

Virendra Bhatt

Company Secretary

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DISCLOSURE OF VOTING RESULTS

FOR RESOLUTION 1

Date of the EGM - 09TH July, 2014

Total number of shareholders on record date: 60715

Details of the Agenda:

Resolution No.1: Preferential allotment of equity shares of the company

To consider and if though fit to pass with or without modifications, if any, the following resolutions as a special resolutions

“RESOLVED THAT pursuant to the provisions of section 62 and other applicable provisions if any of the companies Act, 2013 as amended (the companies act) read with the rules made there under to the extent notified and in effect, the applicable provisions any of the companies Act, 1956. As amended (Foreign Exchange Management Act, 1999 as amended the foreign exchange management (Transfer or issue of securities by a person resident outside India) Regulation, 2000 as amended rules, regulations, guidelines, notifications and circulars if any issued by the government of India, the Foreign Investment Promotion Board, Reserve Bank Of India, Securities Exchange Board of India, (Issue of Capital and Disclosure Requirement Regulation, 2009, as amended (ICDR REGULATION) and the securities exchange Board of India (Substantial acquisition and Takeover, 2011 and any other guidelines and clarification issued by any other competent authority whether in India or not from time to time to the extent applicable including the enabling provisions of the Memorandum of Association and Articles of Association, Listing Agreement entered into by the company with the stock exchanges were the equity shares of the company are listed and subject to the permission, consent and approval by any authority, as may be necessary, and subject to such condition and modification as might be prescribed while granting such approval, consent and permission and which may be agreed by the Board of Directors of the company and subject to any other alteration, modification as might be prescribed by granting such approval, consent and permission and subject to any other alteration, modification, condition, correction, changes and variation that may be decided by the Board in its absolute discretion, consent of the company and is hereby accorded to the Board to create, issue, offer, and allot, on the preferential basis 1,53,84,615 equity shares of the face value of Rs. 2 each (the equity shares) at the price of Rs. 130 (one hundred and thirty only) each aggregating upto 199,99,99,950 (Rupees One Ninety Nine crore ninety nine lacs ninety nine thousand nine hundred and fifty only) including premium to the brand equity treaties limited (the investor) at such time or times in one or more tranches and on such terms and conditions and in such manner as it may think fit in its absolute discretion.”



“RESOLVED FURTHER THAT, in accordance with the provisions of Chapter VII of the ICDR regulation the “relevant date” for the purpose of calculating the floor price of the equity shares is JUNE 09, 2014 which is 30 days prior to the date of extra- ordinary general meeting i.e July 09, 2014 and the Floor price so calculated is Rs. 127.43 (Rupees One Hundred and Twenty Seven and paise Forty – three only).”

“RESOLVED FURTHER THAT the equity shares shall be issued and allotted by the company to the investor in the dematerialized form within the period of 15 days from the date of passing this resolution provided that the allotment of the said equity shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within 15 days from the date of such approval”

“RESOLVED FURTHER THAT the equity shares to be offered, issued and allotted shall be subject to lock in as provided under the provision the SEBI Regulation and the equity shares so offered, issued and allotted will be listed subject to the receipt of necessary regulatory permission and approval.”

“RESOLVED FURTHER THAT the equity shares to be issued and allotted in the manner aforesaid shall rank pari passu with the existing equity shares of the company in all respect including as to dividend and shall be subject to the provision of memorandum of association and article of association of the company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the board be and is hereby authorized to do all such acts, deeds, matters, and thing as it may in its absolute discretion deem necessary , desirable and expedient for such purpose, including without limitation, issuing clarification , resolving all question of doubts, effecting any modification or changes to the foregoing (including modification to the term of the issue) entering into contract, arrangement, agreement, document(including for appointment of agencies , intermediaries and advisor for the issue) and to authorize all such person as may be necessary in connection therewith and incidental there to as the board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholder of the company and to settle all question , difficulties or doubts that may arise in regards to the offer , issue and allotment of the equity shares and utilization of the proceeds of the equity shares, take all other steps which may be incidental , consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and decision of the board shall be final and conclusive..”

“RESOLVED FURTHER THAT the board be and is hereby authorize to delegate all or any of the power here in conferred to any committee of the board or any director (s) or officer (s) of the company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including making necessary filing with the stock exchanges and regulatory authorities and execution of any document on behalf of the company and to represent the company before any governmental authorities and to appoint any merchant bankers or other professional advisor , consultant and legal advisor to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT all action taken by the board or the committee (s) duly constituted for this purpose in connection with any matters (s) referred to that or contemplated in the foregoing resolution be and hereby approved, ratified and confirm in all respects.“



Resolutions required: Special Resolution (RESOLUTION 1)

Mode of Voting: E-voting

In case of Poll/Postal Ballot/E-voting:

RESOLUTION 1 (EQUITY+CLASS B)

(A) Clause 35B Mode of Voting (e-Voting)

Promoter/ Public	No. of shares held		No. of votes through E-voting (2)*	% of votes through E-voting on outstan ding shares (3)=[(2)/ (1)]*100	No. of votes in - favour (4)	No. of votes – against (5)	% of votes in favour on votes through E-voting (6)=[(4) / (2)]*100	% of votes against on votes through E- voting (7)=[(5)/ (2)]*100
	No. of	Voting						
	Rights held							
	(1)							
Mode of Voting - E-voting								
Promoter and Promoter Group	Shares	112868163	110725555	100.000 %	110725555	0	100.000%	0.000%
	Voting Rights	110725555						
Public- Institutional holders	Shares	59786230	2847033	4.769%	2847033	0	100.000%	0.000%
	Voting Rights	59702881						
Public- Others	Shares	59145792	4539	0.008%	3812	707	83.983 %	15.576 %
	Voting Rights	57389461						
Total (A)	Shares	231800185	113577127		113576400	707		
	Voting Rights	227817897						



(B) Clause 35B Mode of Voting (Voting by Poll)

Promoter/ Public	No. of shares held		No. of votes through Poll (2)*	% of votes through Poll on outstan ding shares (3)=[(2)/ (1)]*100	No. of votes in - favour (4)	No. of votes – against (5)	% of votes in favour on votes through Poll (6)=[(4) / (2)]*100	% of votes against on votes through h Poll (7)=[(5)/ (2)]*100
	No. of Voting Rights held							
	(1)							
Mode of Voting - by Poll								
Promoter and Promoter Group	Shares	112868163	110725555	100.000 %	110725555	0	100.000%	0.000%
	Voting Rights	110725555						
Public- Institutional holders	Shares	59786230	30541618	51.156%	30541618	0	100.000%	0.000%
	Voting Rights	59702881						
Public- Others	Shares	59145792	16860538	29.379%	16860523	15	99.999%	0.001%
	Voting Rights	57389461						
Total (A)	Share s	231800185	158127711		158127696	15		
	Voting Rights	227817897						



(C) Clause 35B Mode of Voting (e-Voting and Voting by Poll)

Promoter/ Public	No. of shares held	No. of votes through E- voting / Poll (2)*	% of votes through E-voting/ Poll on outstandi ng shares (3)=[(2)/ (1)]*100	No. of votes in - favour (4)	No. of votes – against (5)	% of votes in favour on votes through E-voting/ Poll (6)=[(4) / (2)]*100	% of votes against on votes through E- voting/ Poll (7)=[(5)/ (2)]*100	
	No. of Voting Rights held							
	(1)							
Mode of Voting - (e-Voting and Voting by Poll)								
Promoter and Promoter Group (see note 1 below)	Shares	112868163	110725555	100.000%	110725555	0	100.000%	0.000%
	Voting Rights	110725555						
Public- Institutional holders	Shares	59786230	33388651	55.925%	33388651	0	100.000%	0.000%
	Voting Rights	59702881						
Public- Others	Shares	59145792	16865077	29.387%	16864335	722	99.996	0.004
	Voting Rights	57389461						
Total (A)	Shares	231800185	160979283		160978541	722		
	Voting Rights	227817897						

* Excludes invalid votes

Note 1 : While considering voting result under Clause 35B Mode of Voting (e-Voting and Voting by Poll) votes casted by Promoter and Promoter Group casted in 'e-Voting' has been considered and votes casted by Promoter and Promoter Group in 'Voting by Poll' has not been considered to avoid duplication.



FOR RESOLUTION 2

Date of the EGM - 09TH July, 2014

Total number of shareholders on record date: 60715

Details of the Agenda:

Resolution No.2: Preferential allotment of equity warrants of the company

To consider and if though fit to pass with or without modifications, if any, the following resolutions as a special resolutions

“RESOLVED THAT pursuant to the provisions of section 62 and other applicable provisions if any of the companies Act, 2013 as amended (the companies act) read with the rules made there under to the extent notified and in effect, the applicable provisions any of the companies Act, 1956. As amended (Foreign Exchange Management Act, 1999 as amended the foreign exchange management (Transfer or issue of securities by a person resident outside India) Regulation, 2000 as amended rules, regulations, guidelines, notifications and circulars if any issued by the government of India, the Foreign Investment Promotion Board, Reserve Bank Of India, Securities Exchange Board of India, (Issue of Capital and Disclosure Requirement Regulation, 2009, as amended (ICDR REGULATION) and the securities exchange Board of India (Substantial acquisition and Takeover, 2011 and any other guidelines and clarification issued by any other competent authority whether in India or not from time to time to the extent applicable including the enabling provisions of the Memorandum of Association and Articles of Association, Listing Agreement entered into by the company with the stock exchanges where the equity shares of the company are listed and subject to the permission, consent and approval by any authority, as may be necessary, and subject to such condition and modification as might be prescribed while granting such approval, consent and permission and which may be agreed by the Board of Directors of the company and subject to any other alteration, modification as might be prescribed by granting such approval, consent and permission and subject to any other alteration, modification, condition, correction, changes and variation that may be decided by the Board in its absolute discretion, consent of the company and is hereby accorded to the Board to create, issue, offer, and allot, from time to time in one or more tranches, 7692307 warrants (equity warrants) on a preferential basis to Future Corporate Resources Limited, being a company within the Promoter Group (as defined in the ICDR Regulations), each convertible into, or exchangeable for, one equity share of face value of Rs.2 each (the “Equity Shares”) at a price (including the warrant subscription price and warrant exercise price) of Rs.130 each (Rupees One Hundred & Thirty Only) each aggregating to Rs.99,99,99,910 (Rupees Ninety Nine thousand Nine Hundred Only), on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the ICDR Regulations or other applicable laws.”

“RESOLVED FURTHER THAT, in accordance with the provisions of Chapter VII of the ICDR regulation the “RELEVANT DATE” for the purpose of calculating the floor price of the equity shares pursuant to exercise of the Equity Warrants is June 09, 2014 which is 30 days prior to the date of extraordinary general meeting i.e July 09, 2014 and the Floor price so calculated is Rs. 127.43 (Rupees One Hundred and Twenty Seven and paise Forty – three only).”

“RESOLVED FURTHER THAT the equity shares shall be issued and allotted by the company to Future Corporate Resources Limited within a period of 15 days from the date of passing this resolution provided that where the allotment of the said Equity Warrants is pending on account of pendency of any



approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within 15 days from the date of such approval.”

“**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Equity Warrants shall be subject to the following terms-

- I. The equity shares to be so allotted on exercise the equity warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company. The equity warrants may be exercised by the equity warrant-holder(s) at any time before the expiry of 18 months from the date of allotment of the Equity Warrants.
- II. A Equity Warrant subscription price equivalent to 25% of the issue price of the Equity Shares will be payable at the time of subscription to the Equity Warrants, as prescribed by regulation 77 of the ICDR Regulations, which will be kept by the company to be adjusted and appropriated against the issue price of the Equity Shares shall be payable by the Equity Warrant holder(s) at the time of exercising the Equity Warrant.
- III. The issue of the Equity Warrants as well as Equity shares arising from the exercise of the equity warrant shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case maybe or any modifications thereof.
- IV. In the event the equity warrant holder(s) doesn't exercise the equity warrants within 18 months from the date of allotment of the equity warrants, the equity warrants shall lapse and the amount paid shall stand forfeited by the Company
- V. The equity warrants issued and allotted will be transferable with the promoter group subject to the approval of Board and such other approvals as may be necessary.”
- VI. In the event of the company making a bonus issue by way of capitalization of its reserves, or a rights offer by way of issue of new Equity Shares, prior to allotment of Equity Shares resulting from the exercise of the Equity warrants, the issue price of the Equity Shares to be allotted against such Equity Warrants shall be subject to appropriate adjustment, subject to the SEBI ICDR Regulations and other applicable law.
- VII. The Equity share to be issue and allotted by the company on exercise of the Equity Warrants in the manner aforesaid shall be in dematerialized form and subject to the Memorandum and Article of Association of the Company and shall rank *pari passu* in all respects including dividend, with the existing Equity Shares of the Company.
- VIII. The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter VII of ICDR Regulations relating Equity Shares of the Company.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants.”



“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and hereby authorized to do all such acts, deed, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all question of doubt, effecting any modifications or charges to the foregoing (including modification to the terms of the issue), entering into contract, arrangements, agreements , documents (including for appointments of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board ion its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all question, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Warrants and Equity Shares and utilization of proceeds of Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may required in connections with the aforesaid resolutions, including making necessary filing with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the company before any governmental authorities and to appoint ant merchant bankers or professional advisor, consultants and legal advisors to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT all action taken by the Board or Committee(s) duly constituted for this purpose in connections with any matter(s) referred to or contemplated in the foregoing resolutions be and are hereby approved, ratified and confirmed all respects.”



Resolutions required: Special Resolution (RESOLUTION 2)

Mode of Voting: E-voting

In case of Poll/Postal Ballot/E-voting:

RESOLUTION 2 (EQUITY+CLASS B)

(A) Clause 35B Mode of Voting (e-Voting)

Promoter/ Public	No. of shares held	No. of votes through E- voting (2)*	% of votes through E-voting on outstandi ng shares (3)=[(2)/ (1)]*100	No. of votes in - favour (4)	No. of votes – against (5)	% of votes in favour on votes through E-voting (6)=[(4) / (2)]*100	% of votes against on votes through E-voting (7)=[(5)/ (2)]*100	
	No. of Voting Rights held							
	(1)							
Mode of Voting - E-voting								
Promoter and Promoter Group	Shares	112868163	110725555	100.000 %	110725555	0	100.000%	0.000%
	Voting Rights	110725555						
Public- Institutional holders	Shares	59786230	2847033	4.769%	2847033	0	100.000%	0.000%
	Voting Rights	59702881						
Public- Others	Shares	59145792	4539	0.008%	3832	707	84.424%	15.576 %
	Voting Rights	57389461						
Total (A)	Shares	231800185	113577127		113576420	707		
	Voting Rights	227817897						

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(B) Clause 35B Mode of Voting (Voting by Poll)

Promoter/ Public	No. of shares held	No. of votes through Poll (2)*	% of votes through Poll on outstandi ng shares (3)=[(2)/ (1)]*100	No. of votes in - favour (4)	No. of votes – against (5)	% of votes in favour on votes through Poll (6)=[(4) / (2)]*100	% of votes against on votes through Poll (7)=[(5)/ (2)]*100	
	No. of Voting Rights held							
	(1)							
Mode of Voting - by Poll								
Promoter and Promoter Group	Shares	112868163	110725555	100.000 %	110725555	0	100.000%	0.000%
	Voting Rights	110725555						
Public- Institutional holders	Shares	59786230	30541618	51.156%	30541618	0	100.000%	0.000%
	Voting Rights	59702881						
Public- Others	Shares	59145792	16860538	29.379%	16860523	15	99.999%	0.001%
	Voting Rights	57389461						
Total (A)	Shares	231800185	158127711		158127696	15		
	Voting Rights	227817897						



(C) Clause 35B Mode of Voting (e-Voting and Voting by Poll)

Promoter/ Public	No. of shares held		No. of votes through E- voting / Poll (2)*	% of votes through E-voting/ Poll on outstandi ng shares (3)=[(2)/ (1)]*100	No. of votes in - favour (4)	No. of votes – against (5)	% of votes in favour on votes through E-voting/ Poll (6)=[(4) / (2)]*100	% of votes against on votes through E- voting/ Poll (7)=[(5)/ (2)]*100
	No. of Voting Rights held							
	(1)							
Mode of Voting - (e-Voting and Voting by Poll)								
Promoter and Promoter Group (see note 1 below)	Shares	112868163	110725555	100.000%	110725555	0	100.000%	0.000%
	Voting Rights	110725555						
Public- Institutional holders	Shares	59786230	33388651	55.925%	33388651	0	100.000%	0.000%
	Voting Rights	59702881						
Public- Others	Shares	59145792	16865077	29.387%	16864355	722	99.996 %	0.004%
	Voting Rights	57389461						
Total (A)	Shares	231800185	160979283		160978561	722		
	Voting Rights	227817897						

* Excludes invalid votes

Note 1 : While considering voting result under Clause 35B Mode of Voting (e-Voting and Voting by Poll) votes casted by Promoter and Promoter Group casted in 'e-Voting' has been considered and votes casted by Promoter and Promoter Group in 'Voting by Poll' has not been considered to avoid duplication.

Date: 10th July, 2014

Place: Mumbai



Virendra G. Bhatt

Practicing Company Secretary

C.P. No. 124 / ACS 1157

Anil Harik