



KIRLOSKAR PNEUMATIC COMPANY LIMITED

Enriching Lives

A Kirloskar Group Company

Ref: SEC/

8-3-2017

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400001
Scrip Code-505283

Through online portal

Kind Attn. Ms Bharti Bhambwani, Corporate Relationship Manager

Dear Madam

Sub: Results of A) Court convened meeting B) Postal Ballot and E-voting

In continuation of our letter dated March 7, 2017, this is to inform you that, the Members of the Company have passed the following resolution with requisite majority in the meeting, convened under the directions of National Company Law Tribunal (NCLT), on March 7, 2017.

Item RESOLUTION

To approve the proposed Scheme of Arrangement and Amalgamation between Kirloskar RoadRailer Limited, Pneumatic Holdings Limited and Kirloskar Pneumatic Company Limited and their respective shareholders.

Please also note that company sought approval of its Members to the aforesaid resolution via postal ballot and e-voting pursuant to Section 110, 230 and other applicable provisions of the Companies Act, 2013 read with the companies (Compromises, Arrangements and Amalgamations) Rules, 2016(Rules) (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations) and Securities and Exchange Board of India (SEBI) Circular bearing no. CIR/CFD/CMD/16/2015 dated November 30, 2015(SEBI Circular).

Mr Suresh V Deulkar, Practising Company Secretary (Membership No.FCS 1321) was appointed as Scrutinizer as per the NCLT order for conducting Postal Ballot Process in a fair and transparent manner. Mr Suresh V Deulkar, Practising Company Secretary has submitted his report dated 8th March, 2017.

In terms of Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the voting results in the specified format are annexed for your information and records alongwith copy of the said Scrutinizer's Report.

Further, please note that Scrutinizer's Report containing the results of Court convened meeting and Postal Ballot and E-Voting are also available on the website of the Company www.kirloskarkpcl.com

Thanking you,

Yours faithfully
For Kirloskar Pneumatic Company Limited

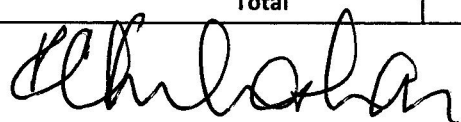
Aditya Kowshik
Managing Director
Encl:As above

CC: National Securities Depository Limited



Format for Voting Results

Date of AGM/EGM			March 7, 2017						
Total number of Shareholders on record date			17329						
No. of shareholders present in the meeting either in person or Promoter and Promoter Group:			61						
Public:			14						
No. of Shareholders attended the meeting through Video Promoter and Promoter Group:			47						
Public:			NOT APPLICABLE						
Agenda-wise disclosure									
Resolution required: (Ordinary/ Special)			To approve the proposed Scheme of Arrangement and Amalgamation between Kirloskar RoadRailer Limited, Pneumatic Holdings Limited and Kirloskar Pneumatic Company Limited and their respective shareholders						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting	8733074	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000		0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	8733074	0	0.0000	0	0	0.0000	0.0000	0
Public- Institutions	E-Voting	2363826	2316471	97.9967	2316471	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	2363826	2316471	97.9967	2316471	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	1747438	17198	0.9842	17198	0	100.0000	0.0000	0
	Poll					0		0.0000	0
	Postal Ballot (if applicable)		65166	3.7292	64238	217	98.5759	0.3330	711
	Total	1747438	82364	4.7134	81436	217	98.8733	0.2635	711
Total		12844338	2398835	18.6762	2397907	217	99.9613	0.0090	711



S. V. Deulkar
Practicing Company Secretary
63, Ashoknagar, Pune -411007

Report on the Voting Process of the Postal Ballot and voting through electronic mode of Kirloskar Pneumatic Company Limited (the "Company") on the resolution is as under:

- a) **Resolution no. 1** – To approve the proposed Scheme of Arrangement and Amalgamation between Kirloskar RoadRailer Limited, Pneumatic Holdings Limited and Kirloskar Pneumatic Company Limited and their respective shareholders and related matters.

Sr No.	Particulars	Voting through postal ballot	E-Voting	Total
		(A)	(B)	(A) + (B)
I.	Total number of Shareholders	-	-	17329
II.	Total Shareholders to whom Postal Ballots send	13441	-	13441
	Total shareholders to whom email send	-	3888	3888
III.	Total shareholders who exercised their votes	159	51	210
IV.	Number of Postal Ballots rejected and/ or not voted	17*	0	17
	Number of shareholders	17*	0	17
	Number of shares	711	0	711
V.	Total no. of valid folios voted	143#	51	194
	Number of shareholders in favour	134	51	185
	Number of shareholders against	9	0	9
	Shareholders in favour of the resolution as a percentage of voters who exercised their votes	93.71%	100%	95.36%
VI.	Total votes (in terms of number of voting rights/shares) exercised	65166	2333669	2398835
	Total votes (in terms of number of voting rights/shares) Rejected and not voted	711	0	711
	Total valid votes	64455	2333669	2398124
VII.	Number of votes in favour of the resolution	64238	2333669	2397907
	Number of votes against the resolution	217	0	217
VIII.	Votes in favour of the resolution as a percentage of votes cast	99.66%	100%	99.99%

Note:

'*' Includes one case where the shareholder has partly voted and partly not voted for the resolution.

'#' Includes one case where the shareholder has partly voted and partly not voted for the resolution.

Place: Pune
Date: March 8, 2017

S. V. Deulkar
C.P. No. 965



Handwritten signature and date:
8th March 2017

Format for Voting Results

Date of AGM/EGM			7-Mar-17						
Total number of Shareholders on record date			17,329						
No. of shareholders present in the meeting either in person or through proxy:			61						
Promoter and Promoter Group:			14						
Public:			47						
No. of Shareholders attended the meeting through Video Conferencing			NOT APPLICABLE						
Promoter and Promoter Group:									
Public:									
Agenda-wise disclosure									
Resolution required: (Ordinary/ Special)			To approve the proposed Scheme of Arrangement and Amalgamation between Kirloskar RoadRailer Limited, Pneumatic Holdings Limited and Kirloskar Pneumatic Company Limited and their respective shareholders						
Whether promoter/ promoter group are interested in the agenda/resolution?			NO						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting	8733074	0	0.0000	0	0	0.0000	0.0000	0
	Poll		8732142	99.9893	8732142	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	8733074	8732142	99.9893	8732142	0	100.0000	0.0000	0
Public-Institutions	E-Voting	2363826	2316471	97.9967	2316471	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	2363826	2316471	97.9967	2316471	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	1747438	17198	0.9842	17198	0	100.0000	0.0000	0
	Poll		273	0.0156	273	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		65166	3.7292	64238	217	98.5759	0.3330	711
	Total	1747438	82637	4.7290	81709	217	98.8770	0.2626	711
Total		12844338	11131250	86.6627	11130322	217	99.9917	0.0019	711

S. V. Deulkar
Practicing Company Secretary
63, Ashok Nagar, Pune 411007

COMBINED REPORT

KIRLOSKAR PNEUMATIC CO LIMITED (CIN: U99999MH1958PLC011054)
COURT CONVENED MEETING HELD ON MARCH 7, 2017

COURT CONVENED MEETING HELD ON MARCH 7, 2017														
Sr. No	Resolution	Voting by Postal Ballot			E-Voting			Poll			Total			Result
		No. of Votes			No. of Votes			No. of Votes			No. of Votes			
		For	Against	Invalid/ Rejected/not voted	For	Against	Invalid/ Rejected/not voted	For	Against	Invalid/ Rejected/not voted	For	Against	Invalid/ Rejected/not voted	
1	<p>“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), provisions of the Companies Act, 1956 as may be applicable and the National Company Law Tribunal Rules, 2016 and in accordance with relevant clauses of the Memorandum of Association and Articles of Association of the Company and subject to the approval of the Hon'ble National Company Law Tribunal, Mumbai Bench (“NCLT” or “Tribunal”) and subject to such other approvals, permissions and sanctions of regulatory and other sectoral authorities, if any, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT or by any regulatory or other sectoral authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company, the proposed Scheme of Arrangement and Amalgamation between Kirloskar Road Railer Limited (“Transferor Company I”) and Pneumatic Holdings Limited (“Transferor Company II”) and Kirloskar Pneumatic Company Limited (“Transferee Company” or “Applicant Company”) and their respective shareholders (“Scheme”), placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.</p> <p>RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and for removal of any difficulties or doubts, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall deem to include any committee or any person(s) which the Board may nominate or constitute or delegate) to exercise its powers, including the powers conferred under above resolutions, be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any questions or difficulties that may arise with regard to the implementation of the above resolution, including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary to give effect to the above resolutions or to carry out such modifications / directions as may be ordered by the NCLT to implement the aforesaid resolution.”</p>	64,238	217	711*	2,333,669	0	0	8,732,415	0	0	11,130,322	217	711*	Resolution passed by requisite majority
Note: '*' Includes one case where the shareholder has partly voted and partly not voted for the resolution.														
Place: Pune														
Date: 08.03.2017														

Rec'd
S.V. Deulkar
8th March '17

S.V. DEULKAR
COMPANY SECRETARY
FCS 1321 C P 965
63 Ashok Nagar-Pune-411007

S. V. Deulkar
Practicing Company Secretary
63, Ashoknagar, Pune -411007

Scrutinizer's Report

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

To,

The Chairman,

Court Convened Meeting of the Equity shareholders of Kirloskar Pneumatic Company Limited held on Tuesday, March 07, 2017 at 2.00 p.m at Pudumjee Hall, Mahratta Chamber of Commerce, Industries and Agriculture, Tilak Road, Pune 411002.

Dear Sir,

I, S. V. Deulkar, Partner, SVD & Associates, Company Secretaries, have been appointed as scrutinizer of Kirloskar Pneumatic Company Limited ("the Company") for the purpose of scrutinizing the **e-voting** process in a fair and transparent manner & ascertaining the requisite majority on **e-voting** carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on below mentioned resolution, at the Court Convened Meeting of the Equity shareholders of Kirloskar Pneumatic Company Limited held on Tuesday, March 07, 2017 at 2.00 p.m at Pudumjee Hall, Mahratta Chamber of Commerce, Industries and Agriculture, Tilak Road, Pune 411002.

I submit my report as under:

1. The **e-voting** period remained open from February 6, 2017 (9.00 a.m.) to March 7, 2017 (2.00 p.m.)
2. The shareholders holding shares as on the "cut off" date i.e. January 20, 2017 were entitled to vote on the proposed resolution (as set out in the Notice of the Court Convened Meeting of Kirloskar Pneumatic Company Limited.)



Recd
S.V. Deulkar
8th March '17

3. The votes were unblocked on March 07, 2017 at around 2.30 PM in the presence of two witnesses, Ms. Purva Pandit (Kothrud , Pune - 411038) and Ms. Kanika Jain (Vasudatta, Shivaji Hsg Soci Pune -411016) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "for" and "Against", were downloaded from the e-voting website of Link Intime India Private Limited ("Link Intime") (URL: website: www. linkintime.co.in).

Pandit

Name: Purva Pandit
Dahanukar colony,
Kothrud, Pune - 411038

Kanika

Name: Kanika Jain
Add:- Vasudatta, Shi.
Hsg Soci. Pune - 16



5. The result of **the e-voting** is as under for the resolution mentioned below:

a) **Resolution -**

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), provisions of the Companies Act, 1956 as may be applicable and the National Company Law Tribunal Rules, 2016 and in accordance with relevant clauses of the Memorandum of Association and Articles of Association of the Company and subject to the approval of the Hon'ble National Company Law Tribunal Mumbai Bench (“**NCLT**” or “**Tribunal**”) and subject to such other approvals, permissions and sanctions of regulatory and other sectoral authorities ,if any, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT or by any regulatory or other sectoral authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company, the proposed Scheme of Arrangement and Amalgamation between Kirloskar RoadRailer Limited (“Transferor Company I”) and Pneumatic Holdings Limited (“Transferor Company II”) and Kirloskar Pneumatic Company Limited (“Transferee Company” or “Applicant Company”) and their respective shareholders (“Scheme”) placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and for removal of any difficulties or doubts, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall deem to include any committee or any person(s) which the Board may nominate or constitute or delegate) to exercise its powers, including the powers conferred under above resolutions, be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any questions or difficulties that may arise with regard to the implementation of the above resolution, including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary to give effect to the above resolutions or to carry out such modifications / directions as may be ordered by the NCLT to implement the aforesaid resolution.”



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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
51	23,33,669	100%

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

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted /whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

6. The register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves, signs the Minutes of the aforesaid Court Convened Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



S. V. Deulkar

Practicing Company Secretary

C. P. No. 965

Place: Pune

Date: March 08, 2017

S. V. Deulkar
Practicing Company Secretary
63, Ashoknagar, Pune -411007

Scrutinizer's Report

(Report of voting through Ballot in lieu of e-voting)

To,

The Chairman

Court Convened Meeting of the Equity shareholders of Kirloskar Pneumatic Company Limited held on Tuesday, March 07, 2017 at 2.00 p.m at Pudumjee Hall, Mahratta Chamber of Commerce, Industries and Agriculture, Tilak Road, Pune 411002.

Dear Sir,

I, S. V. Deulkar, Partner, SVD & Associates, Company Secretaries, have been appointed as scrutinizer of Kirloskar Pneumatic Company Limited ("the company") for the purpose of scrutinizing the ballots received by post/courier/hand delivery from the members of the company, in a fair and transparent manner and ascertaining the requisite majority on voting carried out by Ballot form on below mentioned resolution, for the Court Convened Meeting of the Equity shareholders of Kirloskar Pneumatic Company Limited held on Tuesday, March 07, 2017 at 2.00 p.m at Pudumjee Hall, Mahratta Chamber of Commerce, Industries and Agriculture, Tilak Road, Pune 411002. I submit my report as under:

1. The Company provided the facility to vote by Ballot form in lieu of e-voting to the members not having access to e-voting facility. The Ballot forms received till March 7, 2017 (2.00 p.m.) have only been considered.
2. The shareholders holding shares as on the "cut off" date i.e. January 20, 2017 were entitled to vote on the proposed resolution.
3. The Ballot form, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.

Rec'd
S. V. Deulkar
@th March '17



4. The result of the Ballots received by post/courier/hand delivery is as under:

a) Resolution –

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), provisions of the Companies Act, 1956 as may be applicable and the National Company Law Tribunal Rules, 2016 and in accordance with relevant clauses of the Memorandum of Association and Articles of Association of the Company and subject to the approval of the Hon'ble National Company Law Tribunal Mumbai Bench (“NCLT” or “Tribunal”) and subject to such other approvals, permissions and sanctions of regulatory and other sectoral authorities ,if any, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT or by any regulatory or other sectoral authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company, the proposed Scheme of Arrangement and Amalgamation between Kirloskar RoadRailer Limited (“Transferor Company I”) and Pneumatic Holdings Limited (“Transferor Company II”) and Kirloskar Pneumatic Company Limited (“Transferee Company” or “Applicant Company”) and their respective shareholders (“Scheme”) placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and for removal of any difficulties or doubts, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall deem to include any committee or any person(s) which the Board may nominate or constitute or delegate) to exercise its powers, including the powers conferred under above resolutions, be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any questions or difficulties that may arise with regard to the implementation of the above resolution, including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary to give effect to the above resolutions or to carry out such modifications / directions as may be ordered by the NCLT to implement the aforesaid resolution.”



(i) Voted in favour of the resolution:

Number of members voted through Ballot	Number of votes cast by them	% of total number of valid votes cast
134	64238	99.66%

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

Number of members voted through Ballot	Number of votes cast by them	% of total number of valid votes cast
9	217	0.34%

(iii) Invalid votes:

Total number of members whose votes were declared invalid/ Not voted	Total number of votes cast by them
17*	711

(*) Includes one shareholder who has partly voted for and partly not voted for the resolution.

5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The Ballot papers and other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,



S. V. Deulkar
Practicing Company Secretary
C. P. No. 965

Place: Pune
Date: March 8, 2017

S. V. Deulkar
Practicing Company Secretary
63, Ashoknagar, Pune -411007

Scrutinizer's Report

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

To,

The Chairman,

Court Convened Meeting of the Equity shareholders of Kirloskar Pneumatic Company Limited held on Tuesday, March 07, 2017 at 2.00 p.m at Pudumjee Hall, Mahratta Chamber of Commerce, Industries and Agriculture, Tilak Road, Pune 411002.

Dear Sir,

I, S. V. Deulkar, Partner, SVD & Associates, Company Secretaries, have been appointed as scrutinizers of Kirloskar Pneumatic Company Limited ("the Company") for the purpose of the poll taken on below mentioned resolution, at the Court Convened Meeting of the Equity shareholders of Kirloskar Pneumatic Company Limited held on Tuesday, March 07, 2017 at 2.00 pm at Pudumjee Hall, Mahratta Chamber of Commerce, Industries and Agriculture, Tilak Road, Pune 411002. I submit my report as under:

1. After the announcement for the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed.
2. The locked ballot box was subsequently opened in my presence. There were 31 ballot papers received in the ballot box.
3. The result of the Poll is as under for the resolution mentioned below:



Sd/-
S.V. Deulkar
8th March '17

a) Resolution –

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), provisions of the Companies Act, 1956 as may be applicable and the National Company Law Tribunal Rules, 2016 and in accordance with relevant clauses of the Memorandum of Association and Articles of Association of the Company and subject to the approval of the Hon'ble National Company Law Tribunal Mumbai Bench (“NCLT” or “Tribunal”) and subject to such other approvals, permissions and sanctions of regulatory and other sectoral authorities, if any, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT or by any regulatory or other sectoral authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company, the proposed Scheme of Arrangement and Amalgamation between Kirloskar RoadRailer Limited (“Transferor Company I”) and Pneumatic Holdings Limited (“Transferor Company II”) and Kirloskar Pneumatic Company Limited (“Transferee Company” or “Applicant Company”) and their respective shareholders (“Scheme”) placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and for removal of any difficulties or doubts, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall deem to include any committee or any person(s) which the Board may nominate or constitute or delegate) to exercise its powers, including the powers conferred under above resolutions, be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any questions or difficulties that may arise with regard to the implementation of the above resolution, including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary to give effect to the above resolutions or to carry out such modifications / directions as may be ordered by the NCLT to implement the aforesaid resolution.”



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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	8732415	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted /whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Thanking you,

Yours faithfully,



S. V. Deulkar

Practicing Company Secretary

C. P. No. 965



Place: Pune

Date: March 08, 2017