

**EMA INDIA LIMITED**

CIN:L27201UP1971PLC003408

Mfrs. of Induction  
Heating and Honing  
Machines & Accessories

Date: 25.07.2019

To,  
Manager-CRD,  
BSE Limited,  
PherozeJeejeebhoy Towers  
Dalal Street,  
Mumbai-400001

Dear Sir/Ma'am,

**Sub: Submission of Summary of Proceedings, Scrutinizers Report and Voting Results of 48<sup>th</sup> Annual General Meeting of the Company**

**Re: EMA India Limited; Scrip Code: 522027**

This is to inform you that the 48<sup>th</sup> Annual General Meeting ("AGM") of the Company was held on Thursday, 25<sup>th</sup> July, 2019, at 11:00 A.M. at the Registered Office of the Company at C-37 Panki Industrial Area, P.O. Udyog Nagar, Kanpur-208022.

In this regard, please find enclosed herewith the followings:-

- i) Summary of Proceedings of 48<sup>th</sup> AGM pursuant to the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as **Annexure-A**.
- ii) Voting Results of the AGM in the format prescribed under Regulation 44 of the Listing Regulations as **Annexure-B**.
- iii) Consolidated Scrutinizer's Report on Remote E-voting & Voting conducted at the AGM through Ballot papers, pursuant to Section 108 and 109 of the Companies Act, 2013 read with rules made thereunder as **Annexure-C**.

Kindly take the above on your record.

Thanking You,

Yours Faithfully

For EMA India Limited

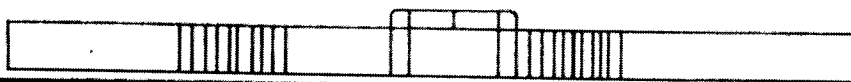
*A. Sabarwal*  
Namita Sabarwal  
(Company Secretary)  
M. No.: A35411

Encl.: As Above

Regd. Office & Postal Address  
**EMA INDIA LTD.**  
C-37, Panki Industrial Area  
P.O. Udyog Nagar  
Kanpur-208 022  
INDIA

Honing Machine Division  
**GEHRING INDIA**  
(A Div. of Ema India Ltd.)  
Vill. Mahargipur, 19<sup>th</sup> Km. Stone  
P.O. Taatiyaganj, Mandhana  
Kanpur Distt-209 203  
INDIA

EMA Tel : +91-512-691210-11-12-13  
Fax : +91-512-691214  
GEHRING Tel : +91-5112-20105, 20107  
Fax : +91-5112-20106  
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**PROCEEDINGS OF THE 48<sup>TH</sup> ANNUAL GENERAL MEETING OF EMA INDIA LIMITED  
HELD ON THURSDAY THE 25<sup>TH</sup> DAY OF JULY, 2019 AT THE REGISTERED OFFICE OF THE  
COMPANY AT C-37 PANKI INDUSTRIAL AREA, P.O. UDYOG NAGAR, KANPUR - 208022**

**PRESENT:**

As per Attendance Register.

The meeting commenced at 11:00 A.M.

Ms. Ranjana Bhargava was elected as chairperson by common consent.

After ascertaining the requisite quorum, the chairperson called the meeting to start and extended a warm welcome to the members present.

With the consent of the members, the notice calling 48<sup>th</sup> Annual General Meeting, Annual Report including Annual Accounts and Directors' Report, having already been circulated to members, were taken as read.

The report of the Statutory Auditors and the report of the Secretarial Auditors of the Company for the financial year ended 31<sup>st</sup> March, 2019 which had also been circulated to the members containing no qualifications/ adverse remarks were read by the Company Secretary.

The members were also informed that remote e-voting facility was extended to the members through National Securities Depository Limited and it was available from 22<sup>th</sup> July, 2019 (9:00 A.M. onwards) till 24<sup>th</sup> July, 2019 (till 5:00 P.M.). Mr. Awashesh Dixit, a Practising Company Secretary was appointed as Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

The Chairperson requested the members present to raise the queries, if any, on the Annual Accounts. No query was raised by any member.

The Chairperson then requested the members to propose and second the following resolutions as contained in the notice convening the 48<sup>th</sup> Annual General Meeting:

The Chairperson then one by one read the items to be transacted. and thereafter ordered for voting by poll and requested the shareholders who had not cast their vote on remote e-voting, to cast their vote and ballot paper were distributed under the supervision of scrutinizer.

The Members were briefed about the process of poll and empty ballot box was displayed and sealed. Registers were kept open for inspection.

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The following resolutions were put to vote:

## ORDINARY BUSINESS:-

- 1. Adoption of Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 together with the Reports of the Board of Directors and Auditors thereon.**

“RESOLVED THAT Audited Financial Statements of the Company for the financial year ended together with the Reports of the Board of Directors and Auditors thereon be and are hereby adopted.”

- 2. Re-appointment of Ms. Rakshita Bhargava (DIN: 00234224) who retires by rotation.**

“RESOLVED THAT Ms. Rakshita Bhargava (DIN: 00234224) retiring by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013, be and is hereby re-appointed as Director of the Company.”

## SPECIAL BUSINESS:-

- 3. Re-Appointment of Mr. Krishna Das Gupta (Din 00374379) As an Independent Non-Executive Director.**

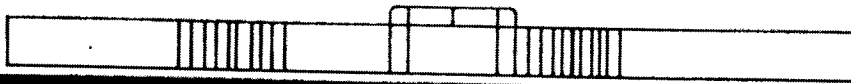
“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Krishna Das Gupta (DIN: 00374379), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from September 29, 2019 to September 28, 2024 and whose office shall not be liable to retire by rotation”.

**RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

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4. **Re-Appointment of Mr. Mahabir Prasad Sharma (Din 06491244) as an Independent Non-Executive Director.**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Mahabir Prasad Sharma (DIN 06491244) Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from September 29, 2019 to September 28, 2024 and whose office shall not be liable to retire by rotation”.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

5. **Re-Appointment of Ms. Ranjana Bhargava (Din 00234421) as Whole Time Director and CFO and fix her Remuneration.**

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) (the “Act”) read with Schedule V to the said Act and Rules made thereunder read with Article of Association of the Company, consent of the members of the Company be and is hereby accorded to reappointment of Mr. Ranjana Bhargava (DIN 00234421) as Whole-time Director and also designated as Chief Financial Officer (KMP) of the Company, for the period of three years with effect from April 1, 2020, at remuneration and perquisites as set in the explanatory statement appended to the notice of ensuing Annual General Meeting.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

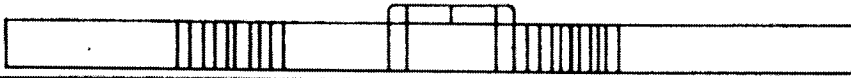
The poll was then conducted and concluded.

The Chairperson informed the Members that subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on date of the Annual General Meeting.

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She Further informed that on receipt of the Consolidated Scrutinizer's report, the result of voting through the Poll taken at the Annual General Meeting and votes cast through remote e-voting on all the resolutions, would be declared within 48 hours of the conclusion of Annual General Meeting and the voting results would be hosted on the Company's website viz. [www.eilt.info](http://www.eilt.info) and intimated to the BSE Limited.

The Chairman then declared the Meeting as concluded and thanked the Members for participating in the Meeting.

The meeting concludes at 12:15 P.M. with a vote of thanks to the chair.

Based on the Scrutinizer's Report dated 25<sup>th</sup> July, 2019 all the resolutions as set out in the Notice of 48<sup>th</sup> Annual General Meeting were declared as passed with requisite majority.

For EMA India Limited

**Namita Sabarwal**  
(Company Secretary)  
M. No.: A35411

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**EMA INDIA LIMITED**  
**FORMAT FOR VOTING RESULTS**

<b>Date of AGM/EGM</b>	Thursday, July 25th, 2019 at 11:00 A.M.
Total number of shareholders on record date/cut-off date i.e. 14th September, 2018	1944
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
- Promoters and Promoter Group	4
- Public:	12
<b>No. of shareholders attended the meeting through Video Conferencing</b>	
- Promoters and Promoter Group	NA
- Public:	NA

Agenda- wise disclosure (to be disclosed separately for each agenda item)

**Resolution No.: 1**

To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with 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 Share 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	490549	0	0.0000	0	0	0.0000	0.0000
	Poll		490549	100.0000	490549	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>490549</b>	<b>100.0000</b>	<b>490549</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	800	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institution	E-Voting	513651	100	0.0195	100	0	100.0000	0.0000
	Poll		630	0.1227	630	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>730</b>	<b>0.1421</b>	<b>730</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>1005000</b>	<b>491279</b>	<b>48.8835</b>	<b>491279</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

**Resolution No.: 2**

To appoint a director in place of Ms. Rakshita Bhargava (DIN: 00234224) who retires by rotation and being eligible offers herself 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 Share 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	490549	0	0.0000	0	0	0.0000	0.0000
	Poll		490549	100.0000	490549	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>490549</b>	<b>100.0000</b>	<b>490549</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	800	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non	E-Voting		100	0.0195	100	0	100.0000	0.0000

Institution	Poll	513651	630	0.1227	630	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>730</b>	<b>0.1421</b>	<b>730</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>1005000</b>	<b>491279</b>	<b>48.8835</b>	<b>491279</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Resolution No.: 3</b>								
Re-Appointment of Mr. Krishna Das Gupta (Din 00374379) As an Independent Non-Executive Director.								
Resolution required: (Ordinary/Special)					Special			
Whether promoter/promoter group are Interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Share held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)={[2]/[1]}* 100	(4)	(5)	(6)={[4]/[2]}* 100	(7)={[5]/[2]}* 100
Promoter and Promoter Group	E-Voting	490549	0	0.0000	0	0	0.0000	0.0000
	Poll		490549	100.0000	490549	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>490549</b>	<b>100.0000</b>	<b>490549</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	800	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institution	E-Voting	513651	100	0.0195	100	0	100.0000	0.0000
	Poll		630	0.1227	630	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>730</b>	<b>0.1421</b>	<b>730</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>1005000</b>	<b>491279</b>	<b>48.8835</b>	<b>491279</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Resolution No.: 4</b>								
Re-Appointment of Mr. Mahabir Prasad Sharma (Din 06491244) as an Independent Non-Executive Director.								
Resolution required: (Ordinary/Special)					Special			
Whether promoter/promoter group are Interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Share held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)={[2]/[1]}* 100	(4)	(5)	(6)={[4]/[2]}* 100	(7)={[5]/[2]}* 100
Promoter and Promoter Group	E-Voting	490549	0	0.0000	0	0	0.0000	0.0000
	Poll		490549	100.0000	490549	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>490549</b>	<b>100.0000</b>	<b>490549</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	800	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institution	E-Voting	513651	100	0.0195	100	0	100.0000	0.0000
	Poll		630	0.1227	630	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>730</b>	<b>0.1421</b>	<b>730</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>1005000</b>	<b>491279</b>	<b>48.8835</b>	<b>491279</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Resolution No.: 5</b>								

Re-Appointment of Ms. Ranjana Bhargava (Din 00234421) as Whole Time Director and CFO and fix her Remuneration.								
Resolution required: (Ordinary/Special)					Special			
Whether promoter/promoter group are Interested in the agenda/resolution?					No			
Category	Mode of Voting	No. of Share held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)={2/1}* 100	(4)	(5)	(6)={4/2}* 100	(7)={5/2}* 100
<b>Promoter and Promoter Group</b>	E-Voting	490549	0	0.0000	0	0	0.0000	0.0000
	Poll		490549	100.0000	490549	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>490549</b>	<b>100.0000</b>	<b>490549</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Public Institutions</b>	E-Voting	800	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
<b>Public Non Institution</b>	E-Voting	513651	100	0.0195	100	0	0.0000	0.0000
	Poll		630	0.1227	630	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>730</b>	<b>0.1421</b>	<b>730</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>1005000</b>	<b>491279</b>	<b>48.8835</b>	<b>491279</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

A



**AWASHESH DIXIT**  
**ACS, LL.B., M.COM**

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**KAN CHAMBERS**  
**14/113, Civil Lines,**  
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**E-mail: awidixit.333@gmail.com**  
**Mobile: +91-9696359333**

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**Scrutinizer's Report (Consolidated)**

**[Pursuant to the Section 108 and 109 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Rule 21 of the Companies (Management and Administration) Rules, 2014]**

**To,**  
The Chairperson of **48<sup>th</sup> Annual General Meeting** of the Members of **EMA India Limited (CIN: L27201UP1971PLC003408)** held on Thursday, **25<sup>th</sup> day of July, 2019** at **11:00 A.M.** at the Registered Office of the Company at **C-37, Panki Industrial Area, P.O. Udyog Nagar, Kanpur – 208022.**

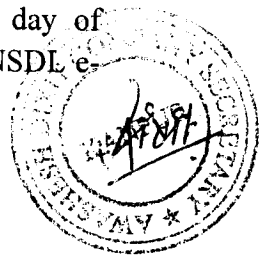
**Dear Ma'am,**

I, **AWASHESH DIXIT**, a Company Secretary in Practice, have been appointed as a scrutinizer for the purpose of Remote E-Voting and Voting by poll at the **48<sup>th</sup> Annual General Meeting** of Members of **EMA India Limited** held on Thursday, **25<sup>th</sup> day of July, 2019** at **11:00 A.M.** at **C-37, Panki Industrial Area, P.O. Udyog Nagar, Kanpur – 208022**, on the resolutions contained in the notice to the **48<sup>th</sup> Annual General Meeting**, submit my consolidated report on E-voting and voting by poll at the **48<sup>th</sup> Annual General Meeting** in terms of **Section 108 and 109** of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Rule 21 of the Companies (Management and Administration) Rules, 2014:

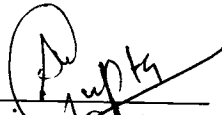
1. The Company had provided Remote E-voting facility as per the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (the Rules) for its members to exercise their right to vote in respect of business to be conducted at the **48<sup>th</sup> Annual General Meeting** held on **25<sup>th</sup> day of July, 2019.**


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

The E-voting module was kept open from (09:00 A.M.) on **22<sup>nd</sup> day of September, 2019** till (05:00 P.M.) on **24<sup>th</sup> day of July, 2019** and the NSDL e-voting platform was blocked thereafter.



2. The Chairperson of Annual General Meeting allowed poll by polling paper in respect of the Resolutions contained in the notice convening 48<sup>th</sup> Annual General Meeting for all those members who were present at the Annual General Meeting and have not casted their votes by availing the E-voting facility.
3. After the time fixed for closing of the poll by the Chairperson, Ballot box kept for the polling were locked with due identification marks.
4. The cut-off date (i.e. the record date) for the purpose of determining the entitlement for remote E-Voting on the proposed resolutions is 19<sup>th</sup> July, 2019.
5. The votes cast electronically were unblocked on 25th July, 2019, around 12:15 P.M after the conclusion of the Voting in the AGM, in the presence of two witnesses, Mr. Shivam Gupta, R/o 46/45, Hatiya, Kanpur-208001 and Mr. Amit Kanaujia, R/o O-255 Awas Vikas, Keshav Puram,, Kanpur-208017, who are not in the employment of the Company. They have signed below in confirmation of the E-Votes being unblocked in their presence.

  
Shivam Gupta

  
Amit Kanaujia

6. The poll facility has been provided to all the shareholders who attended the AGM to vote at the Resolutions as contained in the Notice of the 48<sup>th</sup> AGM but not to those shareholders who have opted the facility to vote through remote E-Voting.
7. Thereafter, the details containing, inter alia, the information about equity shareholders voting 'In Favour' and 'Against' the resolution, were generated from the E-Voting website of NSDL and based on such reports the results of Remote E-Voting and Poll on each resolution are given hereunder:



**Resolution No. 1: Ordinary Resolution:**

Consideration and adoption of the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 together with the Reports of the Board of Directors and Auditors thereon.

**Voted in 'Favour' of Resolution**

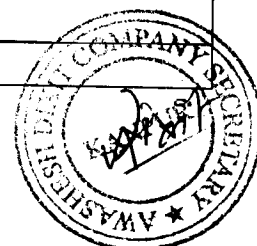
Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Favour' of resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
1	100	17	491179	491279	100%

**Voted 'Against' the Resolution**

Number of Members voted through electronic voting system	Number of votes cast in 'Against' resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Against' resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
0	0	0	0	0	0.00

**'Invalid' Votes**

Number of Members voted through electronic voting system	Number of votes cast invalid by e-voting	Number of Member/Proxies voted by poll	Number of vote cast invalid by poll	Total Number of votes cast through e-voting and poll
0	0	0	0	0



**Result:**

As no vote casted against the resolution as set out in Notice as item No. 1. Hence, the Ordinary Resolution was passed with unanimous majority.

**Resolution No. 2: Ordinary Resolution:**

To appoint a director in place of Rakshita Bhargava (DIN: 00234224) who retires by rotation and being eligible offers herself for re-appointment.

**Voted in 'Favour' of Resolution**

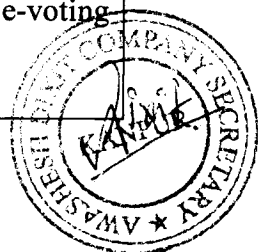
Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Favour' of resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
1	100	17	491179	491279	100%

**Voted 'Against' the Resolution**

Number of Members voted through electronic voting system	Number of votes cast in 'Against' resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Against' resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
0	0	0	0	0	0

**'Invalid' Votes**

Number of Members voted through electronic voting system	Number of votes cast invalid by e-voting	Number of Member/Proxies voted by poll	Number of vote cast invalid by poll	Total Number of votes cast through e-voting and poll



0	0	0	0	0
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**Result:**

As no vote casted against the resolution as set out in Notice as item No. 2. **Hence, the Ordinary Resolution was passed with unanimous majority.**

**Resolution 3: Special Resolution**

To Re-Appointment of Mr. Krishna Das Gupta (DIN 00374379) as an Independent Non-Executive Director.

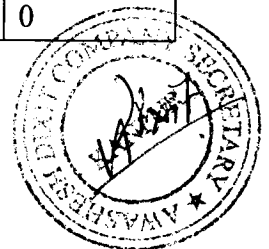
**Voted in 'Favour' of Resolution**

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Favour' of resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
1	100	17	491179	491279	100%

**Voted 'Against' the Resolution**

Number of Members voted through electronic voting system	Number of votes cast in 'Against' resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Against' resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
0	0	0	0	0	0

**'Invalid' Votes**



Number of Members voted through electronic voting system	Number of votes cast invalid by e-voting	Number of Member/Proxies voted by poll	Number of vote cast invalid by poll	Total Number of votes cast through e-voting and poll
0	0	0	0	0

**Result:**

As no vote casted against the resolution as set out in Notice as item No. 3. **Hence, the Special Resolution was passed with unanimous majority.**

**Resolution 4: Special Resolution**

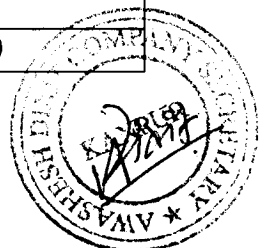
To Re-Appointment of Mr. Mahabir Prasad Sharma (DIN: 06491244) as an Independent Non-Executive Director.

**Voted in 'Favour' of Resolution**

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Favour' of resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
1	100	17	491179	491279	100%

**Voted 'Against' the Resolution**

Number of Members voted through electronic voting system	Number of votes cast in 'Against' resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Against' resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
0	0	0	0	0	0



**'Invalid' Votes**

Number of Members voted through electronic voting system	Number of votes cast invalid by e-voting	Number of Member/Proxies voted by poll	Number of vote cast invalid by poll	Total Number of votes cast through e-voting and poll
0	0	0	0	0

**Result:**

As no vote casted against the resolution as set out in Notice as item No. 4. Hence, the Special Resolution was passed with unanimous majority.

**Resolution 5: Special Resolution**

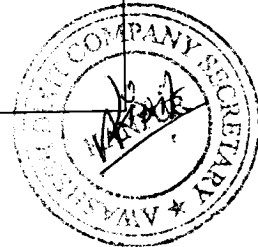
To Re-Appointment of Ms. Ranjana Bhargava (DIN 00234421) as Whole Time Director and CFO of the Company and fix her Remuneration.

**Voted in 'Favour' of Resolution**

Number of Members voted through electronic voting system	Number of votes cast in 'Favour' of resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Favour' of resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
1	100	17	491179	491279	100%

**Voted 'Against' the Resolution**

Number of Members voted through electronic voting system	Number of votes cast in 'Against' resolution by e-voting	Number of Member/Proxies voted by poll	Number of vote cast in 'Against' resolution by poll	Total Number of vote cast through e-voting and poll	% of total number of valid votes cast
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0	0	0	0	0	0
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**'Invalid' Votes**

Number of Members voted through electronic voting system	Number of votes cast invalid by e-voting	Number of Member/Proxies voted by poll	Number of vote cast invalid by poll	Total Number of votes cast through e-voting and poll
0	0	0	0	0

**Result:**

As no vote casted against the resolution as set out in Notice as item No. 5. **Hence, the Special Resolution was passed with unanimous majority.**

7. The poll papers and all other relevant records were sealed and handed over to yourself as authorized by the Board for safe keeping.

Thanking you.

Yours faithfully



**AWASHESH DIXIT**  
**COMPANY SECRETARY**  
**C.P. No. 15398**

**Awashesh Dixit**  
**(Company Secretary)**  
**ACS No. 39950**  
**C. P. No. 15398**

**Date: 25/07/2019**

**Place: Kanpur.**