



August 29, 2019

Bombay Stock Exchange Limited New Trading Ring, Rotunda Building, P J Towers, Dalal Street, Fort Mumbai-400001 Scrip Code: 500097 National Stock Exchange of India Limited "Exchange Plaza", Plot No. C-1, Block G Bandra – Kurla Complex, Bandra (East), Mumbai – 400 051 Symbol: DALMIASUG

Subject – Proceedings of Annual General Meeting cum voting results pursuant to Regulations 30(6) and 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 30(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the 67th Annual General Meeting of the Company was held today, August 29, 2019 and all the items of agenda included in the Notice of the Annual General Meeting dated July 29, 2019 have been approved unanimously/with requisite majority.

The shareholders were provided with the facility to cast their vote electronically through remote e-voting services provided by Karvy Fintech Private Limited or by use of Ballot Papers at the Annual General Meeting.

The e-voting facility was made available to all the persons who were members of the Company as on the cut-off date, i.e., August 21, 2019. The e-voting had commenced on Monday, August 26, 2019 (09:00 a.m. IST) and ended on Wednesday, August 28, 2019 (05:00 p.m. IST).

Ms. Pragnya Parimita Pradhan, Proprietor, Pragnya Pradhan & Associates, Practicing Company Secretaries, was appointed as the Scrutinizer to scrutinize the votes cast by the members through remote e-voting as well as physical ballot at the venue of the Annual General Meeting in a fair and transparent manner.

The brief details of agenda items and voting results thereof alongwith Scrutinizer's report are attached herewith. The same are also displayed at the registered office and posted on the Company's website $\underline{www.dalmiasugar.com}$.

Thanking you.

For Dalmia Sugar and Industries Limited

Sneha Sharma

Company Secretary

Membership No.: A37986

Enclosures: As above.

VOTING RESULTS

Date of Annual General Meeting	August 29, 2019	
Total number of shareholders on	18945	
cut-off date		
No. of shareholders present in the	Present in Person	Present through
meeting either in person or		Proxy
through proxy:		
 Promoters and Promoter 	8	
Group		
Public Institutions	<u>-</u>	-
Public others	54	1
No. of shareholders attended the		·
meeting through Video	N	lil
Conferencing:		
Promoters and Promoter		
Group		
Public Institutions		
Public others		





Agenda – wise disclosure

No. 1 - To adopt the audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, and the Reports of the Directors and Auditors thereon.

Resolution required	red							Ordinary Resolution	
Whether promoter	oter /	promoter group are	group	are	interested	Ë	the	No	
agenda/resolution	Ľ.								

·											 ,					······	
% of Votes	against on votes	polled	=(2)=	[(5)/(5)]*100	0	0	0		0	0 = ,	0	0		0	0	0	0
% of Votes in	favour on	votes polled	=(9)	[(4)/(2)]*100	100	100	ł		100	100	1	;		100	100	1	-
No. of	Votes -	against		(5)	0	0	0		0	0	0	0		0	0	0	0
No. of Votes - No. of	in favour		(4)		44,394,208	1,59,12,264	0		6,03,06,472	14,14,260	0	0		14,14,260	10,67,405	689′9	0
% of Votes	Polled on	outstanding	shares	(3)=[(2)/(1)]*100	73.6143	26.3857	0.0000		100.000	37.4015	0.0000	0.0000		37.4015	6.3342	0.0397	0.0000
No. of votes	polled			(2)	44,394,208	1,59,12,264	0		6,03,06,472	14,14,260	0	0		14,14,260	10,67,405	6,689	0
No. of shares	held			(1)		70.00	6,03,06,472	•	6,03,06,472		700 700	37,81,297		37,81,297		1,68,51,534	
Mode of Voting No. of shares					E-voting	Poll	Postal Ballot (if	applicable)	Total (A)	E-voting	Poll	Postal Ballot (if	applicable)	Total (B)	E-voting	Poll	Postal Ballot
Category					Promoter and	Promoter	Group			Public	Institutions				Public -Non	Institutions	

	(if applicable)							
	Total (C)	1,68,51,534	10,74,094	6:3739	10,74,094	0	100	0
Total (A+B+C)		8,09,39,303	6,27,94,826	77.5826	6,27.94,826	0	100	0

No. 2 – To declare a dividend of Rs. 1.60 (80%) per equity share of Rs. 2/- of the Company.

Resolution required	Ordinary Resolution
Whether promoter / promoter group are interested in the agenda/resolution	No

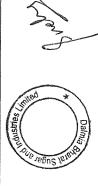
Category	/ Mode of	No. of shares	No. of votes	% of Votes	No. of	No. of	% of Votes in	% of Votes
	Voting	held	polled	Polled on	Votes - in	Votes -	favour on votes	against on votes
				outstanding	favour	against	polled	polled
			(2)	shares			=(9)	=(7)=
		(1)		(3)=[(2)/(1)]*100	(4)	(2)	[(4)/(2)]*100	[(5)/(5)]*100
Promoter and	E-voting		44,394,208	73.6143	44,394,208	0	100	0
Promoter	Poll	CEN 30 60 3	1,59,12,264	26.3857	1,59,12,264	0	100	. 0
Group	Postal Ballot (if	6,03,06,472	0	0.0000	0	0	1	0
	applicable)							
	Total (A)	6,03,06,472	6,03,06,472	100.0000	6,03,06,472	0	100	0
Public	E-voting		14,14,260	37.4015	14,14,260	0	100	0
Institutions	Poll	700 10 70	0	0.0000	0	0	1 1	0
	Postal Ballot (if	37,01,237	0	0.0000	0	0	İ	0
	applicable)				·			
	Total (B)	37,81,297	14,14,260	37.4015	14,14,260	0	100	0
Public -Non	E-voting		10,67,405	6.3342	10,67,405	0	्र _े 100	0
Institutions	Poll	1,68,51,534	6,689	0.0397	689'9	0		0
	Postal Ballot		0	0.0000	0	0	1	0
	-						Alich	

	0	0
	100	100
	0	0
	10,74,094	6,27.94,826
	6.3739	77.5826
	10,74,094	6,27,94,826
	1,68,51,534	8,09,39,303
(if applicable)	Total (C)	
		Total (A+B+C)

No. 3 - To appoint a Director in place of Shri Bharat Bhushan Mehta, who retires by rotation and being eligible offers himself for reappointment.

Whether promoter group are interested in the No agenda/resolution	Resolution required		Ordinary Resolution
/ promoter group are interested in the			
agenda/resolution	/ promoter group are	the	No
	agenda/resolution		

Category	Mode of Voting No. of shares	No. of shares	No. of	% of Votes	No. of Votes	No. of Votes -	No. of Votes No. of Votes - % of Votes in	% of Votes
		held	votes	Polled on	- in favour	against	favour on	against on
		(1)	polled	outstanding			votes polled	votes polled
			(2)	shares	(4)	(5)	=(9)	(7)=
				(3)=[(2)/(1)]*100			[(4)/(2)]*100	(5)/(2)]*100
Promoter and	E-voting		44,394,208	73.6143	44,394,208	0	100	0
Promoter Group	Poll	6 03 06 472	1,59,12,264	26.3857	1,59,12,264	0	100	0
	Postal Ballot (if	2,1,00,50,0	0	0.0000	0	0	4	0
	applicable)							
	Total (A)	6,03,06,472	6,03,06,472	100.0000	6,03,06,472	0	100	0
Public Institutions E-voting	E-voting		1,414,260	37.4015	172,951	1,241,309	12.2290	87.77
	Poll	2 781 207	0	0.0000	0	0	0.0000	0.00
	Postal Ballot (if	7,701,6	0	0.0000	0	0	0.0000	0.00
	Total (B)	3,781,297	1,414,260	37.4015	172,951	1,241,309	12.2291	87.7709
Public -Non	E-voting	169 51 537	1,067,405	6.3342	1,057,660	9,745	99.0870	0.9129
Institutions	Poll	+,00,1,00,1	6,689	0.0397	689′9	0	100.0000	0.0000



	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (C)	1,68,51,534	10,74,094	6:3739	10,64,349	9,745	99.9387	0.9073
Total (A+B+C)		80,939,303	62,794,826 77.5826	77.5826	61,543,772 1,251,054	1,251,054	98.0077	1.9923

No. 4 – To approve the remuneration of M/s. NSBP & Co., Chartered Accountants, the statutory auditors of the Company.

Resolution required Ordin	rdinary Resolution
Whether promoter / promoter group are interested in the No	
agenda/resolution	

Category	Mode of Voting No. of shares	No. of shares	No. of votes % of Votes		No. of	No. of	% of Votes in	% of Votes against
		held	polled	Polled on	Votes - in	Votes -	favour on votes	on votes polled
		(1)	(2)	outstanding	favour	against	polled	(7)=(5)/(2)]*100
				shares			=(9)	
				(3)=[(2)/(1)]*100(4)	(4)	(5)	[(4)/(2)]*100	
Promoter and	E-voting		44,394,208	73.6143	44,394,208	0	100	0
Promoter Group	Poll	CZN 30 50 3	1,59,12,264	26.3857	1,59,12,264	0	100	0
	Postal Ballot (if	6,03,06,472	0	0.0000	0	0	* *	0
	applicable)							
	Total (A)	6,03,06,472	6,03,06,472	100.000	6,03,06,472	0	100	0
Public	E-voting		14,14,260	37.4015	14,14,260	0	100	0
Institutions	Poll	בטר 20 בכ	0	0.0000	0	0	1	0
	Postal Ballot (if	167,10,16	0	0.000	0	0	1	0
	applicable)							
	Total (B)	37,81,297	14,14,260	37.4015	14,14,260	0	100	0
Public -Non	E-voting		10,67,405	6.3342	10,67,405	0	100	0
Institutions	Poll	1,68,51,534	689'9	0.0397	6,689	0	ŧ I	0
	Postal Ballot		0	0.0000	0	0		0
American Control of the Control of t							CHO!!	

	(+ decilent fi)							
	(ii appiicable)							
	()	-						
	lotal (C)	1,68,51,534	10,74,094	6.3739	10.74.094	C	100	
						•	2	>
lotal (A+B+C)		8.09.39.303	6.27.94.826	77 5826	200 10 70 3	•		
		222/22/	0101.01.10	0.705.77	0,47.74,020	>	100	C
** Votes involid not included number	The Population to	1						•

***abstained from voting not included NIL shares votes invalid not included NIL shares

No. 5 - To ratify the remuneration of M/s R. J. Goel & Co., Cost Accountants, the Cost Auditors of the Company.

Ordinary Resolution	No	
Resolution required	Whether promoter / promoter group are interested in the agenda/resolution	

Category	Mode of Voting No. of shares	No. of shares	No. of votes % of Votes		No. of	No. of	% of Votes in	% of Votes against
		held	polled	Polled on	Votes - in	Votes -	S	on votes polled
		(1)	(2)	outstanding	favour	against	polled	(7)=(5)/(2)1*100
				shares		-	=(9)	
				(3)=[(2)/(1)]*100(4)		(5)	[(4)/(2)]*100	
Promoter and	E-voting		44,394,208 73.6143		44,394,208 0	0	100	0
Promoter Group Poll	Poll	6 03 06 472	1,59,12,264 26.3857		1,59,12,264 0	0	100	0
	Postal Ballot (if		0	0.0000	0	0		0
	applicable)							•
	Total (A)	6,03,06,472	6,03,06,472 100.0000		6,03,06,472 0	0	100	
Public	E-voting		14,14,260		14,14,260	0	100	
Institutions	Poll	27 81 207	0	0.0000	+-	0	*-	0
	Postal Ballot (if	167,10,16	0	0.0000	C	0		0
	applicable)							•
	Total (B)	37,81,297	14,14,260	37.4015	14,14,260	0	100	0
Public -Non	E-voting	1 68 51 524	10,67,405	6.3342	10,67,405	0	100	0
Institutions	Poll		6,689	0.0397	689'9	0		0
							_	





	Postal Ballot (if applicable)		0	0.0000	0	0	ŧ	0
	Total (C)	1,68,51,534	10,74,094 6.3739	6.3739	10,74,094 0	1	100	0
Total (A+B+C)		8,09,39,303	6,27,94,826 77.5826		6,27.94,826 0	0	100	0

No. 6 - To approve the appointment of Shri Bharat Bhushan Mehta as Whole Time Director of the Company for a period of three years with effect from April 01, 2019.

Special Resolution	No
Resolution required	Whether promoter / promoter group are interested in the agenda/resolution

Category	Mode of Voting	No. of shares	No. of votes % of Votes		No. of Votes No. of		% of Votes in	% of Votes
		held	polled	Polled on	- in favour	Votes -	favour on	against on
				outstanding		against	votes polled	votes polled
			(2)	shares	(4)		=(9)	(7)=
		(1)		(3)=[(2)/(1)]*100		(5)	[(4)/(2)]*100	[(5)/(5)]*100
Promoter and	E-voting		44,394,208	73.6143	44,394,208	0	100	0
Promoter	Poll	C 603 06 473	1,59,12,264	26.3857	1,59,12,264	0	100	0
Group	Postal Ballot (if	0,00,00,472	0	0.0000	0	0	1	0
	applicable)							
	Total (A)	6,03,06,472	6,03,06,472	100.0000	6,03,06,472	0	100	0
Public	E-voting		1,414,260	37.4015	108,043	1,306,217	7.6395	92.3604
Institutions	Poll	700 107 6	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if	3,701,237	C	0.000	0	0	0.0000	0.0000
	applicable))					The second secon
	Total (B)	3,781,297	1,414,260	37.4015	108,043	1,306,217	7.6395	92.3605
	E-voting	1,68,51,534	1,067,405	6.3342	1,031,525	35,880	285 Jan 285	3.3614
							000	

Public -Non	Poll		6,689	0.0397	6899	0	100.0000	0.0000
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.000
	Total (C)	1,68,51,534	10,74,094	6:3739	10,38,214	35,880	96.6595	3.3405
Total (A+B+C)		80,939,303	62,794,826	77.5826	61,452,729 1,342,097	1,342,097	97.8627	2.1373

No. 7 - To re-appoint Mr. Panchapakesan Kannan as an Independent Director of the Company.

Resolution required	Special Resolution
Whether promoter / promoter group are interested in the	No
agenda/resolution	

Category	Mode of Voting	No. of shares	No. of votes % of Votes		No. of Votes No. of	No. of	% of Votes in	% of Votes
)	•	held	polled	Polled on	- in favour	Votes -	favour on	against on
				outstanding		against	votes polled	votes polled
			(2)	shares	(4)		=(9)	(7)=
		(1)		(3)=[(2)/(1)]*10		(5)	[(4)/(2)]*100	[(5)/(2)]*100
				0				
Promoter and E-voting	E-voting		44,394,208 73.6143		44,394,208	0	100	0
Promoter	Poll	C 60 0	1,59,12,264 26.3857		1,59,12,264	0	100	0
Group	Postal Ballot (if	-b,U3,U6,472	0	0.0000	0	0	!	0
	applicable)							
	Total (A)	6,03,06,472	6,03,06,472 100.0000		6,03,06,472 0	0	100	0
Public	E-voting		1,414,260	37.4015	1,389,423	24,837	98.2438	1.7561
Institutions	Poll	701 707 6	0	0.000.0	0	0	0.0000	0.000.0
	Postal Ballot (if	-2,101,23 <i>/</i>	0	0.0000	0	0	0.000	0.0000
	applicable)							
	Total (B)	3,781,297	1,414,260	37.4015	1,389,423	24,837	98.2438	1.7562
	E-voting	1,68,51,534	1,067,405	6.3342	1,067,405	0	100,000	0.0000

Public -Non	Poll *		3,959	0.0235	3,959	0	100.000	0.000
Institutions	Postal Ballot (if applicable)	:	0	0.0000	0	0	0.000	0.0000
	Total (C)	1,68,51,534	10,71,364 6.3577	6.3577	1071364	0	100.000	0.0000
Total (A+B+C)		80,939,303	62,792,096 77.5792	77.5792	62,767,259 24,837	24,837	99.9604	0.0396
				å de de conservence en	androulle, construction of a c			

*Shri P Kannan Director, being appointee, holding 2730 equity shares has abstained from voting in this resolution.

No. 8 - To appoint Ms. Amita Misra as an Independent Director of the Company.

Resolution required	Ordinary Resolution
Whether promoter / promoter group are interested in the agenda/resolution	No

Category	Mode of Voting	Mode of Voting No. of shares held	No. of votes % of Votes		No. of	No. of	% of Votes in	% of Votes in % of Votes against
:			polled	Polled on	Votes - in	Votes -	favour on	on votes polled
				outstanding	favour	against	votes polled	=(2)
		(1)	(2)	shares			=(9)	[(5)/(2)]*100
				(3)=[(2)/(1)]*100(4)	(4)	(5)	[(4)/(2)]*100	
Promoter	E-voting		44,394,208	73.6143	44,394,208	0	100	0
and	Poll	CEN 30 CO 3	1,59,12,264	26.3857	1,59,12,264	0	100	0
Promoter	Postal Ballot (if	0,03,00,472	0	0.0000	0	0	1	0
Group	applicable)							
	Total (A)	6,03,06,472	6,03,06,472	100.000	6,03,06,472	0	100	0
Public	E-voting		1,414,260	37.4015	1,414,260	0	100.0000	0.0000
Institutions	Poll	700 10 70	0	0.0000	0	0	0.0000	0.000
	Postal Ballot (if	767,10,16	0	00000	О	0	0.0000	0.0000
	applicable))					
	Total (B)	37,81,297	1,414,260	37.4015	1,414,260	0	100.0000	0.0000
	E-voting	1,68,51,534	1,067,405	6.3342	1,057,610	9,795	99 0824m	0.9176

Public -Non Poll	Poll		689'9	0.0397	689.9	0	100 0000	0000
Institutions	Postal Ballot						00000	0.0000
	(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (C)	1,68,51,534	10.74.094	6.3739	10 64 299	0 705	00 000	0 0440
Total					2011/01/04	2,133	TOON'EE	U.STIS
(A+B+C)		8,09,39,303	62,794,826	77.5826	62,785,031	9,795	99.9844	0.0156

No. 9 - To approve appointment of Mr. Raghu Hari Dalmia, brother of Mr. Jai Hari Dalmia, as an advisor to the Company with effect from May 01, 2019.

Ordinary Resolution	Yes, Shri Jai Hari Dalmia is interested in the	resolution.
Resolution required	Whether promoter / promoter group are interested in the agenda/resolution	

Category	Mode of Voting	Mode of Voting No. of shares held	No. of votes % of Votes	% of Votes	No. of	No. of	% of Votes in	% of Votes in % of Votes against
			polled	Polled on	Votes - in	Votes -	favour on	on votes polled
				outstanding	favour	against	votes polled	(7)=
		(1)	(2)	shares			=(9)	[(5)/(2)]*100
				(3)=[(2)/(1)]*100(4)	(4)	(5)	[(4)/(2)]*100	
Promoter	E-voting*		3,62,34,218	60.0835	3,62,34,218	0	100	0
and	Poll	6 02 06 472	1,59,12,264	26.3857	1,59,12,264	0	100	C
Promoter	Postal Ballot (if	0,00,00,472	0	0.0000	0	0		
Group	applicable)				ı			>
	Total (A)	6,03,06,472	6,03,06,472	100.0000	6,03,06,472	0	100	C
Public	E-voting		1,414,260	37.4015	1,414,260	0	100.0000	1
Institutions	Poll	700 107 0	0	0.0000	0	0	0.0000	
	Postal Ballot (if	3,701,237	(
	applicable)		0	0.000	0	0	0.0000	1
	Total (B)	3,781,297	1,414,260	37.4015	1,414,260	0	100.000	

Public -Non E-voting	E-voting		1,067,405	6.3342	1,065,075	2,330	99.7813	0.2183
Institutions	Poll	4 50 5	689'9	0.0397	6.689	0	100 000	00000
	Postal Ballot	1,08,51,534					200	0.000
	(if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (C)	1,68,51,534	15,903,858	6.3739	10 71 764 2 330	2 330	00 7921	03460
Total					101/11/01	2000	TC0/:66	0.2109
(A+B+C)		80,939,303	54,634,836	67.5010	54,632,506	2,330	99.9957	0.0043
*		***						

* Five promoter and promoter group individuals / entities holding 81,59,990 equity shares have abstained from voting in this resolution.

No. 10 - To alter the Articles of Association of the Company by insertion of a new article authorizing the Company to purchase its own shares or other specified securities.

Special Resolution	 No	
Resolution required	Whether promoter / promoter group are interested in the agenda/resolution	

Category	Mode of Voting	Mode of Voting No. of shares held No. of votes % of Votes	No. of votes	% of Votes	No. of	No. of	% of Votes in	% of Votes in % of Votes against
			polled	Polled on	Votes - in	Votes -	favour on	on votes polled
				outstanding	favour	against	votes polled	=(1)
		(1)	(2)	shares			=(9)=	[(5)/(2)]*100
				(3)=[(2)/(1)]*100(4)	(4)	(2)	[(4)/(2)]*100	
Promoter	E-voting		44,394,208	73.6143	44,394,208	0	100	0
and	Poll	6 03 06 472	1,59,12,264	26.3857	1,59,12,264	0	100	0
Promoter	Postal Ballot (if	2/4/00/00/0	0	0.0000	0	0	4.0	0
Group	applicable)							•
	Total (A)	6,03,06,472	6,03,06,472	100.0000	6,03,06,472	0	100	0
Public	E-voting	37,81,297	14,14,260	37.4015	14,14,260	0	100	0
Institutions	Poll		0	0.0000	0	0		0





	Postal Ballot (if		0	0.0000	0	0		0
	applicable)		-					
	Total (B)	37,81,297	14,14,260	37.4015	14,14,260	0	100	0
Public - Non E-voting	E-voting	1,68,51,534	10,67,405	6.3342	10,67,405	0	100	0
Institutions	Poll		689'9	0.0397	689'9	0	1	0
	Postal Ballot		0	0.0000	0	0	1	0
	(if applicable)							•
	Total (C)	1,68,51,534	10,74,094	6.3739	10,74,094	0	100	0
Total		8,09,39,303	6,27,94,826	77.5826	6,27,94,826	0	100	0
(A+B+C))	•
			American de la company de la c					

For Dalmia Bharat Sugar and Industries Limited

Sneha Sharing Company Secrettary Membership No.: A37986



PRAGNYA PRADHAN & ASSOCIATES

PRACTICING COMPANY SECRETARIES Deliver the best at the earliest

Scrutinizer(s) Report

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule20 and 21 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman,

67th Annual General Meeting of the Equity Shareholders of the Dalmia Bharat Sugar and Industries Limited held on Thursday, the 29th day of August, 2019 at 10.30 a.m. at the registered office at the Community Centre Premises, Dalmiapuram-621651, District Tiruchirapalli, Tamil Nadu.

Dear Sir,

- We have been appointed as scrutinizer for the e-voting process and ballot process as per the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 on below mentioned Resolution(s) at the 67th Annual General Meeting ("AGM") held on Thursday, the 29th August, 2019 at 10.30 a.m. at Registered Office at the Community Centre premises, Dalmiapuram-621651, District Tiruchirapalli, Tamil Nadu.
- Mr. K Subramaniam, a member of the Company was authorized to act as scrutinizer and to represent the members as an independent scrutinizer, who assisted me to finalize the process of counting and verification of the ballot papers polled at the venue of the 67th Annual General Meeting.
- 3. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in our presence with due identification marks placed by us.
- 4. The locked ballot box was 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.
- 5. The remote e-voting period remained open from Monday 26th August, 2019 (9:30 am) and ended on Wednesday 28th August, 2019 (5:00 pm) on the designated website http://evoting.karvy.com of Karvy Fintech Private Limited.

- 6. The members of the Company as on the "cut off date" i.e. 21st August, 2019 were entitled to avail the facility of remote e-voting as well as voting at the AGM.
- 7. We submit our report as under:
- Ordinary Resolution for adoption of the (a) Audited Standalone Financial Statements for the year ended 31st March, 2019, and the Reports of the Directors and Auditors thereon and (b) audited Consolidated Financial Statements year ended 31st March, 2019, and the Reports of the Auditors' thereon – 100 % voted in favour.
- ii) Ordinary Resolution to declare a dividend of Rs. 1.60 (80%) per equity share of Rs. 2/ of the Company 100% voted in favour.
- iii) Ordinary Resolution to appoint director in place of Shri Bharat Bhushan Mehta (DIN.: 00006890), who retires by rotation and being eligible, offers himself for reappointment- 98 % voted in favour.
- iv) Ordinary Resolution to approve the remuneration of M/s. NSBP & Co., Chartered Accountants (Firm Regn. No. 001075N), the Statutory Auditors of the Company - 100 % in favour.
- v) Ordinary Resolution to approve the remuneration of M/s. R.J. Goel & Co., Cost Accountants, the Cost Auditors (Firm Regn. No. 000026), for the F. Y. ending 31st March, 2020 100 % voted in favour.
- vi) Special Resolution to approve the appointment of Shri Bharat Bhushan Mehta (DIN.: 00006890) as Whole-time Director of the Company for a period of three years, with effect from April 01, 2019 97.86 % voted in favour.
- vii) Special Resolution to approve the re-appointment of Mr. Panchapakesan Kannan (DIN: 03555871), as Independent Director for a period of five consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of 72nd Annual General Meeting of the Company to be held in the year 2024 99.95% voted in favour.
- viii) Ordinary Resolution to approve the appointment of Ms. Amita Misra (DIN 07942122), as Independent Director for a period of five consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of 72nd Annual General Meeting of the Company to be held in the year 2024 99.98 % voted in favour.



ix) Ordinary Resolution to approve the appointment of Shri Raghu Hari Dalmia, brother of Shri Jai Hari Dalmia, as an Advisor to the Company for a period of three years with effect from May 01, 2019 under the provisions of Section 188 of the Companies Act, 2013-99.99 % voted in favour.

The interested Director /promoters in the above resolution have abstained from voting in this resolution.

- x) Special Resolution to alter the Articles of Association of the Company by way of insertion of new Article 8A after the existing Article 8 100% voted in favour.
- 8. We did not find any poll papers invalid.
- 9. The Management of the Company is responsible to ensure the compliances with the requirement of the Companies Act, 2013 and Rules made there under and SEBI (Listing Obligation & Disclosures Requirement) Regulation, 2015 at 67th AGM of the Company. Our responsibilities as Scrutinizers are restricted to make 'Scrutinizers' Report of the votes cast.
- 10. The details of the above mentioned voting result has been given in Annexure-1
- 11. The Register, all other papers and relevant records relating to remote e-voting and voting through Poll shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be thereafter handed over to the Company Secretary for safe keeping

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New Delhi

Ty Secret

Place: Dalmiapuram Date: 29-08-2019 For Pragnya Pradhan & Associates

Company secretaries

(Pragnya Parimita Pradhan)

Pragnya Parivita Predla.

C. P. No. 12030

Counter signed by Mr. M. Raghupathy
Chairman Of the Meeting

Г		_	Т-		Т	Т—		Т						_			
	AL MEETING	010	9-08-2019	CLUSIVE)				% TO CAPITAL		101	/3:27/		0.008	77 575	/3.535	erencing lacility was	
	ANNUAL GENERAL MEETING	29-08-2019	22-08-2019 TO 29-08-2019	(BOTH DAYS INCLUSIVE)	18945	63		SHARES		E0E17677	7/071666	0000	689	59519361	No video confe	ייים מומבים כים	
								TOTAL		80	3	L	23	63	rencing N A		
N. C.	N.4		DATE		SHAREHOLDERS ON RECORD DATE	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROLIGH PROXY		PRESENT THROUGH	PROXY	0		01	70		No. of shareholders attended the meeting through Video conferencing N.A No video conferencing feeting.		made available.
DESCRIPTION	DATE OF ACAA	DAIL OF AG	BOOK CLOSURE DATE		OF SHAREHOLD	IOLDERS PRESENT IN THE MEE' PERSON OR THROUGH PROXY		PRESENTIN	PERSON	80		54		79	attended the m		
				GIGANINA INTOI	IOTAL NUMBER OF	NO OF SHAREHOLD	201012120713	SHAREHULDERS		PROMOTER AND	PROMOTER GROUP	PUBLIC	TOTAL	IOIAL	No. of shareholders		
Sr. No.	A	a	2		، ر	۵									ш		Ţ

1. ORDINARY RESOLUTION:

Approval by Members is required by way of ordinary resolution for Adoption of Standalone and Consolidated Financial Statements for the FY ended 31st March, 2019.

1.1. Details of voting by ballot:

Darticilare			
	No. of Forms	No. of Forms No. of Equity Shares of the nominal % of valid votes	% of valid votes
		value of Rs. 2/- each (Vote)	received
Total valid Ballot Forms received	57	15010013	70000
A	ò	TOATOA	100
Assented to the resolution	57	15010052	
		CCCOTCCT	100
dissented to the resolution	!		
		# 1	1



1.2. Details of E-voting:

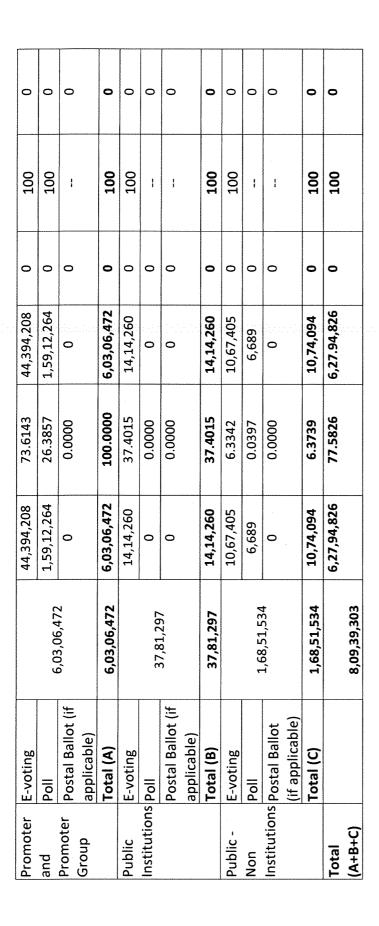
Particulars	No. of forms	No. of forms No. of Equity Shares of the % of valid votes received nominal value of Rs. 2/- each (Vote)	% of valid votes received
Total Valid Electronic Votes received	29	46875873	100
Assented to the resolution	29	46875873	100
dissented to the resolution	=		1
Abstained to the resolution		1	\$ \$

1.3. Details of Ballot & E-voting (Consolidated)

Particulars	No. of	of No. of Equity Shares of the % of valid forms/votes	% of valid forms/votes
	forms/votes	forms/votes nominal value of Rs. 2/- each received (Vote)	received
Total Valid Ballot & Electronic Votes	124	62794826	100
received			
Assented to the resolution	124	62794826	100
dissented to the resolution	1	1	
Abstained to the resolution	-		-

of Ordinary Resolution passed for adoption of standalone and consolidated Financial Statements for the FY ending 31st March 2019. 1.4. Details of the voting result as per clause 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Resolution	Resolution Required:		Ordinary Res	Resolution		Annual designation of the contract of the cont			
Whether p interested	Whether promoter/ promoter group are nterested in the agenda/resolution?	group are ution?	NO						A SOLVE
Category	Category Mode of Voting No. of shares held No. of votes % of Votes	. of shares held	No. of votes		No. of	No. of	% of Votes in % of Votes	% of Votes	
			polled	Polled on	Votes - in	Votes -	favour on	against on	Scial Sales
				outstanding	favour	against	votes polled	votes polled	C.P. No 12030
	(1)		(2)	shares			=(9)	(7)=	
				(3)=[(2)/(1)]*100	(4)	(5)	[(4)/(2)]*100	[(5)/(5)]*100	Secretary of the secret



2. ORDINARY RESOLUTION

Approval by Members is required by way of ordinary resolution to declare a dividend of Rs. 1.60 (80%) per equity share of Rs. 2/ of the Company.

2.1. Details of voting by ballot:

Particulars	No. of Forms	No. of Forms No. of Equity Shares of the nominal % of valid votes	% of valid v	/otes
		value of Rs. 2/- each (Vote)	received	
Total valid Ballot Forms received	57	15918953	100	
Assented to the resolution	57	15918953	100	
dissented to the resolution	1		- 4	

2.2. Details of E-voting:



-		ivo. Of forms 100. Of Equity Shares Of the nominal % of valid votes	% of valid vote
		value of Rs. 2/- each (Vote)	received
Total Valid Electronic Votes received 67	29	46875873	100
Assented to the resolution 67	29	46875873	100
dissented to the resolution	1	-	
Abstained to the resolution	1	•	SS SE

2.3. Details of Ballot & E-voting (Consolidated)

Particulars	No. of	of No. of Equity Shares of the nominal % of valid forms	% of valid forms /
	forms/votes	forms/votes value of Rs. 2/- each (Vote)	votes received
Total Valid Ballot & Electronic Votes	124	62794826	100
received			
Assented to the resolution	124	62794826	100
dissented to the resolution		1	on an
Abstained to the resolution	-		en en

2.4. Details of the voting result as per clause 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 of Ordinary Resolution passed to declare a dividend of Rs. 1.60 (80%) per equity share of Rs. 2/ of the Company.

Resolution Required:	Required:		Ordinary Resolution	olution	. * . * . *			
Whether p	Whether promoter/ promoter group a	are	NO:					
interested	interested in the agenda/resolution?	solution?						
Category	Category Mode of Voting No. of shar	No. of shares held	res held No. of votes % of Votes		No. of	No. of	% of Votes in % of Votes	% of Votes
			polled	Polled on	Votes - in	Votes -	favour on	against on
				outstanding	avour	against	votes polled	votes polled
		(1)	(2)	shares			=(9)	=(2)
				(3)=[(2)/(1)]*100(4)	4)	(5)	[(4)/(2)]*100	[(5)/(5)]*100
Promoter E-voting	E-voting	CE 1 20 CO 2	44,394,208	73.6143	44,394,208	0	100	0
and	Poll	6,03,06,472	1,59,12,264	26.3857	1,59,12,264	0	100	0

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Promoter	Promoter Postal Ballot (if		0	0.000	0	0	I I	0
Group	applicable)							
	Total (A)	6,03,06,472	6,03,06,472	100.0000	6,03,06,472	0	100	0
Public	E-voting		14,14,260	37.4015	14,14,260	0	100	0
Institutions Poll	Poll	700 10 70	0	0.0000	0	0	1	0
	Postal Ballot (if	167,10,16	0	0.0000	0	0		0
	applicable)							
	Total (B)	37,81,297	14,14,260	37.4015	14,14,260	0	100	0
Public -	E-voting		10,67,405	6.3342	10,67,405	0	100	0
Non	Poll	1 69 51 524	6,689	0.0397	6,689	0	1	0
Institutions	Institutions Postal Ballot	4,00,31,334	0	0.0000	0	0	j	0
	(if applicable)							
	Total (C)	1,68,51,534	10,74,094	6:3739	10,74,094	0	100	0
Total			6,27,94,826	77.5826	6,27.94,826	0	100	0
(A+B+C)		8,09,39,303						

3. ORDINARY RESOLUTION:

Approval of the Members is required by way of Ordinary Resolution to appoint director in place of Shri Bharat Bhushan Mehta (DIN.: 00006890), who retires by rotation and being eligible, offers himself for re-appointment.

3.1. Details of voting by ballot:

Particulars	No. of Forms	No. of Forms No. of Equity Shares of the nominal % of valid votes	% of valid votes
		value of Rs. 2/- each (Vote)	received
Total valid Ballot Forms received	57	15918953	100
Assented to the resolution	57	15918953	100
dissented to the resolution	l l	1	1 5

3.2. Details of E-voting:

Particulars	No. of forms	No. of Equity Shares of the nominal	% of valid	votes
		value of Rs. 2/- each (Vote)	received	



Total Valid Electronic Votes received	29	46875873	100
Assented to the resolution	48	45624819	97.33
dissented to the resolution	19	1251054	2.67
Abstained to the resolution	;		1

3.3. Details of Ballot & E-voting (Consolidated)

Particulars	No. of forms	No. of forms No. of Equity Shares of the nominal % of valid forms	% of valid forms
	/ votes	value of Rs. 2/-each (Vote)	votes received
Total Valid Ballot & Electronic Votes	124	62794826	100
received			
Assented to the resolution	105	61543772	86
dissented to the resolution	19	1251054	02
Abstained to the resolution	1		1

3.4. Details of the voting result as per clause 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 of Ordinary Resolution passed for appoint of director in place of Shri Bharat Bhushan Mehta (DIN.: 00006890), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution Required:	quired:		Ordinary Resolution	Jution		The state of the s			
Whether prom	Whether promoter/ promoter group are	roup are	NO						
interested in t	interested in the agenda/resolution?	tion?						-	
Category	Mode of Voting No. of shares	No. of shares	No. of votes	% of Votes Polled No. of Votes No. of Votes % of Votes in	No. of Votes	No. of Votes		% of Votes	
i		held	polled	on outstanding	- in favour	- against	favour on votes	against on votes	
		(1)	(2)	shares			polled	polled	
				(3)=[(2)/(1)]*100 (4)	(4)	(5)	(6)=[(4)/(2)]*100 (7)=(5)/(2)]*100	(7)=(5)/(2)]*100	
Promoter	E-voting		44,394,208	73.6143	44,394,208	0	100	0	
and	Poll	7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7	1,59,12,264	26.3857	1,59,12,264	0	100	0	The second secon
Promoter	Postal Ballot (if	6,03,06,472	0	0.0000	0	0	ł	0	
Group	applicable)							PUB:	
	Total (A)	6,03,06,472	6,03,06,472	100.000	6,03,06,472	0	100	3 74 0	. No12030
	E-voting	3,781,297	1,414,260	37.4015	172,951	1,241,309	12.2290	87.77 \ें\	* 55

ciates *

Public	Poll		0	0.0000	0	0	0.0000	0:00
Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.00
	Total (B)	3,781,297	1,414,260	37.4015	172,951	1,241,309	12.2291	87.7709
Public -Non	E-voting		1,067,405	6.3342	1,057,660	9,745	99.0870	0.9129
Institutions	Poll	1 60 61 634	689'9	0.0397	689'9	0	100.0000	0.0000
	Postal Ballot (if applicable)	1,06,01,004	0	0.0000	0	0	0.0000	0.0000
	Total (C)	1,68,51,534	10,74,094	6.3739	10,64,349	9,745	99.9387	0.9073
Total (A+B+C)		80,939,303	62,794,826	77.5826	61,543,772	1,251,054	98.0077	1.9923

4. ORDINARY RESOLUTION:

Approval of the Members is required by way of Ordinary Resolution under the provisions of Section 139 and 142 of the Companies Act, 2013, for approving remuneration of M/s. NSBP & Co., Chartered Accountants (Firm Regn. No. 001075N), for the F. Y. ending 31st March, 2020 appointed as Statutory Auditors of the Company for a term of five years by the members at the Annual General Meeting held on August 31, 2017.

4.1. Details of voting by ballot:

Particulars	No. of Forms	No. of Forms No. of Equity Shares of the nominal % of valid votes	% of valid votes
		value of Rs. 2/- each (Vote)	received
Total valid Ballot Forms received	57	15918953	100
Assented to the resolution	57	15918953	100
dissented to the resolution		1	1

4.2. Details of E-voting:

Particulars	No. of forms	No. of forms No. of Equity Shares of the nominal % of valid votes	% of valid vote	S
		value of Rs. 2/- each (Vote)	received	
Total Valid Electronic Votes received	29	46875873	100	
Assented to the resolution	29	46875873	100	
dissented to the resolution			1	



1		
1		
 1		
Abstained to the resolution	The second secon	

4.3. Details of Ballot & E-voting (Consolidated)

	o. of forms	No. of forms No. of Equity Shares of the nominal % of valid forms	% of valid forms /
\ <u>\</u>	votes	value of Rs. 2/-each (Vote)	votes received
Total Valid Ballot & Electronic Votes	124	62794826	100
received			
Assented to the resolution	124	62794826	100
dissented to the resolution	E g	-	9 9
Abstained to the resolution	1	1	7 1

2020 appointed as Statutory Auditors of the Company for a term of five years by the members at the Annual General Meeting held on 4.4. Details of the voting result as per clause 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 of Ordinary Resolution passed for approving of M/s. NSBP & Co., Chartered Accountants (Firm Regn. No. 001075N), for the F. Y. ending 31st March, August 31, 2017.

					-				ſ
Resolution Required:	quired:		Ordinary Resolution	olution					
Whether prom	Whether promoter/promoter group are	roup are	NO						
interested in tl	interested in the agenda/resolution?	tion?							7
Category	Mode of Voting No. of shares	No. of shares	No. of votes	No. of votes % of Votes Polled No. of Votes No. of Votes in	No. of Votes	No. of Votes	% of Votes in	% of Votes	
))	held	polled	on outstanding	- in favour	- against	favour on votes	against on votes	
		(1)	(2)	shares			polled	polled	
				(3)=[(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100 (7) = (5)/(2)]*100	(7)=(5)/(2)]*100	1
Promoter	E-voting		44,394,208	73.6143	44,394,208	0	100	0	
and	Poll		1,59,12,264	26.3857	1,59,12,264	0	100	0	
Promoter	Postal Ballot (if	6,03,06,472	0	0.0000	0	0	1	0	
Group	applicable)								Т
	Total (A)	6,03,06,472	6,03,06,472	100.000	6,03,06,472	0	100	0	ेंपे
Public	E-voting		14,14,260	37.4015	14,14,260	0	100	0	9
Institutions	Poll	7	0	0.0000	0	0	•	0	2 (1
	Postal Ballot (if	37,81,237	0	0.0000	0	0	1	• C	da. Daniel
	applicable)								(3)

	Total (B)	37,81,297	14,14,260	37.4015	14,14,260	0	100	0
Public - Non E-voting	E-voting		10,67,405	6.3342	10,67,405	0	100	0
Institutions	Poll	1 68 51 537	689'9	0.0397	689'9	0	ł	0
	Postal Ballot	1,00,1,00,1	0	0.0000	0	0	1	0
	(if applicable)					-		
	Total (C)	1,68,51,534	10,74,094	6:3739	10,74,094	0	100	0
Total		8,09,39,303	6,27,94,826	77.5826	6,27.94,826	0	100	0
(A+B+C)								

^{**} Votes invalid not included NIL shares

5. ORDINARY RESOLUTION:

Approval of the Members is required by way of Ordinary Resolution under the provisions of Section 148 of the Companies Act, 2013, for approving remuneration of M/s R.J. Goel & Co., Cost Accountants appointed by Board for FY ending 31st March 2020.

5.1. Details of voting by ballot:

Particulars	No. of Forms	No. of Forms No. of Equity Shares of the nominal % of valid votes	% of valid vote
		value of Rs. 2/- each (Vote)	received
Total valid Ballot Forms received	57	15918953	100
Assented to the resolution	57	15918953	100
dissented to the resolution	1	1	1

5.2. Details of E-voting:

Particulars	No. of forms	No. of forms No. of Equity Shares of the nominal % of valid votes	% of valid votes
		value of Rs. 2/- each (Vote)	received
Total Valid Electronic Votes received	29	46875873	100
Assented to the resolution	29	46875873	100
dissented to the resolution		1	at an
Abstained to the resolution	* 3	1	40 40



^{***}abstained from voting not included NIL shares

5.3. Details of Ballot & E-voting (Consolidated)

Particulars	No. of forms	No. of forms No. of Equity Shares of the nominal % of valid forms	% of valid forms
	/ votes	value of Rs. 2/-each (Vote)	votes received
Total Valid Ballot & Electronic Votes	124	62794826	100
received			
Assented to the resolution	124	62794826	100
dissented to the resolution			1
Abstained to the resolution		1	-

Resolution passed for approving remuneration M/s R. J. Goel & Co. appointed by Board as Cost Accountant for FY ending 31st March 2020. 5.4. Details of the voting result as per clause 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 of Ordinary

Resolu	Resolution Required:		Ordinary Resolution	olution				
Whether prom	Whether promoter/promoter group are	roup are	NO : To ratify	NO: To ratify the remuneration of Ms R. J. Goel Co., Cost Accountants, the Cost Auditors of the	f Ms R. J. Goe	Co., Cost A	countants, the Co	st Auditors of the
interested in th	interested in the agenda/resolution?	tion?	Company					
Category	Mode of Voting No. of shares	No. of shares	No. of votes	No. of votes % of Votes Polled No. of Votes No. of Votes % of Votes in	No. of Votes	No. of Votes	% of Votes in	% of Votes
		held	polled	on outstanding	- in favour	- against	favour on votes	against on votes
		(1)	(2)	shares			polled	polled
				(3)=[(2)/(1)]*100 (4)	(4)	(5)	(6)=[(4)/(2)]*100 (7)=(5)/(2)]*100	(7)=(5)/(2)]*100
Promoter	E-voting		44,394,208	73.6143	44,394,208	0	100	0
and	Poll	7 00 00 0	1,59,12,264	26.3857	1,59,12,264	0	100	0
Promoter	Postal Ballot (if	6,03,06,472	0	0.0000	0	0	1	0
Group	applicable)							
	Total (A)	6,03,06,472	6,03,06,472	100.0000	6,03,06,472	0	100	0
Public	E-voting		14,14,260	37.4015	14,14,260	0	100	0
Institutions	Poll	7	0	0.0000	0	0		0
	Postal Ballot (if	37,81,237	0	0.0000	0	0	1	0
	applicable)							
	Total (B)	37,81,297	14,14,260	37.4015	14,14,260	0	100	0

Public -Non E-voting	E-voting		10,67,405	6.3342	10,67,405	0	100	0
Institutions	Poll	1 60 51 524	689′9	0.0397	689′9	0	1	0
	Postal Ballot	1,00,11,004	0	0.0000	0	0	t s	0
	(if applicable)							
	Total (C)	1,68,51,534	10,74,094	6:3739	10,74,094	0	100	0
Total		8,09,39,303	6,27,94,826	77.5826	6,27.94,826	0	100	0
(A+B+C)								

6. SPECIAL RESOLUTION:

Disclosure Requirements), 2015 for appointment of Shri Bharat Bhushan Mehta (DIN.: 00006890) as Whole-time Director of the Company for Schedule-V and other applicable provisions, if any, of the Companies Act, 2013, the applicable provisions of SEBI (Listing Obligation and Approval of the Members is required by way of Special Resolution under the provisions of Section 149,152,196,197,198 and 203 read with a period of three years With effect from April 01, 2019.

6.1. Details of voting by ballot:

Particulars	No. of Forms	No. of Forms No. of Equity Shares of the nominal % of valid votes	% of valid votes
		value of Rs. 2/- each (Vote)	received
Total valid Ballot Forms received	57	15918953	100
Assented to the resolution	57	15918953	
dissented to the resolution			# #

6.2. Details of E-voting:

Particulars	No. of forms	No. of forms No. of Equity Shares of the nominal % of valid votes	% of valid votes
		value of Rs. 2/- each (Vote)	received
Total Valid Electronic Votes received	29	46875873	100
Assented to the resolution	46	45533776	
dissented to the resolution	21	1342097	
Abstained to the resolution	1	1	1



6.3. Details of Ballot & E-voting (Consolidated)

Particulars	No. of	of No. of Equity Shares of the nominal % of valid forms	% of valid forms
	forms/votes	value of Rs. 10each (Vote)	votes received
Total Valid Ballot & Electronic Votes	124	62794826	100
received			
Assented to the resolution	103	61452729	97.86
dissented to the resolution	21	1342097	2.14
Abstained to the resolution		t t	

6.4. Details of the voting result as per clause 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 of Special Resolution passed for approving appointment of Shri Bharat Bhushan Mehta(DIN: 00006890) as Whole-time Director of the Company.

	Resolution Required:	:pa	Special Resolution	ution					
Whether pro	Whether promoter/promoter group are	r group are	NO						
interested in	interested in the agenda/resolution?	lution?							
Category	Mode of Voting	Mode of Voting No. of shares held	No. of votes	% of Votes Polled No. of Votes No. of	No. of Votes	No. of	% of Votes in	% of Votes	
			polled	on outstanding	- in favour	Votes -	favour on votes against on	against on	
				shares		against	polled	votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)		=(9)	(7)=	
						(5)	[(4)/(2)]*100	[(5)/(2)]*100	
Promoter	E-voting		44,394,208	73.6143	44,394,208	0	100	0	
and	Poll	C 7 2 0 5 0 3	1,59,12,264	26.3857	1,59,12,264	0	100	0	
Promoter	Postal Ballot (if	0,03,00,472	0	0.0000	0	0		0	
Group	applicable)								
	Total (A)	6,03,06,472	6,03,06,472	100.0000	6,03,06,472	0	100	0	
Public	E-voting		1,414,260	37.4015	108,043	1,306,217	7.6395	92.3604	
Institutions Poll	Poll	3 781 207	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)	107(10)	0	0.0000	0	0	0.0000	0.0000	The state of the s
	Total (B)	3,781,297	1,414,260	37.4015	108,043	1,306,217	7.6395	92.3605	
Public -	E-voting		1,067,405	6.3342	1,031,525	35,880	96.6385	3.3614	ocia
Non	Poll	1,68,51,534	6,689	0.0397	6899	0	100.0000	ੁਂ 000000	2
Institutions	Institutions Postal Ballot		0	0.0000	0	0	0.0000	0.0000	¥ 50.
					-1.1.				Carlo Secretary

	(if applicable)							
	Total (C)	1,68,51,534	10,74,094	6.3739	10,38,214	35,880	96.6595	3.3405
Total		500 000 00	200 105 62	203 44	01 453 730		LC20 C0	7 4 2 4 2
(A+B+C)		505,555,00	07,734,820	0795.//	61,425,729	1,342,037	97.8627	2.13/3

7. SPECIAL RESOLUTION:

Regulations, 2015 for re-appointment of Mr. Panchapakesan Kannan (DIN: 03555871), as Independent Director for a period of five consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of 72nd Annual General Meeting of the Company to Approval of the Members is required by way of Special Resolution under the provisions of Section 149 and 152 of the Companies Act, 2013, read with Schedule IV of the Companies Act, 2013 and other applicable provisions of SEBI (Listing Obligation and Disclosure Requirements), be held in the year 2024.

7.1. Details of voting by ballot:

Particulars	No. of Forms	No. of Forms No. of Equity Shares of the nominal % of valid votes	% of valid votes
		value of Rs. 2/- each (Vote)	received
Total valid Ballot Forms received	57	15918953	100
Assented to the resolution	56	15916223	99.98
dissented to the resolution	= =	1	****
Abstained to the resolution	T	2730	0.02

7.2. Details of E-voting:

Particulars	No. of forms	No. of forms No. of Equity Shares of the nominal % of valid votes	% of valid votes
		value of Rs. 2/- each (Vote)	received
Total Valid Electronic Votes received	29	46875873	100
Assented to the resolution	99	46851036	99.94
dissented to the resolution	01	24837	90.0
Abstained to the resolution	-	1	

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7.3. Details of Ballot & E-voting (Consolidated)

Particulars	No. of	of No. of Equity Shares of the nominal % of valid forms	% of valid forms /
	forms/votes	forms/votes value of Rs. 2/- each (Vote)	votes received
Total Valid Ballot & Electronic Votes received	124	62794826	100
Assented to the resolution	122	62767259	99.95
dissented to the resolution	H	24837	0.04
Abstained to the resolution	-	2730	0.01
7 / 10-4-11 5 - 1 1- 1- 1- 1- 1- 1- 1- 1- 1- 1- 1-			70.0

Resolution passed for approving of re-appointment of Mr. Panchapakesan Kannan (DIN: 03555871), as Independent Director for a 7.4. Details of the voting result as per clause 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 of Special period of five consecutive years.

	Resolution Required:	ed:	Special Resolution	ution	The fact internal control of the fact of t			
Whether pr	Whether promoter/promoter group are	r group are	NO					
interested i	interested in the agenda/resolution?	olution?						
Category	Mode of Voting	Mode of Voting No. of shares held	No. of votes	% of Votes Polled No. of Votes No. of	No. of Votes	No. of	% of Votes in	% of Votes
			polled	on outstanding	- in favour	Votes -	favour on votes against on	against on
				shares		against	polled	votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)		=(9)=	(7)=
				***************************************		(5)	[(4)/(2)]*100	[(5)/(2)]*100
Promoter	E-voting		44,394,208	73.6143	44,394,208	0	100	0
and	Poll	6.03.06.472	1,59,12,264	26.3857	1,59,12,264	0	100	0
Promoter	Postal Ballot (if	211,00,00,0	0	0.0000	0	0	1	0
Group	applicable)				-1-1-			
	Total (A)	6,03,06,472	6,03,06,472	100.0000	6,03,06,472	0	100	0
Public	E-voting		1,414,260	37.4015	1,389,423	24,837	98.2438	1.7561
Institutions Poll	Poll	700 102 6	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if	167,101,0						
***************************************	applicable)		0	0.0000	0	0	0.0000	0.0000
	Total (B)	3,781,297	1,414,260	37.4015	1,389,423	24,837	98.2438	1.7562
Public -	E-voting		1,067,405	6.3342	1,067,405	0	100.0000	0.0000
Non	Poll *	1,68,51,534	3,959	0.0235	3,959	0	100.0000	0.0000
Institutions	Institutions Postal Ballot		0	0.0000	0	0	0.0000	0.0000

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	(if applicable)							
	Total (C)	1,68,51,534	10,71,364	6.3577	1071364	0	100.0000	0.0000
Total		80 939 303	200 007 03	77 5703	036 131 63	100 40	7000	7000
(A+B+C)		coc/ece/oo	02,732,030	7616.11	65,/67,239	758,47	99.9504	0.0396

*Shri P Kannan Director, being appointee, holding 2730 equity shares has abstained from voting in this resolution.

8. ORDINARY RESOLUTION:

Approval of the Members is required by way of Ordinary Resolution to approve the appointment of Ms. Amita Misra (DIN 07942122), as Independent Director for a period of five consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of 72nd Annual General Meeting of the Company to be held in the year 2024.

8.1. Details of voting by ballot:

Particulars	No. of Forms	No. of Forms No. of Equity Shares of the nominal % of valid votes	% of valid votes
		value of Rs. 2/- each (Vote)	received
Total valid Ballot Forms received	57	15918953	100
Assented to the resolution	57	15918953	100
dissented to the resolution		1	

8.2. Details of E-voting:

Particulars	No. of forms	No. of forms No. of Equity Shares of the nominal % of valid votes	% of valid votes
		value of Rs. 2/- each (Vote)	received
Total Valid Electronic Votes received	29	46875873	100
Assented to the resolution	65	46866078	
dissented to the resolution	02	9795	
Abstained to the resolution	;		-

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8.3. Details of Ballot & E-voting (Consolidated)

Particulars	No. of	of No. of Equity Shares of the nominal % of valid forms	% of valid forms /
	forms/votes	value of Rs. 2/- each (Vote)	votes received
Total Valid Ballot & Electronic Votes	124	62794826	100
received			
Assented to the resolution	122	62785031	86.66
dissented to the resolution	2	9795	0.02
Abstained to the resolution	*-	1	

Resolution passed for approving of appointment of Ms. Amita Misra (DIN 07942122, as Independent Director for a period of five 8.4. Details of the voting result as per clause 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 of Ordinary consecutive years.

	Resolution Required:	:pa	Ordinary Resolution	olution				
Whether pr	Whether promoter/ promoter group are	r group are	NO					
interested i	interested in the agenda/resolution?	olution?						
Category	Mode of Voting No. of shar	No. of shares held	No. of votes	% of Votes Polled No. of Votes No. of	No. of Votes	No. of	% of Votes in	% of Votes
·········			polled	on outstanding	- in favour	Votes -	favour on votes against on	against on
				shares		against	polled	votes polled
***************************************		(1)	(2)	(3)=[(2)/(1)]*100	(4)		=(9)	(7)=
						(5)	[(4)/(2)]*100	[(5)/(2)]*100
Promoter E-voting	E-voting		44,394,208	73.6143	44,394,208	0	100	0
and	Poll	727 30 60 3	1,59,12,264	26.3857	1,59,12,264	0	100	0
Promoter	Postal Ballot (if	0,03,06,472	0	0.0000	0	0	E SE	0
Group	applicable)							
	Total (A)	6,03,06,472	6,03,06,472	100.000	6,03,06,472	0	100	0
Public	E-voting		1,414,260	37.4015	1,414,260	0	100.0000	0.0000
Institutions Poll	Poll	700 10 70	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if	167'TO'16	c	0000	c	c	0000	0000
1	applicable))	00000	>	>	0.000	0.000
	Total (B)	37,81,297	1,414,260	37.4015	1,414,260	0	100.0000	0.0000
	E-voting	1 60 61 604	1,067,405	6.3342	1,057,610	9,795	99.0824	0.9176
	Poll	1,00,01,034	689'9	0.0397	6,689	0	100.0000	0.0000

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			<u></u>		***************************************			
Public -	Postal Ballot		(•	1		
Non	(if applicable)		>	0.000	0	0	0.0000	0.0000
Institutions Total (C)	Total (C)	1,68,51,534	10,74,094	6:3739	10,64,299	9.795	99.0881	0.9119
Total			0	1				
(A+B+C)		8,09,39,303	62,794,826	//.5826	62,785,031	9,795	99.9844	0.0156

9. ORDINARY RESOLUTION:

Hari Dalmia, as an Advisor to the Company for a period of three years with effect from May 01, 2019 under the provisions of Section 188 of Approval of the Members is required by way of Ordinary Resolution to approve the appointment of Shri Raghu Hari Dalmia, brother of Shri Jai the Companies Act, 2013.

9.1. Details of voting by ballot:

Particulars	No. of Forms	No. of Forms No. of Equity Shares of the nominal % of valid votes	% of valid vot	tes
		value of Rs. 2/- each (Vote)	received	
Total valid Ballot Forms received	57	15918953	100	
Assented to the resolution	57	15918953	100	
dissented to the resolution	1	1	e e	

9.2. Details of E-voting:

Particulars	No. of forms	No. of forms No. of Equity Shares of the nominal % of valid votes	% of valid votes
		value of Rs. 2/- each (Vote)	received
Total Valid Electronic Votes received	L9	46875873	100
Assented to the resolution	61	38713553	82.58
dissented to the resolution	01	2330	0.01
Abstained to the resolution	05	8159990	17.41

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9.3. Details of Ballot & E-voting (Consolidated)

Particulars	No. of	of No. of Equity Shares of the nominal % of valid forms	% of valid forms
	forms/votes	forms/votes value of Rs. 2/- each (Vote)	votes received
Total Valid Ballot & Electronic Votes	124	62794826	100
received			
Assented to the resolution	118	54632506	87.00
dissented to the resolution	01	2330	0.01
Abstained to the resolution	05	8159990	12.99

Resolution to approve the appointment of Shri Raghu Hari Dalmia, brother of Shri Jai Hari Dalmia, as an Advisor to the Company for a 9.4. Details of the voting result as per clause 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 of Ordinary period of three years with effect from May 01, 2019 under the provisions of Section 188 of the Companies Act, 2013.

· ·	Resolution Required:	:p:	Ordinary Reso	Resolution					
Whether pro	Whether promoter/promoter group are	group are	ON						
interested in	interested in the agenda/resolution?	lution?							
Category	Mode of Voting	Mode of Voting No. of shares held	No. of votes	% of Votes Polled No. of Votes No. of	No. of Votes	No. of	% of Votes in	% of Votes	
			polled	on outstanding	- in favour	Votes -	favour on votes against on	against on	
				shares		against	polled	votes polled	
	40000	(1)	(2)	(3)=[(2)/(1)]*100 (4)	(4)		=(9)	(7)=	
						(5)	[(4)/(2)]*100	[(5)/(5)]*100	
Promoter	E-voting*		3,62,34,218	60.0835	3,62,34,218	0	100	0	
and	Poll	6 03 06 472	1,59,12,264	26.3857	1,59,12,264	0	100	0	
Promoter	Postal Ballot (if	0,03,00,472	0	0.0000	0	0	1	0	
Group	applicable)								
	Total (A)	6,03,06,472	6,03,06,472	100.000	6,03,06,472	0	100	0	
Public	E-voting		1,414,260	37.4015	1,414,260	0	100.0000	1	*** The state of t
Institutions Poll	Poll	2 781 307	0	0.000	0	0	0.0000		Station of the state of the sta
	Postal Ballot (if applicable)	167,101,0	0	0.0000	0	0	0.0000	1	sociate.
	Total (B)	3,781,297	1,414,260	37.4015	1,414,260	0	100.0000	1	1

534 534	Public - E-voting	E-voting		1,067,405	6.3342	1,065,075	2,330	99.7813	0.2183
1,68,51,534	uc	Poll	1 60 61 627	689'9	0.0397	689'9	0	100.0000	0.0000
Total (C) 1,68,51,534	stitutions	Postal Ballot (if applicable)	1,00,1,00,1	0	0.0000	0	0	0.0000	0.0000
80 636 303		Total (C)	1,68,51,534	15,903,858	6.3739	10,71,764	2,330	99.7831	0.2169
}	otal \+B+C)		80,939,303	54,634,836	67.5010	54,632,506	2,330	99.9957	0.0043

^{*} five promoter and promoter group individuals / entities holding 81,59,990 equity shares have abstained from voting in this resolution.

10. SPECIAL RESOLUTION:

Approval of the Members is required by way of Special Resolution to alter the Articles of Association of the Company by way of insertion of new Article 8A after the existing Article 8.

10.1. Details of voting by ballot:

Particulars	No. of Forms	No. of Forms No. of Equity Shares of the nominal % of valid votes	% of valid votes
Total valid Ballot Forms received	57	value of Ks. 2/- each (Vote) 15918953	received 100
Assented to the resolution	57	15918953	100
dissented to the resolution	and det	1	

10.2. Details of E-voting:

Particulars	No. of forms	No. of Equity Shares of the nominal % of valid votes	% of valid votes	
		value of Rs. 2/- each (Vote)	received	-
Total Valid Electronic Votes received	29	46875873	100	A p trempers
Assented to the resolution	29	46875873	100	
dissented to the resolution	1	1	1	New Delhi
Abstained to the resolution	1	1	1	C.P. No12030/
10.3. Details of Ballot & E-voting (Consolidated)	dated)			Secretarios y March

10.3. Details of Ballot & E-voting (Consolidated)

Particulars	No. of	of No. of Equity Shares of the nominal % of valid forms	% of valid forms /
	forms/votes	orms/votes value of Rs. 2/- each (Vote)	votes received
Total Valid Ballot & Electronic Votes	124	62794826	100
received			
Assented to the resolution	124	62794826	100
dissented to the resolution	-	1	
Abstained to the resolution	9	1	1

Resolution passed to alter the Articles of Association of the Company by way of insertion of new Article 8A after the existing Article 8. 10.4. Details of the voting result as per clause 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 of Special

	Resolution Required:	;pa	Special Resolution	ution				
Whether pro	Whether promoter/promoter group are	r group are	NO					
interested ir	interested in the agenda/resolution?	lution?						
Category	Mode of Voting	Mode of Voting No. of shares held	No. of votes	% of Votes Polled No. of Votes No. of	No. of Votes	No. of	% of Votes in	% of Votes
-			polled	on outstanding	- in favour	Votes -	favour on votes against on	against on
				shares		against	polled	votes polled
	•	(1)	(2)	(3)=[(2)/(1)]*100	(4)		=(9)=	(7)=
					· ·	(2)	[(4)/(2)]*100	[(5)/(5)]*100
Promoter	E-voting		44,394,208	73.6143	44,394,208	0	100	0
and	Poll	CE \$ 70 CO 7	1,59,12,264	26.3857	1,59,12,264	0	100	0
Promoter	Postal Ballot (if	0,03,00,472	0	0.0000	0	0	1	0
Group	applicable)	,						
	Total (A)	6,03,06,472	6,03,06,472	100.0000	6,03,06,472	0	100	0
Public	E-voting	37,81,297	14,14,260	37.4015	14,14,260	0	100	0
Institutions Poll	Poll		0	0.0000	0	0	1	0
	Postal Ballot (if		0	0.0000	0	0	;	0
	applicable)							
	Total (B)	37,81,297	14,14,260	37.4015	14,14,260	0	100	0
	E-voting	1,68,51,534	10,67,405	6.3342	10,67,405	0	100	0
	Poll		689'9	0.0397	6,689	0	1	0

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			1	
0	•	5		0
1	700	700		100
0	c	•		>
0	10.74.094		20 00 20 5	0,47,74,020
0.0000	6.3739		77 5826	
0	10,74,094		6,27,94,826	
		1,68,51,534	8,09,39,303	
Postal Ballot (if applicable)	Total (C)			
Public - Non	Institutions Total (C)		Total	(A+B+C)

RECOMMENDATION: Items specified in the Notice of AGM has been passed with required majority. You may accordingly declare the result of voting at the venue.

Place: Dalmiapuram Date: 29-08-2019

For Pragnya Pradhan & Associate Company secretaries C.P. No.-12030

C.P. No.-12030

C.P. No.-12030

pro Carista (Pragnya Parimita Pradhan)

C. P. No. 12030