



GEOJIT BNP PARIBAS

Ref : GBNPP/SEC/LKJ/2016-17/NSE & BSE
Date: 05th August, 2016

To,
The Manager,
National Stock Exchange of India Limited,
'Exchange Plaza', C-1, Block – G,
Bandra-Kurla Complex,
Bandra (E), Mumbai – 400 051
Ph. No. 022-26598100
Scrip Code : GEOJITBNPP - EQ

To,
The Manager,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.
Ph. No.022 22721233
Scrip Code : 532285

Dear Sir/Madam,

Sub: Intimation of Voting Results at the 22nd AGM of the Company in terms of Regulation 30 and Regulation 44 (3) of SEBI (LODR) Regulations, 2015.

We submit herewith the details of the voting results for the resolutions passed by the members at the 22nd Annual General Meeting (AGM) of the Company held on Thursday, the 04th August 2016 at The Renai Cochin, Palarivattom, Kochi - 682025.

1. Results of voting under Regulation 44 of SEBI (LODR) Regulations, 2015 attached as Annexure - A.
2. Scrutinizer's Report on remote e-voting and ballot voting attached as Annexure – B
3. Proceedings of 22nd Annual General Meeting attached as Annexure - C

The above are also uploaded on the Company's website.

We request you to note the above and acknowledge the receipt of this letter.

Thanking you,
Yours faithfully,

For Geojit BNP Paribas Financial Services Limited

Liju K Johnson
Company Secretary

Encl: as above





**GEOJIT
BNP PARIBAS**

Annexure - A

VOTING RESULTS OF THE 22ND ANNUAL GENERAL MEETING OF GEOJIT BNP PARIBAS FINANCIAL SERVICES LIMITED

Date of the AGM	04 th August, 2016
Total Number of shareholders on record date	31812
No. of shareholders present in the meeting either in person or through proxy :	
Promoters and Promoter Group :	1
Public :	48
No. of shareholders attended the meeting through Video Conferencing:	Nil
Promoters and Promoter Group :	
Public :	



Contd...



Agenda wise disclosure

1. Adoption of Financial Statements (Standalone and Consolidated), report of the Board of Directors and Auditors for the financial year ended 31 st March, 2016.									
Resolution required : (Ordinary/Special)									
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 (3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes – against	% 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	147403721	76688959	52.03	76688959	0	100	0	
	Poll		43279636	29.36	43279636	0	100	0	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
	Total		119968595	81.39	119968595	0	100	0	
Public – Institutions	E-Voting	12600079	5576398	44.26	5576398	0	100	0	
	Poll		-	-	-	0	-	0	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
	Total		5576398	44.26	5576398	0	100	0	
Public – Non Institutions	E-Voting	75057560	28337	0.04	28337	0	100	0	
	Poll		12075626	16.09	12075626	0	100	0	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
	Total		12103963	16.13	12103963	0	100	0	
Total		235061360	137648956	58.56	137648956	0	100	0	

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GEOJIT BNP PARIBAS

2. To approve and confirm Interim Dividend for the financial year ended 31 st March, 2016.									
Resolution required : (Ordinary/Special)									
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 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	147403721	76688959	52.03	76688959	0	100	0	
	Poll		43279636	29.36	43279636	0	100	0	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
	Total		119968595	81.39	119968595	0	100	0	
Public – Institutions	E-Voting	12600079	5576398	44.26	5576398	0	100	0	
	Poll		-	-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
	Total		5576398	44.26	5576398	0	100	0	
Public – Non Institutions	E-Voting	75057560	28537	0.04	28537	0	100	0	
	Poll		12075626	16.09	12075626	0	100	0	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
	Total		12104163	16.13	12104163	0	100	0	
Total		235061360	137649156	58.56	137649156	0	100	0	

Contd...





3. Reappointment of Mr. Rakesh Jhunjhunwala, as Director who retires by rotation.															
Resolution required : (Ordinary/Special)			Ordinary												
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	147403721		76688959		52.03		76688959		0		100		0	
	Poll			43279636		29.36		43279636		0		100		0	
	Postal Ballot (if applicable)			-		-		-		-		-		-	
	Total			119968595		81.39		119968595		0		100		0	
Public – Institutions	E-Voting	12600079		5576398		44.26		642902		4933496		11.53		88.47	
	Poll			-		-		-		-		-		-	
	Postal Ballot (if applicable)			-		-		-		-		-		-	
	Total			5576398		44.26		642902		4933496		11.53		88.47	
Public – Non Institutions	E-Voting	75057560		28335		0.04		28335		0		100		0	
	Poll			11432724		15.23		11432724		0		100		0	
	Postal Ballot (if applicable)			-		-		-		-		-		-	
	Total			11461059		15.27		11461059		0		100		0	
Total		235061360		137006052		58.29		132072556		4933496		96.40		3.60	

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GEOJIT BNP PARIBAS

4. Appointment of M/s. B S R & Associates LLP, Chartered Accounts as the statutory Auditors and fixing their remuneration.

4. Appointment of M/s. B S R & Associates LLP, Chartered Accountants as the statutory Auditors and fixing their remuneration.																
Resolution required :			Ordinary													
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	147403721		76688959		52.03		76688959		0		100		0		
	Poll		43279636		29.36		43279636		0		100		0			
	Postal Ballot (if applicable)		-		-		-		-		-		-		-	
	Total		119968595		81.39		119968595		0		100		0		0	
Public – Institutions	E-Voting	12600079		5576398		44.26		5576398		0		100		0		
	Poll		-		-		-		-		-		-		-	
	Postal Ballot (if applicable)		-		-		-		-		-		-		-	
	Total		5576398		44.26		5576398		0		100		0		0	
Public – Non Institutions	E-Voting	75057560		28337		0.04		28337		0		100		0		
	Poll		12075626		16.09		12075626		0		100		0		0	
	Postal Ballot (if applicable)		-		-		-		-		-		-		-	
	Total		12103963		16.13		12103963		0		100		0		0	
Total		235061360		137648956		58.56		137648956		0		100		0		

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GEOJIT BNP PARIBAS

5. Approval and implementation of Employee Stock Option Scheme – ESOS 2016 (Employees of the Company and Employees of the Company Subsidiaries).															
Resolution required : (Ordinary/Special)			Special												
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			76688959		52.03		76688959		0		100		0	
	Poll			43279636		29.36		43279636		0		100		0	
	Postal Ballot (if applicable)		147403721	-		-		-		-		-		-	
	Total			119968595		81.39		119968595		0		100		0	
Public – Institutions	E-Voting			5576398		44.26		640679		4935719		11.49		88.51	
	Poll			-		-		-		-		-		-	
	Postal Ballot (if applicable)		12600079	-		-		-		-		-		-	
	Total			5576398		44.26		640679		4935719		11.49		88.51	
Public – Non Institutions	E-Voting			28337		0.04		28337		0		100		0	
	Poll			12075626		16.09		12075626		0		100		0	
	Postal Ballot (if applicable)		75057560	-		-		-		-		-		-	
	Total			12103963		16.13		12103963		0		100		0	
Total			235061360	137648956		58.56		132713237		4935719		96.41		3.59	

For Geojit BNP Paribas Financial Services Limited


Liju K. Johnson
Company Secretary

[6]



Annexure B

04.08.2016

Report to the Chairman of Geojit BNP Paribas Financial Services Limited, a Company incorporated under the Companies Act, 1956, and having its Registered Office at 11th Floor, 34/659-P, Civil Line Road, Padivattom Kochi Kerala, India – 682024 hereinafter referred to as "the Company", on remote E-voting conducted by the Company to pass 4 (Four) Ordinary Resolutions and 1(one) Special Resolution as contained in the notice dated 29th June, 2016 for the Annual General Meeting held on 4th August, 2016.

1. In terms of the provisions of Section 108 of the Companies Act, 2013 read with Chapter 20 of Companies (Management and Administration) Rules, 2014, we were appointed as the Scrutinizers by the Company on June 29, 2016 to conduct remote E-voting for passing of (Four) Ordinary Resolutions and 1(one) Special Resolution as contained in the Notice dated 29th June, 2016.

2. In remote E-voting, members had to vote by logging on to www.evoting.nsdl.com and following the procedure laid down in the notice. The remote E-voting period commences on Sunday, 31st July 2016 (9:00 am) and ends on Wednesday, 03rd August 2016 (5:00 pm).

3. In terms of the aforesaid notice, members were required to convey their assent or dissent, as the case may be electronically on e-voting platform provided by NDSL, before 5 pm on Wednesday, 3rd August 2016 in respect of Resolution(s) as set out therein.

4. Members' demographic details, their voting rights and voting pattern were provided by NDSL. The votes, if any, cast by a member(s) both in physical form and e-voting having been identified, in terms of the said notice, votes cast through e-voting form were considered valid.



5. In the remote E-voting, 8,22,93,694.00 votes have been cast and 3 (three) resolutions were passed unanimously and for other 2 (two) resolutions more than 93% votes were cast in favor of the resolutions. Based on this, we report that the all the 5 (Five) resolutions as contained in the said notice have been passed with requisite majority.

We have annexed with this Report, the details of remote e-voting and the analysis of the Results of all Resolutions, as contained in the said Notice.

Thanking you

For Satheesh and Remesh
Company Secretaries



N Satheesh Kumar
Partner
CP No. 6607



Annexure-1

Remote E-Voting

Maximum number of members who participated in e- voting – 42

Item No 1. Adoption of Financial Statements

To receive, consider and adopt

- a. the Audited Financial Statements of the Company for the financial year ended March 31, 2016 together with the report of the Board of Directors and Auditors thereon ; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 together with the report of Auditors thereon. - *Ordinary resolution*

Particulars	No. of E votes	No. of votes contained in the E-votes	Percentage
Received	41	8,22,93,694.00	100
Assent	41	8,22,93,694.00	100
Dissent	0	0	0
Total	41	8,22,93,694.00	100

Thus, the Ordinary Resolution as contained in Item No.1 of the notice is passed unanimously.



Item No 2. – Declaration of Dividend

To approve and confirm the payment of Interim Dividend for the financial year ended March 31, 2016.- *Ordinary resolution*

Particulars	No. of E votes	No. of votes contained in the E-votes	Percentage
Received	42	8,22,93,894	100
Assent	42	8,22,93,894	100
Dissent	0	0	0
Total	42	8,22,93,894	100

Thus, the Ordinary Resolution as contained in Item No.2 of the notice is passed unanimously.

Item No 3. - Appointment of a Director

To appoint a Director in place of Mr. Rakesh Jhunjunwala (DIN 00777064) who retires by rotation and, being eligible, offers himself for re-appointment. - *Ordinary resolution*

Particulars	No. of E votes	No. of votes contained in the E-votes	Percentage
Received	40	8,16,50,790	100
Assent	38	7,67,17,294	93.95
Dissent	2	49,33,496	6.05
Total	40	8,16,50,790	100

Thus, the Ordinary Resolution as contained in Item No.3 of the notice is passed with requisite majority.



Item No 4. - Appointment of Statutory Auditors

To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an *Ordinary resolution*:

Particulars	No. of E votes	No. of votes contained in the E-votes	Percentage
Received	41	8,22,93,694	100
Assent	41	8,22,93,694	100
Dissent	0	0	0
Total	41	8,22,93,694	100

Thus, the Ordinary Resolution as contained in Item No.4 of the notice is passed unanimously.

Item No – 5 - Approval and implementation of Employee Stock Option Scheme - ESOS 2016 through direct route. – Special Resolution

Particulars	No. of E votes	No. of votes contained in the E-votes	Percentage
Received	41	8,22,93,694	100
Assent	37	7,73,57,975	94
Dissent	4	49,35,719	6
Total	41	8,22,93,694	100

Thus, the Special Resolution as contained in Item No.5 of the notice is passed with requisite majority.



Thus, all the resolutions as contained in of the Notice dated 29th June, 2016, under the various provisions of the Companies act as set above of the Companies Act, 2013, have been passed with requisite majority. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

Thanking you

For Satheesh and Remesh
Company Secretaries



N Satheesh Kumar
Partner



04.08.2016

FORM No. MGT-13
Report of Scrutinizers

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

To,

Chairman

Geojit BNP Paribas Financial Services

Limited For Annual General Meeting of the Equity Shareholders

Held at Renai Cochin, Palarivattom, Kochi, Kerala-682025

On Thursday, 4th August, 2016, at 4.00 P.M

Dear Sir,

I, Satheesh Kumar N, Partner, Satheesh and Remesh Company secretaries, 55/1682, 2nd floor, Krishna apartments, MG Road, Ravipuram Ernakulam-682016, appointed at the Board meeting dated June 29, 2016 as Scrutinizer for the purpose of poll taken on the below mentioned resolutions at the Annual General Meeting of the Equity Shareholders of Geojit BNP Paribas Financial Services Limited, held at Renai Cochin, Palarivattom, Kochi, Kerala-682025 on Thursday, 4th August, 2016, at 4.00 P.M and we submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 (One) ballot boxes kept for polling were locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



4. The result of the Poll is as under:

Ordinary Business:

No.1- Adoption of Financial Statements-

To receive, consider and adopt

- a. the Audited Financial Statements of the Company for the financial year ended March 31, 2016 together with the report of the Board of Directors and Auditors thereon ; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 together with the report of Auditors thereon.

(i) Voted in favor of the resolution:

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% to the total valid votes cast.
38	5,53,55,262	100%

(ii) Voted against the resolution:

No. of members present and voting	No. of votes cast by them	% to the total valid votes cast.
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Reasons for treating as invalid	No. of shares held by them
1	Not Signed	200

Thus, the Ordinary Resolution as contained in Item No.1 of the notice is passed with unanimously.



Item No.2 Dividend

To approve and confirm the payment of Interim Dividend for the financial year ended March 31, 2016.

(i) Voted in favor of the resolution:

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% to the total valid votes cast.
38	5,53,55,262	100%

(ii) Voted against the resolution:

No. of members present and voting	No. of votes cast by them	% to the total valid votes cast.
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Reasons for treating as invalid	No. of shares held by them
1	Not Signed	200

Thus, the Ordinary Resolution as contained in Item No.2 of the notice is passed unanimously.

Item No.3- Appointment of Director

To appoint a Director in place of Mr. Rakesh Jhunhunwala (DIN: 00777064) who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted in favor of the resolution:

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% to the total valid votes cast.
38	5,53,55,262	100%



(ii) Voted against the resolution:

No. of members present and voting	No. of votes cast by them	% to the total valid votes cast.
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Reasons for treating as invalid	No. of shares held by them
1	Not Signed	200

Thus, the Ordinary Resolution as contained in Item No.3 of the notice is passed with unanimously.

Item No.4- Appointment of Auditors.

To appoint Statutory Auditors, M/s. B S R & Associates LLP, Chartered Accountants (ICAI Registration No. 116231W/W-100024) Auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

(i) Voted in favor of the resolution:

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% to the total valid votes cast.
38	5,53,55,262	100%

(ii) Voted against the resolution:

No. of members present and voting	No. of votes cast by them	% to the total valid votes cast.
0	0	0



(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Reasons for treating as invalid	No. of shares held by them
1	Not Signed	200

Thus, the Ordinary Resolution as contained in Item No.4 of the notice is passed with unanimously.

SPECIAL BUSINESS:

No.5- Approval and implementation of Employee Stock Option Scheme - ESOS 2016 through direct route.

(i) Voted in favor of the resolution:

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% to the total valid votes cast.
38	5,53,55,262	100%

(ii) Voted against the resolution:

No. of members present and voting	No. of votes cast by them	% to the total valid votes cast.
0	0	0

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Reasons for treating as invalid	No. of shares held by them
1	Not Signed	200

Thus, the Special Resolution as contained in Item No.5 of the notice is passed unanimously.



5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanks and Regards,
For Satheesh and Remesh
Practicing Company Secretaries



N Satheesh Kumar
Partner
M.No: A16543
C.P No: 6607



MINUTES OF THE PROCEEDINGS OF THE 22ND ANNUAL GENERAL MEETING OF GEOJIT BNP PARIBAS FINANCIAL SERVICES LIMITED HELD ON THURSDAY, 04TH AUGUST, 2016 AT 4.00 P.M. AT THE RENAI COCHIN, PALARIVATTOM, KOCHI, KERALA - 682025.

Directors Present:

Mr.A.P.Kurian
Mr.C.J.George
Mr.R.Bupathy
Mr.Punnoose George

Members Present :

Promoters and Promoter Group - 1
Public : 48

In Attendance :

Representative of Statutory Auditors – Mr. M Ramachandran
Chief Financial Officer – Mr. Joe Peter
Company Secretary – Mr.Liju K Johnson

The Register of Directors' and Key Managerial Personnel and their Shareholding was placed before the Meeting in accordance with the requirement of Section 170 of the Companies Act, 2013. The Certificates from Statutory Auditors of the Company to the effect that the Employee Stock Options Schemes have been implemented in accordance with the applicable SEBI Guidelines and in accordance with the resolutions passed earlier by the Members were also placed before the Meeting. These remained opened and accessible during the continuance of the Meeting to all persons attended.

Mr.A.P.Kurian took the Chair pursuant to Article 55 of the Articles of Association of the Company.

After ascertaining that requisite quorum for the Meeting is present, the Chairman called the Meeting to order.

The Chairman extended a warm welcome to all Members present and thereafter introduced the Directors and other persons sitting on the Dias. The Chairman thereafter read out the Chairman's Statement for the year, as circulated earlier along with the annual report.

With the unanimous consent of Members present, the Notice dt.29th June, 2016 convening the Annual General Meeting of the Company together with the Directors' Report for the Financial Year ended 31st March 2016 as previously circulated was taken as read.

The signed Auditors' Report was kept on the table throughout the Meeting and with the consent of the members present, the Auditors' Report dt. 26th May 2016 and Annexure to Auditors' Report was taken as read.

The Chairman informed the shareholders present that the Company has provided remote e-voting facility to the shareholders to cast their votes at this AGM in respect of all the business mentioned in the Notice. Remote e-voting facility was kept open from 31st July, 2016, Sunday (9.00 a.m) to 03rd August, 2016, Wednesday (5.00 p.m). Mr.Satheesh Kumar N, Practicing Company Secretary was appointed as scrutinizer in connection with remote e-voting process and also at the AGM for scrutinizing the poll process.



The Chairman also informed that there will be no show of hands at the AGM. In order to enable the members present at the meeting in person or proxy to cast their votes, a poll will be taken in respect of all the resolutions contained in the notice. Shareholders who had voted through e-voting would not be allowed to take part in this polling.

Thereafter, the business of the Meeting as per agenda circulated with Notice was taken up item-wise.

ORDINARY BUSINESS

Item No. 1 - Adoption of Financial Statements

The Chairman moved the following resolution relating to adoption of Financial Statements for the financial year 2015-16, to be passed as an Ordinary Resolution.

“RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2016 together with the Directors’ Report, Auditor’s Report and other Annexures thereto be and are hereby approved and adopted.”

(No. of shares)

	Votes in favour	Votes against	Total
E-voting	82293694	0	82293694
Poll	55355262	0	55355262
Total	137648956	0	137648956

% of Votes in favour of the resolution : 100%

% of Votes against the resolution : 0.000%

Based on the above, the resolution was passed unanimously.

Item No. 2 – Confirmation of Interim Dividend

The Chairman informed the Members that the Board of Directors at its meeting held on March 17, 2016 had recommended interim dividend of Rs.1.00 (100%) per equity share for the financial year 2015-16.

(No. of shares)

	Votes in favour	Votes against	Total
E-voting	82293894	0	82293894
Poll	55355262	0	55355262
Total	137649156	0	137649156

% of Votes in favour of the resolution : 100%

% of Votes against the resolution : 0.000%

Based on the above, the resolution was passed unanimously.

Item No. 3 - Re-appointment of Mr. Rakesh Jhunjunwala

The Chairman moved the following resolution relating to re-appointment of Mr. Rakesh Jhunjunwala as a Director of the Company, to be passed as an Ordinary Resolution -

“RESOLVED THAT Mr. Rakesh Jhunjunwala (holding DIN 00777064) who retires from the Board at this time in accordance with the provisions of Section 149, 152 of the Companies Act, 2013 be and is hereby reappointed as a director of the company whose period of office will be liable to retire by rotation”.



(No. of shares)

	Votes in favour	Votes against	Total
E-voting	76717294	4933496	81650790
Poll	55355262	0	55355262
Total	132072556	4933496	137006052

% of Votes in favour of the resolution : 96.40%

% of Votes against the resolution : 3.60%

Based on the above, the resolution was passed with requisite majority.

Item No. 4 – Appointment of M/s. B S R & Associates LLP, Chartered Accountants as Statutory Auditors

The Chairman moved the following resolution relating to appointment of M/s. B S R & Associates LLP, Kochi, Chartered Accountants as Statutory Auditors of the Company, to be passed as an Ordinary Resolution-

"RESOLVED THAT, pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules framed there under as amended from time to time, M/s. B S R & Associates LLP, Chartered Accountants (ICAI Registration No. 116231W/ W-100024), be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Twenty Seventh Annual General Meeting of the Company to be held in the Financial year 2021, subject to the ratification of their appointment at every Annual General Meeting at such remuneration plus service tax, out of pocket expenses etc. as may be mutually agreed by the Board of Directors of the Company and the Auditors."

(No. of shares)

	Votes in favour	Votes against	Total
E-voting	82293694	0	82293694
Poll	55355262	0	55355262
Total	137648956	0	137648956

% of Votes in favour of the resolution : 100%

% of Votes against the resolution : 0.000%

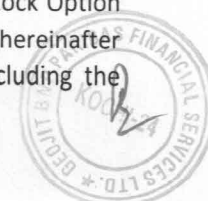
Based on the above, the resolution was passed unanimously.

SPECIAL BUSINESS

Item No. 5 – Approval and implementation of Employee Stock Option Scheme - ESOS 2016 through direct route (Employees of the company and Employees of company's subsidiaries).

The Chairman moved the following resolution relating to approval and implementation of Employee Stock Option Scheme - ESOS 2016 , to be passed as an Special Resolution –

(a) "RESOLVED THAT, pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act 2013, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended (hereinafter referred to as "SEBI Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as ["SEBI(LODR) Regulations], including any statutory modification(s) or amendment(s) thereto or enactment or substitution thereof, pursuant to approval of the Board and recommendation of Nomination and Remuneration Committee and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent and approval of the Company be and are hereby accorded respectively to the Employee Stock Option Scheme 2016 (hereinafter referred to as "ESOS 2016") and to the Board of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, including the



Nomination & Remuneration Committee which the Board has constituted to exercise its powers, including the powers conferred by this resolution), to create, offer, grant and allot at any time to or to the benefit of such person(s), who are in permanent employment of the Company, including any Whole-time Director of the Company, as identified by the Nomination and Remuneration Committee, except those who are promoter or belonging to the promoter group and a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company, options exercisable into not more than 94,00,000 ('Ninety Four Lakhs') equity shares of the Company under Employee Stock Options Scheme ('ESOS 2016'), in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law or guidelines issued by the relevant Regulatory Authority(ies); each option would be exercisable for one equity share of a face value of Re.1/- (Rupee One Only) each fully paid-up on payment of the requisite exercise price to the Company;

RESOLVED FURTHER THAT, in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the Option Grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the above ceiling of 94,00,000 equity shares shall be deemed to be increased to the extent of such additional equity shares issued;

RESOLVED FURTHER THAT, the Board be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with the employee stock option scheme and such equity shares shall rank paripassu in all respects with the then existing equity shares of the Company;

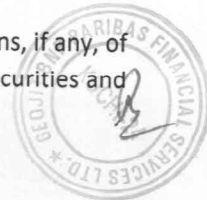
RESOLVED FURTHER THAT, in case the equity shares of the Company are consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Re. 1/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees;

RESOLVED FURTHER THAT, for the purpose of giving effect to any creation, offer, grant and allotment of securities, the Board be and is hereby authorized on behalf of the Company to evolve, decide upon and bring into effect the scheme and to make modifications, changes, variations, alterations or revisions in the said schemes as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, SEBI Regulations and any other applicable laws or to suspend, withdraw or revive the Scheme from time to time as may be desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company;

RESOLVED FURTHER THAT, the Board be and is hereby authorised to take necessary steps for listing of the securities allotted under the scheme on the Stock Exchanges as per the provisions of the SEBI (LODR) Regulations with the Stock Exchanges concerned, the SEBI Regulations and other applicable laws and regulations;

RESOLVED FURTHER THAT, the Board be and is hereby authorised to delegate all or any powers conferred herein, to any Committee, with power to further delegate to any executives/officers of the Company to do all such acts, deeds, matters and things and also to execute such documents as may be necessary in this regard;

(b) "RESOLVED THAT, pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act 2013, the Memorandum and Articles of Association of the Company, Securities and



Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended (hereinafter referred to as "SEBI Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as "SEBI (LODR) Regulations], including any statutory modification(s) or amendment(s) thereto or enactment or substitution thereof, pursuant to approval of the Board and recommendation of Nomination and Remuneration Committee and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent and approval of the Company be and are hereby accorded respectively to the Employee Stock Option Scheme 2016 (hereinafter referred to as "ESOS 2016") and to the Board of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee, including the Nomination & Remuneration Committee which the Board has constituted to exercise its powers, including the powers conferred by this resolution), to create, offer, grant and allot at any time to or to the benefit of such person(s), who are in permanent employment of the Subsidiary (ies) including any Whole-time Director of the such Subsidiary(ies), as identified by Nomination and Remuneration Committee, except those who are promoter or belonging to the promoter group and a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company, options exercisable into not more than 94,00,000 ('Ninety Four Lakhs') equity shares of the Company under Employee Stock Options Scheme ('ESOS 2016'), in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law or guidelines issued by the relevant Authority; each option would be exercisable for one equity share of a face value of Re.1/- (Re. One Only) each fully paid-up on payment of the requisite exercise price to the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the Option Grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the above ceiling of 94,00,000 equity shares shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time in accordance with the employee stock option scheme and such equity shares shall rank paripassu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case the equity shares of the Company are consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Re. 1/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, grant and allotment of securities, the Board be and is hereby authorized on behalf of the Company to evolve, decide upon and bring into effect the scheme and to make modifications, changes, variations, alterations or revisions in the said schemes as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, SEBI Guidelines and any other applicable laws or to suspend, withdraw or revive the Scheme from time to time as may be desirable for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the securities allotted under the scheme on the Stock Exchanges as per the provisions of the Listing



Agreement with the Stock Exchanges concerned, the SEBI Guidelines and other applicable laws and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein, to any Committee, with power to further delegate to any executives/officers of the Company to do all such acts, deeds, matters and things and also to execute such documents as may be necessary in this regard."

The Chairman to request the attendees to deposit the ballot paper in the ballot box after casting their vote.

	(No. of shares)		
	Votes in favour	Votes against	Total
E-voting	77357975	4935719	82293694
Poll	55355262	0	55355262
Total	132713237	4935719	137648956

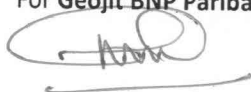
% of Votes in favour of the resolution : 96.41%

% of Votes against the resolution : 3.59%

Based on the above, the resolution was passed with requisite majority.

All the items of the Agenda having been transacted, the Chairman concluded the Meeting at 5.30 p.m. with thanks to all the Members present for attending the Meeting and invited them to join him for tea.

For Geojit BNP Paribas Financial Services Ltd.



Liju K Johnson
Company Secretary

