SHRIRAM City
MONEY WHEN YOU NEED IT MOST

RESULTS OF THE RESOLUTION OF THE ELECTRONIC VOTING AND VOTES ON POLL AT THE EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY HELD ON MAY 30 ,2014

Pursuant to provisions of Section 100 of the Companies Act 2013 ,an Extraordinary General Meeting ("EGM") of the Company was convened on Friday, May 30, 2014 at 10 am at Narada Gana Sabha ('Mini Hall'), No 314 (Old No 254), T T K Road, Alwarpet, Chennai 600 018 to seek approval of members of the Company on Special Resolution contained in the Notice dated April 30, 2014 convening the EGM.

Pursuant to the provisions of Section 108 read with Companies Management and Administration) Rules, 2014 of the Companies Act 2013, the Company had provided a facility to the Members to vote electronically ("e-voting") on the aforementioned Special Resolution and had appointed Ms B. Chandra ,Practising Company Secretary as a Scrutinizer to conduct the e-voting process in a fair and transparent manner. The e-voting period commenced on May 19, 2014 from 10 am and concluded on May 21, 2014 at 6 pm.

The Scrutinizer of the e-voting submitted her report on e-voting on May 24, 2014. The Report of the Scrutinizer of the voting is attached herewith (Annexure 1)

Particulars	In favour of the Resolution			Against the Resolution		
	No of shareholders	No of shares votes	% of shares	No of shareholders	No of shares votes	% of shares
To approve, issue and allot 65,79,840 equity shares of the Company for cash at Rs 1200 including a premium of Rs 1190 on preferential basis to M/s Piramal Enterprises Ltd	10	2,22,77,333	100%	NIL	NIL	NIL

In the EGM held as above said, a poll was demanded and accordingly the Chairman of the EGM directed a poll to be conducted immediately and poll was conducted immediately as directed by the Chairman of the EGM as per provisions of Section 109 read with Companies (Management and Administration) Rules 2014 of the Companies Act 2013. Ms B Chandra, Practising Company Secretary and Mr R Sankar, a Member of the Company DP ID IN301313 Client Id 21065958 & a Chartered Accountant were appointed as the scrutinizers to conduct the poll process in a fair and transparent manner . The scrutinizers submitted their report on the poll conducted to the Chairman of the EGM on May 30 ,2014 as under .

SHRIRAM CITY UNION FINANCE LTD. CHENNAI 600004

Particulars	In favour of the Resolution			Against the Resolution		
	No of shareholders	No of shares votes	% of shares	No of shareh olders	No of shares votes	% of shares
To approve, issue and allot 65,79,840 equity shares of the Company for cash at Rs 1200 including a premium of Rs 1190 on preferential basis to M/s Piramal Enterprises Ltd	55	2,16,74,311	100%	NIL	NIL	NIL

The above results of both e-voting & poll were announced on May 31, 2014 by the Chairman of the EGM.

The report of the Scrutinizers of the Poll is attached herewith (Annexure-2).

Accordingly ,the afore mentioned Special Resolution has been passed with requisite majority.

For Shriram City Union Finance Limited,

G.S.SUNDARARAJAN
Chairman of the EGM

SHRIRAM CITY UNION FINANCE LTD. CHENNAI 600004

B. CHANDRA
Practising Company Secretary

A2, Happy Home Apts,
#9, United India Colony,
4th Main Road, Kodambakkam,
Chennai - 600 024.

E-mail bchandra1@gmail.com
bchandra@bchandrapcs.com
H/P : 9840276313, 9840375053
Ph : 044 - 43587356

Only E-Voting

24th of May 2014

REPORT OF THE SCRUTINIZER

To

The Chairman,
of the Extraordinary General Meeting of the Equity Shareholders of Shriram City Union Finance Limited, to be held on 30th May, 2014 at Narada Gana Sabha ('Mini Hall'), No. 314 (Old No. 254), TTK Road, Alwarpet, Chennai – 600 018.

Subject: **Special Resolution(s) under Section 62 and all other applicable provisions of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 –** ***Voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014, framed there under.***

Dear Sir,

I, **B Chandra**, Practising Company Secretary appointed as Scrutinizer as per the letter dated 30th April 2014, for the purpose of voting by electronic means on the below mentioned resolution, at the Extraordinary General Meeting of the Equity Shareholders of Shriram City Union Finance Limited, to be held on 30th May 2014, Narada Gana Sabha ('Mini Hall'), No. 314 (Old No. 254), TTK Road, Alwarpet, Chennai – 600 018 hereby submit my report as under.

a.	Pursuant to Section 101, 108 of the Act and 3(1) of Rule 20 of the Companies (Management & Administration) Rules, 2014, the notices convening the meeting including Statement under Section 102 of the Act have been despatched to all the members of the company through registered post on the 7th May 2014 and subsequently, the notice convening was also placed on the website of the company and that of the agency, i.e., Integrated Enterprises (India) Ltd (Registrar and Share Transfer Agent). The members of the company were given an option to vote electronically on e-voting platform, provided by the **Central Depository Services Limited** (CDSL).
b.	The Public Advertisement with respect to dispatch of notices and conducting of

B. CHANDRA

	voting through electronic means was published in an English newspaper of wide circulation and a vernacular newspaper on the 9th May, 2014.
c.	The e-voting period commenced on May 19, 2014 at 10.00 A.M. and ended on the close of May 21, 2014 at 6 P.M.
d.	Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on May 21, 2014 at 6 P.M., the CDSL portal was blocked for voting.
e.	The votes cast were unblocked in the presence of two witnesses on the 22nd of May 2014.
f.	A register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights did not arise.
g.	The Corporate member who has participated in the e-voting has provided the scanned copy of the resolution passed at the Board of Directors for authorisation to attend the Extra-ordinary General Meeting.

The proposed resolution for which this extra-ordinary general meeting of the shareholders is being held and the option of voting by electronic means is provided is as follows:

"**RESOLVED THAT** in accordance with

1. the provisions of Section 62 and all other applicable provisions , if any, of the Companies Act, 2013 (the Act) read with Companies (Share Capital and Debentures)Rules 2014 including any statutory modifications or re-enactments thereof for the time being in force,
2. the provisions of the Memorandum and Articles of Association of the Company,
3. the provisions of any rules/regulations/guidelines framed/issued by the Securities and Exchange Board of India ("**SEBI**") (including any amendments thereto or any re-enactment thereof for the time being in force),
4. the provisions of the Listing Agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed.

and subject to

5. the applicable statutes, guidelines, regulations, approvals, consents, permissions, sanctions of the Central Government, the Reserve Bank of India ("**RBI**"), SEBI, Stock Exchanges and any other appropriate and / or concerned authorities, institutions or bodies (the "Approvals") ; and

B. CHANDRA 7859 PRACTISING COMPANY SECRETARY

6. such conditions or modifications as may be prescribed by any of them while granting any such Approvals, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter called "**the Board**" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution) ;

consent of the Company be and is hereby accorded to the Board to offer, issue and allot upto 65,79,840 Equity Shares of Rs.10/- each to Piramal Enterprises Limited for cash at a price of Rs.1,200.00 (Rupees One thousand two hundred only) per Equity Share (including a premium of Rs 1,190.00 per Equity Share) to M/s Piramal Enterprises Limited on preferential basis considering the date 30 days prior to the date of this meeting as the Relevant Date in accordance with the provisions of Regulation 71(a) of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and such other terms and conditions as may be approved by the Board of Directors."

"RESOLVED FURTHER THAT

i. The Equity Shares as may be issued and allotted in accordance with the terms of the relevant offering, shall rank pari passu with the then existing Equity Shares in the Company in all respects, including in respect of dividend;

ii. For the purpose of giving effect to the foregoing and without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, the Board be and is hereby authorized for and on behalf of the Company:

   a. to enter into and execute all such agreements/arrangements as the case may be with any authorities / agencies, listing of the shares / securities on Exchange (s);
   b. to settle any questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of securities and utilization of the issue proceeds as it may in its absolute discretion deem fit,
   c. to do all such acts, deeds, matters and things as the Board may at its sole discretion deem fit, necessary or desirable for such purpose, including without limitation the drafting, finalization, entering into and execution of any arrangements or agreements with the allottees including but not limited to the shareholders' agreement/s;
   d. to delegate from time to time, all or any of the powers conferred herein upon the Board to any Committee of the Board or the Managing Director or any other Director or any other Officer or Officers of the Company."

P.S. CHANDRA
7859
PRACTISING COMPANY SECRETARY

A summary of the total votes cast **'FOR'** and **'AGAINST'** the above said resolution is as below:

SUMMARY OF E-VOTING				
Particulars		**No. of shareholders / votes**	**No. of shares/ votes**	**% of shares/ votes**
(a)	Total Valid Votes	10	2,22,77,333	100%
(b)	**'For'** the resolution	10	2,22,77,333	100%
(c)	**'Against'** the resolution	-	-	-

A total number of 10 share holders holding 2,22,77,333 shares have voted **'For'** the resolution and none voted against the resolution.

The results of e-voting shall be taken into account in addition to the total shares voted **'For'** the resolution at the extraordinary general meeting of the shareholders.

The data sheet relating to e-voting and other related papers/registers, records are in the safe custody of the undersigned, and that they will be handed over to the Chairman of the company, once the Minutes are approved and signed.

The list of shareholders, who have voted through electronic means, is shared with the Share Transfer Agent (RTA) M/s Integrated Enterprises (India) Ltd. It is also informed that the shareholders who have already exercised their vote through electronic means will not be eligible to exercise their vote for this resolution at the Extra-ordinary general meeting.

Thanking you,

Yours faithfully,

B. CHANDRA ★ 7859 ★ PRACTISING COMPANY SECRETARY

Date: 24th May 2014
Place: Chennai

B. CHANDRA,
COMPANY SECRETARY IN PRACTISE,
CP No. 7859

FORM NO. MGT - 13

Report of the Scrutinizer(s)

***[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2)* of the Companies (Management and Administration) Rules, 2014]**

Dated 30th May 2014

To

The Chairman,
of the Extraordinary General Meeting of the Equity Shareholders of *Shriram City Union Finance Limited, to be held on 30th May, 2014 at Narada Gana Sabha ('Mini Hall'), No. 314 (Old No. 254), TTK Road, Alwarpet, Chennai – 600 018.*

Subject: **Special Resolution(s) under Section 62 and all other applicable provisions of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 – *Voting by Demand of Poll under Section 109 of the Companies Act read with Rule 21 of the Companies (Management & Administration) Rules, 2014, framed there under***

Dear Sir,

We, Ms. B Chandra, Practising Company Secretary and Mr. R. Sankar, a non-employee shareholder representative with Member ID IN30131321065958 and a Practising Chartered Accountant, appointed as Scrutinizers for the purpose of the poll and the e-voting taken on the below mentioned resolution), at the Extraordinary general meeting of the Equity shareholders of Equity Shareholders of Shriram City Union Finance Limited, to be held on 30th May 2014, Narada Gana Sabha ('Mini Hall'), No. 314 (Old No. 254), TTK Road, Alwarpet, Chennai – 600 018, submit our report as under:

At the extra-ordinary general meeting held at the scheduled time, date and venue, one shareholder, eligible for demanding poll as per Section 109 of the Companies Act, 2013, requested the Chairman for a poll at the meeting.

Subsequently, polling papers in **Form MGT-12** as per Companies (Management & Administration) Rules, 2014 were distributed to the shareholders present.

R. SANKAR CHENNAI CHARTERED ACCOUNTANT

B. CHANDRA 7859 PRACTISING COMPANY SECRETARY

1. At the time fixed for closing of the poll by the Chairman, **one** ballot box kept for polling was locked in our presence with due identification marks placed by us.

2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the company.

3. We did not find any poll papers invalid.

The resolution for which the approval of the shareholders had to be obtained at the Extra-ordinary general meeting is:

"**RESOLVED THAT** in accordance with

1. the provisions of Section 62 and all other applicable provisions , if any, of the Companies Act, 2013 (the Act) read with Companies (Share Capital and Debentures)Rules 2014 including any statutory modifications or re-enactments thereof for the time being in force,
2. the provisions of the Memorandum and Articles of Association of the Company,
3. the provisions of any rules/regulations/guidelines framed/issued by the Securities and Exchange Board of India ("**SEBI**") (including any amendments thereto or any re enactment thereof for the time being in force),
4. the provisions of the Listing Agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed.

and subject to

5. the applicable statutes, guidelines, regulations, approvals, consents, permissions, sanctions of the Central Government, the Reserve Bank of India ("**RBI**"), SEBI, Stock Exchanges and any other appropriate and / or concerned authorities, institutions or bodies (the "Approvals") ; and
6. such conditions or modifications as may be prescribed by any of them while granting any such Approvals, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter called "**the Board**" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution) ;

consent of the Company be and is hereby accorded to the Board to offer, issue and allot upto 65,79,840 Equity Shares of Rs.10/- each to Piramal Enterprises Limited for

R. SANKAR CHENNAI CHARTERED ACCOUNTANT

B. CHANDRA 7859 PRACTISING COMPANY SECRETARY

cash at a price of Rs.1,200.00 (Rupees One thousand two hundred only) per Equity Share (including a premium of Rs 1,190.00 per Equity Share) to M/s Piramal Enterprises Limited on preferential basis considering the date 30 days prior to the date of this meeting as the Relevant Date in accordance with the provisions of Regulation 71(a) of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and such other terms and conditions as may be approved by the Board of Directors."

"RESOLVED FURTHER THAT

i. The Equity Shares as may be issued and allotted in accordance with the terms of the relevant offering, shall rank pari passu with the then existing Equity Shares in the Company in all respects, including in respect of dividend;

ii. For the purpose of giving effect to the foregoing and without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, the Board be and is hereby authorized for and on behalf of the Company:

   a. to enter into and execute all such agreements/arrangements as the case may be with any authorities / agencies, listing of the shares / securities on Exchange (s);
   b. to settle any questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of securities and utilization of the issue proceeds as it may in its absolute discretion deem fit,
   c. to do all such acts, deeds, matters and things as the Board may at its sole discretion deem fit, necessary or desirable for such purpose, including without limitation the drafting, finalization, entering into and execution of any arrangements or agreements with the allottees including but not limited to the shareholders' agreement/s;
   d. to delegate from time to time, all or any of the powers conferred herein upon the Board to any Committee of the Board or the Managing Director or any other Director or any other Officer or Officers of the Company."

The results of the poll are as follows:

i. Voted **in favour** of the resolution

No. of members voted (in person or by proxy in the case of poll)	No. of votes cast by them	% of total number of valid votes cast
55	2,16,74,311	100%

R. SANKAR CHARTERED ACCOUNTANT CHENNAI

B. CHANDRA PRACTISING COMPANY SECRETARY 7859

ii. Voted **Against** the resolution

No. of members voted (in person or by proxy in the case of poll)	No. of votes cast by them	% of total number of valid votes cast
Nil		

iii. Invalid votes:

No. of members voted (in person or by proxy in the case of poll)	No. of votes cast by them	% of total number of valid votes cast
Nil		

A total number of 55 share holders holding 2,16,74,311 shares have voted '**For**' the resolution and none voted against the resolution.

4. List of shareholders who have voted **FOR** the resolution is enclosed.

5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/~~Director~~ authorized by the Board or safe keeping.

6. The results of the poll shall be taken into account in addition to the results of e-voting for declaration of final results by the Chairman.

Thanking you,

Yours faithfully,

R.SANKAR. F.C.A.,
Chartered Accountant
Sai [illegible]ksha, 7/14, 11th Street,
Nandanam Extn.,Chennai - 600 035
Membership No: 053414

R. SANKAR CHARTERED ACCOUNTANT CHENNAI

R SANKAR,
Non-employee shareholder representative

B CHANDRA
Company Secretary in Practice
No 7859

Encl: Polling Papers – 55 in number.

B. CHANDRA
Practising Company Secretary

A2, Happy Home Apts,
#9, United India Colony,
4th Main Road, Kodambakkam,
Chennai - 600 024.

E-mail bchandra1@gmail.com
bchandra@bchandrapcs.com
H/P : 9840276313, 9840375053
Ph : 044 - 43587356

Evoting + Poll.

FORM NO. MGT - 13

Report of the Scrutinizer(s)
[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2)* of the Companies (Management and Administration) Rules, 2014*]

Dated 30th May 2014

To

The Chairman,
of the Extraordinary General Meeting of the Equity Shareholders of Shriram City Union Finance Limited, to be held on 30th May, 2014 at Narada Gana Sabha ('Mini Hall'), No. 314 (Old No. 254), TTK Road, Alwarpet, Chennai – 600 018.

Subject: **Special Resolution(s) under Section 62 and all other applicable provisions of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 – *Voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014, framed there under & Voting by Demand of Poll under Section 109 of the Companies Act read with Rule 21 of the Companies (Management & Administration) Rules, 2014, framed there under***

Dear Sir,

I, Ms. **B Chandra**, Practising Company Secretary, appointed as Scrutinizer(s) for the purpose of the poll and the e-voting taken on the below mentioned resolution(s), at the Extraordinary general meeting of the Equity shareholders of Equity Shareholders of Shriram City Union Finance Limited, to be held on 30th May 2014, Narada Gana

B. CHANDRA 7859 PRACTISING COMPANY SECRETARY

Sabha ('Mini Hall'), No. 314 (Old No. 254), TTK Road, Alwarpet, Chennai – 600 018, submit our report as under:

a.	Pursuant to Section 101, 108 of the Act and 3(1) of Rule 20 of the Companies (Management & Administration) Rules, 2014, the notices convening the meeting including Statement under Section 102 of the Act have been despatched to all the members of the company through registered post on the 7th May 2014 and subsequently, the notice convening was also placed on the website of the company and that of the agency, i.e., Integrated Enterprises (India) Ltd (Registrar and Share Transfer Agent). The members of the company were given an option to vote electronically on e-voting platform, provided by the **Central Depository Services Limited** (CDSL).
b.	The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper of wide circulation and a vernacular newspaper on the 9th May, 2014.
c.	The e-voting period commenced on May 19, 2014 at 10.00 A.M. and ended on the close of May 21, 2014 at 6 P.M.
d.	Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on May 21, 2014 at 6 P.M., the CDSL portal was blocked for voting.
e.	The votes cast were unblocked in the presence of two witnesses on the 22nd of May 2014.
f.	A register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights did not arise.
g.	The Corporate member who has participated in the e-voting has provided the scanned copy of the resolution passed at the Board of Directors for authorisation to attend the Extra-ordinary General Meeting.

At the extra-ordinary general meeting held at the scheduled time, date and venue, one shareholder, eligible for demanding poll as per Section 109 of the Companies Act, 2013, requested the Chairman for a poll at the meeting.

Subsequently, polling papers in **Form MGT-12** as per Companies (Management & Administration) Rules, 2014 were distributed to the shareholders present.

1. At the time fixed for closing of the poll by the Chairman, **one** ballot box kept for polling was locked in my presence with due identification marks placed by me/us.

B. CHANDRA 7859 PRACTISING COMPANY SECRETARY

2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the company.
3. I did not find any poll papers invalid.

The resolution for which the approval of the shareholders had to be obtained at the Extra-ordinary general meeting is:

"**RESOLVED THAT** in accordance with

1. the provisions of Section 62 and all other applicable provisions , if any, of the Companies Act, 2013 (the Act) read with Companies (Share Capital and Debentures)Rules 2014 including any statutory modifications or re-enactments thereof for the time being in force,
2. the provisions of the Memorandum and Articles of Association of the Company,
3. the provisions of any rules/regulations/guidelines framed/issued by the Securities and Exchange Board of India ("**SEBI**") (including any amendments thereto or any re-enactment thereof for the time being in force),
4. the provisions of the Listing Agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed.

and subject to

5. the applicable statutes, guidelines, regulations, approvals, consents, permissions, sanctions of the Central Government, the Reserve Bank of India ("**RBI**"), SEBI, Stock Exchanges and any other appropriate and / or concerned authorities, institutions or bodies (the "Approvals") ; and
6. such conditions or modifications as may be prescribed by any of them while granting any such Approvals, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter called "**the Board**" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution) ;

consent of the Company be and is hereby accorded to the Board to offer, issue and allot upto 65,79,840 Equity Shares of Rs.10/- each to Piramal Enterprises Limited for cash at a price of Rs.1,200.00 (Rupees One thousand two hundred only) per Equity Share (including a premium of Rs 1,190.00 per Equity Share) to M/s Piramal Enterprises Limited on preferential basis considering the date 30 days prior to the date of this meeting as the Relevant Date in accordance with the provisions of

B. CHANDRA 7859 PRACTISING COMPANY SECRETARY

Regulation 71(a) of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and such other terms and conditions as may be approved by the Board of Directors."

"RESOLVED FURTHER THAT

i. The Equity Shares as may be issued and allotted in accordance with the terms of the relevant offering, shall rank pari passu with the then existing Equity Shares in the Company in all respects, including in respect of dividend;

ii. For the purpose of giving effect to the foregoing and without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, the Board be and is hereby authorized for and on behalf of the Company:

   a. to enter into and execute all such agreements/arrangements as the case may be with any authorities / agencies, listing of the shares / securities on Exchange (s);
   b. to settle any questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of securities and utilization of the issue proceeds as it may in its absolute discretion deem fit,
   c. to do all such acts, deeds, matters and things as the Board may at its sole discretion deem fit, necessary or desirable for such purpose, including without limitation the drafting, finalization, entering into and execution of any arrangements or agreements with the allottees including but not limited to the shareholders' agreement/s;
   d. to delegate from time to time, all or any of the powers conferred herein upon the Board to any Committee of the Board or the Managing Director or any other Director or any other Officer or Officers of the Company."

The results of the poll & voting by electronic means are as follows:

i. Total valid votes:

Voting means	No. of members voted (in person or by proxy in the case of poll)	No. of votes cast by them	% of total number of valid votes cast
Poll	55	2,16,74,311	100%
E-voting	10	2,22,77,333	100%
	TOTAL	**4,39,51,644**	**100%**

BHANDARI & CO. PRACTISING COMPANY SECRETARY 7859

ii. Voted **in favour** of the resolution

Voting means	**No. of members voted (in person or by proxy in the case of poll)**	**No. of votes cast by them**	**% of total number of valid votes cast**
Poll	55	2,16,74,311	100%
E-voting	10	2,22,77,333	100%
	TOTAL	**4,39,51,644**	**100%**

A total number of 65 share holders holding 4,39,51,644 shares have voted **'For'** the resolution and none voted against the resolution.

Since 4,39,51,644 being the no. of votes have given assent to the aforesaid Special Resolution constituting 100% of the total number of votes representing net valid votes cast, I hereby report that the above said Special resolution is passed with requisite majority.

4. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/~~Director~~ authorized by the Board or safe keeping.

5. The data sheet relating to e-voting and other related papers/registers, records are in the safe custody of the undersigned, and that they will be handed over to the Chairman of the company, once the Minutes are approved and signed.

Thanking you,

Yours faithfully,

B CHANDRA

Company Secretary in Practice

Encl: Polling Papers – 55 in number.