



September 27, 2017

The Secretary BSE Limited Phiroze Jeejeebhoy Towers Limited Dalal Street , Mumbai 400 001	The Secretary National Stock Exchange Limited Exchange Plaza Bandra Kurla Complex Bandra (E) Mumbai 400 051
Security code: 532880 Fax No 022-22723121/2037/39/41/61	Symbol: OMAXE Fax No 022-2659 8237/38

Sub: Voting Results of 28th Annual General Meeting (AGM) of Omaxe Limited held on September 27, 2017

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

Dear Sir,

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed the result of the poll and e-voting alongwith Scrutinizer's Report with respect to the Resolutions passed in the 28th Annual General Meeting (AGM) of the Members of Omaxe Limited held today i.e. Wednesday, the 27th day of September 2017 at 11.00 a.m. at Casabella Banquet, Omaxe Celebration Mall, Sohna Road, Gurgaon-122001, Haryana.

This is for your kind information and record.

Thanking You

Your's Faithfully

For Omaxe Limited



Shubha Singh
Company Secretary

"This is to inform that please make all correspondence with us on our **Corporate Office Address only**"

OMAXE LTD.

Corporate Office: 7, Local Shopping Centre, Kalkaji, New Delhi-110019.
Tel.: +91-11-41896680-85, 41893100, **Fax:** +91-11-41896653, 41896655, 41896799

Regd. Office: Shop No. 19-B, First Floor, Omaxe Celebration Mall, Sohna Road, Gurgaon - 122 001,(Haryana)
Toll Free No. 18001020064, **Website:** www.omaxe.com, **CIN:** L74899HR1989PLC051918

Date of the AGM	27th September, 2017
Total number of shareholders on record date	58,828
No of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	5
Public:	164
No of shareholders attended the meeting through video conferencing:	
Promoters and Promoter Group:	Nil
Public:	Nil

Agenda-wise Disclosure

Resolution - 1

Resolution required: (Ordinary Resolution)
Ordinary Resolution to consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017, the reports of the Board of Director's and Auditors' thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31st, 2017

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 favor on votes polled	% of Votes against on vote polled
	(1)		(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
E - Young			6169820	4.51	0	6169820	0.00	100.00
Poll		136866194	130696374	95.49	130696374	0	100.00	0.00
Postal Ballot, (if applicable)								
Total		136866194	136866194	100.00	130696374	6169820	95.49	4.51
E - Voting		16733473	55.26	16733473	0	100.00	0	0
Poll		30282191	0	0.00	0	0	0.00	0
Postal Ballot, (if applicable)								
Total		30282191	16733473	55.26	16733473	0	100.00	0.00
E - Voting		3027251	19.22	3027251	401	99.99	0.01	
Poll		2795081	17.74	2795081	0	100.00	0.00	
Postal Ballot, (if applicable)		15752155						
Total		15752155	5822332	36.96	5822332	401	99.99	0.01



[Total] 182900540 | 159421999 | 87.16 | 153251740 | 6170221 | 96.13 | 3.87

Resolution - 2

Resolution required: (Ordinary Resolution)	Ordinary Resolution to declare Dividend on 0.1% Non-Cumulative Redeemable Non-Convertible Preference Shares of 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 favor on votes polled	% of Votes against on votes polled
	-1	-2	(3)=[(2)/(1)]*1 00	-4	-5	(6)=[(4)/(2)]*10 0	(7)=[(5)/(2)]*1 00	
E - Voting			6169820	4,508	6169820	0	100.00	0.00
Poll		136866194	130696374	95.49	130696374	0	100.00	0.00
Postal Ballot, (if applicable)								
Total		136866194	136866194	100.00	136866194	0	100.00	0.00
E - Voting			16796800	55.47	16796800	0	100.00	0
Poll			30282191	0	0.00	0	0.00	0
Postal Ballot, (if applicable)								
Total		30282191	16796800	55.47	16796800	0	100.00	0.00
E - Voting			3027239	19.22	3026633	606	99.98	0.02
Poll			2795081	17.74	2795043	0	100.00	0.00
Postal Ballot, (if applicable)			15752155					
Total		15752155	58222320	36.96	5821676	606	99.99	0.01
Total		182900540	159485314	87.20	159484670	606	100.00	0.00

Resolution - 3

Resolution required: (Ordinary Resolution)	Ordinary Resolution to declare Dividend on Equity Shares for the financial year 2016-17 only to Public Shareholders						
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 favor on votes polled	% of Votes against on vote polled
Promoter and Promoter Group	E - Voting	-1	-2	(3)=[(2)/(1)]*1 00	-4	-5	(6)=[(4)/(2)]*10 0	(7)=[(5)/(2)]*1 00
Promoter and Promoter Group	Poll	136866194	6169820	4,508	0	6169820	0,00	100.00
Promoter and Promoter Group	Postal Ballot. (if applicable)	5655979	4,13	5655979	0	0	100.00	0.00
Public – Institutions	Total	136866194	11825799	8,64	5655979	6169820	47.83	52.17
Public – Institutions	E - Voting		16796800	55,47	16796800	0	100.00	0
Public – Institutions	Poll			0	0	0	0.00	0
Public – Institutions	Postal Ballot. (if applicable)		30282191					
Public - Non Institutions	Total	30282191	16796800	55.47	16796800	0	100.00	0.00
Public - Non Institutions	E - Voting		30272339	19.22	3027214	25	100.00	0.00
Public - Non Institutions	Poll		2795081	17.74	2795043	0	100.00	0.00
Public - Non Institutions	Postal Ballot. (if applicable)							
Total		15752155	5822370	36.96	5822257	25	99.96	0.04
Total		182900540	34444919	18.83	28275036	6169845	82.09	17.91

Resolution - 4(a)

Resolution required: (Ordinary Resolution)

Ordinary Resolution for the appointment of the Director in place of Mr. Sunil Goel (DIN: 00003743), who retires by rotation and being eligible, offers himself for re-appointment

Whether promoter / promotor group are interested in the agenda/resolution?

Yes

Category	Mode of Voting	No of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - -against	% of Votes in favor on votes polled	% of Votes against on vote polled
Promoter and Promoter Group	E - Voting	-1	-2	(3)=[(2)/(1)]*1 00	-4	-5	(6)=[(4)/(2)]*10 0	(7)=[(5)/(2)]*1 00
Promoter and Promoter Group	Poll	136866194	6169820	4,508	2820200	0	45.71	0.00
Promoter and Promoter Group	Postal Ballot. (if applicable)		5188560	3.75	0	5138560	0.00	100.00



Total	136866194	11308380	8.26	2820200	5138560	24.94	45.44
E - Voting		16796800	55.47	79785	16717015	0.48	100
Poll	30282191	0	0.00	0	0	0.00	0
Postal Ballot. (if applicable)							
Total	30282191	167966800	55.47	79785	16717015	0.48	99.52
E - Voting		30272251	19.22	7214	30200337	0.05	19.17
Poll	15752155	2795081	63	2794943	0.00	100.00	
Postal Ballot. (if applicable)							
Total	15752155	5822332	36.96	7277	5814980	0.13	99.87
Total	182900540	33927512	18.55	2907262	27670555	8.57	81.56

Resolution - 4(b)
Resolution required: (Ordinary Resolution) Appointment of Ms Seema Prasad Avasarala (DIN: 07058667) as a Director in place of Mr. Sunil Goel who retires by rotation

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 favor on votes polled
	-1		-2	(3)=[(2)/(1)]*100	-4	-5	(6)=[(4)/(2)]*100
	E - Voting			6169820	4508	0	6169820
	Poll			5139560	376	5139560	0
Promoter and Promoter Group		136866194					
Total		11309380	8.26	5139560	6169820	45.45	54.55
E - Voting		16796800	55.47	9835413	6961387	58.56	41.44
Poll	30282191	0	0.00	0	0	0.00	0
Postal Ballot. (if applicable)							
Total	30282191	16796800	55.47	9835413	6961387	58.56	41.44
E - Voting		3027194	19.22	3025885	1309	99.96	0.04
Poll	15752155	2795081	17.74	2795043	0	100.00	0.00
Postal Ballot. (if applicable)							
Total	15752155	5822275	36.96	5820928	1309	99.98	0.02



[Total]		182900540	33928455	18.55	20795901	13132516	61.29	38.71
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Resolution - 5

Resolution required: (Ordinary Resolution)	Ordinary Resolution for the Appointment of Ms BSD & Co., Chartered Accountants as Statutory Auditors in place of retiring Auditors, M/s Doogar & Associates, Chartered Accountants for a period of five years commencing from conclusion of this AGM till the conclusion of AGM to be held in the year 2022 subject to ratification at every AGM 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 favor on votes polled	% of Votes in favour on votes against on vote polled
	-1		-2	(3)=[(2)/(1)]*1 00	-4	-5	(6)=[(4)/(2)]*10 0	(7)=[(5)/(2)]*1 00
E - Voting			6169820	0.000	6169820	0	100.00	0.00
Poll		136866194	130696374	95.49	130696374	0	100.00	0.00
Promoter and Promoter Group								
Postal Ballot (if applicable)								
Total		136866194	136866194	100.00	136866194	0	100.00	0
E - Voting			16790800	55.47	16790800	0	100.00	0
Poll		30282191	0	0.00	0	0	0.00	0
Public – Institutions								
Postal Ballot (if applicable)								
Total		30282191	16790800	55.47	16790800	0	100.00	0.00
E - Voting			3027251	19.22	3027101	150	99.50	0.50
Poll		15752155	2795081	17.74	2795043	0	99.86	
Postal Ballot (if applicable)								
Total		15752155	5822332	36.96	5822144	150	99.68	0.26
Total		182900540	159485326	87.20	159485138	150	99.99	0.01

Resolution - 6

Resolution required: (Ordinary Resolution)	Ordinary Resolution for the Appointment of Ms Shritu Divyesh Sodhi (DIN 02058258), an an Independent Director for a term of five years effective from May 29, 2017 upto May 28, 2022.						
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Whether promoter / promoter group are interested in the agenda/resolution?	No
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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 favor on votes polled	% of Votes against on vote polled
			-1	-2	(3)=[(2)/(1)]*1 00	-4	-5 0	(6)=[(4)/(2)]*10 00
E - Voting					6169820	0	6169820 0.00	4.51 0.00
Poll		136866194			4.51	0		
Postal Ballot, (if applicable)					95.49	130696374	95.49	
Total	E - Voting	136866194	100	130696374	6169820	95.49	4.51	
					16796800	0	100.00	0
	Poll				55.47	16796800 0.00	0.00	0
Public – Institutions					30282191	0		
Total					16796800	55.47	16796800 0	100.00 0.00
E - Voting					3027239	19.22	3026045 1194	99.96 0.04
Poll					2795081	17.74	2795043 0	100.00 0.00
Postal Ballot, (if applicable)								
Total	E - Voting	15752155	5822320	36.96	5821088	1194	99.98	0.02
Total		182900540	159485314	87.20	153314262	6171014	96.13	3.87

Resolution - 7

Resolution required: (Ordinary Resolution)

Ordinary Resolution for the Appointment of Mr. Srinivas Kanakagiri (DIN: 00443793), an an Independent Director for a term of Five Years effective from July 29, 2017 upto July 28, 2022.

Whether promoter / promoter group are interested in the agenda/resolution?

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 favor on votes polled	% of Votes against on vote polled
			-1	-2	(3)=[(2)/(1)]*1 00	-4	-5 0	(6)=[(4)/(2)]*10 00
E - Voting					6169820	0	6169820 0.00	4.51 0.00
Poll		136866194			130696374	0.51	130696374 0.00	100.00 0.00
Postal Ballot, (if applicable)								
Total	E - Voting	136866194	100.00	130696374	6169820	95.49	4.51	
					16796800	55.47	16796800 0.00	0.00



Public – Institutions	Poll	30282191	0	0.00	0	0	0.00	0
	Postal Ballot, (if applicable)							
	Total	30282191	16796800	55.47	16796800	0	100.00	0.00
E - Voting		3027251	19.22	3026057	1194	99.96	0.04	
Public-Non Institutions	Poll	15752155	2795081	17.74	2795043	0	100.00	0.00
	Postal Ballot, (if applicable)							
	Total	15752155	5822332	36.96	5821100	1194	99.98	0.02
Total		182900540	159485326	87.20	153314274	6171014	96.13	3.87

Resolution - 8

Resolution required: (Ordinary Resolution)

Ordinary Resolution to approve Remuneration payable to M/s S.K. Bhatt & Associates, Cost Accountants appointed as Cost Auditors of the Company for the financial year 2017-18.

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	- against	% of Votes favor on votes polled	% of Votes against on vote polled
			-1	-2	(3)=[(2)*(1)]*1 00	-4	-5 0	(6)=[(4)/(2)]*10 00
E - Voting			6169820	4.508	6169820	0	100.00	0.00
Poll		13686194	130696374	95.49	130696374	0	95.49	0.00
Promoter and Promoter Group								
Postal Ballot (if applicable)								
Total		13686194	136866194	100.00	136866194	0	100.00	0.00
E - Voting			16796800	55.47	16796800	0	100.00	0.00
Poll		30282191	0	0.00	0	0	0.00	0
Postal Ballot (if applicable)								
Total		30282191	16796800	55.47	16796800	0	100.00	0.00
Public – Institutions								
E - Voting			3027251	19.22	3027196	55	99.82%	0.18
Poll		15752155	2795081	17.74	2795043	0	100.00	0.00
Postal Ballot (if applicable)								
Total		15752155	5822332	36.96	5822239	55	99.84	0.16
Total		182900540	159485326	87.20	153314274	55	100.00	0.00



Resolution - 9

Resolution required: (Special Resolution)

Special Resolution for Private Placement of Secured / Unsecured / Redeemable / Non-Redeemable/ Convertible/ Non-Convertible/ Listed/ Unlisted and/or other securities under Section 42 and 71 of Companies Act, 2013

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 favor on votes polled	% of Votes against on vote polled
	-1		-2	(3)=(2)(1)*1 00	-4	-5	(6)=(4)/(2)*10 0	(7)=(5)/(2)*1 00
	E - Voting			6169820 4,508	0	6169820 0	100.00 0.00	0.00
	Poll	136866194		130696374 95.49	130696374 0		95.49 0.00	0.00
Promoter and Promoter Group								
	Postal Ballot, (if applicable)	136866194	100.00	130696374 55.47	6169820 16796800	6169820 0	95.49 100.00	4.51 0.00
	Total	136866194	16796800	0.00	0	0	0.00	0
	E - Voting							
	Poll	30282191						
Public – Institutions								
	Postal Ballot, (if applicable)		16796800 55.47	16796800 19.22	0	100.00 3027067	0.00 99.43%	0.57% 0.00
	Total	30282191	30272339	19.22	3027067 17.74	172 2795081	99.43% 100.00	0.57% 0.00
	E - Voting							
	Poll	15752155						
Public-Non Institutions								
	Postal Ballot, (if applicable)	15752155	58222320 36.96	58222110 36.96	172 153315284	99.64 6169992	0.30 96.13	0.30 3.87
	Total	182900540	159485314	87.20	153315284	96.13		
	Total							

Resolution - 10

Resolution required: (Special Resolution)

Special Resolution to take fresh limits of borrowings for a sum not exceeding Rs. 3000 Crores (Rupees Three thousand Crores Only) (i.e. the Principal amount) under Section 180(1)(c) of the Companies Act, 2013

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 favor on votes polled	% of Votes against on vote polled
	-1		-2	(3)=(2)(1)*1 00	-4	-5	(6)=(4)/(2)*10 0	(7)=(5)/(2)*1 00



Resolution - 11		Ordinary Resolution to ratify and confirm and to enter into contracts/arrangements/transactions with related parties for an aggregate amount not exceeding Rs. 7,500 Crore under Section 188 of the Companies Act, 2013						
Resolution required: (Ordinary Resolution)								
Whether promoter / promoter group are interested in the agenda/resolution?								
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 favor on votes polled	% of Votes against on vote polled
	Yes							
	-1		-2	(3)=[(2)(1)]*1	-4	-5	(6)=[(4)/(2)]*10 0	(7)=[(5)/(2)]*1 00
E - Voting								
Poll		136866194		6169820	4,508	0	0.00	100.00
Postal Ballot. (if applicable)				1306960374	95,49	8925117	0	100.00
Promoter and Promoter Group		136866194		136866194	100100	8925117	0	6.52
Total				16717015	5520	10695378	6021637	63.98
E - Voting				0	0.00	0	0	0.00
Poll		30282191						
Postal Ballot. (if applicable)								
Public – Institutions								
Total		30282191	16717015	5520	10695378	6021637	63.98	36.01
E - Voting				3027251	1922	30269554	297	99.99

A circular postmark from the Indian Post Office, New Delhi, dated 10 MAY 1947. The text "INDIA POST OFFICE" is at the top, "NEW DELHI" is in the center, and the date "10 MAY 1947" is at the bottom.

Public-Non Institutions						
	Poll Postal Ballot, (if applicable)	2795081	17.74	2795043	0	100.00
Total	15752155	5822332	36.96	5821997	297	99.99
						0.01
Total	15752155	5822332	36.96	5821997	297	99.99
						0.01
		182900540	87.15	25442492	6021934	15.96
						3.78



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]

To,

The Chairman

28th Annual General Meeting of the Members of Omaxe Limited

Held on Wednesday, 27th September, 2017,
at 11:00 AM

at Casabella Banquet, Omaxe Celebration Mall, Sohna Road, Gurugram, Haryana - 122001

Report on e-voting and voting by Poll conducted at 28th Annual General Meeting of the Equity Shareholders of Omaxe Limited, held on Wednesday, 27th September, 2017 at 11:00 A.M. at Casabella Banquet, Omaxe Celebration Mall, Sohna Road, Gurugram, Haryana – 122001

Appointment as Scrutinizer:

I 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) Regulations, 2015, as amended from time to time, at the 28th Annual General Meeting (AGM) of "**OMAXE LIMITED**" ("Company") held on **Wednesday, 27th day of September, 2017 at 11:00 A.M.** at Casabella Banquet, Omaxe Celebration Mall, Sohna Road, Gurugram, Haryana – 122001.

1. Agency:

The Company had appointed National Securities Depository Limited (NSDL) 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.evoting.nsdl.com>.

For NSP AND ASSOCIATES
Noveen Shore Pandey
Proprietor
28th AGM of Omaxe Limited

2. Dispatch of Notice convening the Meeting

The Company has completed the dispatch of notice to the Shareholders on 01st day of September, 2017 the dispatch of Notice of AGM along with details of Login ID and password to its Members through Courier (Professional Courier) and through mail by NSDL to Members whose email id was registered with the Company or its Registrar and Transfer Agent.

3. Cut- off date:

The voting rights were reckoned as on 21st 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.

4. Remote E-voting:

Remote e-voting platform was open from 09:00 A.M. (IST) on the Saturday, 23rd September, 2017 to 05:00 P.M. (IST) on Tuesday, 26th September, 2017 and Members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary or Special Resolutions, on the e-voting platform provided by NSDL.

5. Voting at the AGM:

5.1 As prescribed under Rule 20 (4) (xiii) of the Companies (Management and Administration) Amendment Rules, 2015 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.

5.2 Accordingly, NSDL, 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.

5.3 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 28th AGM of the Company, voting was conducted by means of poll under Rule 21 of the Companies (Management and Administration) Rules, 2014.

5.4 At the AGM, after the declaration of Poll by the Chairman, Two (2) ballot box kept for polling were locked in my presence with due identification marks placed by me.

For NSP AND ASSOCIATES
Navneet Shree Pandey
Proprietor
28th AGM of Omaxe Limited

5.5 Considering the aforesaid, ballot papers has issued to the Members who have attended the meeting.

6. Counting Process:

6.1 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.

6.2 The votes were reconciled with the records maintained by the Company and RTA with respect to the authorization/ proxies lodged with the Company along with their signatures.

6.3 The locked ballot box was subsequently opened in my presence along with two (2) witness a) Mr. Jay Prakash R/o Nangli Dairy, Near Najafgarh, New Delhi – 110043 and b) Mr. Mukesh Chander R/o Shiv Nagar, Gurugram, Haryana, 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 Boxes 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.



(Jay Prakash)



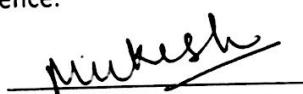
(Mukesh Chander)

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

6.5 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 Wednesday the 27th day of September, 2017 in the presence of two (2) witnesses namely Mr. Jay Prakash and Mr. Mukesh Chander, who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.

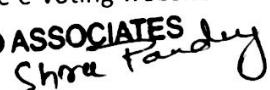


(Jay Prakash)



(Mukesh Chander)

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

For NSP AND ASSOCIATES

Shree Pandey
Naveen
Proprietor

7. Results:

7.1 I observed that:

a) 91 Members had cast their votes at the meeting and out of which vote of 38 members were found as invalid.

b) 108 Members had casted their votes through remote e-Voting.

7.2 Based on the reports generated from the e-voting system provided by NSDL 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 28th AGM dated 29th July, 2017, as **Annexure - 1**.

- 8.** 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 28th 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.
- 9.** Based on the above voting, all Resolutions carried on with requisite majority except Item No. 4(a), accordingly we request the Chairman of the 28th AGM to declare the result of the meeting.
- 10.** The Register, all other papers and relevant records relating to remote e-voting and voting by poll (Polling Paper) at the 28th 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

For NSP AND ASSOCIATES

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

Date: 27th September, 2017

Place: Gurugram

REPORT CONTAINING RESULT**RESOLUTION 01: (ORDINARY RESOLUTION)**

- a) Ordinary resolution to consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 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.

Mode	Total Voters	Total Shares	No Voting/Invalid Poll		Favour		Against	
			Number	Votes	Num ber	Votes	Num ber	Votes
E-voting	108	25993871	0	0	99	19760323	9	6170221
Poll	91	133491455	38	38	53	133491417	0	0
Total	199	159485326	38	38	152	153251740	9	6170221

Total Valid Shares (Total Shares) = 159421961
 Votes in Favour (% of Total Valid Shares) = 96.13%
 Votes in Against (% of Total Valid Shares) = 3.87%

The Resolution was carried with requisite majority.

RESOLUTION 02: (ORDINARY RESOLUTION)

Ordinary Resolution declaration of Dividend on 0.1% Non-Cumulative, Redeemable Non-Convertible Preference shares for the financial year 2016-17.

Mode	Total Voters	Total Shares	No Voting/Invalid Poll		Favour		Against	
			Number	Votes	Num ber	Votes	Num ber	Votes
E-voting	107	25993859	0	0	101	25993253	6	606
Poll	91	133491455	38	38	53	133491417	0	0
Total	198	159485314	38	38	154	159484670	6	606

Total Valid Shares (Total Shares) = 159485276
 Votes in Favour (% of Total Valid Shares) = 99.99%
 Votes in Against (% of Total Valid Shares) = 0.01%

The Resolution was carried with requisite majority.

For NSP AND ASSOCIATES

Naveen Singh Pandey
Proprietor

RESOLUTION 03: (ORDINARY RESOLUTION)

Ordinary Resolution for declaration of Dividend on Equity Shares for the financial year 2016-17 only to Public Shareholder.

Mode	Total Voters	Total Shares	No Voting/Invalid Poll		Favour		Against	
			Num ber	Votes	Num ber	Votes	Num ber	Votes
E-voting	107	25993859	0	0	99	19824014	8	6169845
Poll	91	133491455	48	125040433	43	8451022	0	0
Total	198	159485314	48	125040433	142	28275036	8	6169845

Total Valid Shares (Total Shares) = 34444881

Votes in Favour (% of Total Valid Shares) = 82.09%

Votes in Against (% of Total Valid Shares) = 17.91%

The Resolution was carried with requisite majority.

RESOLUTION 4(a): (ORDINARY RESOLUTION)

Ordinary Resolution for the Appointment of a Director in place of Mr. Sunil Goel (DIN-00003743) who retires by rotation and being eligible offers himself for re-appointment.

Mode	Total Voters	Total Shares	No Voting/Invalid Poll		Favour		Against	
			Num ber	Votes	Num ber	Votes	Num ber	Votes
E-voting	108	25993871	3	3349620	51	2907199	54	19737052
Poll	91	133491455	56	125557889	10	63	25	7933503
Total	199	159485326	59	128907509	61	2907262	79	27670555

Total Valid Shares (Total Shares) = 30577817

Votes in Favour (% of Total Valid Shares) = 09.50%

Votes in Against (% of Total Valid Shares) = 91.50%

The Resolution was declined as it did not get the requisite majority.

For NSP AND ASSOCIATES
 Naveen Singh Pandey
 Proprietor

RESOLUTION 4(b): (ORDINARY RESOLUTION)

Ordinary Resolution for the appointment of Ms. Seema Prasad Avasarala as a Director in place of Mr. Sunil Goel who retires by rotation.

Mode	Total Voter s	Total Shares	No Voting/Invalid Poll		Favour		Against	
			Num ber	Votes	Num ber	Votes	Num ber	Votes
E-voting	106	25993814	0	0	67	12861298	39	13132516
Poll	91	133491455	49	125557852	42	7934603	0	0
Total	197	159485269	49	125557852	109	20795901	39	13132516

Total Valid Shares (Total Shares) = 33928417

Votes in Favour (% of Total Valid Shares) = 61.29%

Votes in Against (% of Total Valid Shares) = 38.71%

The Resolution was carried with requisite majority.

RESOLUTION 05: (ORDINARY RESOLUTION)

Ordinary resolution for appointment of M/s. BSD & Co. (FRN- 000312S), Chartered Accountants, as the Satutory Auditors of the Company in place of retiring statutory auditors M/s. Doogar & Associates, Chartered Accountants and to fix their remuneration.

Mode	Total Voter s	Total Shares	No Voting/Invalid Poll		Favour		Against	
			Number	Votes	Num ber	Votes	Num ber	Votes
E-voting	108	25993871	0	0	106	25993721	2	150
Poll	91	133491455	38	38	53	133491417	0	0
Total	199	159485326	38	38	159	159485138	2	150

Total Valid Shares (Total Shares) = 159485288

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

Votes in Against (% of Total Valid Shares) = 0.01%

The Resolution was carried with requisite majority.

For NSP AND ASSOCIATES

Naveen Shree Pandey
Proprietor

RESOLUTION 06: (ORDINARY RESOLUTION)

Ordinary Resolution for the appointment of Ms. Shruti Dvivedi Sodhi (DIN-02058258) as an Independent Director of the Company w.e.f. 29.05.2017 and will hold office of Independent Director for 5(Five) consecutive years for a term upto 28.05.2022.

Mode	Total Voter s	Total Shares	No Voting/Invalid Poll		Favour		Against	
			Number	Votes	Num ber	Votes	Num ber	Votes
E-voting	107	25993859	0	0	95	19822845	12	6171014
Poll	91	133491455	38	38	53	133491417	0	0
Total	198	159485314	38	38	148	153314262	12	6171014

Total Valid Shares (Total Shares) = 159485276

Votes in Favour (% of Total Valid Shares) = 96.13%

Votes in Against (% of Total Valid Shares) = 03.87%

The Resolution was carried with requisite majority.

RESOLUTION 07: (ORDINARY RESOLUTION)

Ordinary Resolution for the appointment of Mr. Srinivas Kanakagiri (DIN- 00443793) as an Independent Director of the Company w.e.f. 29.07.2017 and will hold office of Independent Director for 5(Five) consecutive years for a term upto 28.07.2022.

Mode	Total Voters	Total Shares	No Voting/Invalid Poll		Favour		Against	
			Number	Votes	Num ber	Votes	Num ber	Votes
E-voting	108	25993871	0	0	96	19822857	12	6171014
Poll	91	133491455	38	38	53	133491417	0	0
Total	199	159485326	38	38	149	153314274	12	6171014

Total Valid Shares (Total Shares) = 159485288

Votes in Favour (% of Total Valid Shares) = 96.13%

Votes in Against (% of Total Valid Shares) = 3.87%

The Resolution was carried with requisite majority.

For NSP AND ASSOCIATES

Naveen Shashi Pandey
Proprietor

RESOLUTION 08: (ORDINARY RESOLUTION)

Ordinary Resolution to Consider and approve Remuneration payable to M/s S.K. Bhatt & Associates, Cost Accountants, appointed as Cost Auditors of the company for financial year 2017-18.

Mode	Total Voter s	Total Shares	No Voting/Invalid Poll		Favour		Against	
			Number	Votes	Num ber	Votes	Num ber	Votes
E-voting	108	25993871	0	0	106	25993816	2	55
Poll	91	133491455	38	38	53	133491417	0	0
Total	199	159485326	38	38	159	159485233	2	55

Total Valid Shares (Total Shares) = 159485288

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

Votes in Against (% of Total Valid Shares) = 0.01%

The Resolution was carried with requisite majority.

RESOLUTION 9: (SPECIAL RESOLUTION)

Special Resolution for making offer(s) or invitation(s) to subscribe to Secured/ Unsecured/ Redeemable Non-Convertible/ Listed/ Unlisted and/or otherwise/ Debentures/ Bonds or such other Debt Securities on a private placement basis, in one or more tranches, during the period of 1(one) year from the date of passing this resolution, for an aggregate amount of Rs. 500,00,00,000/- (Rupees Five Hundred Crores only) or Equivalent in any other currency.

Mode	Total Voters	Total Shares	No Voting/Invalid Poll		Favour		Against	
			Number	Votes	Num ber	Votes	Num ber	Votes
E-voting	107	25993859	0	0	97	19823867	10	6169992
Poll	91	133491455	38	38	53	133491417	0	0
Total	198	159485314	38	38	150	153315284	10	6169992

Total Valid Shares (Total Shares) = 159485276

Votes in Favour (% of Total Valid Shares) = 96.13%

Votes in Against (% of Total Valid Shares) = 3.87%

The Resolution was carried with requisite majority.

For NSP AND ASSOCIATES

 Naveen Sree Pandey
 Proprietor

RESOLUTION 10: (SPECIAL RESOLUTION)

Special Resolution for taking fresh limits of borrowings for a sum of not exceeding Rs. 3,000 Crores (Rupees Three Thousand Crores only) (i.e the Principal amount) under Section 180(1)(c) of Companies Act 2013.

Mode	Total Voter s	Total Shares	No Voting/Invalid Poll		Favour		Against	
			Number	Votes	Num ber	Votes	Num ber	Votes
E-voting	108	25993871	0	0	96	19823473	12	6170398
Poll	91	133491455	38	38	53	133491417	0	0
Total	199	159485326	38	38	149	153314890	12	6170398

Total Valid Shares (Total Shares) = 159485288

Votes in Favour (% of Total Valid Shares) = 96.13%

Votes in Against (% of Total Valid Shares) = 3.87%

The Resolution was carried with requisite majority.

RESOLUTION 11: (ORDINARY RESOLUTION)

Ordinary Resolution for ratification and Confirmation and to enter into contracts/ arrangements/ transactions with related parties for an aggregate amount not exceeding Rs.7,500 Crores Under Section 188 of the Companies Act.

Mode	Total Voter s	Total Shares	No Voting/Invalid Poll		Favour		Against	
			Num ber	Votes	Num ber	Votes	Num ber	Votes
E-voting	107	25914086	7	6169820	70	13722332	30	6021934
Poll	91	133491455	51	121771295	40	11720160	0	0
Total	198	159405541	58	127941115	110	25442492	30	6021934

For NSP AND ASSOCIATES
 Naveen Shree Pandey
 Proprietor

Total Valid Shares (Total Shares)	= 31464426
Votes in Favour (% of Total Valid Shares)	= 81.50%
Votes in Against (% of Total Valid Shares)	= 19.50%

The Resolution was carried with requisite majority.

Thanking You,
Yours faithfully,

For NSP & Associates

~~Copy NSP & ASSOCIATES~~

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

Date: 27th September, 2017

Place: Gurugram