



July 26, 2017

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Kind Attn: Manager, Listing Department

BSE Limited
P.J. Towers, Dalal Street
Mumbai 400 001
Kind Attn: General Manager,
Department of Corporate Services

Scrip Code No. 506076 (BSE)

Dear Sirs,

67th Annual General Meeting ("AGM") and voting results

The 67th AGM of the Company was held today and the business mentioned in the Notice dated May 23, 2017 were transacted. In this regard, please find enclosed the following:

- Summary of proceedings as required under Regulation 30, Part-A of Schedule-III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").
- Voting results as required under Regulation 44 of the Listing Regulations.
- Report of Scrutinizer dated July 26, 2017, pursuant to Section 108 of the Companies Act, 2013 ("Act") and Rules framed thereunder.
- Annual Report for the financial year 2016-17 as required under Regulation 34 of the Listing Regulations duly approved and adopted by the Members as per the provisions of the Act.

This is for your information and records.

Thanking you,

Yours faithfully,
For **Grindwell Norton Limited**

K. Visweswaran
Company Secretary
Membership No. A16123

5th Level, Leela Business Park,
Andheri Kurla Road, Marol,
Andheri (East), Mumbai – 400 059

Encl: As above.



Summary of proceedings of the 67th Annual General Meeting:

The 67th Annual General Meeting ("AGM") of the Members of Grindwell Norton Limited ("GNO") was held on Wednesday, July 26, 2017 at 11:00 a.m. at M.C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Kala Ghoda, Mumbai 400 001. Mr. Pradip Shah, chaired the meeting. The requisite quorum being present, the Chairman called the meeting to order. He introduced the Directors on the dias.

The Chairman delivered his speech. The Chairman informed that the Company has provided the Members, facility to cast their vote electronically, on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the end of the Meeting through Ballot Paper.

It was further informed that there would be no voting by show of hands.

The following items of business, as per the Notice of AGM dated May 23, 2017, were transacted at the meeting.

1. To receive, consider and adopt:
 - a. the Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon; and,
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the Report of the Auditors thereon.
2. To declare a dividend on Equity Shares for the financial year ended March 31, 2017.
3. To appoint a Director in place of Mr. Mikhil Narang (Director Identification No. 02970255), who retires by rotation and, being eligible, offers himself for re-appointment.
4. Appointment of Statutory Auditors of the Company.
5. Appointment of Mr. Krishna Prasad (Director Identification No. 00130438) as a Whole-Time Director designated as Executive Director of the Company for a period of five (5) years with effect from May 23, 2017 upon his appointment as an Alternate Director to Ms. Marie-Armelle Chupin (Director Identification No. 00066499), Non-Executive Director.
6. Reclassification of Ms. Nina Bharucha from Promoter to Public category.
7. Payment of Commission to Non-Whole-Time Directors.
8. Ratification of Remuneration to Cost Auditors of the Company.

The clarification were provided to the queries raised by the Members.

The Board of Directors appointed Mr. Mitesh Dhabliwala (Membership No. FCS 8331) as the Scrutinizer to scrutinize the voting by remote e-voting and votes cast through Ballot Paper at the AGM in fair and transparent manner. The Chairman authorised the Company Secretary to declare the results of voting.

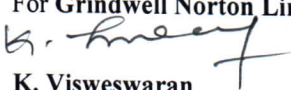
The Scrutinizer's Report was received and accordingly all the Resolutions as set out in the Notice were declared as passed.

This is for your information and records.

Thanking you,

Yours faithfully,

For Grindwell Norton Limited


K. Visweswaran
Company Secretary

Grindwell Norton Limited - 67 th Annual General Meeting ("AGM") Voting Results									
Date of the AGM/EGM		July 26, 2017							
Total number of shareholders on record date (being the cut-off date for determining the shareholders entitled to vote - July 19, 2017)		16334							
No. of Shareholders present in the meeting either in person or through proxy:									
Promoter and Promoter Group		10							
Public		57							
No. of Shareholders attended the meeting through Video Conferencing:									
Promoter and Promoter Group		Not Applicable							
Public		Ordinary Resolution							
Resolution required: (Ordinary / Special)		Yes, deemed to be interested to the extent of their respective shareholding in the Company							
ORDINARY BUSINESS:									
Item No. 1:									
To receive, consider and adopt:									
a. the Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon; and,									
b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the Report of the Auditors thereon.									
	Promoter/Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	E-Voting	65206770	0	0.00	0	0	0.00	0.00
		Poll		63426226	97.27	63426226	0	100.00	0.00
		Postal Ballot (if applicable)	0	0.00	0	0	0.00	0.00	
		Total	65206770	63426226	97.27	63426226	0	100.00	0.00
2	Public - Institutional holders	E-Voting	20267106	0	0.00	0	0	0.00	0.00
		Poll		13392906	66.08	13392906	0	100.00	0.00
		Postal Ballot (if applicable)	0	0.00	0	0	0.00	0.00	
		Total	20267106	13392906	66.08	13392906	0	100.00	0.00
3	Public-Others	E-Voting	25246124	165698	0.66	165398	300	99.82	0.18
		Poll		31578	0.13	31578	0	100.00	0.00
		Postal Ballot (if applicable)	0	0.00	0	0	0.00	0.00	
		Total	25246124	197276	0.78	196976	300	99.85	0.15
	Total	E-Voting	110720000	13558604	12.25	13558304	300	100.00	0.00
		Poll		63457804	57.31	63457804	0	100.00	0.00
		Postal Ballot (if applicable)	0	0.00	0	0	0.00	0.00	
		Total	110720000	77016408	69.56	77016108	300	100.00	0.00

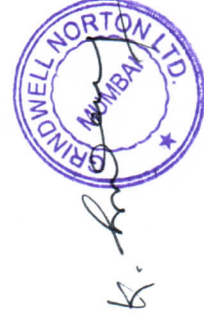


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Resolution required: (Ordinary / Special)			Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes, deemed to be interested to the extent of their respective shareholding in the Company						
ORDINARY BUSINESS:									
Item No. 2:									
To declare a dividend on Equity Shares for the financial year ended March 31, 2017.									
	Promoter /Public	Mode of Voting	Total 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]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
1	Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00
		Poll	65206770	63426226	97.27	63426226	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total	65206770	63426226	97.27	63426226	0	100.00	0.00
2	Public - Institutional holders	E-Voting		0	0.00	0	0	0.00	0.00
		Poll	20267106	13392906	66.08	13392906	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total	20267106	13392906	66.08	13392906	0	100.00	0.00
3	Public-Others	E-Voting		165698	0.66	165698	0	100.00	0.00
		Poll	25246124	31578	0.13	31578	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total	25246124	197276	0.78	197276	0	100.00	0.00
	Total	E-Voting		13558604	12.25	13558604	0	100.00	0.00
		Poll	110720000	63457804	57.31	63457804	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total	110720000	77016408	69.56	77016408	0	100.00	0.00

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Resolution required: (Ordinary / Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes, deemed to be interested to the extent of their respective shareholding in the Company					
ORDINARY BUSINESS:								
Item No. 3:								
To appoint a Director in place of Mr. Mikhil Narang (Director Identification No. 02970255), who retires by rotation and, being eligible, offers himself for re-appointment.								
Promoter/Public	Mode of Voting	Total 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
1	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	65206770	63426226	97.27	63426226	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	65206770	63426226	97.27	63426226	0	100.00	0.00
2	E-Voting		13392906	66.08	13392906	0	100.00	0.00
	Poll	20267106	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	20267106	13392906	66.08	13392906	0	100.00	0.00
3	E-Voting		165648	0.66	165348	300	99.82	0.18
	Poll	25246124	31578	0.13	31578	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	25246124	197226	0.78	196926	300	99.85	0.15
Total	E-Voting		13558554	12.25	13558254	300	100.00	0.00
	Poll	110720000	63457804	57.31	63457804	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	110720000	77016358	69.56	77016058	300	100.00	0.00



Resolution required: (Ordinary / Special)		Ordinary Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes, deemed to be interested to the extent of their respective shareholding in the Company							
ORDINARY BUSINESS:									
Item No. 4:									
Appointment of Statutory Auditors of the Company.									
	Promoter/Public	Mode of Voting	Total 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]	$\frac{[6]=\frac{[4]}{[2]}\times 100}{[7]=\frac{[5]}{[2]}\times 100}$	
1	Promoter and Promoter Group	E-Voting	65206770	0	0.00	0	0	0.00	0.00
		Poll		63426226	97.27	63426226	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
2	Public - Institutional holders	Total	65206770	63426226	97.27	63426226	0	100.00	0.00
		E-Voting		13392906	66.08	13392056	850	99.99	0.01
		Poll	20267106	0	0.00	0	0	0.00	0.00
3	Public-Others	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total	20267106	13392906	66.08	13392056	850	99.99	0.01
		E-Voting		165698	0.66	165695	3	100.00	0.00
	Public-Others	Poll	25246124	31578	0.13	31178	400	98.73	1.27
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total	25246124	197276	0.78	196873	403	99.80	0.20
	Total	E-Voting		13558604	12.25	13557751	853	99.99	0.01
		Poll	110720000	63457804	57.31	63457404	400	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
Total			110720000	77016408	69.56	77015155	1253	100.00	0.00

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Resolution required: (Ordinary / Special)			Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes, deemed to be interested to the extent of their respective shareholding in the Company						
SPECIAL BUSINESS:									
Item No. 5: Appointment of Mr. Krishna Prasad (Director Identification No. 00130438) as a Whole-Time Director designated as Executive Director of the Company for a period of five (5) years with effect from May 23, 2017 upon his appointment as an Alternate Director to Ms. Marie-Armelle Chupin (Director Identification No. 00066499), Non-Executive Director.									
	Promoter/Public	Mode of Voting	Total 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]	$\frac{[6]=\frac{[4]}{[2]}\times 100}{[7]=\frac{[5]}{[2]}\times 100}$	
1	Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00
		Poll	65206770	63426226	97.27	63426226	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total	65206770	63426226	97.27	63426226	0	100.00	0.00
2	Public - Institutional holders	E-Voting		13392906	66.08	13390957	1949	99.99	0.01
		Poll	20267106	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total	20267106	13392906	66.08	13390957	1949	99.99	0.01
3	Public-Others	E-Voting		164878	0.65	164538	340	99.79	0.21
		Poll	25246124	31578	0.13	31578	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total	25246124	196456	0.78	196116	340	99.83	0.17
Total		E-Voting		13557784	12.25	13555495	2289	99.98	0.02
		Poll	110720000	63457804	57.31	63457804	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total	110720000	77015588	69.56	77013299	2289	100.00	0.00



Resolution required: (Ordinary / Special)		Ordinary Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes, deemed to be interested to the extent of their respective shareholding in the Company							
SPECIAL BUSINESS:									
Item No. 6:									
Reclassification of Ms. Nina Bharucha from Promoter to Public category.									
	Promoter/Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	E-Voting	65206770	0	0.00	0		0.00	0.00
		Poll		63426226	97.27	63426226	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		63426226	97.27	63426226	0	100.00	0.00
2	Public - Institutional holders	E-Voting	20267106	13392906	66.08	13392906	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		13392906	66.08	13392906	0	100.00	0.00
3	Public-Others	E-Voting	25246124	165698	0.66	165398	300	99.82	0.18
		Poll		31578	0.13	31578	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		197276	0.78	196976	300	99.85	0.15
	Total	E-Voting	110720000	13558604	12.25	13558304	300	100.00	0.00
		Poll		63457804	57.31	63457804	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		77016408	69.56	77016108	300	100.00	0.00




Resolution required: (Ordinary / Special)				Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes, deemed to be interested to the extent of their respective shareholding in the Company					
SPECIAL BUSINESS:									
Item No. 7:									
Payment of Commission to Non-Whole-Time Directors.									
	Promoter/Public	Mode of Voting	Total 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]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
1	Promoter and Promoter Group	E-Voting	65206770	0	0.00	0	0	0.00	0.00
		Poll		63426226	97.27	63426226	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
2	Public - Institutional holders	Total	65206770	63426226	97.27	63426226	0	100.00	0.00
		E-Voting	20267106	13392906	66.08	13392906	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
	Public-Others	Postal Ballot (if applicable)	20267106	0	0.00	0	0	0.00	0.00
		Total		13392906	66.08	13392906	0	100.00	0.00
		E-Voting		165698	0.66	163655	2043	98.77	1.23
3	Public-Others	Poll	25246124	31578	0.13	31553	25	99.92	0.08
		Postal Ballot (if applicable)	25246124	0	0.00	0	0	0.00	0.00
		Total		197276	0.78	195208	2068	98.95	1.05
	Total	E-Voting	110720000	13558604	12.25	13556561	2043	99.98	0.02
		Poll		63457804	57.31	63457779	25	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total	110720000	77016408	69.56	77014340	2068	100.00	0.00




Resolution required: (Ordinary / Special)			Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes, deemed to be interested to the extent of their respective shareholding in the Company						
SPECIAL BUSINESS:									
Item No. 8:									
Ratification of Remuneration to Cost Auditors of the Company.									
	Promoter/Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	E-Voting	65206770	0	0.00	0	0	0.00	0.00
		Poll		63426226	97.27	63426226	0	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		63426226	97.27	63426226	0	100.00	0.00
2	Public - Institutional holders	E-Voting	20267106	13392906	66.08	13392906	0	100.00	0.00
		Poll		0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		13392906	66.08	13392906	0	100.00	0.00
3	Public-Others	E-Voting	20267106	165698	0.66	165398	300	99.82	0.18
		Poll		31568	0.13	31168	400	98.73	1.27
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		197266	0.78	196566	700	99.65	0.35
Total		E-Voting	110720000	13558604	12.25	13558304	300	100.00	0.00
		Poll		63457794	57.31	63457394	400	100.00	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
		Total		77016398	69.56	77015698	700	100.00	0.00

All the resolutions, as set out in the Notice of Annual General Meeting dated May 23, 2017, were passed by the Members by requisite majority.




PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office :
111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

To,
The Chairman
Grindwell Norton Limited
5th Level, Leela Business Park,
Andheri-Kurla Road, Marol, Andheri (East)
Mumbai - 400059

Dear Sir,

Sub: Consolidated Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting through Ballot Paper at the 67th Annual General Meeting of Grindwell Norton Limited held on Wednesday, July 26, 2017 at 11.00 a.m.

I, Mitesh Dhaliwala, of M/s. Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Grindwell Norton Limited pursuant to Section 108 of the Companies Act, 2013("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 67th Annual General Meeting (AGM) of Grindwell Norton Limited on Wednesday, July 26, 2017 at 11.00 a.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on July 26, 2017.

The notice dated May 23, 2017 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the below mentioned resolutions proposed at the AGM of the Company.



The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company.

The Company had also provided voting through Ballot Paper to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the company holding shares as on the "cut-off" date of Wednesday, July 19, 2017 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Saturday, July 22, 2017 at 09:00 a.m. (IST) and ended on Tuesday, July 25, 2017 at 05:00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the AGM the votes cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system and voting through Ballot Paper at the AGM.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the voting conducted through Ballot Paper at the venue of the meeting on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and the voting conducted through Ballot Paper at the venue of the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting and voting through Ballot Paper at the AGM in respect of the said resolutions.



Resolution 1: Ordinary Resolution

To receive, consider and adopt:

- a. the Audited Financial Statements of the Company for the financial year ended 31st March 2017, together with the Reports of the Board of Directors and the Auditors thereon; and,
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2017, together with the Report of the Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
124	7,70,16,108	100.00(Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	300	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 2: Ordinary Resolution

To declare a Dividend on Equity Shares for the financial year ended March 31, 2017.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
125	7,70,16,408	100.00

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 3: Ordinary Resolution

To appoint a Director in place of Mr. Mikhil Narang (DIN: 02970255), who retires by rotation and, being eligible, offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
123	7,70,16,058	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	300	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 4: Ordinary Resolution**Appointment of Statutory Auditors of the Company.**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
122	7,70,15,155	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	1,253	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 5: Ordinary Resolution**Appointment of Whole-Time Director designated as Executive Director.**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
120	7,70,13,299	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	2,289	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 6: Ordinary Resolution**Reclassification of Ms. Nina Bharucha from Promoter to Public category.**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
124	7,70,16,108	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	300	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 7: Special Resolution**Payment of Commission to Non-Whole-Time Directors.**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
111	7,70,14,340	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
14	2,068	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 8: Ordinary Resolution**Ratification of Remuneration to Cost Auditors of the Company.**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
122	7,70,15,698	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	700	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
1	10

Thanking you,
Yours faithfully,

Mitesh Dhabliwala
Parikh & Associates
Practising Company Secretaries
 FCS: 8331 CP No.: 9511
 111,11th Floor, Sai Dwar CHS Ltd
 Sab TV Lane, Opp. Laxmi Indl. Estate,
 Off Link Road, Above Shabari Restaurant,
 Andheri West, Mumbai - 400053



Place: Mumbai
 Dated: July 26, 2017