

BHARAT FORGE

August 15, 2019

To,

BSE Limited,

1st Floor, New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street, Fort,
Mumbai - 400 001
BSE SCRIP CODE – 500493

National Stock Exchange of India Ltd.

'Exchange Plaza',
Bandra-Kurla Complex, Bandra (East)
Mumbai- 400 051
Symbol: **BHARATFORG**
Series: **EQ**

Dear Sirs,

Subject: Voting Results of 58th Annual General Meeting of the Company held on Tuesday, August 13, 2019, pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the voting results of the business transacted at the Annual General Meeting (AGM) in the format prescribed in **Annexure I**.

We are also enclosing herewith, the Consolidated Scrutinizer's Report on remote e-voting and voting through ballot paper at the AGM in **Annexure II**.

Thanking you,

Yours faithfully,
For Bharat Forge Limited


Tejaswini Chaudhari
Company Secretary



Encl.: As above



KALYANI
GROUP COMPANY

BHARAT FORGE LIMITED

Format for Voting Results

Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Annexure I

Date of the AGM/EGM	13/08/2019		
Total number of shareholders on record date	152155		
No. of shareholders present in the meeting either in person or through proxy:			
Promoters and Promoter Group:	17		
Public:	98		
No. of Shareholders attended the meeting through Video Conferencing			
Promoters and Promoter Group:	0		
Public:	0		

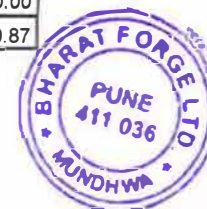
Agenda-wise disclosure (to be disclosed separately for each agenda item)

Resolution No. 1	(Ordinary)	Adoption of audited standalone and consolidated Financial Statements of the Company for the FY ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	$[3]=([2]/[1])*100$	[4]	[5]	$[6]=([4]/[2])*100$	$[7]=([5]/[2])*100$
Promoter and Promoter Group	E-Voting		200090630	93.91	200090630	0	100.00	0.00
	Poll		12134030	5.70	12134030	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total	213062340	212224660	99.61	212224660	0	100.00	0.00
Public - Institutions	E-Voting		77375858	50.62	77375858	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	152844589	77375858	50.62	77375858	0	100.00	0.00
Public - Non Institutions	E-Voting		10039604	10.07	10039592	12	100.00	0.00
	Poll		49346	0.05	49346	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total	99681733	10091290	10.12	10091278	12	100.00	0.00
Total		465588632	299689468	64.37	299689456	12	100.00	0.00



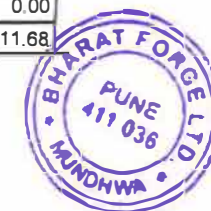
Resolution No. 2	(Ordinary)	To confirm the payment of an interim dividend and to declare a final dividend on Equity Shares for the Financial Year 2018-19.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		200090630	93.91	200090630	0	100.00	0.00
	Poll		12134030	5.70	12134030	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total	213062340	212224660	99.61	212224660	0	100.00	0.00
Public - Institutions	E-Voting		77724556	50.85	77724556	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	152844589	77724556	50.85	77724556	0	100.00	0.00
Public - Non Institutions	E-Voting		10077178	10.11	10077165	13	100.00	0.00
	Poll		49346	0.05	49346	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total	99681703	10126524	10.16	10126511	13	100.00	0.00
Total		465588632	300075740	64.45	300075727	13	100.00	0.00

Resolution No. 3	(Ordinary)	To appoint a Director in the place of Mr. B. P. Kalyani (DIN: 00267202), who retires by rotation and being eligible, offers himself for re-appointment.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		200090630	93.91	200090630	0	100.00	0.00
	Poll		12134030	5.70	12134030	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total	213062340	212224660	99.61	212224660	0	100.00	0.00
Public - Institutions	E-Voting		77724556	50.85	75116517	2608039	96.64	3.36
	Poll							
	Postal Ballot (if applicable)							
	Total	152844589	77724556	50.85	75116517	2608039	96.64	3.36
Public - Non Institutions	E-Voting		10076584	10.11	10076256	328	100.00	0.00
	Poll		49346	0.05	49346	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total	99681703	10125930	10.16	10125602	328	100.00	0.00
Total		465588632	300075146	64.45	297466779	2608367	99.13	0.87



Resolution No. 4	(Ordinary)	To appoint a Director in the place of Mr. Kishore Saletore (DIN: 01705850), who retires by rotation and being eligible, offers himself for re-appointment.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-In favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		200090630	93.91	200090630	0	100.00	0.00
	Poll		12134030	5.70	12134030	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total	213062340	212224660	99.61	212224660	0	100.00	0.00
Public - Institutions	E-Voting		77724556	50.85	75129438	2595118	96.66	3.34
	Poll							
	Postal Ballot (if applicable)							
	Total	152844589	77724556	50.85	75129438	2595118	96.66	3.34
Public - Non Institutions	E-Voting		10075684	10.11	10075319	365	100.00	0.00
	Poll		49346	0.05	49346	0	100.00	0.00
	Postal Bailot (if applicable)							
	Total	99681703	10125030	10.16	10124665	365	100.00	0.00
Total		465588632	300074246	64.45	297478763	2595483	99.14	0.86

Resolution No. 5	(Ordinary)	Re-appointment of Mr. Amit Kalyani (DIN: 00089430) as a Whole Time Director and designate him as the Deputy Managing Director of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-In favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		200090630	93.91	200090630	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	213062340	200090630	93.91	200090630	0	100.00	0.00
Public - Institutions	E-Voting		77724556	50.85	44095687	33628869	56.73	43.27
	Poll							
	Postal Ballot (if applicable)							
	Total	152844589	77724556	50.85	44095687	33628869	56.73	43.27
Public - Non Institutions	E-Voting		10076584	10.11	10076172	412	100.00	0.00
	Poll		49346	0.05	49346	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total	99681703	10125930	10.16	10125518	412	100.00	0.00
Total		465588632	287941116	61.84	254311835	33629281	88.32	11.68



Resolution No. 6	(Special)	Re-appointment of Mr. S. M. Thakore (DIN: 00031788) as an Independent Director of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		200090630	93.91	200090630	0	100.00	0.00
	Poll		12134030	5.70	12134030	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total	213062340	212224660	99.61	212224660	0	100.00	0.00
Public - Institutions	E-Voting		61377162	40.16	50603903	10773259	82.45	17.55
	Poll							
	Postal Ballot (if applicable)							
	Total	152844589	61377162	40.16	50603903	10773259	82.45	17.55
Public - Non Institutions	E-Voting		9876313	9.91	9789552	86761	99.12	0.88
	Poll		49346	0.05	49346	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total	99681703	9925659	9.96	9838898	86761	99.13	0.87
Total		465588632	283527481	60.90	272667461	10860020	96.17	3.83

Resolution No. 7	(Special)	Re-appointment of Mr. P. G. Pawar (DIN: 00018985) as an Independent Director of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		200090630	93.91	200090630	0	100.00	0.00
	Poll		12134030	5.70	12134030	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total	213062340	212224660	99.61	212224660	0	100.00	0.00
Public - Institutions	E-Voting		61377162	40.16	51258917	10118245	83.51	16.49
	Poll							
	Postal Ballot (if applicable)							
	Total	152844589	61377162	40.16	51258917	10118245	83.51	16.49
Public - Non Institutions	E-Voting		9875973	9.91	9789182	86791	99.12	0.88
	Poll		49346	0.05	49346	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total	99681703	9925319	9.96	9838528	86791	99.13	0.87
Total		465588632	283527141	60.90	273322105	10205036	96.40	3.60



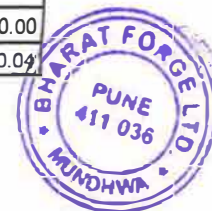
Resolution No. 8	(Special)	Re-appointment of Mrs. Lalita D. Gupte (DIN: 00043559) as an Independent Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		200090630	93.91	200090630	0	100.00	0.00
	Poll		12134030	5.70	12134030	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total	213062340	212224660	99.61	212224660	0	100.00	0.00
Public - Institutions	E-Voting		61117555	39.99	52922560	8194995	86.59	13.41
	Poll							
	Postal Ballot (if applicable)							
	Total	152844589	61117555	39.99	52922560	8194995	86.59	13.41
Public - Non Institutions	E-Voting		9875948	9.91	9789257	86691	99.12	0.88
	Poll		49346	0.05	49346	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total	99681703	9925294	9.96	9838603	86691	99.13	0.87
Total		465588632	283267509	60.84	274985823	8281686	97.08	2.92

Resolution No. 9	(Special)	Re-appointment of Mr. P. H. Ravikumar (DIN: 00280010) as an Independent Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		200090630	93.91	200090630	0	100.00	0.00
	Poll		12134030	5.70	12134030	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total	213062340	212224660	99.61	212224660	0	100.00	0.00
Public - Institutions	E-Voting		61117555	39.99	49299333	11818222	80.66	19.34
	Poll							
	Postal Ballot (if applicable)							
	Total	152844589	61117555	39.99	49299333	11818222	80.66	19.34
Public - Non Institutions	E-Voting		9875973	9.91	9789274	86699	99.12	0.88
	Poll		49346	0.05	49346	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total	99681703	9925319	9.96	9838620	86699	99.13	0.87
Total		465588632	283267534	60.84	271362613	11904921	95.80	4.20



Resolution No. 10	(Special)	Re-appointment of Mr. Vimal Bhandari (DIN: 00001318) as an Independent Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-In favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		200090630	93.91	200090630	0	100.00	0.00
	Poll		12134030	5.70	12134030	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total	213062340	212224660	99.61	212224660	0	100.00	0.00
Public - Institutions	E-Voting		61377162	40.16	60907897	469265	99.24	0.76
	Poll							
	Postal Ballot (if applicable)							
	Total	152844589	61377162	40.16	60907897	469265	99.24	0.76
Public - Non Institutions	E-Voting		10069244	10.10	10068662	582	99.99	0.01
	Poll		49346	0.05	49346	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total	99681703	10118590	10.15	10118008	582	99.99	0.01
Total		465588632	283720412	60.94	283250565	469847	99.83	0.17

Resolution No. 11	(Ordinary)	Appointment of Mr. Dipak Mane (DIN: 01215889) as an Independent Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-In favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		200090630	93.91	200090630	0	100.00	0.00
	Poll		12134030	5.70	12134030	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total	213062340	212224660	99.61	212224660	0	100.00	0.00
Public - Institutions	E-Voting		77724556	50.85	77604504	120052	99.85	0.15
	Poll							
	Postal Ballot (if applicable)							
	Total	152844589	77724556	50.85	77604504	120052	99.85	0.15
Public - Non Institutions	E-Voting		10076009	10.11	10075599	410	100.00	0.00
	Poll		49346	0.05	49346	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total	99681703	10125355	10.16	10124945	410	100.00	0.00
Total		465588632	300074571	64.45	299954109	120462	99.96	0.04



Resolution No. 12	(Ordinary)	Appointment of Mr. Murali Sivaraman (DIN: 01461231) as an Independent Director of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-In favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		200090630	93.91	200090630	0	100.00	0.00
	Poll		12134030	5.70	12134030	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total	213062340	212224660	99.61	212224660	0	100.00	0.00
Public - Institutions	E-Voting		77724556	50.85	77604504	120052	99.85	0.15
	Poll							
	Postal Ballot (if applicable)							
	Total	152844589	77724556	50.85	77604504	120052	99.85	0.15
Public - Non Institutions	E-Voting		10076224	10.11	10054484	21740	99.78	0.22
	Poll		49346	0.05	49346	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total	99681703	10125570	10.16	10103830	21740	99.79	0.21
Total		465588632	300074786	64.45	299932994	141792	99.95	0.05

Resolution No. 13	(Ordinary)	Ratification of remuneration of the Cost Auditors.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-In favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		200090630	93.91	200090630	0	100.00	0.00
	Poll		12134030	5.70	12134030	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total	213062340	212224660	99.61	212224660	0	100.00	0.00
Public - Institutions	E-Voting		77724556	50.85	77724556	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	152844589	77724556	50.85	77724556	0	100.00	0.00
Public - Non Institutions	E-Voting		10076534	10.11	10076369	165	100.00	0.00
	Poll		49346	0.05	49346	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total	99681703	10125880	10.16	10125715	165	100.00	0.00
Total		465588632	300075096	64.45	300074931	165	100.00	0.00



Resolution No. 14	(Ordinary)	Payment of Commission to Non Whole Time Directors of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-In favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		200090630	93.91	200090630	0	100.00	0.00
	Poll		12134030	5.70	12134030	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total	213062340	212224660	99.61	212224660	0	100.00	0.00
Public - Institutions	E-Voting		77724556	50.85	77599588	124968	99.84	0.16
	Poll							
	Postal Ballot (if applicable)							
	Total	152844589	77724556	50.85	77599588	124968	99.84	0.16
Public - Non Institutions	E-Voting		10075714	10.11	10073620	2094	99.98	0.02
	Poll		49346	0.05	49252	94	99.81	0.19
	Postal Ballot (if applicable)							
	Total	99681703	10125060	10.16	10122872	2188	99.98	0.02
Total		465588632	300074276	64.45	299947120	127156	99.96	0.04

Resolution No. 15	(Ordinary)	Approval of Related Party Transactions with Saarloha Advanced Materials Private Limited.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-In favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total	213062340						
Public - Institutions	E-Voting		77532412	50.73	45791811	31740601	59.06	40.94
	Poll							
	Postal Ballot (if applicable)							
	Total	152844589	77532412	50.73	45791811	31740601	59.06	40.94
Public - Non Institutions	E-Voting		10068284	10.10	10067689	595	99.99	0.01
	Poll		49346	0.05	49346	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total	99681703	10117630	10.15	10117035	595	99.99	0.01
Total		465588632	87650042	18.83	55908846	31741196	63.79	36.21



Scrutinizer's Report

**[Pursuant to Section 108 of the Companies Act, 2013 and 20(4) (xii) of the Companies
(Management and Administration) Rules, 2014 (Amendments Rules 2015)]**

To,
The Chairman,

58th Annual General Meeting of the Equity shareholders of **Bharat Forge Limited** held on Tuesday,
August 13, 2019 at 10:30 a.m. at Mundhwa, Pune Cantonment, Pune - 411 036.

Dear Sir,

I, S. V. Deulkar, Partner, SVD & Associates, Company Secretaries, have been appointed as scrutinizer by the Board of Directors of Bharat Forge Limited ("the Company") for the purpose of scrutinizing the e-voting process and voting by poll at the meeting pursuant to Section 108 of the provisions of Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendments Rules 2015) in a fair and transparent manner in respect of the below mentioned resolutions proposed, at the 58th Annual General Meeting of the Equity shareholders of the Company held on Tuesday, August 13, 2019 at 10:30 a.m. at Mundhwa, Pune Cantonment, Pune - 411036. I submit my report as under:



1. The compliance with the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting through electronic voting system (by remote e-voting) and voting by poll by the shareholders on the resolutions proposed in the Notice of the 58th AGM of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process through electronic voting system and by poll at the AGM are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against if any, to the Chairman, on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depositories Limited (NSDL) and report on poll at the meeting.
2. In accordance with the notice of the 58th AGM sent to the shareholders on July 18, 2019 and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules 2014 (Amendment Rules 2015) on July 19 2019, the remote e-voting period remained open from Saturday, August 10, 2019 (9.00 a.m.) to Monday, August 12, 2019 at (5.00 p.m.).



3. The shareholders holding shares as on the "cut off" date i.e. Tuesday, August 6, 2019 were entitled to vote on the proposed resolutions (item nos. 1 to 15 as set out in the Notice of the 58th AGM of the Company).
4. The votes on e-voting were unblocked on Tuesday, August 13, 2019 at around 11.30 am after conclusion of the AGM in the presence of two witnesses Sneha Kulkarni residing at Bibwewdi , pune- 411037 and Sumedha Kawade residing at Wakad, Pune -411057 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "for" and "Against", were downloaded from the e-voting website of National Securities Depository Limited (URL: <https://www.evoting.nsdl.com/>) and the same are being handed over to the Chairman.

Witnesses:

1. Name: Sneha Kulkarni
2. Name: Sumedha Kawade

Signature: 
Signature: 

5. After declaration of voting by poll by the Chairman at the AGM, an empty ballot box was kept for polling and the same was locked in my presence. The locked ballot box was subsequently used for voting by poll and then opened in my 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. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
6. The total votes cast in favour of or against all the resolutions proposed in the Notice of the AGM are as under :
 - a) **Ordinary Resolution No. 1** – To consider and adopt the Audited Standalone and Consolidated Financial Statement for the Financial Year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of or against the resolution:

Particulars	Remote e-voting	Voting at AGM by Poll	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	*420	*75	495	-
Number of votes cast by them	287506080	12183376	299689456	99.999996%
(ii) Voted against				
Number of members voted	1	0	1	-
Number of votes cast by them	12	0	12	0.000004%
(iii) Total				
Total number of members voted	421	75	496	-
Total number of votes cast by them	287506092	12183376	299689468	100%



(ii) Not voted/Invalid votes:

Particulars	Remote e-voting	Voting at AGM by Poll	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	*#^88	*2	90
Total Number of shares involved	48011850	38	48011888

*2 shareholders partially voted for 38 shares by poll

*4 shareholders partially voted for 342906 shares by e-voting

5 shareholders have not voted for 386282 shares by e-voting

^votes casted by 79 shareholders by e-voting for 47282662 shares are considered invalid

- b) **Ordinary Resolution No. 2** – To confirm the payment of an interim dividend and to declare a final dividend on Equity Shares for the financial year 2018-19.

(i) Voted in favour of or against the resolution:

Particulars	Remote e-voting	Voting at AGM by Poll	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	*423	*75	498	-
Number of votes cast by them	287892351	12183376	300075727	99.999996%
(ii) Voted against				
Number of members voted	2	0	2	-
Number of votes cast by them	13	0	13	0.000004%
(iii) Total				
Total number of members voted	425	75	500	-
Total number of votes cast by them	287892364	12183376	300075740	100%

(ii) Not voted/Invalid votes:

Particulars	Remote e-voting	Voting at AGM by Poll	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	*#^84	*2	86
Total Number of shares involved	47625578	38	47625616



- *2 shareholders partially voted for 38 shares by poll
- *4 shareholders partially voted for 342906 shares by e-voting
- # 1 shareholders has not voted for 10 shares by e-voting
- ^votes casted by 79 shareholders by e-voting for 47282662 shares are considered invalid

c) **Ordinary Resolution No. 3** – To appoint a Director in the place of Mr. B. P. Kalyani (DIN: 00267202), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of or against the resolution:

Particulars	Remote e-voting	Voting at AGM by Poll	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	*407	*75	482	-
Number of votes cast by them	285283403	12183376	297466779	99.130762%
(ii) Voted against				
Number of members voted	16	0	16	-
Number of votes cast by them	2608367	0	2608367	0.869238%
(iii) Total				
Total number of members voted	423	75	498	-
Total number of votes cast by them	287891770	12183376	300075146	100%

(ii) Not voted/Invalid votes:

Particulars	Remote e-voting	Voting at AGM by Poll	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	*#^86	*2	88
Total Number of shares involved	47626172	38	47626210

- * 2 shareholders partially voted for 38 shares by poll
- *4 shareholders partially voted for 342906 shares by e-voting
- # 3 shareholders have not voted for 604 shares by e-voting
- ^votes casted by 79 shareholders by e-voting for 47282662 shares are considered invalid



- d) **Ordinary Resolution No. 4 – To appoint a Director in the place of Mr. Kishore Saletore (DIN: 01705850), who retires by rotation and being eligible, offers himself for re-appointment.**

(i) Voted in favour of or against the resolution:

Particulars	Remote e-voting	Voting at AGM by Poll	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	*404	*75	479	-
Number of votes cast by them	285295387	12183376	297478763	99.135053%
(ii) Voted against				
Number of members voted	18	0	18	-
Number of votes cast by them	2595483	0	2595483	0.864947%
(iii) Total				
Total number of members voted	422	75	497	-
Total number of votes cast by them	287890870	12183376	300074246	100%

(ii) Not voted/Invalid votes:

Particulars	Remote e-voting	Voting at AGM by Poll	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	*#^87	*2	89
Total Number of shares involved	47627072	38	47627110

*2 shareholders partially voted for 38 shares by poll

*4 shareholders partially voted for 342906 shares by e-voting

4 shareholders have not voted for 1504 shares by e-voting

^votes casted by 79 shareholders by e-voting for 47282662 shares are considered invalid



- e) **Ordinary Resolution No. 5** – Re-appointment of Mr. Amit Kalyani (DIN: 00089430) as a Whole Time Director and designate him as the Deputy Managing Director of the Company.

(i) Voted in favour of or against the resolution:

Particulars	Remote e-voting	Voting at AGM by Poll	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	247	*40	287	-
Number of votes cast by them	254262489	49346	254311835	88.320778%
(ii) Voted against				
Number of members voted	*176	0	176	-
Number of votes cast by them	33629281	0	33629281	11.679222%
(iii) Total				
Total number of members voted	423	40	463	-
Total number of votes cast by them	287891770	49346	287941116	100%

(ii) Not voted/Invalid votes:

Particulars	Remote e-voting	Voting at AGM by Poll	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	*#^86	*#37	123
Total Number of shares involved	47626172	12134068	59760240

*2 shareholders partially voted for 38 shares by poll

*4 shareholders partially voted for 342906 shares by e-voting

35 shareholders not voted for 12134030 shares by poll

3 shareholders have not voted for 604 shares by e-voting

^votes casted by 79 shareholders by e-voting for 47282662 shares are considered invalid



- f) **Special Resolution No. 6** – Re-appointment of Mr. S. M. Thakore (DIN: 00031788) as an Independent Director of the Company.

(i) Voted in favour of or against the resolution:

Particulars	Remote e-voting	Voting at AGM by Poll	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	*335	*75	410	-
Number of votes cast by them	260484085	12183376	272667461	96.169676%
(ii) Voted against				
Number of members voted	76	0	76	-
Number of votes cast by them	10860020	0	10860020	3.830324%
(iii) Total				
Total number of members voted	411	75	486	-
Total number of votes cast by them	271344105	12183376	283527481	100%

(ii) Not voted/Invalid votes:

Particulars	Remote e-voting	Voting at AGM by Poll	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	*#^98	*2	100
Total Number of shares involved	64173837	38	64173875

*2 shareholders partially voted for 38 shares by poll

*4 shareholders partially voted for 342906 shares by e-voting

15 shareholders have not voted for 16548269 shares by e-voting

^votes casted by 79 shareholders by e-voting for 47282662 shares are considered invalid

- g) **Special Resolution No. 7** – Re-appointment of Mr. P. G. Pawar (DIN: 00018985) as an Independent Director of the Company.

(i) Voted in favour of or against the resolution:

Particulars	Remote e-voting	Voting at AGM by Poll	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	*347	*75	422	-
Number of votes cast by them	261138729	12183376	273322105	96.400685%



(ii) Voted against				
Number of members voted	63	0	63	-
Number of votes cast by them	10205036	0	10205036	3.599315%
(iii) Total				
Total number of members voted	410	75	485	-
Total number of votes cast by them	271343765	12183376	283527141	100%

(ii) Not voted/Invalid votes:

Particulars	Remote e-voting	Voting at AGM by Poll	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	*#^99	*2	101
Total Number of shares involved	64174177	38	64174215

*2 shareholders partially voted for 38 shares by poll

*4 shareholders partially voted for 342906 shares by e-voting

16 shareholders have not voted for 16548609 shares by e-voting

^votes casted by 79 shareholders by e-voting for 47282662 shares are considered invalid

- h) **Special Resolution No. 8** – Re-appointment of Mrs. Lalita D. Gupte (DIN: 00043559) as an Independent Director of the Company.

(i) Voted in favour of or against the resolution:

Particulars	Remote e-voting	Voting at AGM by Poll	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	*341	*75	416	-
Number of votes cast by them	262802447	12183376	274985823	97.076373%
(ii) Voted against				
Number of members voted	*69	0	69	-
Number of votes cast by them	8281686	0	8281686	2.923627%
(iii) Total				
Total number of members voted	410	75	485	-
Total number of votes cast by them	271084133	12183376	283267509	100%



(ii) Not voted/Invalid votes:

Particulars	Remote e-voting	Voting at AGM by Poll	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	*#^100	*2	102
Total Number of shares involved	64433809	38	64433847

*2 shareholders partially voted for 38 shares by poll

*4 shareholders partially voted for 602513 shares by e-voting

17 shareholders have not voted for 16548634 shares by e-voting

^votes casted by 79 shareholders by e-voting for 47282662 shares are considered invalid

i) **Special Resolution No. 9 – Re-appointment of Mr. P. H. Ravikumar (DIN: 00280010) as an Independent Director of the Company.**

(i) Voted in favour of or against the resolution:

Particulars	Remote e-voting	Voting at AGM by Poll	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	*330	*75	405	-
Number of votes cast by them	259179237	12183376	271362613	95.797287%
(ii) Voted against				
Number of members voted	*81	0	81	-
Number of votes cast by them	11904921	0	11904921	4.202713%
(iii) Total				
Total number of members voted	411	75	486	-
Total number of votes cast by them	271084158	12183376	283267534	100%

(ii) Not voted/Invalid votes:

Particulars	Remote e-voting	Voting at AGM by Poll	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	*#^99	*2	101
Total Number of shares involved	64433784	38	64433822



- *2 shareholders partially voted for 38 shares by poll
- *4 shareholders partially voted for 602513 shares by e-voting
- # 16 shareholders have not voted for 16548609 shares by e-voting
- ^votes casted by 79 shareholders by e-voting for 47282662 shares are considered invalid

j) Special Resolution No. 10 – Re-appointment of Mr. Vimal Bhandari (DIN: 00001318) as an Independent Director of the Company.

(i) Voted in favour of or against the resolution:

Particulars	Remote e-voting	Voting at AGM by Poll	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	*394	*75	469	-
Number of votes cast by them	271067189	12183376	283250565	99.834398%
(ii) Voted against				
Number of members voted	17	0	17	-
Number of votes cast by them	469847	0	469847	0.165602%
(iii) Total				
Total number of members voted	411	75	486	-
Total number of votes cast by them	271537036	12183376	283720412	100%

(ii) Not voted/Invalid votes:

Particulars	Remote e-voting	Voting at AGM by Poll	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	*#^98	*2	100
Total Number of shares involved	63980906	38	63980944

- *2 shareholders partially voted for 38 shares by poll
- *4 shareholders partially voted for 342906 shares by e-voting
- # 15 shareholders have not voted for 16355338 shares by e-voting
- ^votes casted by 79 shareholders by e-voting for 47282662 shares are considered invalid



- k) **Ordinary Resolution No. 11** – Appointment of Mr. Dipak Mane (DIN: 01215889) as an Independent Director of the Company.

(i) Voted in favour of or against the resolution:

Particulars	Remote e-voting	Voting at AGM by Poll	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	*408	*75	483	-
Number of votes cast by them	287770733	12183376	299954109	99.959856%
(ii) Voted against				
Number of members voted	13	0	13	-
Number of votes cast by them	120462	0	120462	0.040144%
(iii) Total				
Total number of members voted	421	75	496	-
Total number of votes cast by them	287891195	12183376	300074571	100%

(ii) Not voted/Invalid votes:

Particulars	Remote e-voting	Voting at AGM by Poll	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	*#^88	*2	90
Total Number of shares involved	47626747	38	47626785

*2 shareholders partially voted for 38 shares by poll

*4 shareholders partially voted for 342906 shares by e-voting

5 shareholders have not voted for 1179 shares by e-voting

^votes casted by 79 shareholders by e-voting for 47282662 shares are considered invalid

- l) **Ordinary Resolution No. 12** – Appointment of Mr. Murali Sivaraman (DIN: 01461231) as an Independent Director of the Company.

(i) Voted in favour of or against the resolution:

Particulars	Remote e-voting	Voting at AGM by Poll	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	*406	*75	481	-
Number of votes cast by them	287749618	12183376	299932994	99.952748%



(ii) Voted against				
Number of members voted	15	0	15	-
Number of votes cast by them	141792	0	141792	0.047252%
(iii) Total				
Total number of members voted	421	75	496	-
Total number of votes cast by them	287891410	12183376	300074786	100%

(ii) Not voted/Invalid votes:

Particulars	Remote e-voting	Voting at AGM by Poll	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	*#^88	*2	90
Total Number of shares involved	47626532	38	47626570

*2 shareholders partially voted for 38 shares by poll

*4 shareholders partially voted for 342906 shares by e-voting

5 shareholders have not voted for 964 shares by e-voting

^votes casted by 79 shareholders by e-voting for 47282662 shares are considered invalid

m) Ordinary Resolution No. 13 – Ratification of remuneration of the Cost Auditors.

(i) Voted in favour of or against the resolution:

Particulars	Remote e-voting	Voting at AGM by Poll	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	*414	*75	489	-
Number of votes cast by them	287891555	12183376	300074931	99.999945%
(ii) Voted against				
Number of members voted	8	0	8	-
Number of votes cast by them	165	0	165	0.000055%
(iii) Total				
Total number of members voted	422	75	497	-
Total number of votes cast by them	287891720	12183376	300075096	100%



(ii) Not voted/Invalid votes:

Particulars	Remote e-voting	Voting at AGM by Poll	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	*#^87	*2	89
Total Number of shares involved	47626222	38	47626260

*2 shareholders partially voted for 38 shares by poll

*4 shareholders partially voted for 342906 shares by e-voting

4 shareholders have not voted for 654 shares by e-voting

^votes casted by 79 shareholders by e-voting for 47282662 shares are considered invalid

n) Ordinary Resolution No. 14 – Payment of Commission to Non Whole Time Directors of the Company.

(i) Voted in favour of or against the resolution:

Particulars	Remote e-voting	Voting at AGM by Poll	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	*397	*74	471	-
Number of votes cast by them	287763838	12183282	299947120	99.957625%
(ii) Voted against				
Number of members voted	24	1	25	-
Number of votes cast by them	127062	94	127156	0.042375%
(iii) Total				
Total number of members voted	421	75	496	-
Total number of votes cast by them	287890900	12183376	300074276	100%

(ii) Not voted/Invalid votes:

Particulars	Remote e-voting	Voting at AGM by Poll	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	*#^88	*2	90
Total Number of shares involved	47627042	38	47627080



- *2 shareholders partially voted for 38 shares by poll
- *4 shareholders partially voted for 342906 shares by e-voting
- # 5 shareholders have not voted for 1474 shares by e-voting
- ^votes casted by 79 shareholders by e-voting for 47282662 shares are considered invalid

o) Ordinary Resolution No. 15 – Approval of Related Party Transactions with Saarloha Advanced Materials Private Limited.

(i) Voted in favour of or against the resolution:

Particulars	Remote e-voting	Voting at AGM by Poll	Total	% of total number of valid votes cast
(i) Voted in Favour				
Number of members voted	244	*40	284	-
Number of votes cast by them	55859500	49346	55908846	63.786445%
(ii) Voted against				
Number of members voted	*169	0	169	-
Number of votes cast by them	31741196	0	31741196	36.213555%
(iii) Total				
Total number of members voted	413	40	453	-
Total number of votes cast by them	87600696	49346	87650042	100%

(ii) Not voted/Invalid votes:

Particulars	Remote e-voting	Voting at AGM by Poll	Total
Total number of members who have not voted/ partially voted/ whose votes were declared invalid	*#^96	*#37	133
Total Number of shares involved	247917246	12134068	260051314

- *2 shareholders partially voted for 38 shares by poll
- *4 shareholders partially voted for 342906 shares by e-voting
- # 35 shareholders not voted for 12134030 shares by poll
- # 14 shareholders have not voted for 200319966 shares by e-voting
- ^votes casted by 78 shareholders by e-voting for 47254374 shares are considered invalid



Accordingly, Resolution Nos. 1 to 15 have been passed by requisite majority as per the aforesaid Notice of the Annual General Meeting of the Company.

8. All electronic data and relevant records relating to voting shall remain in my safe custody until the Chairman considers, approves, signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thanking you.

Yours faithfully,

For SVD and Associates



S. V. Deulkar
Partner

FCS No. 1321

C. P. No. 965



Place: Pune

Date: 14th August, 2019