

Indiabulls

Indiabulls Wholesale Services Limited

Date: September 26, 2016

Scrip Code -533520
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI – 400 001

IBWSL
National Stock Exchange of India Limited,
'Exchange Plaza'
Bandra-Kurla Complex,
Bandra (East)
MUMBAI – 400 051

Sub: 9th Annual General Meeting of the Members of Indiabulls Wholesale Services Limited (the Company)

Ref: Regulation 30 & 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)

Dear Sir/Madam,


We wish to inform you that the 9th Annual General Meeting (AGM) of the Members of the Company was held today at 4:00 P.M. at Mapple Emerald, Rajokri, NH-8, New Delhi-110038. Summary of the proceedings of the AGM alongwith Voting Results in the prescribed format, as required under the Listing Regulations and the applicable provisions of the Companies Act, 2013 and Rules made thereunder are enclosed.

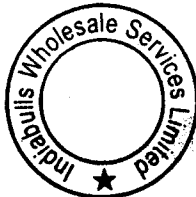
We request you to kindly take the same on record.

Thanking you,

Yours faithfully,

For Indiabulls Wholesale Services Limited


Priya Jain
Company Secretary



Encl: as above

Indiabulls Wholesale Services Limited (CIN: L51101DL2007PLC166209)

Corporate Office: "Indiabulls House", 448-451, Udyog Vihar, Phase-V, Gurgaon - 122 016 (Haryana). Tel.: (0124) 3989555, Fax: (0124) 6681111
Registered Office: M-62 & 63, First Floor, Connaught Place, New Delhi - 110 001. Tel.: (011) 30252900, Fax: (011) 30252901
Website: www.indiabulls.com/wholesale

Indiabulls

Indiabulls Wholesale Services Limited

Summary of the Proceedings of the 9th Annual General Meeting of Indiabulls Wholesale Services Limited (the Company) held on September 26, 2016

The 9th Annual General Meeting (AGM) of the Members of the Company was held on Monday, September 26, 2016, at 04:00 P.M. at Mapple Emerald, Rajokri, NH-8, New Delhi-110038.

Of the Directors present in the meeting, the shareholders unanimously appointed Col Surinder Singh Kadyan, Executive Director of the Company, to chair the meeting.

Col Surinder Singh Kadyan thanked the Members and occupied the chair. The requisite quorum being present, Col Surinder Singh Kadyan called the meeting to order and welcomed the Members to the meeting.

The meeting was attended by 51 Members (including Proxies), Col Surinder Singh Kadyan, Whole-time Director, Mr. Rajinder Singh Nandal, Independent Director and Chairman of Stakeholder Relationship Committee, Mr. Joginder Singh Kataria, Independent Directors and Chairman of Audit Committee, Mr. Shamsheer Singh Ahlawat, Independent Director and Chairman of Corporate Social Responsible Committee and Nomination & Remuneration (NR) Committee, and representative of Statutory Auditors, Internal Auditors and Secretarial Auditors attended the meeting.

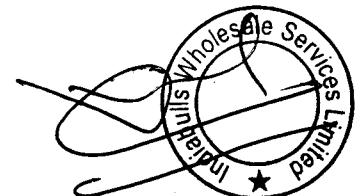
The Chairman of the meeting informed that the requisite Registers were open for inspection by the members till the conclusion of the meeting. He further informed that the other registers and documents as required under the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were placed before the meeting.

Thereafter the Auditors' Report, on both the standalone and consolidated financial statements of the Company for the financial year ended on March 31, 2016, were read and with the consent of the Members, the Notice convening the 9th AGM was taken as read.

He then briefed the shareholders on Company's business overview and financial performance etc. and concluded by placing on records his appreciation to employees, customers, bankers, regulators and other stakeholders.

He informed the Members that the Company had offered the facility of voting through electronic means from Friday, the 23rd day of September, 2016 at 10:00 A.M. till Sunday, the 25th day of September, 2016 at 5:00 P.M. and the Company has made arrangements for Poll at the venue of the meeting.

The following items of business, as set out in the Notice dated August 23, 2016 convening this meeting, were transacted through remote E-voting and Poll at the AGM Venue:



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Ordinary Business:

1. Adoption of the Audited Standalone and Consolidated Financial Statements of the Company as at March 31, 2016 and the Reports of the Board of Directors and Auditors thereon (Ordinary Resolution).
2. Re-appointment of Col Surinder Singh Kadyan (Retd) (DIN: 03495880), who is liable to retire by rotation and, being eligible offers himself for re-appointment (Ordinary Resolution).
3. Ratification of the appointment of M/s. Agarwal Prakash & Co., Chartered Accountants (Firm Regn. No. 005975N), as the auditors of the Company and fixing their remuneration (Ordinary Resolution).

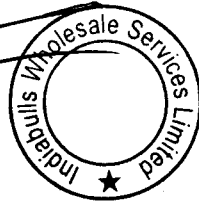
Special Business:

4. Approval to issue of Non-Convertible Debentures / Bonds on a private placement basis, upto the borrowing limit of INR 5,00 Crore (Special Resolution).
5. Approval for providing corporate guarantee in favor of Store One Retail India Limited, a majority owned subsidiary of the Company.(Special Resolution)

Based on the Scrutinizers' Report dated September 26, 2016 issued by Mr. Sanjay Khandelwal of M/s S. Khandelwal & Co., Practicing Company Secretaries and Ms. Santosh Bhutani, and Mr. Ramesh Chandra Agarwal, Members of the Company, all the aforementioned business were passed by the Members with requisite majority.

For Indiabulls Wholesale Services Limited

Priya Jain
Company Secretary



Indiabulls Wholesale Services Limited (CIN: L51101DL2007PLC166209)

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Website: www.indiabulls.com/wholesale

INDIABULLS WHOLESALE SERVICES LIMITED								
Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015								
Format for Voting Results								
Date of the AGM/EGM				26-Sep-16				
Total number of Shareholders on record date				62134				
No. of shareholders present in the meeting either in person or through proxy:				51				
Promoters and Promoter Group:				3				
Public				48				
No. of Shareholders attended the meeting through Video Conferencing								
Promoters and Promoter Group:				0				
Public				0				
Agenda item no. 1: Adoption of the Audited Standalone and Consolidated Financial Statements of the Company as at March 31, 2016 and the Reports of the Board of Directors and Auditors thereon.								
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	15446175	0	0.0000	00	0	0.0000	0.0000
	Poll	15446175	15446175	100.0000	15446175	0	100.0000	0.0000
	Postal Ballot (if applicable)	15446175	0	0.0000	00	0	0.0000	0.0000
	Total	15446175	15446175	100.0000	15446175	0	100.0000	0.0000
Public- Institutions	E-Voting	99429	3542	3.5623	3542	0	100.0000	0.0000
	Poll	99429	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	99429	0	0.0000	00	0	0.0000	0.0000
	Total	99429	3542	3.5623	3542	0	100.0000	0.0000
Public- Non Institutions	E-Voting	35172889	667682	1.8983	667679	3	99.9996	0.0004
	Poll	35172889	571489	1.6248	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	35172889	0	0.0000	00	0	0.0000	0.0000
	Total	35172889	1239171	3.5231	667679	3	53.8811	0.0002
Total		50718493	16688888	32.9049	16117396	3	96.5756	0.0000



Agenda item no. 2: Re-appointment of Col Surinder Singh Kadyan (Retd) (DIN:03495880), who is liable to retire by rotation and, being eligible offers himself for re-appointment.								
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	15446175	0	0.0000	00	0	0.0000	0.0000
	Poll	15446175	15446175	100.0000	15446175	0	100.0000	0.0000
	Postal Ballot (if applicable)	15446175	0	0.0000	00	0	0.0000	0.0000
	Total	15446175	15446175	100.0000	15446175	0	100.0000	0.0000
Public- Institutions	E-Voting	99429	3542	3.5623	3542	0	100.0000	0.0000
	Poll	99429	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	99429	0	0.0000	00	0	0.0000	0.0000
	Total	99429	3542	3.5623	3542	0	100.0000	0.0000
Public- Non Institutions	E-Voting	35172889	667682	1.8983	667679	3	99.9996	0.0004
	Poll	35172889	571489	1.6248	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	35172889	0	0.0000	00	0	0.0000	0.0000
	Total	35172889	1239171	3.5231	667679	3	53.8811	0.0002
Total	50718493	16688888	32.9049	16117396	3	96.5756	0.0000	
Agenda item no. 3: Ratification of the appointment of M/s Agarwal Prakash & Co., Chartered Accountants (Firm Registration Number: 005975N), as Statutory Auditors of the Company and fixing their remuneration.								
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	15446175	0	0.0000	00	0	0.0000	0.0000
	Poll	15446175	15446175	100.0000	15446175	0	100.0000	0.0000
	Postal Ballot (if applicable)	15446175	0	0.0000	00	0	0.0000	0.0000
	Total	15446175	15446175	100.0000	15446175	0	100.0000	0.0000
Public- Institutions	E-Voting	99429	3542	3.5623	3542	0	100.0000	0.0000
	Poll	99429	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	99429	0	0.0000	00	0	0.0000	0.0000
	Total	99429	3542	3.5623	3542	0	100.0000	0.0000
Public- Non Institutions	E-Voting	35172889	667682	1.8983	667679	3	99.9996	0.0004
	Poll	35172889	571489	1.6248	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	35172889	0	0.0000	00	0	0.0000	0.0000
	Total	35172889	1239171	3.5231	667679	3	53.8811	0.0002
Total	50718493	16688888	32.9049	16117396	3	96.5756	0.0000	



Agenda item no. 4: Approval for issue of Non-Convertible Debentures / Bonds on Private Placement Basis.


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	15446175	0	0.0000	00	0	0.0000	0.0000
	Poll	15446175	15446175	100.0000	15446175	0	100.0000	0.0000
	Postal Ballot (if applicable)	15446175	0	0.0000	00	0	0.0000	0.0000
	Total	15446175	15446175	100.0000	15446175	0	100.0000	0.0000
Public- Institutions	E-Voting	99429	3542	3.5623	3542	0	100.0000	0.0000
	Poll	99429	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	99429	0	0.0000	00	0	0.0000	0.0000
	Total	99429	3542	3.5623	3542	0	100.0000	0.0000
Public- Non Institutions	E-Voting	35172889	667682	1.8983	667679	3	99.9996	0.0004
	Poll	35172889	571489	1.6248	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	35172889	0	0.0000	00	0	0.0000	0.0000
	Total	35172889	1239171	3.5231	667679	3	53.8811	0.0002
Total		50718493	16688888	32.9049	16117396	3	96.5756	0.0000

Agenda item no. 5: Approval for providing corporate guarantee in favor of Store One Retail India Limited, a majority owned subsidiary of the Company.

Resolution required: (Ordinary/ Special)		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
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	15446175	0	0.0000	00	0	0.0000	0.0000
	Poll	15446175	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	15446175	0	0.0000	00	0	0.0000	0.0000
	Total	15446175	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	99429	3542	3.5623	3542	0	100.0000	0.0000
	Poll	99429	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	99429	0	0.0000	00	0	0.0000	0.0000
	Total	99429	3542	3.5623	3542	0	100.0000	0.0000
Public- Non Institutions	E-Voting	35172889	667682	1.8983	667679	3	99.9996	0.0004
	Poll	35172889	571489	1.6248	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	35172889	0	0.0000	00	0	0.0000	0.0000
	Total	35172889	1239171	3.5231	667679	3	53.8811	0.0002
Total		50718493	1242713	2.4502	671221	3	54.0126	0.0002

For Indiabulls Wholesale Services Limited

Priya Jain
Company Secretary






Date.....

Scrutinizer's Report

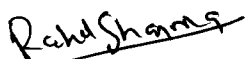
[Pursuant to Section 108 of the Companies Act, 2013 and rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
9th Annual General Meeting of the Equity Shareholders
of Indiabulls Wholesale Services Limited held on September 26, 2016 at 4.00 P.M.
at Mapple Emerald, Rajokri, NH-8, New Delhi -110038

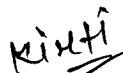
Dear Sir,

I, Sanjay Khandelwal of M/s S. Khandelwal & Co., Practicing Company Secretaries, having our office at C-65 , GF, Malviya Nagar, New Delhi - 110 017, was appointed as the scrutinizer of Indiabulls Wholesale Services Limited ("the Company") for the purpose of scrutinizing the E-voting process in a fair and transparent manner and ascertaining the requisite majority on E-voting, carried out as per the provisions of Companies Act , 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions, as set out in the Notice dated 23rd August, 2016 convening the 9th Annual General Meeting (AGM) of the Equity Shareholders of Indiabulls Wholesale Services Limited, held on 26th September, 2016 at 4:00 P.M., at Mapple Emerald, Rajokri, NH-8, New Delhi -110038. We submit our Report as under:

1. The E-voting remained open from 23rd September, 2016 at (10.00 a.m.) to 25th September, 2016 at (5.00 p.m.).
2. The Shareholders holding shares as on the "cut off" date i.e. 19th September, 2016, were entitled to vote on the proposed resolutions (item nos. 1 to 5 as set out in the Notice dated 23rd August, 2016 convening the 9th Annual General Meeting of Indiabulls Wholesale Services Limited).
3. The votes were unblocked on 26th September, 2016 around 5:11 A.M. in the presence of two witnesses, Mr. Rahul Sharma (PAN:GXNPS3584R) R/o E-7/12, LGF, Malviya Nagar, New Delhi - 110 017, and Ms. Kirti Bihani (PAN:BVNPB0940B) R/o E-7/12, LGF, Malviya Nagar, New Delhi - 110 017, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Mr. Rahul Sharma



Name: Ms. Kirti Bihani



4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the E-voting website of Karvy Computershare Private Limited i.e. <https://evoting.karvy.com>.

5. The result of E-voting is as under :

Item No. 1 – As an Ordinary Resolution: Adoption of the Audited Standalone and Consolidated Financial Statements of the Company as at March 31, 2016 and the Reports of the Board of Directors and Auditors thereon.

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

Number of members voted through electronic system	Number of votes casted in favour of resolution	% of total number of valid votes casted
56	671221	100

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

Number of members voted through electronic system	Number of votes casted against the resolution	% of the total number of valid votes casted
1	3	0.00

(iii) **Invalid votes*:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
Nil	NA

*Includes abstain votes

Item No. 2 – As an Ordinary Resolution: Re-appointment of Col Surinder Singh Kadyan (Retd) (DIN:03495880), who is liable to retire by rotation and, being eligible offers himself for re-appointment.

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

Number of members voted through electronic system	Number of votes casted in favour of resolution	% of total number of valid votes casted
56	671221	100

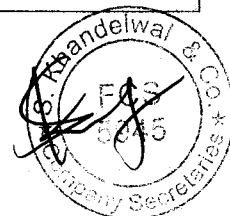
(ii) **Voted against the resolution:**

Number of members voted through electronic system	Number of votes casted against the resolution	% of the total number of valid votes casted
1	3	0.00

(iii) **Invalid votes*:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
Nil	NA

*Includes abstain votes



Item No. 3 – As an Ordinary Resolution: Ratification of the appointment of M/s Agarwal Prakash & Co., Chartered Accountants (Firm Registration Number: 005975N), as Statutory Auditors of the Company and fixing their remuneration.

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

Number of members voted through electronic system	Number of votes casted in favour of resolution	% of total number of valid votes casted
56	671221	100

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

Number of members voted through electronic system	Number of votes casted against the resolution	% of the total number of valid votes casted
1	3	0.00

(iii) **Invalid votes*:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
Nil	NA

*Includes abstain votes

Item No. 4 – As a Special Resolution: Approval for issue of Non-Convertible Debentures / Bonds on Private Placement Basis

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

Number of members voted through electronic system	Number of votes casted in favour of resolution	% of total number of valid votes casted
56	671221	100

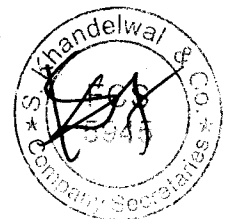
(ii) **Voted against the resolution:**

Number of members voted through electronic system	Number of votes casted against the resolution	% of the total number of valid votes casted
1	3	0.00

(iii) **Invalid votes*:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
Nil	NA

*Includes abstain votes



Item No. 5 – As a Special Resolution: Approval for providing corporate guarantee in favor of Store One Retail India Limited, a majority owned subsidiary of the Company.

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

Number of members voted through electronic system	Number of votes casted in favour of resolution	% of total number of valid votes casted
56	671221	100

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

Number of members voted through electronic system	Number of votes casted against the resolution	% of the total number of valid votes casted
1	3	0.00

(iii) **Invalid votes*:**

Total numbers of members whose votes were declared invalid	Total number of votes casted by them
Nil	NA

*Includes abstain votes

The Report of E-Voting in the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as Annexure – A.

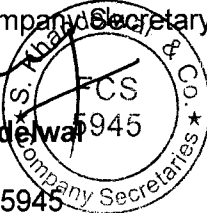
The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid 9th Annual General Meeting and thereafter the same would be handed over to the Chairman or the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

For **M/s S. Khandelwal & Co.**,
Practicing Company Secretary

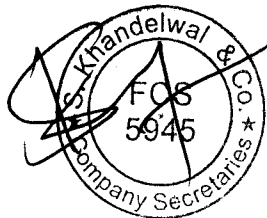
Sanjay Khandelwal
Partner
M. No. : FCS-5945
CP No.:6128



Date: September 26, 2016
Place: New Delhi

Annexure - A

Resolution ID	Category	Shares Held (1)	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
1	Public – Institutional Holders	99429	3542	3.562	3542	0	100.000	0.000
1	Promoter and Promoter Group	15446175	0	0.000	0	0	0.000	0.000
1	Public-Others	35172889	667682	1.898	667679	3	100.000	0.000
1	Total	50718493	671224	1.323	671221	3	100.000	0.000
2	Public – Institutional Holders	99429	3542	3.562	3542	0	100.000	0.000
2	Promoter and Promoter Group	15446175	0	0.000	0	0	0.000	0.000
2	Public-Others	35172889	667682	1.898	667679	3	100.000	0.000
2	Total	50718493	671224	1.323	671221	3	100.000	0.000
3	Public – Institutional Holders	99429	3542	3.562	3542	0	100.000	0.000
3	Promoter and Promoter Group	15446175	0	0.000	0	0	0.000	0.000
3	Public-Others	35172889	667682	1.898	667679	3	100.000	0.000
3	Total	50718493	671224	1.323	671221	3	100.000	0.000
4	Public – Institutional Holders	99429	3542	3.562	3542	0	100.000	0.000
4	Promoter and Promoter Group	15446175	0	0.000	0	0	0.000	0.000
4	Public-Others	35172889	667682	1.898	667679	3	100.000	0.000
4	Total	50718493	671224	1.323	671221	3	100.000	0.000
5	Public – Institutional Holders	99429	3542	3.562	3542	0	100.000	0.000
5	Promoter and Promoter Group	15446175	0	0.000	0	0	0.000	0.000
5	Public-Others	35172889	667682	1.898	667679	3	100.000	0.000
5	Total	50718493	671224	1.323	671221	3	100.000	0.000



FORM NO. MGT - 13

Report of Scrutinizer(s)

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

To,
The Chairman
9th Annual General Meeting of the Equity Shareholders
of Indiabulls Wholesale Services Limited held on September 26, 2016 at 4:00 A.M.
at Mapple Emerald, Rajokri, NH-8, New Delhi -110038

Dear Sir,

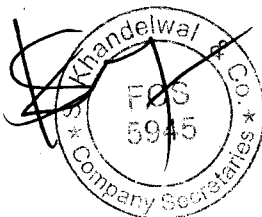
I, Sanjay Khandelwal of M/s S. Khandelwal & Co., Practicing Company Secretary, having our office at C-65 LGF, Malviya Nagar, New Delhi - 110 017 and Ms. Santosh Bhutani having DP ID/Client ID No. 1202990001817441 and having residential address at MIG Flat No. 8, 3rd Floor, Punjabi Bagh Enclave Opp Arihant Nagar Madipur, New Delhi - 110063 and Mr. Ramesh Chandra Agarwal, having DP ID/Client ID No. IN300476/42567678 and having residential address at Dharam Nivas Civillines, Bulandshahar – 203001, Shareholders of Indiabulls Wholesale Services Limited, appointed as Scrutinizers for the purpose of Poll taken on the below mentioned resolution(s), as set out in the Notice dated 23rd August, 2016 convening the 9th Annual General Meeting of the Equity Shareholders of Indiabulls Wholesale Services Limited (AGM), at AGM held on September 26, 2016 at 4:00 P.M. at Mapple Emerald, Rajokri, NH-8, New Delhi -110038, submit our Report as under:

1. After the announcement of poll by the Chairman of the meeting, 2 (Two) ballot boxes kept for polling were locked in our presence with due identification marks placed by us.
2. The locked ballot boxes were 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 hereunder :

Item No. 1- As an Ordinary Resolution: Adoption of the Audited Standalone and Consolidated Financial Statements of the Company as at March 31, 2016 and the Reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
47	16017664	100



1
Santosh Bhutani

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
Nil	N.A.	N.A.

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
Nil	-

Item No. 2 - As an Ordinary Resolution: Re-appointment of Col Surinder Singh Kadyan (Retd) (DIN:03495880), who is liable to retire by rotation and, being eligible offers himself for re-appointment.

(i) Voted in favour of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
47	16017664	100

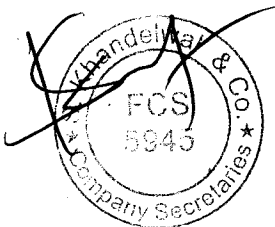
(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
Nil	N.A.	N.A.

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
Nil	-

Item No. 3 – As an Ordinary Resolution: Ratification of the appointment of M/s Agarwal Prakash & Co., Chartered Accountants (Firm Registration Number: 005975N), as Statutory Auditors of the Company and fixing their remuneration.



Agarwal

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

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
47	16017664	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
Nil	N.A.	N.A.

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
Nil	-

Item No. 4 – As a Special Resolution: Approval for issue of Non-Convertible Debentures / Bonds on Private Placement Basis.

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

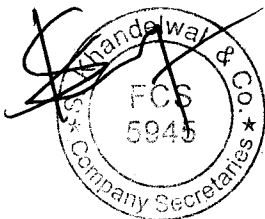
Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
47	16017664	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
Nil	N.A.	N.A.

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
Nil	-



Item No. 5 – As a Special Resolution: Approval for providing corporate guarantee in favor of Store One Retail India Limited, a majority owned subsidiary of the Company.

(i) Voted in favour of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
44	571489	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
Nil	N.A.	N.A.

(iii) Invalid votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
Nil	-

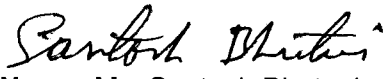
5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Chairman of the meeting/Officials authorized by the Board for safe keeping.

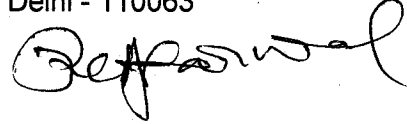
6. The Report of Poll in the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is enclosed as Annexure – A.

Thanking you,
Yours faithfully,



Sanjay Khandelwal
Proprietor
M/s S. Khandelwal & Co.,
(Practicing Company Secretary)
M. No. : FCS-5945
CP No.: 6128


Name: Ms. Santosh Bhutani
DP ID/Client ID no. 1202990001817441
Address: MIG Flat No. 8, 3rd Floor, Punjabi
Bagh Enclave Opp Arihant Nagar Madipur,
New Delhi - 110063


Name: Mr. Ramesh Chandra Agarwal
DP ID/Client ID no. IN30047-642567678
Address: Dharam Nivas Civillines,
Bulandshahar – 203001

Place: New Delhi
Date: September 26, 2016