

September 6, 2019

To

The Manager, Listing Department, National Stock Exchange of India Ltd., Exchange Plaza, NSE Building Bandra Kurla Complex, Bandra East Mumbai 400 051  Scrip Code NSE: POLYPLEX.	The Manager - Listing Department, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street Fort, Mumbai 400 001  Scrip Code BSE : 524051
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Dear Sir,

**Subject: Voting Results of 34<sup>th</sup> Annual General Meeting (34<sup>th</sup> AGM) of the Company held on September 5, 2019 pursuant to regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.**

Pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the details of the Results of e-voting as well as poll conducted at the 34<sup>th</sup> AGM of the Company held on Thursday, September 5, 2019 at 11.00 a.m. and concluded at 12.15 p.m. at the registered office of the Company, Lohia Head Road, Khatima – 262308, District Udham Singh Nagar, Uttarakhand.

All the resolutions contained in the Notice dated July 10, 2019 of the 34<sup>th</sup> AGM of the Company were approved by the requisite majority of Shareholders through e-voting and poll conducted in this behalf.

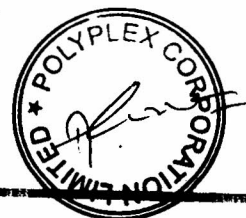
Date of the AGM	September 5, 2019
Total number of shareholders on record date (i.e. August 28, 2019 Cut-off date for voting purpose)	19,994
Number of shareholders present in the meeting either in person or through proxy:	45 (Including 3 proxies)
Promoters and Promoter Group:	5
Public:	40 (Including 3 proxies)
Number of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	Nil/ Not Applicable
Public:	Nil/ Not Applicable
Number of Shareholders voted through e-voting:	
Promoters and Promoter Group:	6
Public:	60

(Agenda-wise)

The Mode of Voting for all the Resolutions was:

- (1) E-voting conducted between September 2, 2019 [9.00 AM] to September 4, 2019 [5.00 PM], and
- (2) Poll conducted at venue of 34th AGM (held on Thursday, September 5, 2019).

**Polyplex Corporation Limited**  
(CIN: L25209UR1984PLC011596)



B-37, Sector-1, Noida - 201 301, Distt. Gautam Budh Nagar (U.P.) India  
Board: +91.120.2443716-19, Fax: +91.120.2443723 & 24 Website : [www.polyplex.com](http://www.polyplex.com)  
Registered Office: Lohia Head Road, Khatima - 262308, Distt. Udham Singh Nagar, Uttarakhand, India

# **Ordinary Business:**

<b>Resolution 1</b>	Adoption of (a) Standalone Audited Financial Statements for the FY 2018-19 together with Reports of the Auditors' and Directors' thereon and (b) Consolidated Audited Financial Statements for the FY 2018-19 together with Reports of the Auditors' thereon by way of <b>Ordinary Resolution</b> .
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Promoter/Public	Mode of Voting	No. of shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	1,60,01,534	1,54,93,474	96.82%	1,54,93,474	-	100.00%	0.00%
	Poll		-	0.00%	-	-	0.00%	0.00%
	<b>Total</b>	<b>1,60,01,534</b>	<b>1,54,93,474</b>	<b>96.82%</b>	<b>1,54,93,474</b>	<b>-</b>	<b>100.00%</b>	<b>0.00%</b>
Public – Institutional holders	E- Voting	27,75,331	20,66,597	74.46%	20,66,597	-	100.00%	0.00%
	Poll		-	0.00%	-	-	0.00%	0.00%
	<b>Total</b>	<b>27,75,331</b>	<b>20,66,597</b>	<b>74.46%</b>	<b>20,66,597</b>	<b>-</b>	<b>100.00%</b>	<b>0.00%</b>
Public-Others#	E- Voting	1,32,07,735	6,298	0.05%	6,248	50	99.21%	0.79%
	Poll		1,34,355	1.02%	1,34,355	-	100.00%	0.00%
	<b>Total</b>	<b>1,32,07,735</b>	<b>1,40,653</b>	<b>1.06%</b>	<b>1,40,603</b>	<b>50</b>	<b>99.96%</b>	<b>0.79%</b>
<b>Total</b>		<b>3,19,84,600</b>	<b>1,77,00,724</b>	<b>55.34%</b>	<b>1,77,00,674</b>	<b>50</b>	<b>100.00%</b>	<b>0.00%</b>

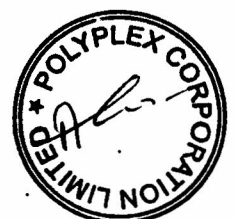
Promoter/Public	No. of Votes Abstained	No. of Votes Invalid
Promoter and Promoter Group	-	-
Public – Institutional holders	23,224	-
Public-Others	-	4

<b>Resolution 2</b>	Declaration of Final Dividend of ₹10 per equity share for the FY 2018-19, by way of <b>Ordinary Resolution</b> .
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Promoter/Public	Mode of Voting	No. of shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	1,60,01,534	1,54,93,474	96.82%	1,54,93,474	-	100.00%	0.00%
	Poll		-	0.00%	-	-	0.00%	0.00%
	<b>Total</b>	<b>1,60,01,534</b>	<b>1,54,93,474</b>	<b>96.82%</b>	<b>1,54,93,474</b>	<b>-</b>	<b>100.00%</b>	<b>0.00%</b>
Public – Institutional holders	E- Voting	27,75,331	20,89,821	75.30%	20,89,821	-	100.00%	0.00%
	Poll		-	0.00%	-	-	0.00%	0.00%
	<b>Total</b>	<b>27,75,331</b>	<b>20,89,821</b>	<b>75.30%</b>	<b>20,89,821</b>	<b>-</b>	<b>100.00%</b>	<b>0.00%</b>
Public-Others#	E- Voting	1,32,07,735	6,298	0.05%	6,298	-	100.00%	0.00%
	Poll		1,34,355	1.02%	1,34,355	-	100.00%	0.00%
	<b>Total</b>	<b>1,32,07,735</b>	<b>1,40,653</b>	<b>1.06%</b>	<b>1,40,653</b>	<b>-</b>	<b>100.00%</b>	<b>0.00%</b>
<b>Total</b>		<b>3,19,84,600</b>	<b>1,77,23,948</b>	<b>55.41%</b>	<b>1,77,23,948</b>	<b>-</b>	<b>100.00%</b>	<b>0.00%</b>

Promoter/Public	No. of Votes Abstained	No. of Votes Invalid
Promoter and Promoter Group	-	-
Public – Institutional holders	-	-
Public-Others	-	4



<b>Resolution 3</b>	<b>Reappointment of Mr. Sanjiv Saraf (DIN:00003998) as Director liable to retire by rotation, by way of Ordinary Resolution.</b>
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Promoter/Public	Mode of Voting	No. of shares held	No. of valid 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)]*	4	5	(6)=[(4)/(2)]*	(7)=[(5)/(2)]
Promoter and Promoter Group	E- Voting	1,60,01,534	1,54,93,474	96.82%	1,54,93,474	-	100.00%	0.00%
	Poll		-	0.00%	-	-	0.00%	0.00%
	<b>Total</b>	<b>1,60,01,534</b>	<b>1,54,93,474</b>	<b>96.82%</b>	<b>1,54,93,474</b>	<b>-</b>	<b>100.00%</b>	<b>0.00%</b>
Public – Institutional holders	E- Voting	27,75,331	20,89,821	75.30%	15,32,318	5,57,503	73.32%	26.68%
	Poll		-	0.00%	-	-	0.00%	0.00%
	<b>Total</b>	<b>27,75,331</b>	<b>20,89,821</b>	<b>75.30%</b>	<b>15,32,318</b>	<b>5,57,503</b>	<b>73.32%</b>	<b>26.68%</b>
Public-Others#	E- Voting	1,32,07,735	6,298	0.05%	6,027	271	95.70%	4.30%
	Poll		1,34,355	1.02%	1,34,355	-	100.00%	0.00%
	<b>Total</b>	<b>1,32,07,735</b>	<b>1,40,653</b>	<b>1.06%</b>	<b>1,40,382</b>	<b>271</b>	<b>99.81%</b>	<b>4.30%</b>
<b>Total</b>		<b>3,19,84,600</b>	<b>1,77,23,948</b>	<b>55.41%</b>	<b>1,71,66,174</b>	<b>5,57,774</b>	<b>96.85%</b>	<b>3.15%</b>

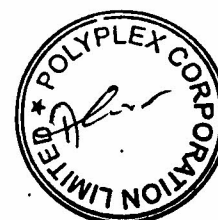
Promoter/Public	No. of Votes Abstained	No. of Votes Invalid
Promoter and Promoter Group	-	-
Public – Institutional holders	-	-
Public-Others	-	4

#### Special Business:

<b>Resolution 4</b>	<b>Appointment of Dr. Suresh Inderchand Surana (DIN:00009757) as Independent Director for second term upto July 9, 2024, by way of Special Resolution.</b>
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Promoter/Public	Mode of Voting	No. of shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E- Voting	1,60,01,534	1,54,93,474	96.82%	1,54,93,474	-	100.00%	0.00%
	Poll		-	0.00%	-	-	0.00%	0.00%
	<b>Total</b>	<b>1,60,01,534</b>	<b>1,54,93,474</b>	<b>96.82%</b>	<b>1,54,93,474</b>	<b>-</b>	<b>100.00%</b>	<b>0.00%</b>
Public – Institutional holders	E- Voting	27,75,331	20,89,821	75.30%	20,89,821	-	100.00%	0.00%
	Poll		-	0.00%	-	-	0.00%	0.00%
	<b>Total</b>	<b>27,75,331</b>	<b>20,89,821</b>	<b>75.30%</b>	<b>20,89,821</b>	<b>-</b>	<b>100.00%</b>	<b>0.00%</b>
Public-Others#	E- Voting	1,32,07,735	6,298	0.05%	6,068	230	96.35%	3.65%
	Poll		1,34,355	1.02%	1,34,355	-	100.00%	0.00%
	<b>Total</b>	<b>1,32,07,735</b>	<b>1,40,653</b>	<b>1.06%</b>	<b>1,40,423</b>	<b>230</b>	<b>99.84%</b>	<b>3.65%</b>
<b>Total</b>		<b>3,19,84,600</b>	<b>1,77,23,948</b>	<b>55.41%</b>	<b>1,77,23,718</b>	<b>230</b>	<b>100.00%</b>	<b>0.00%</b>

Promoter/Public	No. of Votes Abstained	No. of Votes Invalid
Promoter and Promoter Group	-	-
Public – Institutional holders	-	-
Public-Others	-	4



<b>Resolution 5</b>	Reappointment of Ms. Pooja Haldea (DIN : 07123158), Independent Non-Executive Director of the Company for second term of five consecutive years with effect from March 30, 2020 to March 29, 2025, by way of <b>Special Resolution</b> .
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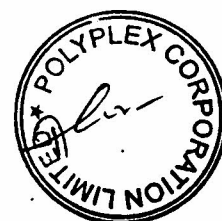
Promoter/Public	Mode of Voting	No. of shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	1,60,01,534	1,54,93,474	96.82%	1,54,93,474	-	100.00%	0.00%
	Poll		-	0.00%	-	-	0.00%	0.00%
	<b>Total</b>	<b>1,60,01,534</b>	<b>1,54,93,474</b>	<b>96.82%</b>	<b>1,54,93,474</b>	<b>-</b>	<b>100.00%</b>	<b>0.00%</b>
Public – Institutional holders	E- Voting	27,75,331	20,89,821	75.30%	20,89,821	-	100.00%	0.00%
	Poll		-	0.00%	-	-	0.00%	0.00%
	<b>Total</b>	<b>27,75,331</b>	<b>20,89,821</b>	<b>75.30%</b>	<b>20,89,821</b>	<b>-</b>	<b>100.00%</b>	<b>0.00%</b>
Public-Others#	E- Voting	1,32,07,735	6,298	0.05%	6,027	271	95.70%	4.30%
	Poll		1,34,355	1.02%	1,34,355	-	100.00%	0.00%
	<b>Total</b>	<b>1,32,07,735</b>	<b>1,40,653</b>	<b>1.06%</b>	<b>1,40,382</b>	<b>271</b>	<b>99.81%</b>	<b>4.30%</b>
<b>Total</b>		<b>3,19,84,600</b>	<b>1,77,23,948</b>	<b>55.41%</b>	<b>1,77,23,677</b>	<b>271</b>	<b>100.00%</b>	<b>0.00%</b>

Promoter/Public	No. of Votes Abstained	No. of Votes Invalid
Promoter and Promoter Group	-	-
Public – Institutional holders	-	-
Public-Others	-	4

<b>Resolution 6</b>	Re-structuring of Remuneration to Mr. Pranay Kothari (DIN : 00004003), Whole-time Director of the Company for the period from April 1, 2019 to September 6, 2021, by way of <b>Special Resolution</b> .
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Promoter/Public	Mode of Voting	No. of shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	1,60,01,534	1,54,93,474	96.82%	1,54,93,474	-	100.00%	0.00%
	Poll		-	0.00%	-	-	0.00%	0.00%
	<b>Total</b>	<b>1,60,01,534</b>	<b>1,54,93,474</b>	<b>96.82%</b>	<b>1,54,93,474</b>	<b>-</b>	<b>100.00%</b>	<b>0.00%</b>
Public – Institutional holders	E- Voting	27,75,331	20,89,821	75.30%	20,89,821	-	100.00%	0.00%
	Poll		-	0.00%	-	-	0.00%	0.00%
	<b>Total</b>	<b>27,75,331</b>	<b>20,89,821</b>	<b>75.30%</b>	<b>20,89,821</b>	<b>-</b>	<b>100.00%</b>	<b>0.00%</b>
Public-Others#	E- Voting	1,32,07,735	6,298	0.05%	6,138	160	97.46%	2.54%
	Poll		1,34,355	1.02%	1,34,355	-	100.00%	0.00%
	<b>Total</b>	<b>1,32,07,735</b>	<b>1,40,653</b>	<b>1.06%</b>	<b>1,40,493</b>	<b>160</b>	<b>99.89%</b>	<b>2.54%</b>
<b>Total</b>		<b>3,19,84,600</b>	<b>1,77,23,948</b>	<b>55.41%</b>	<b>1,77,23,788</b>	<b>160</b>	<b>100.00%</b>	<b>0.00%</b>

Promoter/Public	No. of Votes Abstained	No. of Votes Invalid
Promoter and Promoter Group	-	-
Public – Institutional holders	-	-
Public-Others	-	4



<b>Resolution 7</b>	Payment of commission upto 1% p.a. of the Net Profit of the Company to Mr. Sanjiv Saraf for the Financial Year 2019-20, by way of <b>Special Resolution</b> .
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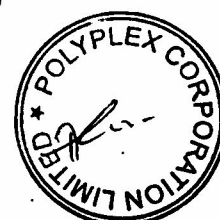
Promoter/Public	Mode of Voting	No. of shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	1,60,01,534	13,90,924	8.69%	13,90,924	-	100.00%	0.00%
	Poll		-	0.00%	-	-	0.00%	0.00%
	<b>Total</b>	<b>1,60,01,534</b>	<b>13,90,924</b>	<b>8.69%</b>	<b>13,90,924</b>	<b>-</b>	<b>100.00%</b>	<b>0.00%</b>
Public – Institutional holders	E- Voting	27,75,331	20,89,821	75.30%	20,68,363	21,458	98.97%	1.03%
	Poll		-	0.00%	-	-	0.00%	0.00%
	<b>Total</b>	<b>27,75,331</b>	<b>20,89,821</b>	<b>75.30%</b>	<b>20,68,363</b>	<b>21,458</b>	<b>98.97%</b>	<b>1.03%</b>
Public-Others#	E- Voting	1,32,07,735	6,298	0.05%	6,005	293	95.35%	4.65%
	Poll		1,34,355	1.02%	1,34,355	-	100.00%	0.00%
	<b>Total</b>	<b>1,32,07,735</b>	<b>1,40,653</b>	<b>1.06%</b>	<b>1,40,360</b>	<b>293</b>	<b>99.79%</b>	<b>4.65%</b>
<b>Total</b>		<b>3,19,84,600</b>	<b>36,21,398</b>	<b>11.32%</b>	<b>35,99,647</b>	<b>21,751</b>	<b>99.40%</b>	<b>0.60%</b>

Promoter/Public	No. of Votes Abstained	No. of Votes Invalid
Promoter and Promoter Group	1,41,02,550	-
Public – Institutional holders	-	-
Public-Others	-	4

<b>Resolution 8</b>	Approval and ratification of remuneration payable to M/s. Sanjay Gupta & Associates, Cost Accountants (FRN:000212) for the Financial Year 2019-20, by way of <b>Ordinary Resolution</b> .
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Promoter/Public	Mode of Voting	No. of shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	1,60,01,534	1,54,93,474	96.82%	1,54,93,474	-	100.00%	0.00%
	Poll		-	0.00%	-	-	0.00%	0.00%
	<b>Total</b>	<b>1,60,01,534</b>	<b>1,54,93,474</b>	<b>96.82%</b>	<b>1,54,93,474</b>	<b>-</b>	<b>100.00%</b>	<b>0.00%</b>
Public – Institutional holders	E- Voting	27,75,331	20,89,821	75.30%	20,89,821	-	100.00%	0.00%
	Poll		-	0.00%	-	-	0.00%	0.00%
	<b>Total</b>	<b>27,75,331</b>	<b>20,89,821</b>	<b>75.30%</b>	<b>20,89,821</b>	<b>-</b>	<b>100.00%</b>	<b>0.00%</b>
Public-Others#	E- Voting	1,32,07,735	6,298	0.05%	6,248	50	99.21%	0.79%
	Poll		1,34,355	1.02%	1,34,355	-	100.00%	0.00%
	<b>Total</b>	<b>1,32,07,735</b>	<b>1,40,653</b>	<b>1.06%</b>	<b>1,40,603</b>	<b>50</b>	<b>99.96%</b>	<b>0.79%</b>
<b>Total</b>		<b>3,19,84,600</b>	<b>1,77,23,948</b>	<b>55.41%</b>	<b>1,77,23,898</b>	<b>50</b>	<b>100.00%</b>	<b>0.00%</b>

Promoter/Public	No. of Votes Abstained	No. of Votes Invalid
Promoter and Promoter Group	-	-
Public – Institutional holders	-	-
Public-Others	-	4



- # Includes 6,800 number of equity shares in public category which are registered in favour of "Polyplex Corporation Limited-Unclaimed Suspense Account" and 2,11,463 number of equity shares in public category which are registered in favour of "Investor Education and Protection Fund Authority, Ministry Of Corporate Affairs" on which voting rights are frozen pursuant to Regulation 39 (4) read with Schedule VI of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Report of Scrutinizer Mr. Ravi Sharma, Partner, RSM & Co. Company Secretaries, is also enclosed.

Thanking you,

Yours faithfully,  
For Polyplex Corporation Limited



Ashok Kumar Gurnani  
Company Secretary  
Encl: as above.



[akgurnani@polyplex.com](mailto:akgurnani@polyplex.com)



**SCRUTINIZER'S REPORT**

**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(ix) of the Companies (Management and Administration) Amendment Rules, 2015]**

**The Chairman  
Polyplex Corporation Limited**

**34<sup>th</sup> Annual General Meeting of the Members of Polyplex Corporation Limited held on Thursday, 05<sup>th</sup> September, 2019 at 11.00 A.M at Lohia Head Road, Khatima-262308, Distt. Udham Singh Nagar, Uttarakhand.**

Dear Sir,

I, Ravi Sharma, Practising Company Secretary, appointed by the Board of Directors of the Company at the meeting held on July 10, 2019 to act as the Scrutinizer in terms of Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of scrutinizing the process of remote e-voting and voting at the 34<sup>th</sup> Annual General Meeting (AGM) of the Company in respect of the Resolutions for approval at the said AGM, do hereby submit my report as follows:-

1. All the Resolutions for approval at the AGM were transacted through remote e-voting and also voting at the AGM venue, for which purpose the Board of Directors of the Company engaged the services of Karvy Fintech Private Limited.
2. Members whose names were recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Wednesday, August 28, 2019, were entitled to cast their votes by remote e-voting or voting at the AGM venue.
3. Voting through remote e-voting commenced at 9.00 a.m. on Monday, September 2, 2019, and closed at 5.00 p.m. on Wednesday, September 4, 2019, when remote e-voting was blocked by Karvy Fintech Private Limited.
4. In respect of those Members present at the AGM who did not cast their votes by remote e-voting prior to the AGM, facility of physical voting through ballot papers was provided at the AGM venue.
5. After the conclusion of voting at the AGM venue, the votes cast through voting at the AGM venue and remote e-voting were unblocked on Thursday, 05<sup>th</sup> September, 2019 at 12:52 P.M in the presence of 2 (two) witnesses, Mr. Amit Kumar and Ms. Suman Pandey neither of whom are in the employment of the Company.
6. Based on the reports generated from Karvy Fintech Private Limited e-voting website <https://www.evoting.karvy.com> and on the basis of physical voting done at the venue of AGM, which I have scrutinized, the consolidated results of voting are reported as under:



## **ORDINARY BUSINESS**

### **Item No. 1-Ordinary Resolution**

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and Auditors thereon.

Particulars	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	64	1,75,66,319	35	1,34,355	99	1,77,00,674	100
Voted against the resolution	1	50	Nil	Nil	1	50	Nil
Total	65	1,75,66,369	35	1,34,355	100	1,77,00,724	100
Invalid Votes	Nil	-	1	4	1	4	-

*Note: One member holding 23,224 numbers of shares abstained from voting.*

### **Item No. 2-Ordinary Resolution**

**Declaration of Final Dividend of Rs.10 per equity share for the Financial Year 2018-19.**

Particulars	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	66	1,75,89,593	35	1,34,355	101	1,77,23,948	100
Voted against the resolution	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	66	1,75,89,593	35	1,34,355	101	1,77,23,948	100
Invalid Votes	Nil	-	1	4	1	4	-





**Item No. 3-Ordinary Resolution****Re-appointment of Mr. Sanjiv Saraf (DIN :00003998), Director who retires by rotation.**

Particulars	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	32	1,70,31,819	35	1,34,355	67	1,71,66,174	96.85
Voted against the resolution	34	5,57,774	Nil	Nil	34	5,57,774	3.15
Total	66	1,75,89,593	35	1,34,355	101	1,77,23,948	100.00
Invalid Votes	Nil	-	1	4	1	4	-

**SPECIAL BUSINESS****Item No. 4- Special Resolution****Appointment of Dr. Suresh Inderchand Surana (DIN: 00009757), as an Independent Non-Executive Director for second term of five consecutive year with effect from July 10, 2019 upto July 9, 2024.**

Particulars	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	63	1,75,89,363	35	1,34,355	98	1,77,23,718	100
Voted against the resolution	3	230	Nil	Nil	3	230	-
Total	66	1,75,89,593	35	1,34,355	101	1,77,23,948	100
Invalid Votes	Nil	-	1	4	1	4	-



**Item No. 5- Special Resolution**

Re-Appointment of Ms. Pooja Haldea (DIN : 07123158), as an Independent Non-Executive Director of the Company for second term of five consecutive years with effect from March 30, 2020 to March 29, 2025.

Particulars	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	62	1,75,89,322	35	1,34,355	97	1,77,23,677	100
Voted against the resolution	4	271	Nil	Nil	4	271	-
Total	66	1,75,89,593	35	1,34,355	101	1,77,23,948	100
Invalid Votes	Nil	-	1	4	1	4	-

**Item No. 6- Special Resolution**

Approval to restructure the remuneration payable to Mr. Pranay Kothari (DIN: 00004003), Whole Time Director of the Company for the period April 1, 2019 to September 6, 2021.

Particulars	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	62	1,75,89,433	35	1,34,355	97	1,77,23,788	100
Voted against the resolution	4	160	Nil	Nil	4	160	-
Total	66	1,75,89,593	35	1,34,355	101	1,77,23,948	100
Invalid Votes	Nil	-	1	4	1	4	-



**Item No. 7- Special Resolution**

Approval for Payment of commission upto 1% p.a. of the Net Profits of the Company to Mr. Sanjiv Saraf, Non-Executive Chairman of the Company for the Financial Year 2019-20.

Particulars	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	48	34,65,292	35	1,34,355	83	35,99,647	99.40
Voted against the resolution	13	21,751	Nil	Nil	13	21,751	0.60
Total	61	34,87,043	35	1,34,355	96	36,21,398	100
Invalid Votes	Nil	-	1	4	1	4	-

*Note: Five members from promoter categories holding 1,41,02,550 numbers of shares abstained from voting.*

**Item No. 8- Ordinary Resolution**

Approval and ratification of remuneration payable to M/s. Sanjay Gupta & Associates, Cost Accountants (FRN: 000212) for the Financial Year 2019-20.

Particulars	Remote e-voting		Voting at the AGM venue		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of Shares for which votes cast	Total Number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	65	1,75,89,543	35	1,34,355	100	1,77,23,898	100
Voted against the resolution	1	50	Nil	Nil	1	50	-
Total	66	1,75,89,593	35	1,34,355	101	1,77,23,948	100
Invalid Votes	Nil	-	1	4	1	4	-

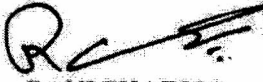


All the Resolutions stand passed with requisite majority as per the e-voting and poll results.

I hereby confirm that I am maintaining the registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the Company.

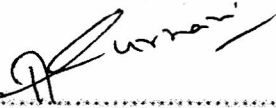
The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company, authorised by the Board for safe keeping.

Thanking you  
Yours Sincerely



**RAVI SHARMA**  
SCRUTINIZER C. P. NO. 3666  
PARTNER, RSM & CO., COMPANY SECRETARIES,  
NEW DELHI

Date : 06<sup>th</sup> September, 2019  
Place : New Delhi

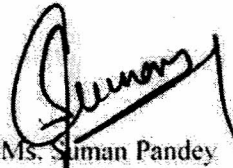


Signed by Mr. **Ashok Kumar Gurnani** (Company Secretary)  
for Chairman of the Meeting or  
Authorized representative of Chairman of the meeting

We, the undersigned have witnessed that the votes cast through remote e-voting and voting through ballot at the AGM venue were unblocked in our presence on September 5, 2019 at 12:52 P.M.



Name: Mr. **Amit Kumar**  
Address: 2E/207, Caxton House,  
Jhandewalan Extension, New Delhi 110055



Name: Ms. **Suman Pandey**  
Address: 2E/207, Caxton House,  
Jhandewalan Extension, New Delhi 110055