted by the members and proxy holders present at the AGM through polling papers the votes casted through remote e-voting by the members were unblocked on Tuesday the 26<sup>th</sup> day of September, 2017 at 02:08 P.M. (IST) in the presence of Two (2) witnesses namely Mr. Mayank Dubey and Mr. Umesh P. Singh, who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.



(Mayank Dubey)



(Umesh P. Singh)

**7.6** Thereafter, the details containing inter-alia, the information about shareholders voting "For" and "Against" the resolutions, were generated from the e-voting website of CDSL.

**8. Results:**

**8.1** I observed that:

- a) 44 members had cast their votes at the meeting and out of which none of the vote were found as invalid.
- b) 94 members had cast their votes through remote e-Voting.

**8.2** Based on the reports generated from the e-voting system provided by CDSL and votes casted on Poll, we submit the consolidated results of e-voting and Poll herewith, in respect to each item on the agenda as set out in the Notice of the 8<sup>th</sup> AGM dated 9<sup>th</sup> August, 2017.

- 9.** The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereof on the resolutions contained in the Notice of 8<sup>th</sup> Annual General Meeting. Our responsibilities as scrutinizers are restricted to make a Scrutinizers' Report of the votes cast "For" or "Against" the resolutions stated in the Notice.
- 10.** Based on the above voting, all resolutions have been passed with requisite majority, accordingly we request the Company of the 8<sup>th</sup> AGM to declare the result of the meeting.

11. The Register, all other papers and relevant records relating to remote e-voting and voting by poll (Polling Paper) at the 8<sup>th</sup> AGM shall remain in my safe custody until the Chairman consider, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe keeping.

Thanking You,  
Yours faithfully,

For **NSP & Associates**  
**Company Secretaries**

**Naveen Shree Pandey**  
**Proprietor (Scrutinizer)**  
**FCS: 9028; CP No. 10937**

*N.S. Pandey*  
For NSP AND ASSOCIATES  
Proprietor

Place: New Delhi

**Annexure to Scrutinizer Report**

**RESOLUTION 01:(ORDINARY RESOLUTION)**

Ordinary resolution to consider and adopt the Audited Standalone Financial Statements Of the Company for the financial year ended 31<sup>st</sup> March, 2017, the Reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2017 and the report of the Auditors thereon.

Mode	Total Voters	Total Shares	No Voting/Invalid Poll		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
E-voting	94	194852498	1	450	86	194851587	7	461
Poll	44	3685	0	0	44	3685	0	0
Total	138	194856183	1	450	130	194855272	7	461

Total Valid Shares (Total Shares) = 194855733  
Votes in Favour (% of Total Valid Shares) = 99.99  
Votes in Against (% of Total Valid Shares) = 00.01

**RESOLUTION 02:(ORDINARY RESOLUTION)**

Ordinary Resolution for the re-appointment of Shri Siddharth Jain as Director of the Company.

Mode	Total Voters	Total Shares	No Voting/Invalid Poll		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
E-voting	94	194852498	2	521	66	194178811	26	673166
Poll	44	3685	0	0	44	3685	0	0
Total	138	194856183	2	521	110	194182496	26	673166

Total Valid Shares (Total Shares) = 194855662  
Votes in Favour (% of Total Valid Shares) = 99.65  
Votes in Against (% of Total Valid Shares) = 0.34

**RESOLUTION 03: (ORDINARY RESOLUTION)**

Ordinary Resolution for ratification of appointment of Independent Statutory Auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.

Mode	Total Voters	Total Shares	No Voting/Invalid Poll		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
E-voting	94	194852498	3	971	77	194471754	14	379773
Poll	44	3685	0	0	44	3685	0	0
Total	138	194856183	3	971	121	194475439	14	379773

Total Valid Shares (Total Shares) = 194855212

Votes in Favour (% of Total Valid Shares) = 99.81

Votes in Against (% of Total Valid Shares) = 00.19

**RESOLUTION 04:(SPECIAL RESOLUTION)**

Special Resolution for re-appointment of Shri Devansh Jain as Whole-Time Director of the Company and approve payment of remuneration to him.

Mode	Total Voters	Total Shares	No Voting/Invalid Poll		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
E-voting	94	194852498	2	521	15	194850779	15	1198
Poll	44	3685	0	0	44	3685	0	0
Total	138	194856183	2	521	59	194854464	15	1198

Total Valid Shares (Total Shares) = 194855662

Votes in Favour (% of Total Valid Shares) = 99.99

Votes in Against (% of Total Valid Shares) = 00.01



**RESOLUTION 05:(SPECIAL RESOLUTION)**

Special Resolution for re-appointment of Shri Rajeev Gupta as Whole-Time Director of the Company and ratification of remuneration paid for the financial year 2016-17.

Mode	Total Voters	Total Shares	No Voting/Invalid Poll		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
E-voting	94	194852498	2	521	78	194851012	14	965
Poll	44	3685	0	0	44	3685	0	0
Total	138	194856183	2	521	122	194854697	14	965

Total Valid Shares (Total Shares)	= 194855662
Votes in Favour (% of Total Valid Shares)	= 99.99
Votes in Against (% of Total Valid Shares)	= 00.01

**RESOLUTION 06:(ORDINARY RESOLUTION)**

Ordinary Resolution for the appointment of Shri Venkatanarayanan Sankaranarayanan as an Independent Director of the Company.

Mode	Total Voters	Total Shares	No Voting/Invalid Poll		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
E-voting	94	194852498	2	521	78	194850762	14	1215
Poll	44	3685	0	0	44	3685	0	0
Total	138	194856183	2	521	122	194854447	14	1215

Total Valid Shares (Total Shares)	= 194855662
Votes in Favour (% of Total Valid Shares)	= 99.99
Votes in Against (% of Total Valid Shares)	= 00.01

**RESOLUTION 07:(ORDINARY RESOLUTION)**

Ordinary Resolution for the ratification of remuneration of M/s. Jain Sharma And Associates (Firm RegistrationNo. 000270), Cost Auditors of the Company for the financial year 2017-18.

Mode	Total Voters	Total Shares	No Voting/Invalid Poll		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
E-voting	94	194852498	2	521	80	194851312	12	665
Poll	44	3685	0	0	44	3685	0	0
Total	138	194856183	2	521	124	194854997	12	665

Total Valid Shares (Total Shares) = 194855662

Votes in Favour (% of Total Valid Shares) = 99.99

Votes in Against (% of Total Valid Shares) = 00.01

For NSP & Associates  
Company Secretaries

For NSP AND ASSOCIATES

*N.S. Pandey*  
Proprietor

**Naveen Shree Pandey**  
**Proprietor (Scrutinizer)**  
**FCS: 9028; CP No. 10937**

**Date:** 27<sup>th</sup> September, 2017

**Place:** New Delhi