

July 26, 2016

BSE Limited
National Stock Exchange of India Limited

Kind Attn: Corporate Relationship Department

Sub: Proceedings of 34th Annual General Meeting

Dear Sirs,

The 34th Annual General Meeting of the Equity Shareholders of the Company was held today (Tuesday, July 26, 2016) at 11.00 a.m. at Nehru Auditorium, Nehru Centre, Dr Annie Besant Road, Worli, Mumbai 400 018.

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 Equity Shareholders of the Company (as at cut-off date of July 20, 2016), to cast their votes electronically on all businesses proposed in the Notice of AGM. The remote E-voting period commenced on Friday, July 22, 2016 at 9.00 a.m. and concluded on Monday, July 25, 2016 at 5.00 p.m. Additionally to facilitate voting by the Shareholders who had not voted using remote e-voting facility, Physical Voting by way of Ballot was conducted at the Annual General Meeting held today.

Based on the report dated July 26, 2016 submitted by the Scrutineer, ACS Vinita Nair, Partner, M/s Vinod Kothari & Co., Company Secretaries, the Chairman of the AGM has declared that all the proposals included in the Notice of 34th Annual General Meeting were approved by the Equity Shareholders **with requisite majority**.

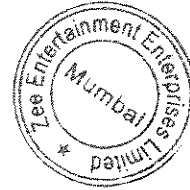
Copy of the Scrutiniser's report along with requisite particulars of E-voting results as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed for your information and record.

Yours truly,

ZEE ENTERTAINMENT ENTERPRISES LIMITED



M Lakshminarayanan
Chief Compliance Officer & Company Secretary



Encl. As above



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

ZEE ENTERTAINMENT ENTERPRISES LIMITED

Regd. Office : 18th Floor, A Wing, Marathon Futurex, N.M.Joshi Marg, Lower Parel, Mumbai - 400 013. India.

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www.zeetelevision.com | CIN : L92132MH1982PLC028767

Details of Voting Results at 34th Annual General Meeting held on July 26, 2016

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

A. Details of Attendance at Annual General Meeting:

Particulars	Details
Date of AGM	July 26, 2016
Total number of Equity shareholders as on Cut-off date i.e. July 20, 2016	85494
No of Equity Shareholders present in the meeting either in person or through proxy:	
a) Promoters & Promoter Group	20
b) Public	61
No of Equity Shareholders attended the meeting through video conferencing:	
a) Promoters & Promoter Group	Not Provided
b) Public	Not Provided
Details of Agenda	As detailed in 'B' below
Resolution required	
Whether promoter/ promoter group are interested 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

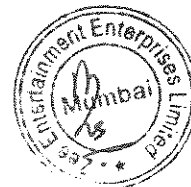
To receive, consider and adopt the audited Financial Statements of the Company on a standalone and consolidated basis, for the financial year ended March 31, 2016 including the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss for the financial year ended on that date, and the Reports of the Auditors and Directors thereon.

Resolution No. 2 – Ordinary Resolution

To confirm the Dividend paid on the Preference Shares of the Company for the financial year / period ended March 31, 2016.

Resolution No. 3 – Ordinary Resolution

To declare Dividend of ₹ 2.25 per Equity Share for the financial year ended March 31, 2016.



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Resolution No. 4 – Ordinary Resolution

To appoint a Director in place of Dr Subhash Chandra (DIN 00031458), who retires by rotation, and being eligible, offers himself for reappointment.

Resolution No. 5 – Ordinary Resolution

To re-appoint M/s. MGB & Co LLP, Chartered Accountants, Mumbai, having Firm Registration 101169W/W-100035, as the Statutory Auditors of the Company to carry out the Statutory Audit for the Financial Year 2016-17, at a remuneration to be determined by the Board of Directors of the Company.

Resolution No. 6 – Ordinary Resolution

To appoint Mr. Adesh Kumar Gupta (DIN 00020403) as an Independent Director of the Company not liable to retire by rotation for the period up to December 29, 2018.

Resolution No. 7 – Special Resolution

To re-appoint Prof (Mr) Sunil Sharma (DIN 06781655) for the second term as Independent Director of the Company not liable to retire by rotation for a period of three years from January 22, 2017 until January 21, 2020.

Resolution No. 8 – Special Resolution

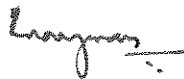
To re-appoint Prof (Mrs) Neharika Vohra (DIN 06808439) for the second term as Independent Director of the Company not liable to retire by rotation for a period of three years from March 12, 2017 until March 11, 2020.

Resolution No. 9 – Special Resolution

To approve maintenance of Register of Members/Debenture-holders/Other Security-holders etc., under Section 88 and copies of Annual Returns as per Section 92 at the office of the Company's Registrar and Share Transfer Agents M/s Link Intime India Private Ltd., at C -13 Pannalal Silk Mills Compound, LBS Road, Bhandup West, Mumbai 400078 instead of the Registered Office of the Company.

Details of voting for each of the resolutions mentioned above is as per the annexed report of M/s. Link Intime India Private Limited, the Registrar & Share Transfer Agent of the Company.

ZEE ENTERTAINMENT ENTERPRISES LIMITED



M Lakshminarayanan
Chief Compliance Officer & Company Secretary



Place: Mumbai
Date: July 26, 2016



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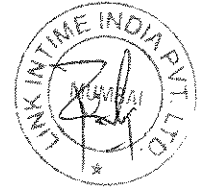
Regd. Office : 18th Floor, A Wing, Marathon Futurex, N.M.Joshi Marg, Lower Parel, Mumbai - 400 013, India.

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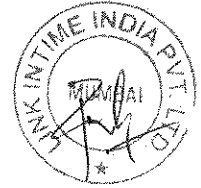
Zee Entertainment Enterprises Limited

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, 2016 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]	$[3]=\{[2]/[1]\}*100$	[4]	[5]	$[6]=\{[4]/[2]\}*100$	$[7]=\{[5]/[2]\}*100$
Promoter and Promoter Group	E-Voting	413670212	413670212	100.0000	413670212	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		413670212	100.0000	413670212	0	100.0000	0.0000
Public Institutions	E-Voting	498870199	358418551	71.8461	358418551	0	100.0000	0.0000
	Poll		400000	0.0802	400000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		358818551	71.9263	358818551	0	100.0000	0.0000
Public Non Institutions	E-Voting	47908309	7133437	14.8898	7133093	344	99.9952	0.0048
	Poll		37191	0.0776	37191	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7170628	14.9674	7170284	344	99.9952	0.0048
Total		960448720	779659391	81.1766	779659047	344	100.0000	0.0000



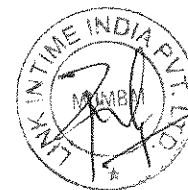
Zee Entertainment Enterprises Limited

Resolution Required : (Ordinary)		2 - Confirmation of Dividend paid on the Preference Shares of the Company for the financial year/ period ended March 31, 2016.						
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	413670212	413670212	100.0000	413670212	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		413670212	100.0000	413670212	0	100.0000	0.0000
Public Institutions	E-Voting	498870199	370225047	74.2127	370225047	0	100.0000	0.0000
	Poll		400000	0.0802	400000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		370625047	74.2929	370625047	0	100.0000	0.0000
Public Non Institutions	E-Voting	47908309	7133437	14.8898	7131325	2112	99.9704	0.0296
	Poll		37191	0.0776	37191	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7170628	14.9674	7168516	2112	99.9705	0.0295
Total		960448720	791465887	82.4058	791463775	2112	99.9997	0.0003



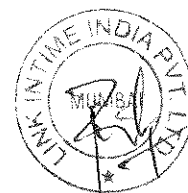
Zee Entertainment Enterprises Limited

Resolution Required : (Ordinary)			3 - Declaration of Dividend of Rs. 2.25 per Equity Share for the financial year ended March 31, 2016.					
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	413670212	413670212	100.0000	413670212	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		413670212	100.0000	413670212	0	100.0000	0.0000
Public Institutions	E-Voting	498870199	370225047	74.2127	370150677	74370	99.9799	0.0201
	Poll		400000	0.0802	400000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		370625047	74.2929	370550677	74370	99.9799	0.0201
Public Non Institutions	E-Voting	47908309	7133387	14.8897	7132953	434	99.9939	0.0061
	Poll		37191	0.0776	37191	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7170578	14.9673	7170144	434	99.9939	0.0061
Total		960448720	791465837	82.4058	791391033	74804	99.9905	0.0095



Zee Entertainment Enterprises Limited

Resolution Required : (Ordinary)			4 - Re-appointment of Dr. Subhash Chandra 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
Promoter and Promoter Group	E-Voting	413670212	413670212	100.0000	413670212	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		413670212	100.0000	413670212	0	100.0000	0.0000
Public Institutions	E-Voting	498870199	369253177	74.0179	84007389	285245788	22.7506	77.2494
	Poll		400000	0.0802	400000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		369653177	74.0981	84407389	285245788	22.8342	77.1658
Public Non Institutions	E-Voting	47908309	7133114	14.8891	7132760	354	99.9950	0.0050
	Poll		37191	0.0776	37191	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7170305	14.9667	7169951	354	99.9951	0.0049
Total		960448720	790493694	82.3046	505247552	285246142	63.9154	36.0846



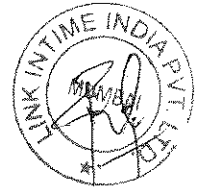
Zee Entertainment Enterprises Limited

Resolution Required : (Ordinary)		5 - Appointment of Auditors						
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
Promoter and Promoter Group	E-Voting	413670212	413670212	100.0000	413670212	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		413670212	100.0000	413670212	0	100.0000	0.0000
Public Institutions	E-Voting	498870199	361107616	72.3851	346345384	14762232	95.9120	4.0880
	Poll		400000	0.0802	400000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		361507616	72.4653	346745384	14762232	95.9165	4.0835
Public Non Institutions	E-Voting	47908309	7133419	14.8897	7132981	438	99.9939	0.0061
	Poll		37191	0.0776	37191	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7170610	14.9673	7170172	438	99.9939	0.0061
Total		960448720	782348438	81.4566	767585768	14762670	98.1130	1.8870



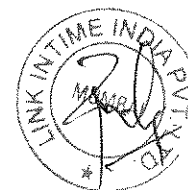
Zee Entertainment Enterprises Limited

Resolution Required : (Special)			6 - Appointment of Mr. Adesh Kumar Gupta as Independent Director					
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	413670212	413670212	100.0000	413670212	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		413670212	100.0000	413670212	0	100.0000	0.0000
Public Institutions	E-Voting	498870199	369764885	74.1205	369597820	167065	99.9548	0.0452
	Poll		400000	0.0802	400000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		370164885	74.2007	369997820	167065	99.9549	0.0451
Public Non Institutions	E-Voting	47908309	7133029	14.8889	7130453	2576	99.9639	0.0361
	Poll		37191	0.0776	37191	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7170220	14.9665	7167644	2576	99.9641	0.0359
Total		960448720	791005317	82.3579	790835676	169641	99.9786	0.0214



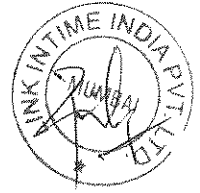
Zee Entertainment Enterprises Limited

Resolution Required : (Special)		7 - Re-appointment of Prof. Sunil Sharma as Independent Director for second term.						
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	413670212	413670212	100.0000	413670212	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		413670212	100.0000	413670212	0	100.0000	0.0000
Public Institutions	E-Voting	498870199	369764885	74.1205	369342111	422774	99.8857	0.1143
	Poll		400000	0.0802	400000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		370164885	74.2007	369742111	422774	99.8858	0.1142
Public Non Institutions	E-Voting	47908309	7133203	14.8893	7132313	890	99.9875	0.0125
	Poll		37191	0.0776	37191	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7170394	14.9669	7169504	890	99.9876	0.0124
Total		960448720	791005491	82.3579	790581827	423664	99.9464	0.0536



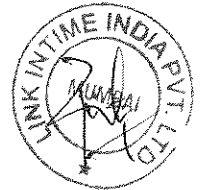
Zee Entertainment Enterprises Limited

Resolution Required : (Special)		8 - Re-appointment of Prof. (Mrs.) Neharika Vohra as Independent Director for second term.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	413670212	413670212	100.0000	413670212	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		413670212	100.0000	413670212	0	100.0000	0.0000
Public Institutions	E-Voting	498870199	369764885	74.1205	357883661	11881224	96.7868	3.2132
	Poll		400000	0.0802	400000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		370164885	74.2007	358283661	11881224	96.7903	3.2097
Public Non Institutions	E-Voting	47908309	7133203	14.8893	7130581	2622	99.9632	0.0368
	Poll		37191	0.0776	37191	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7170394	14.9669	7167772	2622	99.9634	0.0366
Total		960448720	791005491	82.3579	779121645	11883846	98.4976	1.5024



Zee Entertainment Enterprises Limited

Resolution Required : (Special)			9 - Maintenance of register of members at the office of Registrar & Share Transfer Agent instead of 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	413670212	413670212	100.0000	413670212	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		413670212	100.0000	413670212	0	100.0000	0.0000
Public Institutions	E-Voting	498870199	370225047	74.2127	370225047	0	100.0000	0.0000
	Poll		400000	0.0802	400000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		370625047	74.2929	370625047	0	100.0000	0.0000
Public Non Institutions	E-Voting	47908309	7133477	14.8899	7132735	742	99.9896	0.0104
	Poll		37191	0.0776	37191	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7170668	14.9675	7169926	742	99.9897	0.0103
Total		960448720	791465927	82.4058	791465185	742	99.9999	0.0001





VINOD KOTHARI & COMPANY

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Phone: +91 – 33 – 2281 7715 | 1276 | 3742
email: vinod@vinodkothari.com
Web: www.vinodkothari.com
www.india-financing.com
Unique Code – P1996WB042300
PAN No - AAMFV6726E
Service Tax Registration No. - AAMFV6726ESD001
Udyog Aadhar Number – WB10D0000448

Date: 26/07/2016

To
The Chairman
Zee Entertainment Enterprises Limited
18th floor, A Wing, Marathon Futorex
N M Joshi Marg, Lower Parel
Mumbai 400 013
India

Consolidated Report of Scrutinizer for Thirty-Fourth Annual General Meeting of the Equity Shareholders of Zee Entertainment Enterprises Limited (Company) held at 'Nehru Auditorium', Nehru Centre, Dr Annie Besant Road, Worli, Mumbai, 400018 on Tuesday, the 26th day of July, 2016 at 11.00 A.M.

Dear Sir,

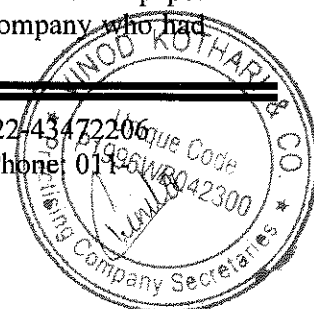
In terms of authority vide letter dated May 27, 2016, the Company Secretary had appointed the undersigned, Mrs. Vinita Nair, Partner of M/s Vinod Kothari & Company, Practising Company Secretaries, 601-C Neelkanth, 98 Marine Drive, Mumbai 400002, as scrutinizer for the purpose of the voting process on the below proposed Resolution(s) at the 34th Annual General Meeting of the Company, held at 'Nehru Auditorium', Nehru Centre, Dr Annie Besant Road, Worli, Mumbai, 400018 on Tuesday, the 26th day of July, 2016 at 11.00 A.M.

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 34th AGM, the Company had provided remote e-voting facility through NSDL and 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 July 20, 2016 commenced on Friday, the 22nd day of July, 2016 at 9.00 a.m. and ended on Monday, the 25th day of July, 2016 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.

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Delhi Office: A / 11 Hauz Khas (Opposite Vatika Medicare), New Delhi-110016 Phone: 011-99667042300
41315340





VINOD KOTHARI & COMPANY

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Pursuant to Rule 20(xi) of the Rules, 2014, I unblocked the e-voting on NSDL website on July 26, 2016 in the presence of two witnesses, viz., Mr. Vignesh Iyer and Ms. Diksha Kataria both being Executives of M/s Vinod Kothari & Company. These witnesses are not in the employment of the Company.

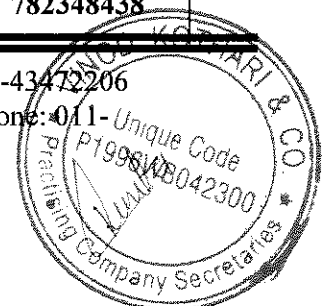
At the 34th AGM, after scrutinizing all Ballot/Poll papers relating to votes casted by the equity shareholders present at the meeting, I hereby report that 33 equity shareholders holding in aggregate 437,191 equity shares casted votes on the proposed resolutions in the Notice of the AGM through physical voting.

We hereby submit our Consolidated Report as under:

- 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	437191	779222200	Nil	Nil	779659391
Resolution 2	437191	791028696	Nil	Nil	791465887
Resolution 3	437191	791028646	Nil	Nil	791465837
Resolution 4	437191	790056503	Nil	Nil	790493694
Resolution 5	437191	781911247	Nil	Nil	782348438

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Resolution 6	437191	790568126	Nil	Nil	791005317
Resolution 7	437191	790568300	Nil	Nil	791005491
Resolution 8	437191	790568300	Nil	Nil	791005491
Resolution 9	437191	791028736	Nil	Nil	791465927

Total number of votes in favour and/or against the resolutions casted by e-voting and poll respectively:

Particulars	Resolution No. 1	Resolution No. 2	Resolution No. 3	Resolution No. 4	Resolution No. 5
Total votes in favour of motion by electronic means	779221856	791026584	790953842	504810361	767148577
Total votes against the motion by electronic means	344	2112	74804	285246142	14762670
Total votes cast in favour of motion by polling paper	437191	437191	437191	437191	437191

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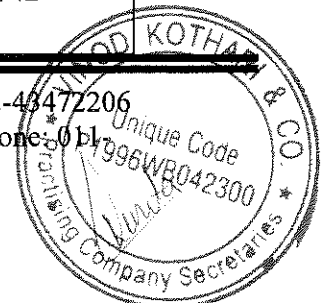
Service Tax Registration No. - AAMFV6726ESD001

Udyog Aadhar Number – WB10D0000448

Total votes cast against the motion by polling paper	Nil	Nil	Nil	Nil	Nil
<i>Nature of Resolution</i>	Ordinary	Ordinary	Ordinary	Ordinary	Ordinary
<i>Total valid votes (poll+ remote voting)</i>	779659391	791465887	791465837	790493694	782348438
<i>Total votes in favour</i>	779659057	791463775	791391033	505247552	767585768
<i>Total votes against</i>	344	2112	74804	285246142	14762670
<i>Result of voting</i>	Passed as an Ordinary resolution	Passed as an Ordinary resolution	Passed as an Ordinary resolution	Passed as an Ordinary resolution	Passed as an Ordinary resolution

Particulars	Resolution No. 6	Resolution No. 7	Resolution No. 8	Resolution No. 9
Total votes in favour of motion by electronic means	790398485	790144636	778684454	791027994
Total votes against the motion by electronic	169641	423664	11883846	742

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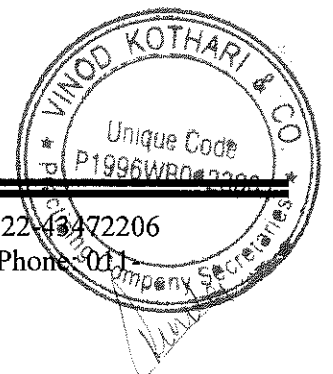
Unique Code – P1996WB042300

PAN No - AAMFV6726E

Service Tax Registration No. - AAMFV6726ESD001

Udyog Aadhar Number – WB10D0000448

means				
Total votes cast in favour of motion by polling paper	437191	437191	437191	437191
Total votes cast against the motion by polling paper	Nil	Nil	Nil	Nil
<i>Nature of Resolution</i>	Ordinary Resolution	Special Resolution	Special Resolution	Special Resolution
<i>Total valid votes (poll + remote voting)</i>	791005317	791005491	791005491	791465927
<i>Total votes in favour</i>	790835676	790581827	779121645	791465185
<i>Total votes against</i>	169641	423664	11883846	742
<i>Result of voting</i>	Passed as an Ordinary resolution	Passed as Special resolution	Passed as Special resolution	Passed as Special resolution



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2. The consolidated result of the remote e-voting and physical voting on the resolutions put to vote at the 34th Annual General Meeting is as under:

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, 2016 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]= $\frac{[2]}{[1]} * 100$	[4]	[5]	[6]= $\frac{[4]}{[2]} * 100$	[7]= $\frac{[5]}{[2]} * 100$
Promoter and Promoter Group	E-Voting	413670212	413670212	100.0000	413670212	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		413670212	100.0000	413670212	0	100.0000	0.0000
Public Institutions	E-Voting	498870199	358418551	71.8461	358418551	0	100.0000	0.0000
	Poll		400000	0.0802	400000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		358818551	71.9263	358818551	0	100.0000	0.0000
Public Non Institutions	E-Voting	47908309	7133437	14.8898	7133093	344	99.9952	0.0048
	Poll		37191	0.0776	37191	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7170628	14.9674	7170284	344	99.9952	0.0048
Total		960448720	779659391	81.1766	779659047	344	100.0000	0.0000

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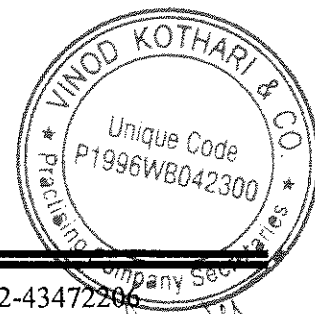




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Resolution Required : (Ordinary)			2 - Confirmation of Dividend paid on the Preference Shares of the Company for the financial year/ period ended March 31, 2016.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	413670212	413670212	100.0000	413670212	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		413670212	100.0000	413670212	0	100.0000	0.0000
Public Institutions	E-Voting	498870199	370225047	74.2127	370225047	0	100.0000	0.0000
	Poll		400000	0.0802	400000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		370625047	74.2929	370625047	0	100.0000	0.0000
Public Non Institutions	E-Voting	47908309	7133437	14.8898	7131325	2112	99.9704	0.0296
	Poll		37191	0.0776	37191	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7170628	14.9674	7168516	2112	99.9705	0.0295
Total		960448720	791465887	82.4058	791463775	2112	99.9997	0.0003



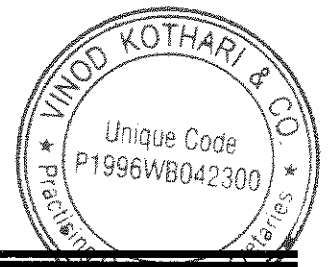
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Resolution Required : (Ordinary)			3 - Declaration of Dividend of Rs. 2.25 per Equity Share for the financial year ended March 31, 2016.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	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	413670212	413670212	100.0000	413670212	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		413670212	100.0000	413670212	0	100.0000	0.0000
Public Institutions	E-Voting	498870199	370225047	74.2127	370150677	74370	99.9799	0.0201
	Poll		400000	0.0802	400000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		370625047	74.2929	370550677	74370	99.9799	0.0201
Public Non Institutions	E-Voting	47908309	7133387	14.8897	7132953	434	99.9939	0.0061
	Poll		37191	0.0776	37191	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7170578	14.9673	7170144	434	99.9939	0.0061
Total		960448720	791465837	82.4058	791391033	74804	99.9905	0.0095



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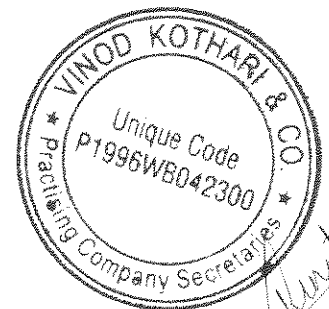
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Resolution Required : (Ordinary)			4 - Re-appointment of Dr. Subhash Chandra as a Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes 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	413670212	413670212	100.0000	413670212	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		413670212	100.0000	413670212	0	100.0000	0.0000
Public Institutions	E-Voting	498870199	369253177	74.0179	84007389	285245788	22.7506	77.2494
	Poll		400000	0.0802	400000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		369653177	74.0981	84407389	285245788	22.8342	77.1658
Public Non Institutions	E-Voting	47908309	7133114	14.8891	7132760	354	99.9950	0.0050
	Poll		37191	0.0776	37191	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7170305	14.9667	7169951	354	99.9951	0.0049
Total		960448720	790493694	82.3046	505247552	285246142	63.9154	36.0846



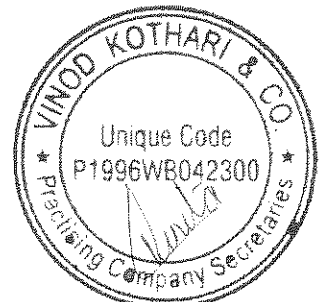
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Resolution Required : (Ordinary)			5 - Appointment of Auditors					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding 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	413670212	413670212	100.0000	413670212	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		413670212	100.0000	413670212	0	100.0000	0.0000
Public Institutions	E-Voting	498870199	361107616	72.3851	346345384	14762232	95.9120	4.0880
	Poll		400000	0.0802	400000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		361507616	72.4653	346745384	14762232	95.9165	4.0835
Public Non Institutions	E-Voting	47908309	7133419	14.8897	7132981	438	99.9939	0.0061
	Poll		37191	0.0776	37191	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7170610	14.9673	7170172	438	99.9939	0.0061
Total		960448720	782348438	81.4566	767585768	14762670	98.1130	1.8870



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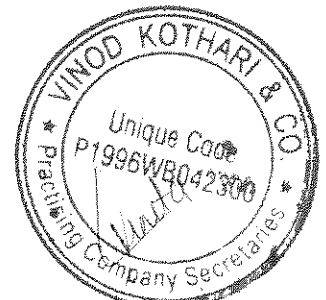
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Udyog Aadhar Number - WB10D0000448

Resolution Required : (Special)			6 - Appointment of Mr. Adesh Kumar Gupta as Independent Director					
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	413670212	413670212	100.0000	413670212	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		413670212	100.0000	413670212	0	100.0000	0.0000
Public Institutions	E-Voting	498870199	369764885	74.1205	369597820	167065	99.9548	0.0452
	Poll		400000	0.0802	400000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		370164885	74.2007	369997820	167065	99.9549	0.0451
Public Non Institutions	E-Voting	47908309	7133029	14.8889	7130453	2576	99.9639	0.0361
	Poll		37191	0.0776	37191	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7170220	14.9665	7167644	2576	99.9641	0.0359
Total		960448720	791005317	82.3579	790835676	169641	99.9786	0.0214



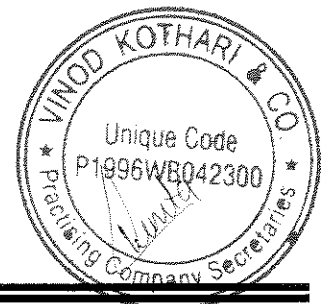
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VINOD KOTHARI & COMPANY

Practising Company Secretaries
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 Web: www.vinodkothari.com
www.india-financing.com
 Unique Code – P1996WB042300
 PAN No - AAMFV6726E
 Service Tax Registration No. - AAMFV6726ESD001
 Udyog Aadhar Number – WB10D0000448

Resolution Required : (Special)			7 - Re-appointment of Prof. Sunil Sharma as Independent Director for second term.					
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	413670212	413670212	100.0000	413670212	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		413670212	100.0000	413670212	0	100.0000	0.0000
Public Institutions	E-Voting	498870199	369764885	74.1205	369342111	422774	99.8857	0.1143
	Poll		400000	0.0802	400000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		370164885	74.2007	369742111	422774	99.8858	0.1142
Public Non Institutions	E-Voting	47908309	7133203	14.8893	7132313	890	99.9875	0.0125
	Poll		37191	0.0776	37191	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7170394	14.9669	7169504	890	99.9876	0.0124
Total		960448720	791005491	82.3579	790581827	423664	99.9464	0.0536



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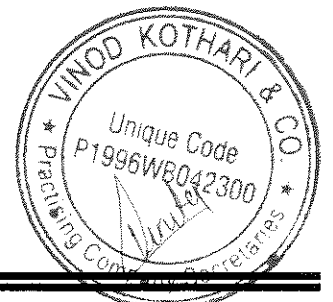
Unique Code – P1996WB042300

PAN No - AAMFV6726E

Service Tax Registration No. - AAMFV6726ESD001

Udyog Aadhar Number – WB10D0000448

Resolution Required : (Special)			8 - Re-appointment of Prof. (Mrs.) Neharika Vohra as Independent Director for second term.					
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	413670212	413670212	100.0000	413670212	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		413670212	100.0000	413670212	0	100.0000	0.0000
Public Institutions	E-Voting	498870199	369764885	74.1205	357883661	11881224	96.7868	3.2132
	Poll		400000	0.0802	400000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		370164885	74.2007	358283661	11881224	96.7903	3.2097
Public Non Institutions	E-Voting	47908309	7133203	14.8893	7130581	2622	99.9632	0.0368
	Poll		37191	0.0776	37191	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7170394	14.9669	7167772	2622	99.9634	0.0366
Total		960448720	791005491	82.3579	779121645	11883846	98.4976	1.5024



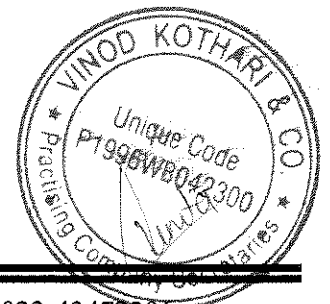
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Resolution Required : (Special)			9 - Maintenance of register of members at the office of Registrar & Share Transfer Agent instead of Registered office of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			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	413670212	413670212	100.0000	413670212	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		413670212	100.0000	413670212	0	100.0000	0.0000
Public Institutions	E-Voting	498870199	370225047	74.2127	370225047	0	100.0000	0.0000
	Poll		400000	0.0802	400000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		370625047	74.2929	370625047	0	100.0000	0.0000
Public Non Institutions	E-Voting	47908309	7133477	14.8899	7132735	742	99.9896	0.0104
	Poll		37191	0.0776	37191	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7170668	14.9675	7169926	742	99.9897	0.0103
Total		960448720	791465927	82.4058	791465185	742	99.9999	0.0001



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Udyog Aaddhar Number – WB10D0000448

- The results of the remote e-voting, physical voting process and all other relevant records such as authorizations and proxy papers were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Place: Mumbai

For M/s Vinod Kothari & Company
Practising Company Secretaries


Mrs. Vinita Nair
Partner

CP no.: 11902

