

7<sup>th</sup> August, 2019

BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001  
**BSE Scrip Code: 500020**

National Stock Exchange of India Limited,  
Exchange Plaza, 5th floor,  
Plot No. C/1, 'G' Block,  
Bandra-Kurla Complex,  
Bandra (E).  
Mumbai – 400 051  
**NSE Symbol: BOMDYEING**

Dear Sir(s),

**Sub.: Voting Results of the 139<sup>th</sup> Annual General Meeting (“AGM”) of the Company held on 5<sup>th</sup> August, 2019.**

**Ref.: Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

This is to inform you that 139<sup>th</sup> Annual General Meeting of the Company was held on Monday, 5<sup>th</sup> August, 2019, at 3.45 p.m. at 4th Floor, Swatantryaveer Savarkar Rashtriya Smarak Auditorium, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai - 400 028.

Enclosed please find the Voting Results of the AGM of the Company as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with the Scrutinizer's Report thereon.

Kindly take the same on record.

Yours Faithfully,  
For The Bombay Dyeing and Manufacturing Company Limited

  
**Sanjiv Arora**  
Company Secretary



**THE BOMBAY DYEING & MANUFACTURING CO. LTD.**

C-1, Wadia International Center, Pandurang Budhkar Marg, Worli, Mumbai - 400 025, India. **Regd. Office:** Neville House, J.N. Heredia Marg, Ballard Estate, Mumbai - 400 001, India.  
Office: +91 22 666 20000. Fax: +91 22 661 92001. Website: [www.bombaydyeing.com](http://www.bombaydyeing.com). Email: [corporate@bombaydyeing.com](mailto:corporate@bombaydyeing.com). CIN: L17120MH1879PLC000037



**BOMBAY DYEING**

**CC:**

**National Securities Depository Limited,  
Trade World, 4<sup>th</sup> Floor, Kamala Mills Compound,  
S. Bapat Marg, Lower Parel,  
MUMBAI – 400 013.**

**Central Depository Services (India) Limited,  
Phiroze Jeejeebhoy Towers, 16<sup>th</sup> Floor,  
Dalal Street,  
Mumbai- 400 023.**

**Bourse de Luxembourg,  
Societe de La Bourse de Luxembourg,  
Societe Anonyme, R. C. 36222, BP 165, L- 2011,  
LUXEMBOURG.**

**Citibank N.A.,  
DR Account Management,  
Citigroup Corporate & Investment Bank,  
14<sup>th</sup> Floor, 388, Greenwich Street,  
NEWYORK, NY (USA) 10013.**

**M/s Karvy Fintech Private Limited,  
Karvy Selenium Tower B,  
Plot 31-32, Gachibowli,  
Financial District, Nanakramguda,  
Hyderabad – 500 032**

**THE BOMBAY DYEING & MFG. CO. LTD**

<b>Date of the AGM/EGM</b>	05-08-2019
<b>Total number of shareholders on record date</b>	121508
<b>No. of shareholders present in the meeting either in person or</b>	
<b>Promoters and Promoter Group:</b>	3
<b>Public:</b>	151
<b>No. of Shareholders attended the meeting through Video</b>	
<b>Promoters and Promoter Group:</b>	Not Applicable
<b>Public:</b>	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/Special)	ORDINARY - To receive, consider and adopt:(a) the Audited Financial Statement of the Company for the financial year ended 31st March, 2019, together with the Reports of the Board of Directors and the Auditors thereon; and(b) Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2019, together with the Report of the Auditors thereon.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares 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	10,81,22,618	10,75,19,398	99.4421	10,75,19,398	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>10,81,22,618</b>	<b>10,75,19,398</b>	<b>99.4421</b>	<b>10,75,19,398</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	1,16,36,061	76,68,830	65.9057	76,68,830	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,16,36,061</b>	<b>76,68,830</b>	<b>65.9057</b>	<b>76,68,830</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	8,67,76,221	21,054	0.0243	20,686	368	98.2521	1.7478
	Poll		39,98,921	4.6083	39,96,146	2,775	99.9306	0.0693
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>8,67,76,221</b>	<b>40,19,975</b>	<b>4.6326</b>	<b>40,16,832</b>	<b>3,143</b>	<b>99.9218</b>
<b>Total</b>		<b>20,65,34,900</b>	<b>11,92,08,203</b>	<b>57.7182</b>	<b>11,92,05,060</b>	<b>3,143</b>	<b>99.9974</b>	<b>0.0026</b>

Resolution No.	2							
Resolution required: (Ordinary/Special)	ORDINARY -dividend on equity shares for the financial year ended March 31, 2019.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares 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	10,81,22,618	10,75,19,398	99.4421	10,75,19,398	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>10,81,22,618</b>	<b>10,75,19,398</b>	<b>99.4421</b>	<b>10,75,19,398</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	1,16,36,061	76,68,830	65.9057	76,68,830	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>1,16,36,061</b>	<b>76,68,830</b>	<b>65.9057</b>	<b>76,68,830</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	8,67,76,221	20,964	0.0242	20,596	368	98.2446	1.7553
	Poll		39,98,921	4.6083	39,96,146	2,775	99.9306	0.0693
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>8,67,76,221</b>	<b>40,19,885</b>	<b>4.6325</b>	<b>40,16,742</b>	<b>3,143</b>	<b>99.9218</b>	<b>0.0782</b>
	<b>Total</b>	<b>20,65,34,900</b>	<b>11,92,08,113</b>	<b>57.7181</b>	<b>11,92,04,970</b>	<b>3,143</b>	<b>99.9974</b>	<b>0.0026</b>

Resolution No.	3							
Resolution required: (Ordinary/Special)	ORDINARY - To appoint a Director in place of Mr. Ness N. Wadia DIN 00036049, a Non- ExecutiveNon Independent Director, who retires by rotation and being eligible, offers himself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares 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	10,81,22,618	10,75,19,398	99.4421	10,75,19,398	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>10,81,22,618</b>	<b>10,75,19,398</b>	<b>99.4421</b>	<b>10,75,19,398</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	1,16,36,061	76,68,830	65.9057	69,32,835	7,35,995	90.4027	9.5972
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,16,36,061</b>	<b>76,68,830</b>	<b>65.9057</b>	<b>69,32,835</b>	<b>7,35,995</b>	<b>90.4028</b>
Public- Non Institutions	E-Voting	8,67,76,221	20,964	0.0242	19,001	1,963	90.6363	9.3636
	Poll		39,98,921	4.6083	39,96,146	2,775	99.9306	0.0693
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>8,67,76,221</b>	<b>40,19,885</b>	<b>4.6325</b>	<b>40,15,147</b>	<b>4,738</b>	<b>99.8821</b>
<b>Total</b>		<b>20,65,34,900</b>	<b>11,92,08,113</b>	<b>57.7181</b>	<b>11,84,67,380</b>	<b>7,40,733</b>	<b>99.3786</b>	<b>0.6214</b>

Resolution No.	4							
Resolution required: (Ordinary/Special)	ORDINARY- Appointment of Mr. Sunil S. Lalbhai DIN 00045590 as Non-Executive Independent Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares 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	10,81,22,618	10,75,19,398	99.4421	10,75,19,398	0	100.00	0.00
	Poll		0	0.0000	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.0000	0	0	0.00	0.00
	<b>Total</b>		<b>10,81,22,618</b>	<b>10,75,19,398</b>	<b>99.4421</b>	<b>10,75,19,398</b>	<b>0</b>	<b>100.00</b>
Public- Institutions	E-Voting	1,16,36,061	76,68,830	65.9057	69,32,835	7,35,995	90.40	9.60
	Poll		0	0.0000	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.0000	0	0	0.00	0.00
	<b>Total</b>		<b>1,16,36,061</b>	<b>76,68,830</b>	<b>65.9057</b>	<b>69,32,835</b>	<b>7,35,995</b>	<b>90.40</b>
Public- Non Institutions	E-Voting	8,67,76,221	21,054	0.0243	19,104	1,950	90.74	9.26
	Poll		39,98,921	4.6083	39,96,146	2,775	99.93	0.07
	Postal Ballot (if applicable)		0	0.0000	0	0	0.00	0.00
	<b>Total</b>		<b>8,67,76,221</b>	<b>40,19,975</b>	<b>4.6326</b>	<b>40,15,250</b>	<b>4,725</b>	<b>99.88</b>
<b>Total</b>		<b>20,65,34,900</b>	<b>11,92,08,203</b>	<b>57.7182</b>	<b>11,84,67,483</b>	<b>7,40,720</b>	<b>99.38</b>	<b>0.62</b>

Resolution No.	5							
Resolution required: (Ordinary/Special)	ORDINARY - Appointment of Mrs. Gauri Kirloskar DIN 03366274 as Non-Executive Independent Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares 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	10,81,22,618	10,75,19,398	99.4421	10,75,19,398	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>10,81,22,618</b>	<b>10,75,19,398</b>	<b>99.4421</b>	<b>10,75,19,398</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	1,16,36,061	76,68,830	65.9057	76,68,830	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,16,36,061</b>	<b>76,68,830</b>	<b>65.9057</b>	<b>76,68,830</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	8,67,76,221	20,964	0.0242	17,814	3,150	84.9742	15.0257
	Poll		39,98,921	4.6083	39,96,146	2,775	99.9306	0.0693
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>8,67,76,221</b>	<b>40,19,885</b>	<b>4.6325</b>	<b>40,13,960</b>	<b>5,925</b>	<b>99.8526</b>
<b>Total</b>		<b>20,65,34,900</b>	<b>11,92,08,113</b>	<b>57.7181</b>	<b>11,92,02,188</b>	<b>5,925</b>	<b>99.9950</b>	<b>0.0050</b>

Resolution No.	6							
Resolution required: (Ordinary/Special)	SPECIAL - Re-appointment of Mr. S. Ragothaman DIN 00042395 as Non-Executive Independent Director of the Company for a second term of three years.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares 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	10,81,22,618	10,75,19,398	99.4421	10,75,19,398	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>10,81,22,618</b>	<b>10,75,19,398</b>	<b>99.4421</b>	<b>10,75,19,398</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	1,16,36,061	76,68,830	65.9057	66,38,957	10,29,873	86.5706	13.4293
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,16,36,061</b>	<b>76,68,830</b>	<b>65.9057</b>	<b>66,38,957</b>	<b>10,29,873</b>	<b>86.5707</b>
Public- Non Institutions	E-Voting	8,67,76,221	20,939	0.0241	17,789	3,150	84.9563	15.0436
	Poll		39,98,921	4.6083	39,96,146	2,775	99.9306	0.0693
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>8,67,76,221</b>	<b>40,19,860</b>	<b>4.6324</b>	<b>40,13,935</b>	<b>5,925</b>	<b>99.8526</b>
<b>Total</b>		<b>20,65,34,900</b>	<b>11,92,08,088</b>	<b>57.7181</b>	<b>11,81,72,290</b>	<b>10,35,798</b>	<b>99.1311</b>	<b>0.8689</b>



Resolution No.	7							
Resolution required: (Ordinary/ Special)	ORDINARY - Approval of remuneration of Cost Auditors for the year ending 31st March, 2020.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares 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	10,81,22,618	10,75,19,398	99.4421	10,75,19,398	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>10,81,22,618</b>	<b>10,75,19,398</b>	<b>99.4421</b>	<b>10,75,19,398</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	1,16,36,061	76,68,830	65.9057	76,68,830	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,16,36,061</b>	<b>76,68,830</b>	<b>65.9057</b>	<b>76,68,830</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	8,67,76,221	20,964	0.0242	19,074	1,890	90.9845	9.0154
	Poll		39,98,921	4.6083	39,96,146	2,775	99.9306	0.0693
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>8,67,76,221</b>	<b>40,19,885</b>	<b>4.6325</b>	<b>40,15,220</b>	<b>4,665</b>	<b>99.8840</b>
<b>Total</b>		<b>20,65,34,900</b>	<b>11,92,08,113</b>	<b>57.7181</b>	<b>11,92,03,448</b>	<b>4,665</b>	<b>99.9961</b>	<b>0.0039</b>

Resolution No.	8							
Resolution required: (Ordinary/Special)	SPECIAL - Approval of remuneration of Managing Director for FY 2016-17 pursuant to the amended Section 197 of the Companies Act, 2013.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares 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	10,81,22,618	10,75,19,398	99.4421	10,75,19,398	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>10,81,22,618</b>	<b>10,75,19,398</b>	<b>99.4421</b>	<b>10,75,19,398</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	1,16,36,061	10,50,046	9.0241	2,98,026	7,52,020	28.3821	71.6178
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,16,36,061</b>	<b>10,50,046</b>	<b>9.0241</b>	<b>2,98,026</b>	<b>7,52,020</b>	<b>28.3822</b>
Public- Non Institutions	E-Voting	8,67,76,221	21,054	0.0243	19,084	1,970	90.6431	9.3568
	Poll		39,98,921	4.6083	39,96,146	2,775	99.9306	0.0693
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>8,67,76,221</b>	<b>40,19,975</b>	<b>4.6326</b>	<b>40,15,230</b>	<b>4,745</b>	<b>99.8820</b>
<b>Total</b>		<b>20,65,34,900</b>	<b>11,25,89,419</b>	<b>54.5135</b>	<b>11,18,32,654</b>	<b>7,56,765</b>	<b>99.3279</b>	<b>0.6721</b>

To,  
The Chairman  
**The Bombay Dyeing and Manufacturing Company Limited**  
Neville House, J. N. Heredia Marg,  
Ballard Estate,  
Mumbai- 400001.

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting through electronic voting system at the 139<sup>th</sup> Annual General Meeting of The Bombay Dyeing and Manufacturing Company Limited held at 4<sup>th</sup> Floor, Swatantryaveer Savarkar Rashtriya Smarak Auditorium, 252, Veer Savarkar Marg, Shivaji Park, Dadar (West), Mumbai - 400028 on Monday, August 05, 2019 at 3.45 p.m.**

I, P. N. Parikh, of Parikh & Associates, Practising Company Secretaries, was appointed as the Scrutinizer by the Board of Directors of The Bombay Dyeing and Manufacturing Company Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 139<sup>th</sup> Annual General Meeting (AGM) of The Bombay Dyeing and Manufacturing Company Limited on Monday, August 05, 2019 at 3.45 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on August 05, 2019.

The notice dated June 27, 2019 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company.



The Company had availed the e-voting facility offered by Karvy Fintech Private Limited ("Karvy") for conducting remote e-voting by the Shareholders of the Company.

The Company had also provided voting through electronic voting system to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the company holding shares as on the "cut-off" date of July 29, 2019 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Friday, August 02, 2019 at 09:00 a.m. and ended on Sunday, August 04, 2019 at 05:00 p.m. and the Karvy e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, the report on voting done through electronic voting system at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Karvy e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the voting conducted through electronic voting system at the meeting on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and the voting conducted through electronic voting system at the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting and voting through electronic voting system at the AGM in respect of the said resolutions.



**Resolution 1: Ordinary Resolution:**

To receive, consider and adopt:

- a) 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 the Auditors thereon.
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019, together with the Report of the Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
204	11,92,05,060	99.99

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
13	3,143	0.01

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A.



**Resolution 2: Ordinary Resolution**

Declaration of dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2019.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
203	11,92,04,970	99.99

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
13	3,143	0.01

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A.



**Resolution 3: Ordinary Resolution**

To appoint a Director in place of Mr. Ness N. Wadia (DIN: 00036049), a Non-Executive / Non Independent Director, who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
192	11,84,67,380	99.38

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
25	7,40,733	0.62

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A.



**Resolution 4: Ordinary Resolution**

Appointment of Mr. Sunil S. Lalbhai (DIN: 00045590) as Non-Executive Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
194	11,84,67,483	99.38

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
23	7,40,720	0.62

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A.





**Resolution 5: Ordinary Resolution**

Appointment of Mrs. Gauri Kirloskar (DIN: 03366274) as Non-Executive Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
199	11,92,02,188	99.99

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
17	5,925	0.01

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A.



**Resolution 6: Special Resolution**

Re-appointment of Mr. S Ragothaman (DIN: 00042395) as Non- Executive Independent Director of the company for a second term of three years.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
189	11,81,72,290	99.13

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
26	10,35,798	0.87

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A.



**Resolution 7: Ordinary Resolution**

Approval of remuneration of Cost Auditors for the financial year ending 31<sup>st</sup> March, 2020.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
199	11,92,03,448	99.99

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
17	4,665	0.01

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A.



**Resolution 8: Special Resolution**

Approval of remuneration of Managing Director for FY 2016-17 pursuant to the amended Section 197 of the Companies Act, 2013.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
192	11,18,32,654	99.33

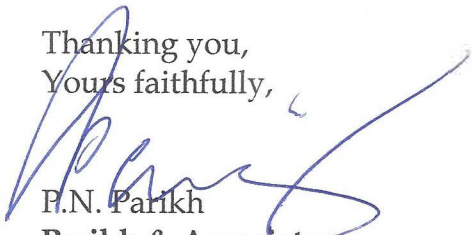
(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
25	7,56,765	0.67

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	N.A.

Thanking you,  
Yours faithfully,



P.N. Parikh

**Parikh & Associates**

**Practising Company Secretaries**

FCS: 327 CP No.: 1228

111,11th Floor, SaiDwar CHS Ltd

Sab TV Lane, Opp.LaxmiIndl. Estate,

Off Link Road, Above Shabari Restaurant,

Andheri West, Mumbai - 400053



Place: Mumbai

Dated: August 05, 2019