

30<sup>th</sup> July 2016

The Manager  
Listing Department  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001

**WABCO INDIA LIMITED**  
Plant I, Plot No. 3, (SP),  
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Chennai – 600 058, India.  
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SCRIP CODE: WABCOINDIA  
FAX No.022 265982337 / 38  
[CMLIST@NSE.CO.IN](mailto:CMLIST@NSE.CO.IN)

Dear Sirs,

**Sub: Intimation of voting results through e-voting and at the 12<sup>th</sup> Annual General Meeting (AGM) of the Company held on 29<sup>th</sup> July, 2016 in terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**Ref: Our letter dated 29<sup>th</sup> July, 2016**

With reference to our letter dated 29<sup>th</sup> July, 2016, we wish to inform you that the shareholders of the company have approved all the items of business as contained in the Notice convening the 12<sup>th</sup> Annual General Meeting (AGM), through e-voting and the poll process provided at the AGM held on 29<sup>th</sup> July, 2016.

All the resolutions were passed by the shareholders, with requisite majority.

In this connection, we are enclosing the following:

- a. Results of voting through electronic means and poll process;
- b. Scrutinizer's Report on e-voting and on the poll process provided to those shareholders who did not participate in the e-voting but attended the AGM.

The said results declared and the reports submitted by the scrutinizer are being uploaded on the Company's website. The scrutinizer's report for e-voting is also being provided to the Depository viz., National Securities Depository Limited, for uploading in their website.

Thanking you,

Yours faithfully,  
for WABCO INDIA LIMITED



M C Gokul  
Company Secretary  
Encl: As above.



**DETAILS OF VOTING RESULTS**

**(i) Attendance of members:**

Date of the Annual General Meeting	<b>29<sup>th</sup> July, 2016</b>	
Total number of shareholders as on Record Date ( <b>27<sup>th</sup> July, 2016</b> )	<b>26,118</b>	
No. of shareholders present in the meeting either in person or through proxy:	Members Present in Person	Through Proxy
	<b>1</b>	<b>-</b>
Promoters and promoter Group	<b>1</b>	<b>-</b>
Public	<b>884</b>	<b>3</b>
No. of shareholders attended the meeting through video conferencing	----	

**(ii) Voting by members:**

Item No. in the Notice	Subject	Resolution (Ordinary / Special )	Mode off voting	Remarks
1.	Adoption of audited financial statements for the year ended 31 <sup>st</sup> March, 2016.	Ordinary	E-Voting & Poll	All resolutions were passed with requisite majority.
2.	Declaration of dividend at Rs 6/- per share.	Ordinary	E-Voting & Poll	
3.	Re-appointment of Ms. Lisa J Brown as director, who retires by rotation.	Ordinary	E-Voting & Poll	
4.	Ratification of appointment of Messrs S.R. Batliboi & Associates LLP, Chartered Accountants, Chennai as Statutory Auditors for the financial year 2016-17	Ordinary	E-Voting & Poll	
5.	Appointment of Mr. Shivram Narayanaswami as non-executive and non-independent Director.	Ordinary	E-Voting & Poll	



6.	Appointment of Mr. Sean Ernest Deason as non-executive and non-independent Director.	Ordinary	E-Voting & Poll
7.	Appointment of Dr. Lakshmi Venu as non-executive and Independent Director.	Ordinary	E-Voting & Poll
8.	Ratification of remuneration payable to Mr. A. N Raman, Cost Accountant for the financial year 2016-17	Ordinary	E-Voting & Poll
9.	To approve material related party transaction entered with WABCO Europe BVBA for the financial year ended 31 <sup>st</sup> March, 2016 and to be entered by the Company for the financial year 2016-17.	Ordinary	E-Voting & Poll

**(iii) Results of Poll / Postal ballot / E-voting by members:**

The mode of voting for all the resolutions was:

- (i) E-voting; and
- (ii) Poll process provided to those shareholders who did not participate in the e-voting but attended the AGM.

The results of voting in the prescribed format is annexed herewith for your reference and records.

**for WABCO INDIA LIMITED**

  
**M C Gokul**  
**Company Secretary**



Encl: As above.

**WABCO India Limited**  
**12th Annual General meeting (AGM) Voting Results**

Date of AGM	29th July 2016
Total number of Shareholders on record date	26,118
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	1
Public	887
No. of shareholders attended the meeting through Video:	0
Promoters and Promoter Group	Nil
Public	Nil

Resolution required (Ordinary/Special)			Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution			No						
Resolution No 1	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
Adoption of audited financial statements for the year ended 31 <sup>st</sup> March 2016 and the reports of the Board of Directors and Auditors thereon	Promoter and Promoter Group	E-Voting	14,225,684	14,225,684	100.00	14,225,684	-	100.00	-
		Poll		-	-	-	-	-	-
	Public- Institutions	Postal Ballot (if applicable)	-	-	-	-	-	-	-
		E-Voting	1,957,514	1,915,170	97.84	1,915,170	-	100.00	-
	Poll	-		-	-	-	-	-	
	Public- Non Institutions	Postal Ballot (if applicable)	-	-	-	-	-	-	-
		E-Voting	2,784,386	3,435	0.12	3,435	-	100.00	-
	Poll	2,325		0.08	2,325	-	100.00	-	
		Postal Ballot (if applicable)	-	-	-	-	-	-	
<b>TOTAL</b>			<b>18,967,584</b>	<b>16,146,614</b>	<b>85.13</b>	<b>16,146,614</b>	<b>-</b>	<b>100.00</b>	<b>-</b>

Resolution required (Ordinary/Special)			Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution			No						
Resolution No 2	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
Declaration of Dividend of Rs. 6 per Equity Share	Promoter and Promoter Group	E-Voting	14,225,684	14,225,684	100.00	14,225,684	-	100.00	-
		Poll		-	-	-	-	-	-
	Public- Institutions	Postal Ballot (if applicable)	-	-	-	-	-	-	-
		E-Voting	1,957,514	1,919,054	98.04	1,919,054	-	100.00	-
	Poll	-		-	-	-	-	-	
	Public- Non Institutions	Postal Ballot (if applicable)	-	-	-	-	-	-	-
		E-Voting	2,784,386	3,435	0.12	3,429	6	99.83	0.17
	Poll	2,243		0.08	2,243	-	100.00	-	
		Postal Ballot (if applicable)	-	-	-	-	-	-	



TOTAL		18,967,584	16,150,416	85.15	16,150,410	6	100.00	0.00
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Resolution required (Ordinary/Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution				No					
Resolution No 3	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
Re-appointment of Lisa Brown as Director	Promoter and Promoter Group	E-Voting Poll	14,225,684	14225684	100.00	14,225,684	-	100.00	-
		Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Public-Institutions	E-Voting Poll	1,957,514	1,919,054	98.04	1,915,401	3,653.00	99.81	0.19
		Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Public- Non Institutions	E-Voting Poll	2,784,386	3,435	0.12	3,428	7.00	99.80	0.20
		Postal Ballot (if applicable)	-	2,322	0.08	2,322	-	100.00	-
TOTAL			18,967,584	16,150,495	85.15	16,146,835	3,660	99.98	0.02

Resolution required (Ordinary/Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution				No					
Resolution No 4	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
Ratification of appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Chennai	Promoter and Promoter Group	E-Voting Poll	14,225,684	14225684	100.00	14,225,684	-	100.00	-
		Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Public-Institutions	E-Voting Poll	1,957,514	1,919,054	98.04	1,919,054	-	100.00	-
		Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Public- Non Institutions	E-Voting Poll	2,784,386	3,351	0.12	3,326	25.00	99.25	0.75
		Postal Ballot (if applicable)	-	2,210	0.08	2,210	-	100.00	-
TOTAL			18,967,584	16,150,299	85.15	16,150,274	25	100.00	0.00

Resolution required (Ordinary/Special)				Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution				No					
Resolution No 5	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



Appointment of Mr. Shivaram Narayanaswami as Non-Executive Director	Promoter and Promoter Group	E-Voting Poll	14,225,684	14225684	100.00	14,225,684	-	100.00	-
		Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Public-Institutions	E-Voting Poll	1,957,514	1,919,054	98.04	1,919,054	-	100.00	-
		Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Public- Non Institutions	E-Voting Poll	2,784,386	3,435	0.12	3,435	-	100.00	-
		Postal Ballot (if applicable)	-	2,322	0.08	2,322	-	100.00	-
<b>TOTAL</b>			<b>18,967,584</b>	<b>16,150,495</b>	<b>85.15</b>	<b>16,150,495</b>	<b>-</b>	<b>100.00</b>	<b>-</b>

Resolution required (Ordinary/Special)			Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution			No						
Resolution No 6	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
Appointment of Mr. Sean Deason as Non-Executive Director	Promoter and Promoter Group	E-Voting Poll	14,225,684	14225684	100.00	14,225,684	-	100.00	-
		Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Public-Institutions	E-Voting Poll	1,957,514	1,919,054	98.04	1,915,944	3,110	99.84	0.16
		Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Public- Non Institutions	E-Voting Poll	2,784,386	3,410	0.12	3,410	-	100.00	-
		Postal Ballot (if applicable)	-	2,240	0.08	2,240	-	100.00	-
<b>TOTAL</b>			<b>18,967,584</b>	<b>16,150,388</b>	<b>85.15</b>	<b>16,147,278</b>	<b>3,110</b>	<b>99.98</b>	<b>0.02</b>

Resolution required (Ordinary/Special)			Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution			No						
Resolution No 7	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
Approval of appointment of Dr. Lakshmi Venugopal as Non-Executive Director	Promoter and Promoter Group	E-Voting Poll	14,225,684	14225684	100.00	14,225,684	-	100.00	-
		Postal Ballot (if applicable)	-	-	-	-	-	-	-
		E-Voting Poll	1,957,514	1,919,054	98.04	1,915,944	3,110	99.84	0.16



	Public-Institutions	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Public- Non Institutions	E-Voting Poll	2,784,386	3,414 2,240	0.12 0.08	3,384 2,240	30 -	99.12 100.00	0.88 -
		Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>TOTAL</b>		<b>18,967,584</b>	<b>16,150,392</b>	<b>85.15</b>	<b>16,147,252</b>	<b>3,140</b>	<b>99.98</b>	<b>0.02</b>

Resolution required (Ordinary/Special)			Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution			No						
Resolution No 8	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
Ratification of Remuneration to Mr. A N Raman, Cost Accountant for the year 2016-17	Promoter and Promoter Group	E-Voting Poll	14,225,684	14225684	100.00	14,225,684	-	100.00	-
		Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Public-Institutions	E-Voting Poll	1,957,514	1,919,054	98.04	1,919,054	-	100.00	-
		Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Public- Non Institutions	E-Voting Poll	2,784,386	3,406 2,322	0.12 0.08	3,401 2,322	5 -	99.85 100.00	0.15 -
		Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>TOTAL</b>		<b>18,967,584</b>	<b>16,150,466</b>	<b>85.15</b>	<b>16,150,461</b>	<b>5</b>	<b>100.00</b>	<b>0.00</b>

Resolution required (Ordinary/Special)			Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution			Yes/Not Participated in the Voting						
Resolution No 9	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
Approval of material related party transactions with WABCO Europe BVBA	Promoter and Promoter Group	E-Voting Poll	14,225,684	-	-	-	-	-	-
		Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Public-Institutions	E-Voting Poll	1,957,514	1,917,506	97.96	1,864,740	52,766	97.25	2.75
		Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Public- Non Institutions	E-Voting Poll	2,784,386	3,435 2,240	0.12 0.08	3,325 2,240	110 -	96.80 100.00	3.20 -
		Postal Ballot (if applicable)	-	-	-	-	-	-	-
	<b>TOTAL</b>		<b>18,967,584</b>	<b>1,923,181</b>	<b>10.14</b>	<b>1,870,305</b>	<b>52,876</b>	<b>97.25</b>	<b>2.75</b>





**K SRIRAM, B.Com, ACA, FCS**  
**Practising Company Secretary**

**Scrutiniser's Report**

*[Pursuant to Section 108 of the Companies Act, 2013, and Rule 20 of the  
Companies (Management and Administration) Rules, 2014]*

30<sup>th</sup> July 2016

To,  
The Chairman,  
**WABCO India Limited**  
Plot No. 3 (SP), III Main Road,  
Ambattur Industrial Estate, Chennai - 600 058

Dear Sir,

**Sub: E-voting and ballot process in respect of your Company's 12<sup>th</sup> Annual General meeting (AGM) on 29<sup>th</sup> July 2016 - submission of Scrutiniser's report**

Your Board of Directors have, vide resolution passed on 19<sup>th</sup> May 2016, appointed me to act as the Scrutiniser for the remote e-voting and the ballot processes, in connection with the said AGM. I am submitting my consolidated report as under:

1. National Securities Depository Limited (NSDL), the agency selected by your Company to provide the e-voting platform for the remote e-voting process, allotted E-voting Event Number (EVEN) 104100 for the same.
2. Notice convening the AGM (along with the Annual report for the year ended 31<sup>st</sup> March 2016) was sent to 25,845 members (including shareholders whose shares were lying in WABCO India Limited unclaimed suspense account) of the Company as on 24<sup>th</sup> June 2016, as set out below:
  - (a) Through e-mail (sent by NSDL) to 15,575 members on 4<sup>th</sup> July 2016.
  - (b) Through registered parcel/ speed post (sent by Sundaram-Clayton Limited, the share transfer agent) to 10,270 members, on 3<sup>rd</sup> and 4<sup>th</sup> July 2016.
  - (c) Through e-mail (wherever available) as well as through registered parcel / speed post, in the case of 1,695 members residing in Chennai [included in both (a) and (b) above].
  - (d) Through registered parcel to 54 members, in respect of whom the e-mails sent by NSDL were returned undelivered, on 13<sup>th</sup> July 2016.
3. Notice convening the 12<sup>th</sup> AGM (along with the Annual report for the year ended 31<sup>st</sup> March 2016) was also sent by email/ hand delivered to the Directors, Auditors, Secretarial Auditors and Cost Auditor on 6<sup>th</sup> July 2016. The notice was also submitted to the stock exchanges in which the Company's shares are listed on 6<sup>th</sup> July 2016.
4. The prescribed particulars with regard to the remote e-voting process were duly advertised on 5<sup>th</sup> July 2016 in Business Line (in English) and Dinamani (in Tamil).
5. **22<sup>nd</sup> July 2016** was fixed as the **cut-off date** for the purpose of determining the eligibility to participate in the said e-voting and ballot processes.

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**WABCO India Limited-12<sup>th</sup> AGM on 29<sup>th</sup> July 2016**  
**Scrutiniser's report on remote e-voting and ballot process at the AGM**

6. As on the cut-off date, the Company's paid-up equity share capital consisted of 1,89,67,584 equity shares of Rs.5/- each. This included 25,749 equity shares (of 402 equity shareholders) lying in WABCO India Limited Unclaimed Shares Suspense Account on which voting rights were frozen in terms of Schedule VI of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR). Accordingly, 25,716 members were eligible to vote on an aggregate of 1,89,41,835 equity shares.
7. The Chairman announced that a ballot process will be carried out at the AGM venue to enable such of those members who were present in person or through proxy but had not voted through remote e-voting to exercise their voting rights. I displayed to the members present the two empty ballot boxes meant to be used for the ballot process and locked them. I also authenticated ballot papers in Form No. MGT-12 meant to be used for the ballot process and had them distributed to the members present at the AGM hall who wanted to vote.
8. On the completion of the voting through ballot process:
  - (a) I opened both the ballot boxes in the presence of two witnesses not in the employment of the Company.
  - (b) I also unblocked the votes cast through remote e-voting in the presence of two witnesses not in the employment of the Company.
9. I scrutinized the votes cast through remote e-voting and in the ballot process, and validated the same with the list of eligible members and their holding as on the cut-off date.
10. I have also verified and confirmed that:
  - (a) No voting rights were exercised in respect of the 25,749 equity shares lying in WABCO India Limited Unclaimed Shares Suspense Account in terms of LODR.
  - (b) No member who had exercised their vote through remote e-voting facility participated in the ballot process at the AGM.
  - (c) In respect of item no 9 on the agenda, in compliance with regulation 23(7) of LODR, all entities falling under the definition of related parties abstained from voting.
11. I have recorded particulars of the votes cast through remote e-voting and ballot process in a separate register maintained in electronic form.
12. The items of business set out in the notice convening the AGM and covered by the e-voting/ ballot process were:

Item No.	Type of resolution	Subject matter
1.	Ordinary	Adoption of audited financial statements and reports of the Board of Directors and the Auditors for the year ended 31 <sup>st</sup> March 2016
2.	Ordinary	Declaration of dividend of Rs.6/- per equity share.
3.	Ordinary	Re-appointment of Lisa Brown (DIN: 07053317), as a director liable to retirement by rotation.
4.	Ordinary	Ratification of appointment of Messrs S.R. Batliboi & Associates LLP, Chartered Accountants, Chennai ( <i>Firm Registration No. No.101049W</i> ), as Statutory Auditors for the third year out of their term of five consecutive years on such remuneration as may be approved by the Board of Directors.
5.	Ordinary	Appointment of Mr. Shivaram Narayanaswami ( <i>DIN 07327742</i> ), as a non-executive and non-independent director, liable to retire by rotation.



**WABCO India Limited-12<sup>th</sup> AGM on 29<sup>th</sup> July 2016**  
**Scrutiniser's report on remote e-voting and ballot process at the AGM**

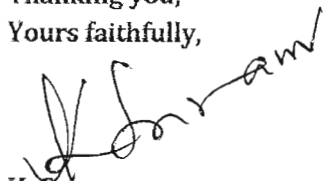
6.	Ordinary	Appointment of Mr. Sean Deason (DIN 07334776), as a non-executive and non-independent director, liable to retire by rotation.
7.	Ordinary	Approval of the appointment of Dr. Lakshmi Venu (DIN 02702020), as a non-executive independent director for five years from 19 <sup>th</sup> May 2016 to 18 <sup>th</sup> May 2021, not liable to retirement by rotation.
8.	Ordinary	Ratification of remuneration to Mr. A N Raman, Cost Accountant (Membership No.5359) to conduct the cost audit for 2016-17.
9.	Ordinary	Approval of material related party transactions with WABCO Europe BVBA.

13. The consolidated results of the voting through remote e-voting and the ballot process at the AGM venue are as under:

Item No.	Total valid ballots/votes		Valid ballots/ votes in favour of the resolution			Valid ballots/ votes against the resolution		
	Ballots	Votes cast	Ballots	Votes cast	% of votes	Ballots	Votes cast	% of votes
1.	189	16146614	189	16146614	100	-	-	-
2.	191	16150416	189	16150410	100	2	6	-
3.	191	16150495	185	16146835	99.98	6	3,660	0.02
4.	187	16150299	186	16150274	100	1	25	-
5.	191	16150495	191	16150495	100	-	-	-
6.	189	16150388	186	16147278	99.98	3	3,110	0.02
7.	188	16150392	183	16147252	99.98	5	3,140	0.02
8.	189	16150466	188	16150461	100	1	5	-
9.	186	1923181	174	1870305	97.25	12	52,876	2.75

14. All the nine (9) ordinary resolutions have been passed with the requisite majority on the date of the AGM, namely 29<sup>th</sup> July 2016. You may declare the results accordingly.

Thanking you,  
Yours faithfully,



**K. Sriram,**  
Practising Company Secretary (CP No: 2215),  
Scrutiniser.

