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HEG/SECTT/2019

5th September, 2019

1	BSE Limited 25 th Floor, P J Towers Dalal Street MUMBAI - 400 001. Scrip Code : 509631	2	National Stock Exchange of India Limited Exchange Plaza, 5th Floor Plot No.C/1, G Block, Bandra - Kurla Complex Bandra (E), MUMBAI - 400 051. Scrip Code : HEG
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Sub: Minutes of 47th Annual General Meeting

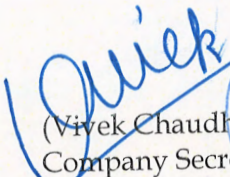
Dear Sirs,

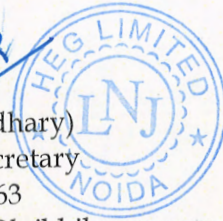
Enclosed please find a copy of the Minutes of the 47th Annual General Meeting of HEG Ltd held on 20th August, 2019.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For HEG Limited


(Vivek Chaudhary)
Company Secretary
M.No. A-13263
heg.investor@lnjbhilwara.com



Encl. as above

HEG LIMITED

Corporate Office :

Bhilwara Towers, A-12, Sector-1
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Tel.: +91-120-4390300 (EPABX)
Fax: +91-120-4277841
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Regd. Office :

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(Madhya Pradesh), India
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Website: www.heg ltd.com

ISO 9001

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Certification



ISO 14001

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Corporate Identification No.: L23109MP1972PLC008290

MINUTES OF 47th ANNUAL GENERAL MEETING OF THE MEMBERS OF HEG LIMITED HELD ON TUESDAY, AT 3.00 P.M AND CONCLUDED AT 4.10 P.M. ON 20th AUGUST, 2019, AT THE REGISTERED OFFICE OF THE COMPANY AT MANDIDEEP (NEAR BHOPAL), DISTT. RAISEN-462046, MADHYA PRADESH.

PRESENT:

MEMBERS:

58 Members were present including 16 Members who present by their authorized representatives.

DIRECTORS:

- 1) Shri Ravi Jhunjhunwala- Chairman, Managing Director, CEO
- 2) Dr. Om Parkash Bahl

STATUTORY AUDITORS:

Shri Abhinav Khosla -Representing SCV & Co. LLP, Chartered Accountants (FRN: 000235N/N500089)

SECRETARIAL AUDITORS:

Shri Saket Sharma -Partner-M/s. GSK & Associates

SCRUTINIZER:

Shri Saket Sharma - Practicing Company Secretary (M. No. FCS 4229) (C.P. No. 2565), Partner GSK & Associates.

IN ATTENDANCE:

- 1) Shri Manish Gulati- Chief Operating Officer & Chief Marketing Officer
- 2) Shri Gulshan Kumar Sakhuja -Chief Financial Officer
- 3) Shri Vivek Chaudhary -Company Secretary

Shri Vivek Chaudhary, Company Secretary welcomed the Members, Directors, Statutory Auditors and Secretarial Auditors of the Company. The Company Secretary informed the members that no proxy had been received by the Company. The Company Secretary further informed the members that Shri Ravi Jhunjhunwala (DIN: 00060972), Chairman, Managing Director & CEO chaired the proceedings of the Annual General Meeting in accordance with the Articles of Association of the Company. Dr Om Parkash Bahl (DIN: 02643557), member of Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee of the Company was authorized by the Chairman of the respective committees to attend the Annual General Meeting on their behalf.

It was also informed that the other Directors had conveyed their inability to attend the meeting due to their preoccupation and send their greetings for the Shareholders of the Company. It was further informed the Shareholders, that the Proxy Register

MINUTE BOOK

and Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested, Auditors Report, Secretarial Audit Report and other Inspection Registers including documents were open for inspection till the conclusion of the Meeting.

Quorum:

Company Secretary informed that the requisite Quorum for the meeting was present.

Thereafter, Shri Ravi Jhunjhunwala, Chairman of the Meeting declared the Meeting as open and welcomed the Members & Director of the Company present at the meeting. The Chairman delivered his speech to Shareholders and briefed them about the performance of the Company.

Notice of the Meeting:

With the permission of the Members present, Notice dated the 16th July, 2019 with addendum dated 27th July, 2019 thereto w.r.t. dropping of item no. 10 due to resignation of Shri Dharmendar Nath Davar, sent to the Members calling the 47th Annual General Meeting was taken as read.

Reading of Reports:

The Audited Annual Accounts for the year ended the 31st March, 2019, together with Board's Report were taken as read with the permission of Members present. The Chairman informed the members that the Auditor's Report on the Financial Statements of the Company for the financial year ended March 31, 2019, did not contain any qualifications, observations or comments on financial transactions or matters which had any adverse effect on the functioning of the Company. Further, the Secretarial Audit Report for the financial year ended March 31, 2019, also did not contain any qualifications, observations or comments which had any adverse effect on the functioning of the Company. Accordingly, with the permission of the members present, the Auditor's Report on the Financial Statements and the Secretarial Audit Report were not required to be read.

The Chairman invited the members to give their suggestions and sought enquiries on the Company's accounts, businesses and on the resolutions as proposed in this Annual General Meeting, which were duly responded by the Chairman.

Thereafter, the Chairman briefed the Members about each item set out in the Notice convening the Meeting. The Chairman informed the members that Item No. 10 of the notice had been dropped due to resignation of Shri Dharmendar Nath Davar vide his letter dated 24th July, 2019.

The Chairman invited the members present to propose and second the Resolutions set in the Notice dated the 16th July, 2019 of the 47th Annual General Meeting in accordance with Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by Central Government which were as under:

CHAIRMAN'S
INITIALS



1. Adoption of the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019, the Reports of the Board of Directors and Auditors thereon and Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019 and the Report of Auditors thereon.

Shri Vinod Mehta (IN30267/931847757) proposed and Shri Nrusingh Charan Das (IN300079/10694110) seconded the following Resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019, the Reports of the Board of Directors and Auditors thereon and Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019, as circulated to the Members and laid before the meeting, be considered, received and adopted."

2. Confirmation of the payment of the Interim Dividend of Rs. 30 per Equity Share of face value of Rs. 10 each and declaration of a Final Dividend of Rs.50 per Equity Share of face value of Rs. 10 each for the financial year 2018-19.

Shri Manmohan Damani (1203330000182773) proposed and Shri Vinod Mehta (IN30267/931847757) seconded the following Resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the recommendation of the Board of Directors, Interim Dividend of Rs. 30/-per equity share of face value of Rs. 10/-each already paid, be and is hereby confirmed.

RESOLVED FURTHER THAT pursuant to the recommendation of the Board of Directors, Final Dividend for the financial year 2018-19 of Rs. 50/-per equity share of face value of Rs. 10/-each be and is hereby declared and that the same be paid, to those members whose name appears on the company's register of members as on the close of business hours on 13th August, 2019."

Shri Ravi Jhunjunwala, step down as Chairman for the item no 3 and 5 as he was interested in item no 3 and 5 and requested Dr. Om Parkash Bahl, to Chair the meeting and conduct the proceedings. With the consent of all members present, Dr. Om Parkash Bahl was elected as Chairman of the meeting for the item no. 3 & 5.

3. Re-appointment of Shri Riju Jhunjunwala, (DIN 00061060), Director of the Company, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Shri Suresh Kumar Shrivastava (IN300450/11464729) proposed and Shri Rajendra Kumar Awasthi (1203160000086319) seconded the following Resolution as an ORDINARY RESOLUTION:

CHAIRMAN'S
INITIALS



MINUTE BOOK

"RESOLVED THAT Shri Riju Jhunjhunwala, (DIN 00061060) Director of the Company, who retires by rotation at this Annual General Meeting and being eligible offers, himself for re-appointment, be and is hereby re-appointed as director of the Company, liable to retire by rotation."

Shri Ravi Jhunjhunwala, resumed the Chair.

4. Re-appointment of Shri Shekhar Agarwal, (DIN 00066113) Director of the Company, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

Shri Ravi Kant Tripathi (IN300079/10693834) proposed and Shri Nrusingh Charan Das (IN300079/10694110) seconded the following Resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT Shri Shekhar Agarwal, (DIN 00066113) Director of the Company, who retires by rotation at this Annual General Meeting and being eligible offers, himself for re-appointment, be and is hereby re-appointed as director of the Company, liable to retire by rotation."

5. Re-appointment and fixation of remuneration of Shri Ravi Jhunjhunwala (DIN 00060972) as the Managing Director of the Company, not liable to retire by rotation with effect from 13th February, 2019 upto 12th February, 2024.

Shri Manmohan Damani (1203330000182773) proposed and Shri Ravi Kant Tripathi (IN300079/10693834) seconded the following Resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, approval of members be and is hereby granted to the re-appointment of Shri Ravi Jhunjhunwala (holding DIN: 00060972) as the Managing Director of the Company, not liable to retire by rotation, in terms of Sections 152 of the Companies Act, 2013, for a period of five years with effect from 13th February, 2019 upto 12th February, 2024.

RESOLVED FURTHER THAT, the remuneration payable to Shri Ravi Jhunjhunwala (holding DIN 00060972), Managing Director do hereby fixed for a period of five years with effect from 13th February, 2019 upto 12th February, 2024 on the following terms and conditions:

Basic Salary	Rs.10,00,000/- per month.
Commission	Not more than 2.5% of the net profits of the Company as computed in the manner laid down in Section 198 of the Companies Act, 2013.
Perquisites	In addition to the salary and commission, Shri Ravi Jhunjhunwala is entitled to the following perquisites:

CHAIRMAN'S INITIALS



Category "A"

I) Housing

(a)	The expenditure incurred by the Company on hiring unfurnished accommodation for him subject to a ceiling, namely (for residence in Delhi/outside Delhi), 60% of the basic salary or
(b)	In case the accommodation is owned by the Company, 10% of the basic salary shall be deducted by the Company, or
(c)	In case no accommodation is provided by the Company, a house rent allowance subject to a ceiling of 60% of the basic salary.

II)	Gas, Electricity and Water	The expenditure incurred by the Company on Gas, Electricity, Water and furnishing shall be valued as per Income-tax Rules, 1962 and will be subject to a ceiling of 10% of the basic salary.
III)	Medical Allowance	For self and family subject to a ceiling of one month's basic salary in a year subject to payment of applicable tax as per Income Tax Rules.
IV)	Leave Travel Concession	For self and family once in a year incurred in accordance with the Rules specified by the Company.
V)	Club Fees	Fees, subject to a maximum of two clubs will be allowed. This will not include admission and life membership fees.
VI)	Personal Accident Insurance	Of an amount, the annual premium of which shall not exceed Rs 10,000/-. For the purpose of this category, "family" means the spouse, dependent children and dependent parents.

Category "B"

I)	Provident Fund	Company's contribution to provident fund shall be as per the rules of the Company.
II)	Superannuation / Annuity Funds:	Company's contribution to superannuation/annuity fund shall be in accordance with the rules of the Company.
III)	Gratuity:	As per Rules of the Company, Gratuity payable in accordance with the approved fund at the rate of half a month's basic salary for each completed year of service.

CHAIRMAN'S INITIALS



MINUTE BOOK

Category 'C'

I)	Car:	Provision of car for use on company's business. A car for personal use would be provided by the Company and valuation of the perquisites of the same would be as per Income Tax Rules.
II)	Telephone:	Telephone at residence. Personal long distance calls shall be billed by the Company.

RESOLVED FURTHER THAT approval of members be and is hereby also accorded for payment of above remuneration in terms of Regulation 17(6)(e) of amended SEBI (LODR) Regulations, 2015.

RESOLVED FURTHER THAT the above remuneration will be paid even if it exceed the limits prescribed under the Companies Act, 2013 and rules thereto subject to the provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company in any financial year during the term of office of Shri Ravi Jhunjhunwala, the remuneration mentioned above shall be paid to Shri Ravi Jhunjhunwala as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V of the Companies Act, 2013."

Shri Ravi Jhunjhunwala, resumed the Chair.

6. Appointment of Smt Ramni Nirula (DIN 00015330) as an Independent Director of the Company for a first term of five consecutive years from 31st October, 2018 upto 30th October, 2023.

Shri Ravi Kant Tripathi (IN300079/10693834) proposed and Smt. Lata Rani (IN301330/22068373) seconded the following Resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT, pursuant to Section 149, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (the Act) and the Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Smt Ramni Nirula, (holding DIN:00015330), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors upon the recommendation of Nomination and Remuneration Committee of the Company w.e.f. 31st October, 2018 and who holds office upto the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and who has submitted a declaration that she meet the criteria for independence as provided in Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and who is eligible for appointment and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director of the Company, be and

CHAIRMAN'S
INITIALS

[Handwritten Signature]

is hereby appointed as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, for a first term of five consecutive years with effect from 31st October, 2018 upto 30th October, 2023.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. **Appointment of Smt. Vinita Singhania (DIN 00042983) as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.**

Shri Kaushal Kumar Chauhan (IN303028/68783892) proposed and Smt. Lata Rani (IN301330/22068373) seconded the following Resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Smt. Vinita Singhania (holding DIN:00042983), who was appointed as an Additional Director (Non-Executive Non-Independent Director) of the Company by the Board of Directors upon the recommendation of Nomination and Remuneration Committee w.e.f. 31st October, 2018 and who holds office up to the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and who is eligible for appointment and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. **Re-appointment of Dr Kamal Gupta (DIN 00038490) as an Independent Director of the Company for a second term of five consecutive years from 30th August, 2019 upto 29th August, 2024.**

Man Mohan Damani (1203330000182773) proposed and Shri Ashok Kumar Shrivastava (1203160000028826) seconded the following Resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder, as amended from time to time and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the

CHAIRMAN'S
INITIALS



time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Dr. Kamal Gupta (DIN: 00038490), whose current period of office, as an Independent Director is expiring on 29th August, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, and to hold office for a second term of 5 (five) consecutive years with effect from 30th August, 2019 up to 29th August, 2024.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of Members be and is hereby also accorded for continuation of the Dr Kamal Gupta as an Independent Director, who would be attaining the age of 75 (seventy five) years in the year 2020-2021, till the expiry of his second term i.e upto 29th August, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. **Re-appointment of Dr. Om Parkash Bahl (DIN 02643557) as an Independent Director of the Company for a second term of two consecutive years from 30th August, 2019 upto 29th August, 2021.**

Shri Nrusingh Charan Das (IN300079/10694110) proposed and Shri Ravi Kant Tripathi (IN300079/10693834) seconded the following Resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder, as amended from time to time and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Dr. Om Parkash Bahl (DIN: 02643557), whose current period of office, as an Independent Director is expiring on 29th August, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

CHAIRMAN'S
INITIALS



and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, and to hold office for a second term of 2 (two) consecutive years with effect from 30th August, 2019 up to 29th August, 2021.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Amendment Regulations, 2018"), the approval of the Members be and is hereby also accorded for continuation of Directorship of Dr. Om Parkash Bahl, aged 79 years, as an Independent Director of the Company till the expiry of his second term i.e upto 29th August, 2021.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

10. Re-appointment of Shri Dharmendar Nath Davar (holding DIN 00002008) as an Independent Director of the Company for a second term of two consecutive years from 30th August, 2019 upto 29th August, 2021.

The above item with its explanatory statement had been dropped due to resignation of Shri Dharmendar Nath Davar vide his letter dated 24th July, 2019.

11. Ratification of the remuneration payable to M/s. N.D. Birla & Co., Cost Auditors (FRN: 000028) of the Company for the Financial Year 2019-20.

Shri Dhruv Kumar (1204720010054642) proposed and Shri Inder Mohan Joshi (IN301330/21967951) seconded the following Resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. N.D. Birla & Co., Cost Accountants (Firm Registration Number 000028) who were appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March 2020, be paid the remuneration of Rs 2,00,000/- (Rupees Two Lakh only) plus applicable taxes and out of pocket expenses that may be incurred by them during the course of audit."

Remote e-voting and Voting at the venue of Annual General Meeting (AGM):

The Chairman informed the Members that in compliance of Section 108 of the Companies Act, 2013 ('Act'), read with Rules framed thereunder, Secretarial Standard -2 and Regulation 44 of the SEBI (Listing Obligations and Disclosure

CHAIRMAN'S
INITIALS



Requirements) Regulations, 2015, the Company had provided the Members the facility to exercise their right to vote at the 47th Annual General Meeting by remote e-voting from Saturday, 17th August, 2019 (9:00 a.m.) till Monday, 19th August, 2019 (5:00 p.m.). The facility for voting through e-voting/poll (ballot paper) was available for such members who were present at the meeting but have not cast their votes by remote e-voting. It was further informed that there would be no voting by show of hands.

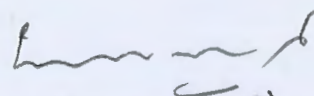
The Chairman further informed the Members that Shri Saket Sharma, Practicing Company Secretary (Membership No. FCS 4229) was appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at Annual General Meeting in a fair and transparent manner.

The Chairman thereafter ordered for voting by e-voting/ poll (ballot paper) and requested the Members who had not cast their vote through remote e-voting to cast their vote through the e-voting facility provided by CDSL or ballot paper, under the supervision of Shri Saket Sharma, the Scrutinizer.

Shri Vivek Chaudhary, Company Secretary of the Company briefed the Members about the process of evoting at the AGM. All members entitled to vote in the meeting exercised their vote through e-voting only and there was no voting through poll (ballot paper). The Chairman announced that the combined results of e-voting and voting at the venue of AGM would be announced/ displayed through the website of the Company (www.heg ltd.com) and the website of CDSL (www.evotingindia.com) within 48 hours from the conclusion of meeting and the results also be intimated to BSE Ltd and National Stock Exchange of India Ltd. The same would also be displayed on the notice board at the Registered Office and Corporate Office of the Company. The Combined results would be treated as part of the proceedings.

The meeting was concluded at 4.10 P.M.

Date of Entry: 5th September, 2019



Ravi Jhunjunwala
Chairman

Combined Results of the remote e-voting and voting at the venue of the Annual General Meeting on the Ordinary and Special Businesses at the Annual General Meeting of the Company:

The Scrutinizer, Shri Saket Sharma, submitted his Report dated 21st August, 2019, containing the combined results of remote e-voting during Saturday, 17th August, 2019 (9:00 a.m.) till Monday, 19th August, 2019 (5:00 p.m.) and voting at the Annual General Meeting held on 20th August, 2019, on all the Resolutions as summarized below:

CHAIRMAN'S
INITIALS



Resolution No. 1

Adoption of Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019, the Reports of the Board of Directors and Auditors thereon and Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019 and the Report of Auditors thereon.

Total No. of Shares held	No. of Votes polled	% of Votes polled on total no. of Shares*	No. of Votes in favour	No. of Votes against	Invalid Votes	% of Votes in favour on votes polled*	% of votes against on votes polled*
38595506	29471076	76.36	29470437	639	0	100.00	0.00

Resolution No. 2

Confirmation of the payment of the Interim Dividend of Rs. 30 per Equity Share of face value of Rs. 10 each and declaration of a Final Dividend of Rs.50 per Equity Share of face value of Rs. 10 each for the financial year 2018-19.

Total No. of Shares held	No. of Votes polled	% of Votes polled on total no. of Shares*	No. of Votes in favour	No. of Votes against	Invalid Votes	% of Votes in favour on votes polled*	% of votes against on votes polled*
38595506	29478527	76.38	29477735	792	0	100.00	0.00

Resolution No.3

Re-appointment of Shri Riju Jhunjunwala, (DIN 00061060), Director of the Company, who retires by rotation at the this Annual General Meeting and being eligible, offers himself for re-appointment.

Total No. of Shares held	No. of Votes polled	% of Votes polled on total no. of Shares*	No. of Votes in favour	No. of Votes against	Invalid Votes	% of Votes in favour on votes polled*	% of votes against on votes polled*
38595506	28271741	73.25	26193165	2078576	0	92.65	7.35

CHAIRMAN'S INITIALS



MINUTE BOOK

Resolution No.4

Re-appointment of Shri Shekhar Agarwal, (DIN 00066113), Director of the Company, who retires by rotation at the this Annual General Meeting and being eligible, offers himself for re-appointment.

Total No. of Shares held	No. of Votes polled	% of Votes polled on total no. of Shares*	No. of Votes in favour	No. of Votes against	Invalid Votes	% of Votes in favour on votes polled*	% of votes against on votes polled*
38595506	28271741	73.25	26121870	2149871	0	92.40	7.60

Resolution No.5

Re-appointment and fixation of remuneration of Shri Ravi Jhunjhunwala (DIN 00060972) as the Managing Director of the Company, not liable to retire by rotation with effect from 13th February, 2019 upto 12th February, 2024.


Total No. of Shares held	No. of Votes polled	% of Votes polled on total no. of Shares*	No. of Votes in favour	No. of Votes against	Invalid Votes	% of Votes in favour on votes polled*	% of votes against on votes polled*
38595506	25039708	64.88	24702434	337274	0	98.65	1.35

Resolution No.6

Appointment of Smt Ramni Nirula (DIN 00015330) as an Independent Director of the Company for a first term of five consecutive years from 31st October, 2018 upto 30th October, 2023.

Total No. of Shares held	No. of Votes polled	% of Votes polled on total no. of Shares*	No. of Votes in favour	No. of Votes against	Invalid Votes	% of Votes in favour on votes polled*	% of votes against on votes polled*
38595506	29478484	76.38	29413391	65093	0	99.78	0.22

CHAIRMAN'S INITIALS



Resolution No.7

Appointment of Smt. Vinita Singhania (DIN 00042983) as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

Total No. of Shares held	No. of Votes polled	% of Votes polled on total no. of Shares*	No. of Votes in favour	No. of Votes against	Invalid Votes	% of Votes in favour on votes polled*	% of votes against on votes polled*
38595506	29477837	76.38	27328832	2149005	0	92.71	7.29

Resolution No.8

Re-appointment of Dr Kamal Gupta (DIN 00038490) as an Independent Director of the Company for a second term of five consecutive years from 30th August, 2019 upto 29th August, 2024.

Total No. of Shares held	No. of Votes polled	% of Votes polled on total no. of Shares*	No. of Votes in favour	No. of Votes against	Invalid Votes	% of Votes in favour on votes polled*	% of votes against on votes polled*
38595506	26246481	68.00	25750593	495888	0	98.11	1.89

Resolution No.9

Re-appointment of Dr. Om Parkash Bahl (DIN 02643557) as an Independent Director of the Company for a second term of two consecutive years from 30th August, 2019 upto 29th August, 2021.

Total No. of Shares held	No. of Votes polled	% of Votes polled on total no. of Shares*	No. of Votes in favour	No. of Votes against	Invalid Votes	% of Votes in favour on votes polled*	% of votes against on votes polled*
38595506	26246481	68.00	25825529	420952	0	98.40	1.60

CHAIRMAN'S
INITIALS

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MINUTE BOOK

Resolution No.10

Re-appointment of Shri Dharmendar Nath Davar (holding DIN 00002008) as an Independent Director of the Company for a second term of two consecutive years from 30th August, 2019 upto 29th August, 2021.

The above item with its explanatory statement had been dropped due to resignation of Shri Dharmendar Nath Davar vide his letter dated 24th July, 2019.

Resolution No.11

Ratification of the remuneration payable to M/s. N.D. Birla & Co., Cost Auditors (FRN: 000028) of the Company for the Financial Year 2019-20.

Total No. of Shares held	No. of Votes polled	% of Votes polled on total no. of Shares*	No. of Votes in favour	No. of Votes against	Invalid Votes	% of Votes in favour on votes polled*	% of votes against on votes polled*
38595506	29478527	76.38	29477650	877	0	100	0.00

*Figures had been rounded off

CHAIRMAN'S
INITIALS

