

**SITI Networks Limited**  
(Formerly known as SITI Cable Network Limited)  
4th Floor, FC-19 & 20, Sector 16 A, Film City  
Noida, Uttar Pradesh - 201301, India  
**Tel. :** +91-120-4526700  
**Website :** www.sitinetworks.com



September 27, 2017

BSE Limited

National Stock Exchange of India Limited

Kind Attn: Corporate Relationship Department

**Sub: Proceedings of 11<sup>th</sup> Annual General Meeting**

Dear Sirs,

The 11<sup>th</sup> Annual General Meeting ("AGM") of the Equity Shareholders of the Company was held on Tuesday, September 26, 2017, at 3:00 p.m. at The Orchid, 70-C, Nehru Road, Near Mumbai Domestic Airport, Vile Parle (E), Mumbai, Maharashtra 400099.

In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 September 20, 2017), to cast their votes electronically on all businesses proposed in the Notice of AGM. The remote E-voting period commenced on Friday, September 22, 2017 at 9.00 a.m. and concluded on Monday, September 25, 2017 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 on Tuesday, September 26, 2017.

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**Regd. Off. :** Madhu Industrial Estate, 4<sup>th</sup> Floor, Pandurang Budhkar Marg, Worli, Mumbai - 400 013, India.  
**Tel.:** +91-22-43605555 **CIN No. :** L64200MH2006PLC160733

Based on the report dated September 27, 2017 submitted by Mr. Satish K Shah (CP No. 3142), Company Secretary in Practice, who was engaged by the Company as Scrutiniser, to supervise remote E-voting and physical voting at the AGM held on Tuesday, September 26, 2017, the Chairman of the AGM has declared that all the proposals included in the Notice of AGM were approved by the Shareholders of the Company, **with overwhelming majority**.

A copy of the Scrutiniser's report along with requisite particulars of E-voting results as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed for your information and record.

Thanking you,

Yours truly,

**SITI NETWORKS LIMITED**

(Formerly known as "Siti Cable Network Limited")

  
**Suresh Kumar**  
**Compliance Officer & Company Secretary**



Encl. As above

**Details of Voting Results at Annual General Meeting held on September 26, 2017**

[Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

**A. Details of Attendance at Annual General Meeting:**

| <b>Particulars</b>   | <b>Details</b>                     |
|--|------------------------------------|
| Date of AGM  | September 26, 2017                 |
| Total number of Equity Shareholders as on record date/Cut-off date i.e. September 20, 2017 | 96519                              |
| <b>No of Equity Shareholders present in the meeting either in person or through proxy</b>  |                                    |
| a) Promoters & Promoter Group  | 14                                 |
| b) Public  | 42                                 |
| <b>No of Equity Shareholders attended the meeting through video conferencing</b>           |                                    |
| a) Promoters & Promoter Group  | NA                                 |
| b) Public  | NA                                 |
| Details of Agenda  | As per “ <b>Annexure-B</b> ” below |
| Resolution required  |                                    |
| Whether promoter / promoter group are interest 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, 2017, including *inter alia* the Balance Sheet as at March 31, 2017, 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 re-appoint Mr. Sandeep Khurana, as Director of the Company, who retires by rotation and being eligible for re-appointment, offers himself for reappointment.




**Resolution No.3 – Ordinary Resolution**

To ratify the appointment of M/s. Walker Chandiook & Co. LLP, Chartered Accountants, New Delhi, having Firm Registration No. 001076N/N500013, as the Statutory Auditors of the Company and to fix their remuneration

**Resolution No.4 – Ordinary Resolution**

To appoint of Mr. Sidharth Balakrishna (DIN 07868948) as a Director of the Company.

**Resolution No.5 – Special Resolution**

To appoint Mr. Sidharth Balakrishna (DIN 07868948) as a Whole-Time Director of the Company for a period of three years with effect from July 14, 2017, on the terms and conditions including remuneration and reimbursement of out of pocket expenses as set out in the Explanatory Statement annexed to the Notice.

**Resolution No.6 – Ordinary Resolution**

To approve the remuneration of Rs.1,50,000/- payable to to the Cost Auditors M/s Jitender, Navneet and Co., Cost Accountants (Firm Registration No. 000119) appointed by the Board of Directors of the Company for the financial year 2016-17

**Resolution No.7 – 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 of Registrar & Share Transfer Agent namely Link Intime India Private Limited at C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083, instead of the Registered Office of the Company.

**Resolution No.8 – Ordinary Resolution**

To approve re-classification of Mr. Ashok Mathai Kurien along with entity controlled by him (i.e. Ambience Business Services Private Limited) from “Promoters” of the Company to “Public” category.



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Details of voting for each of the resolutions mentioned above is as per the annexure report of M/s Link Intime Pvt. Ltd., the Registrar & Share Transfer Agent of the Company.

**SITI NETWORKS LIMITED**

(Formerly known as "Siti Cable Network Limited")

  
**Suresh Kumar**  
**Compliance Officer & Company Secretary**



B-2/201, Lok Everest, Jata Shankar Dosa Road,  
Mulund West, Mumbai - 400 080.

Telefax : 25649808 • Cell : 7738036028  
E-mail: satshah@gmail.com



Satish K. Shah

B.A., LL.B. FCS

Company Secretary

FCS 1313; CP 3142;

Trade Marks Agent Code No. 1503

September 27, 2017

The Board of Directors  
Siti Networks Limited  
4<sup>th</sup> Floor, Madhu Industrial Estate,  
Pandurang Budhkar Marg,  
Worli, Mumbai- 400 013.

Dear Sirs,

### SCRUTINISER'S REPORT

**Report on remote e-voting & poll conducted in relation to the agenda items proposed in the Notice dated July14, 2017, at the 11th Annual General Meeting of Equity Shareholders of SITI NETWORKS LIMITED ('the Company').**

I have been appointed Scrutinizer for the purpose of the voting process on the below proposed Resolutions at the 11<sup>th</sup> Annual General Meeting ('AGM') of the Company, held at The Orchid, 70-C, Nehru Road, Near Mumbai Domestic Airport, Vile Parle (E), Mumbai, Maharashtra-400099 on Tuesday, the 26<sup>th</sup> day of September, 2017 at 3.00 p.m.

The compliance with the relevant provisions of the Companies 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 proposed resolutions 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 resolutions, based on the reports generated from the electronic voting system provided by Central Depository Limited (CDSL) 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 11th AGM, the Company had provided remote e-voting facility through CDSL 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 September 20, 2017 commenced on Friday, the 22<sup>nd</sup> day of September 2017 at 9.00 a.m. and ended on Monday, the 25<sup>th</sup> day of September, 2017 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 CDSL website on September 26, 2017 in the presence of two witnesses, viz. Mrs.Prabha Shah and Ms. Priya Parab both residing at Lok Everest, Jatashankar Dosa Road, Mulund, (West), Mumbai 400 080. These witnesses are not in the employment with the Company.

At the 11th AGM, after scrutinizing all Ballot/Poll papers relating to votes casted by the equity shareholders present at the meeting, I hereby report that 23 equity shareholders holding in aggregate 2453 equity shares casted votes on the proposed resolutions stated in the Notice of the AGM, through physical voting. No invalid votes were casted by equity shareholders.

I hereby submit my consolidated report as under:-

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   | 2453   | 694792172   | Nil   | Nil  | 694794625   |
| Resolution 2   | 2453   | 694792072   | Nil   | Nil  | 694794525   |
| Resolution 3   | 2453   | 694792172   | Nil   | Nil  | 694794625   |
| Resolution 4   | 2453   | 694792112   | Nil   | Nil  | 694794565   |
| Resolution 5   | 2453   | 694792112   | Nil   | Nil  | 694794565   |
| Resolution 6   | 2453   | 694792112   | Nil   | Nil  | 694794565   |
| Resolution 7   | 2453   | 694792172   | Nil   | Nil  | 694794625   |
| Resolution 8   | 2453   | 694792172   | Nil   | Nil  | 694794625   |





**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                 |
|--|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| Total votes in favour of motion by electronic means      | 694790968                        | 694787308                        | 694787468                        | 694789908                        |
| Total votes against the motion by electronic means       | 1204                             | 4764                             | 4704                             | 2204                             |
| Total votes cast in favour of motion by physical voting  | 2453                             | 2453                             | 2453                             | 2453                             |
| Total votes cast against the motion by physical voting   | Nil                              | Nil                              | Nil                              | Nil                              |
| <b>Nature of Resolution</b>                              | Ordinary                         | Ordinary                         | Ordinary                         | Ordinary                         |
| <b>Total valid votes (poll/ballot + remote e-voting)</b> | 694794625                        | 694794525                        | 694794625                        | 694794565                        |
| <b>Total votes in favour</b>                             | 694793421                        | 694789761                        | 694789921                        | 694792361                        |
| <b>Total votes against</b>                               | 1204                             | 4764                             | 4704                             | 2204                             |
| <b>Result of voting</b>                                  | Passed as an Ordinary Resolution | Passed as an Ordinary Resolution | Passed as an Ordinary Resolution | Passed as an Ordinary Resolution |

| Particulars   | Resolution No. 5               | Resolution No. 6                 | Resolution No. 7               | Resolution No. 8                 |
|---|--------------------------------|----------------------------------|--------------------------------|----------------------------------|
| Total votes in favour of motion by electronic means     | 694787408                      | 694788408                        | 694789968                      | 694787363                        |
| Total votes against the motion by electronic means      | 4704                           | 3704                             | 2204                           | 4809                             |
| Total votes cast in favour of motion by physical voting | 2453                           | 2453                             | 2453                           | 2453                             |
| Total votes cast against the motion by physical voting  | Nil                            | Nil                              | Nil                            | Nil                              |
| <b>Nature of Resolution</b>                             | Special                        | Ordinary                         | Special                        | Ordinary                         |
| <b>Total valid votes (ballot/poll+ remote evoting)</b>  | 694794565                      | 694794565                        | 694794625                      | 694794625                        |
| <b>Total votes in favour</b>                            | 694789861                      | 694790861                        | 694792421                      | 694789816                        |
| <b>Total votes against</b>                              | 4704                           | 3704                             | 2204                           | 4809                             |
| <b>Result of voting</b>                                 | Passed as a Special Resolution | Passed as an Ordinary Resolution | Passed as a Special Resolution | Passed as an Ordinary Resolution |







The Consolidated result of the remote e-voting and physical voting on the resolutions put to vote at the 11<sup>th</sup>

AGM is as under: **Item No.1 – Ordinary Resolution**

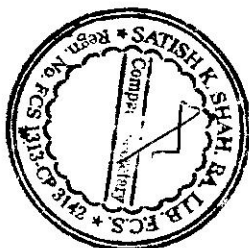
| Resolution Required : (Ordinary)  |                |                    | 1 - Adoption of Audited Financial Statements of the Company on a standalone and consolidated basis for the financial year ended March 31, 2017 including the Balance sheet, Statement of Profit & Loss and the Reports of the Auditors 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]   | $[3]=\frac{[2]}{[1]}\times 100$         | [4]                      | [5]                    | $[6]=\frac{[4]}{[2]}\times 100$      | $[7]=\frac{[5]}{[2]}\times 100$    |
| Promoter and Promoter Group   | E-Voting       | 641528140          | 641528140   | 100.0000                                | 641528140                | 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                             |
|   | <b>Total</b>   |                    | <b>641528140</b>  | <b>100.0000</b>                         | <b>641528140</b>         | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 142344369          | 53186138  | 37.3644                                 | 53186138                 | 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                             |
|   | <b>Total</b>   |                    | <b>53186138</b>   | <b>37.3644</b>                          | <b>53186138</b>          | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Non Institutions   | E-Voting       | 88181339           | 77894   | 0.8883                                  | 76690                    | 1204                   | 98.4543                              | 1.5457                             |
|   | Poll           |                    | 2453  | 0.0028                                  | 2453                     | 0                      | 100.0000                             | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>80347</b>  | <b>0.0911</b>                           | <b>79143</b>             | <b>1204</b>            | <b>98.5015</b>                       | <b>1.4985</b>                      |
| <b>Total</b>  |                | <b>872053848</b>   | <b>694794625</b>  | <b>79.6734</b>                          | <b>694793421</b>         | <b>1204</b>            | <b>99.9998</b>                       | <b>0.0002</b>                      |





**Item No. 2 – Ordinary Resolution**

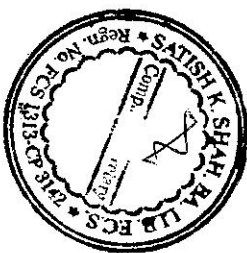
| Resolution Required : (Ordinary)  |                | 2 - Re-appointment of Mr. Sandeep Khurana as a Director of the Company. |                     |   |                          |                        |                                      |                                    |
|---|----------------|---|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| 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       | 641528140   | 641528140           | 100.0000                                | 641528140                | 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                             |
|   | <b>Total</b>   |   | <b>641528140</b>    | <b>100.0000</b>                         | <b>641528140</b>         | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 142344369   | 53186138            | 37.3644                                 | 53186138                 | 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                             |
|   | <b>Total</b>   |   | <b>53186138</b>     | <b>37.3644</b>                          | <b>53186138</b>          | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Non Institutions   | E-Voting       | 88181339  | 77794               | 0.8882                                  | 73030                    | 4764                   | 93.8761                              | 6.1239                             |
|   | Poll           |   | 2453                | 0.0028                                  | 2453                     | 0                      | 100.0000                             | 0.0000                             |
|   | Postal Ballot  |   | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |   | <b>80247</b>        | <b>0.0910</b>                           | <b>75483</b>             | <b>4764</b>            | <b>94.0633</b>                       | <b>5.9367</b>                      |
| <b>Total</b>  |                | <b>872053848</b>  | <b>694794525</b>    | <b>79.6734</b>                          | <b>694789761</b>         | <b>4764</b>            | <b>99.9993</b>                       | <b>0.0007</b>                      |

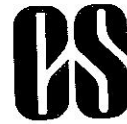




**Item No. 3 – Ordinary Resolution**

| Resolution Required : (Ordinary)  |                |                    | 3 - Ratification of appointment of M/s. Walker Chandiok & Co. LLP, Chartered Accountants, New Delhi, as the Statutory Auditors of the Company and to fix their 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       | 641528140          | 641528140  | 100.0000                                | 641528140                | 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                             |
|   | <b>Total</b>   |                    | <b>641528140</b>   | <b>100.0000</b>                         | <b>641528140</b>         | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 142344369          | 53186138   | 37.3644                                 | 53186138                 | 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                             |
|   | <b>Total</b>   |                    | <b>53186138</b>  | <b>37.3644</b>                          | <b>53186138</b>          | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Non Institutions   | E-Voting       | 88181339           | 77894  | 0.0883                                  | 73190                    | 4704                   | 93.9610                              | 6.0390                             |
|   | Poll           |                    | 2453   | 0.0028                                  | 2453                     | 0                      | 100.0000                             | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>80347</b>   | <b>0.0911</b>                           | <b>75643</b>             | <b>4704</b>            | <b>94.1454</b>                       | <b>5.8546</b>                      |
| <b>Total</b>  |                | <b>872053848</b>   | <b>694794625</b>   | <b>79.6734</b>                          | <b>694789921</b>         | <b>4704</b>            | <b>99.9993</b>                       | <b>0.0007</b>                      |





**Item No. 4 – Ordinary Resolution**

| Resolution Required : (Ordinary)  |                | 4 - Appointment of Mr. Sidharth Baiakrishna as a 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]                 | $[3]=\frac{[2]}{[1]}*100$               | [4]                      | [5]                    | $[6]=\frac{[4]}{[2]}*100$            | $[7]=\frac{[5]}{[2]}*100$          |
| Promoter and Promoter Group   | E-Voting       | 641528140   | 641528140           | 100.0000                                | 641528140                | 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                             |
|   | <b>Total</b>   |   | <b>641528140</b>    | <b>100.0000</b>                         | <b>641528140</b>         | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 142344369   | 53186138            | 37.3644                                 | 53186138                 | 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                             |
|   | <b>Total</b>   |   | <b>53186138</b>     | <b>37.3644</b>                          | <b>53186138</b>          | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Non Institutions   | E-Voting       | 88181339  | 77834               | 0.0883                                  | 75630                    | 2204                   | 97.1683                              | 2.8317                             |
|   | Poll           |   | 2453                | 0.0028                                  | 2453                     | 0                      | 100.0000                             | 0.0000                             |
|   | Postal Ballot  |   | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |   | <b>80287</b>        | <b>0.0910</b>                           | <b>78083</b>             | <b>2204</b>            | <b>97.2548</b>                       | <b>2.7452</b>                      |
| <b>Total</b>  |                | <b>872053848</b>  | <b>694794565</b>    | <b>79.6734</b>                          | <b>694792361</b>         | <b>2204</b>            | <b>99.9997</b>                       | <b>0.0003</b>                      |





**Item No. 5 – Special Resolution**

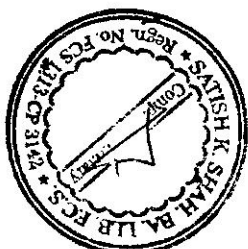
| Resolution Required : (Special)   |                |                    | 5 - Appointment of Mr. Sidharth Balakrishna as a Whole Time Director of the Company for the period of three year |   |                          |                        |                                      |                                    |
|---|----------------|--------------------|--|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| 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]  | $[3]=\frac{[2]}{[1]}\times 100$         | [4]                      | [5]                    | $[6]=\frac{[4]}{[2]}\times 100$      | $[7]=\frac{[5]}{[2]}\times 100$    |
| Promoter and Promoter Group   | E-Voting       | 641528140          | 641528140  | 100.0000                                | 641528140                | 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                             |
|   | <b>Total</b>   |                    | <b>641528140</b>   | <b>100.0000</b>                         | <b>641528140</b>         | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 142344369          | 53186138   | 37.3644                                 | 53186138                 | 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                             |
|   | <b>Total</b>   |                    | <b>53186138</b>  | <b>37.3644</b>                          | <b>53186138</b>          | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Non Institutions   | E-Voting       | 88181339           | 77834  | 0.0883                                  | 73130                    | 4704                   | 93.9564                              | 6.0436                             |
|   | Poll           |                    | 2453   | 0.0028                                  | 2453                     | 0                      | 100.0000                             | 0.0000                             |
|   | Postal Ballot  |                    | 0  | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>80287</b>   | <b>0.0910</b>                           | <b>75583</b>             | <b>4704</b>            | <b>94.1410</b>                       | <b>5.8590</b>                      |
| <b>Total</b>  |                | <b>872053848</b>   | <b>694794565</b>   | <b>79.6734</b>                          | <b>694789861</b>         | <b>4704</b>            | <b>99.9993</b>                       | <b>0.0007</b>                      |





**Item No. 6 – Ordinary Resolution**

| Resolution Required : (Ordinary)  |                |                    | 6 - To approve the remuneration payable to the Cost Auditors M/s Jitender, Navneet and Co., Cost Accountants (Firm Registration No. 000119) appointed by the Board of Directors of the Company for the financial year 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]   | $[3]=\frac{[2]}{[1]}*100$               | [4]                      | [5]                    | $[6]=\frac{[4]}{[2]}*100$            | $[7]=\frac{[5]}{[2]}*100$          |
| Promoter and Promoter Group   | E-Voting       | 641528140          | 641528140   | 100.0000                                | 641528140                | 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                             |
|   | <b>Total</b>   |                    | <b>641528140</b>  | <b>100.0000</b>                         | <b>641528140</b>         | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 142344369          | 53186138  | 37.3644                                 | 53186138                 | 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                             |
|   | <b>Total</b>   |                    | <b>53186138</b>   | <b>37.3644</b>                          | <b>53186138</b>          | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Non Institutions   | E-Voting       | 88181339           | 77834   | 0.0883                                  | 74130                    | 3704                   | 95.2412                              | 4.7588                             |
|   | Poll           |                    | 2453  | 0.0028                                  | 2453                     | 0                      | 100.0000                             | 0.0000                             |
|   | Postal Ballot  |                    | 0   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |                    | <b>80287</b>  | <b>0.0910</b>                           | <b>76583</b>             | <b>3704</b>            | <b>95.3866</b>                       | <b>4.6134</b>                      |
| <b>Total</b>  |                | <b>872053848</b>   | <b>694794565</b>  | <b>79.6734</b>                          | <b>694790861</b>         | <b>3704</b>            | <b>99.9995</b>                       | <b>0.0005</b>                      |



**Item No. 7 – Special Resolution**

| Resolution Required : (Special)   |                | 7 - Maintenance of register of members, etc. at the office of Registrar & Share Transfer Agent namely Link Intime India Private Limited at C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083, instead of the 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       | 641528140  | 641528140           | 100.0000                                | 641528140                | 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                             |
|   | <b>Total</b>   |  | <b>641528140</b>    | <b>100.0000</b>                         | <b>641528140</b>         | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 142344369  | 53186138            | 37.3644                                 | 53186138                 | 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                             |
|   | <b>Total</b>   |  | <b>53186138</b>     | <b>37.3644</b>                          | <b>53186138</b>          | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Non Institutions   | E-Voting       | 88181339   | 77894               | 0.0883                                  | 75690                    | 2204                   | 97.1705                              | 2.8295                             |
|   | Poll           |  | 2453                | 0.0028                                  | 2453                     | 0                      | 100.0000                             | 0.0000                             |
|   | Postal Ballot  |  | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |  | <b>80347</b>        | <b>0.0911</b>                           | <b>78143</b>             | <b>2204</b>            | <b>97.2569</b>                       | <b>2.7431</b>                      |
| <b>Total</b>  |                | <b>872053848</b>   | <b>694794625</b>    | <b>79.6734</b>                          | <b>694792421</b>         | <b>2204</b>            | <b>99.9997</b>                       | <b>0.0003</b>                      |





**Item No. 8 – Ordinary Resolution**

| Resolution Required : (Ordinary)  |                | 8 - Reclassification of Mr. Ashok Mathai Kurien along with entity controlled by him (i.e. Ambience Business Services Private Limited) from "Promoters" of the Company to "Public" category         |                     |   |                          |                        |                                      |                                    |
|---|----------------|--|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | Yes. However, it is not a related party transaction under Section 188 of the Companies Act, 2013 or Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 |                     |   |                          |                        |                                      |                                    |
| 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       | 641528140  | 641528140           | 100.0000                                | 641528140                | 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                             |
|   | <b>Total</b>   |  | <b>641528140</b>    | <b>100.0000</b>                         | <b>641528140</b>         | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions   | E-Voting       | 142344369  | 53186138            | 37.3644                                 | 53186138                 | 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                             |
|   | <b>Total</b>   |  | <b>53186138</b>     | <b>37.3644</b>                          | <b>53186138</b>          | <b>0</b>               | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Non Institutions   | E-Voting       | 88181339   | 77894               | 0.0883                                  | 73085                    | 4809                   | 93.8262                              | 6.1738                             |
|   | Poll           |  | 2453                | 0.0028                                  | 2453                     | 0                      | 100.0000                             | 0.0000                             |
|   | Postal Ballot  |  | 0                   | 0.0000                                  | 0                        | 0                      | 0.0000                               | 0.0000                             |
|   | <b>Total</b>   |  | <b>80347</b>        | <b>0.0911</b>                           | <b>75538</b>             | <b>4809</b>            | <b>94.0147</b>                       | <b>5.9853</b>                      |
| <b>Total</b>  |                | <b>872053848</b>   | <b>694794625</b>    | <b>79.6734</b>                          | <b>694789816</b>         | <b>4809</b>            | <b>99.9993</b>                       | <b>0.0007</b>                      |

The relevant records relating to remote e-voting and voting by poll shall remain in my safe custody until the Chairman of the Annual General Meeting considers, approves and signs the Minutes of the 10th Annual General Meeting and shall thereafter be handed over to the Company Secretary of the Company.

Dated this 27<sup>th</sup> day of September, 2017.

Satish K Shah

FCS-1313, CP-3142

B-2/201 Lok Everest CHS. Ltd,

JatashankarDosa Road,

Mulund, (West), Mumbai - 400 080

