



**भारत हेवी इलेक्ट्रिकल्स लिमिटेड**  
**Bharat Heavy Electricals Limited**

FROM: RAJEEV KALRA, COMPANY SECRETARY,  
BHEL HOUSE, SIRI FORT, NEW DELHI – 110049

TO:

1. BSE LIMITED, MUMBAI  
(Through BSE Listing Centre)
2. NATIONAL STOCK EXCHANGE OF INDIA LTD., MUMBAI  
(Through NEAPS)

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**Sub: Proceedings of the 55<sup>th</sup> Annual General Meeting and  
Disclosure of Voting Results thereof**

The 55<sup>th</sup> Annual General Meeting (AGM) of Bharat Heavy Electricals Limited (BHEL) was held on Thursday, 19<sup>th</sup> September, 2019 at 10.00 AM at Manekshaw Centre, Parade Road, Khyber Lines, Delhi Cantt., Delhi. In terms of Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the proceeding of the 55<sup>th</sup> AGM of BHEL are enclosed as **Annexure-I**. Further, pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the details regarding voting results in the specified format are enclosed at **Annexure-II**.

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No. AA/SCY/SEs  
Date: 19.09.2019

(Rajeev Kalra)  
Company Secretary  
shareholderquery@bhel.in

**Proceedings of the 55<sup>th</sup> Annual General Meeting of**  
**Bharat Heavy Electricals Limited**

The 55<sup>th</sup> Annual General Meeting (AGM) of Bharat Heavy Electricals Limited (BHEL) was held on Thursday, 19<sup>th</sup> September, 2019 at 10.00 AM at Manekshaw Centre, Parade Road, Khyber Lines, Delhi Cantt., Delhi. Pursuant to Article 47 of the Articles of Association, Dr. Nalin Shinghal, being the Chairman of the Board took the chair and conducted the proceedings of the meeting except for item no. 12 during which Shri Subodh Gupta, Director (Finance) presided as Chairman of the Meeting. The requisite quorum being present, Chairman called the meeting to order. The Chairman delivered his speech.

Chairman informed the shareholders that Shri Sachin Agarwal of M/s Agarwal S. & Associates, Practicing Company Secretaries had been appointed by the Board to act as a Scrutinizer to scrutinize the remote e-voting as well as voting through ballot paper at the time of the AGM.

Chairman further informed that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facility to its shareholders, through M/s Karvy Fintech Private Limited, in respect of businesses to be transacted at the AGM. The remote e-voting commenced at 9 A.M. on Sunday, 15<sup>th</sup> September 2019 and ended at 5 P.M. on Wednesday, 18<sup>th</sup> September, 2019.

Chairman apprised that for those shareholders who could not exercise their vote through remote e-voting, the facility for voting through ballot paper has been provided at the meeting.

Company Secretary then read out all the 12 resolutions proposed to be passed at the meeting. Dr. Nalin Shinghal as Chairman explained the objectives & implications of each resolution for item nos. 1-11 to the shareholders while Shri Subodh Gupta as Chairman explained the objectives & implications of resolution for item no. 12. Chairman answered all the queries raised by the shareholders. Thereafter, ballot boxes were sealed by the Scrutinizer and voting through ballot paper was completed.

Chairman mentioned that the Consolidated Scrutinizer's Report shall be uploaded on the website of the Company as well as website of M/s Karvy Fintech Private Limited.

The following items as per the notice of the meeting were transacted at the AGM:

**Ordinary Business**

1. Adoption of Financial Statements of the Company for the Financial year ended 31<sup>st</sup> March, 2019 together with the Directors' Report and Auditors' Report thereon

2. Declaration of Dividend for the financial year 2018-19
3. Re-appointment of Shri Subodh Gupta (DIN: 08113460), who retires by rotation
4. Re-appointment of Shri S. Balakrishnan (DIN: 07804784), who retires by rotation
5. Authorize the Board of Directors to fix the remuneration of the Auditors for the year 2019-20

#### Special Business

6. Ratification of Remuneration of Cost Auditors for financial year 2019-20
7. Appointment of Shri R. Swaminathan (DIN: 01811819) as Director for second term
8. Appointment of Shri Manoj Kumar Varma (DIN: 08308714) as Director
9. Appointment of Shri Rajesh Sharma (DIN: 01586332) as Director
10. Appointment of Shri Kamalesh Das (DIN: 08376769) as Director
11. Appointment of Shri Amit Varadan (DIN: 08401348) as Director
12. Appointment of Dr. Nalin Shinghal (DIN: 01176857) as Director

The Consolidated Scrutinizer's Report (enclosed) regarding voting results (through e-voting as well as ballot papers at AGM) was received and accordingly all the resolutions as set out in the notice were declared as passed with requisite majority.



**CONSOLIDATED SCRUTINIZER'S REPORT**

**(Pursuant to Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act 2013 read with Rule 20 & 21 of the Companies (Management & Administration) Rules, 2014)**

To,  
The Chairman  
55<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
Bharat Heavy Electricals Limited  
held on Thursday, the 19<sup>th</sup> September, 2019 at 10:00 A.M.

Reg.: 55<sup>th</sup> Annual General Meeting of the members of Bharat Heavy Electricals Limited held on Thursday, the 19<sup>th</sup> Day of September, 2019 at Manekshaw Centre, Parade Road, Khyber Lines, Delhi Cantt., New Delhi – 110010.

Sub: Consolidated Scrutinizer's Report on remote e-voting and poll process conducted pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 108 of Companies Act 2013 ("the Act") read with Rule 20 & 21 of Companies (Management & Administration) Rules, 2014 and amendments thereto from time to time.

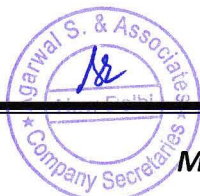
Dear Sir,

I, Sachin Agarwal, Partner, Agarwal S. & Associates, Company Secretaries, was appointed as the Scrutinizer by the Board of Directors of **Bharat Heavy Electricals Limited** ("the Company") for the purpose of scrutinizing the remote e-voting process and physical poll process by the Shareholders at the AGM on item Nos. 1 to 12 mentioned in the notice dated 9<sup>th</sup> August, 2019 for the 55<sup>th</sup> Annual General Meeting of the Company held on Thursday, the 19<sup>th</sup> Day of September, 2019.

The shareholders of the Company holding shares as on the "Cut-Off" date i.e. 12<sup>th</sup> September, 2019 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 12 in the notice convening 55<sup>th</sup> Annual General Meeting of the Company.

The Company had appointed **M/s Karvy Fintech Private Limited** for providing the facility of remote e-voting to the shareholders of the Company. The voting period for remote e-voting commenced on Sunday, September 15, 2019 at 9.00 a.m. and ended on Wednesday, September 18, 2019 at 5.00 p.m. and the remote e-voting platform was blocked thereafter.

Shareholders who did not exercise their voting rights through remote e-voting were entitled to vote at the Annual General Meeting through ballot paper. Accordingly, the Company had issued ballot



papers to the shareholders who attended the Meeting. After the declaration of poll by the Chairman, the Ballot boxes kept for the purpose of voting through ballots were locked in my presence.

After the closure of the voting at Annual General Meeting, the Ballot boxes were unlocked in my presence and the ballot papers were reconciled with the records maintained by the Company and RTA.

After the conclusion of the meeting, the votes cast through remote e-voting were unblocked by me on 19<sup>th</sup> September, 2019 in the presence of Ms. Karishma Singh and Mr. Uttam Dutta, who are not in employment of the Company.

(Ms. Karishma Singh)

(Mr. Uttam Dutta)

I have scrutinized the consolidated voting in a fair & transparent manner based on the system generated reports from the **M/s Karvy Fintech Private Limited's** remote evoting platform and the polling papers verified by RTA.

I hereby annex the Consolidated Voting results pursuant to Rule 20 of the Companies (Management & Administration) Rules, 2014 and amendments thereto, on all the resolutions contained in the notice of the aforesaid Annual General Meeting.

All electronic data and all other relevant records relating to remote e-voting and poll process shall remain in the safe custody of the scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the scrutinizer shall hand over the register and other related papers to the Company.

Thanking You,

Yours Faithfully,

For **Agarwal S. & Associates,**  
Company Secretaries,

**CS Sachin Agarwal**  
**Scrutinizer**  
**FCS 5774**  
**CP 5910**



Date: 19.09.2019  
Place: New Delhi

### Consolidated Results

Item No.	1
Subject Matter of resolution	Adoption of Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Directors' Report and Auditors' Report thereon.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	473	3180555480	8	2716	481	3180558196	100.00
Dissent	12	1860	0	0	12	1860	0.00
Abstain	11	6124823	0	0	11	6124823	

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 1** of the Notice dated **August 09, 2019** has been passed with requisite majority.

For Agarwal S. & Associates  
Company Secretaries



CS Sachin Agarwal  
Scrutinizer  
FCS 5774  
CP 5910



Date: 19.09.2019  
Place: New Delhi

### Consolidated Results

Item No.	2
Subject Matter of resolution	Declaration of Dividend for the financial year 2018-19.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	478	3182430069	8	2716	486	3182432785	100.00
Dissent	8	1781	0	0	8	1781	0.00
Abstain	9	4250313	0	0	9	4250313	

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 2** of the Notice dated **August 09, 2019** has been passed with **requisite majority**.

For Agarwal S. & Associates  
Company Secretaries



CS Sachin Agarwal  
Scrutinizer  
FCS 5774  
CP 5910



Date: 19.09.2019  
Place: New Delhi

### Consolidated Results

Item No.	3
Subject Matter of resolution	Re-appointment of Shri Subodh Gupta (DIN: 08113460), who retires by rotation.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	370	3070221863	8	2716	378	3070224579	97.88
Dissent	111	66564610	0	0	111	66564610	2.12
Abstain	15	37489418	0	0	15	37489418	

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 3** of the Notice dated **August 09, 2019** has been passed with **requisite majority**.

For Agarwal S. & Associates  
Company Secretaries



CS Sachin Agarwal  
Scrutinizer  
FCS 5774  
CP 5910



Date: 19.09.2019  
Place: New Delhi

### Consolidated Results

Item No.	4
Subject Matter of resolution	Re-appointment of Shri S. Balakrishnan (DIN: 07804784), who retires by rotation.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	360	3063007562	8	2716	368	3063010278	97.65
Dissent	120	73778909	0	0	120	73778909	2.35
Abstain	15	37489418	0	0	15	37489418	

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 4** of the Notice dated **August 09, 2019** has been passed with **requisite majority**.

For Agarwal S. & Associates  
Company Secretaries



CS Sachin Agarwal  
Scrutinizer  
FCS 5774  
CP 5910



Date: 19.09.2019  
Place: New Delhi

### Consolidated Results

Item No.	5
Subject Matter of resolution	Authorize the Board of Directors to fix the remuneration of the Auditors for the year 2019-20.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	444	3172036156	8	2716	452	3172038872	99.67
Dissent	43	10395694	0	0	43	10395694	0.33
Abstain	9	4250313	0	0	9	4250313	

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 5** of the Notice dated **August 09, 2019** has been passed with **requisite majority**.

For Agarwal S. & Associates  
Company Secretaries



CS Sachin Agarwal  
Scrutinizer  
FCS 5774  
CP 5910



Date: 19.09.2019  
Place: New Delhi

### Consolidated Results

Item No.	6
Subject Matter of resolution	Ratification of Remuneration of Cost Auditors for financial year 2019-20 .
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	458	3182423071	8	2716	466	3182425787	100.00
Dissent	29	8779	0	0	29	8779	0.00
Abstain	9	4250313	0	0	9	4250313	

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 6** of the Notice dated **August 09, 2019** has been passed with **requisite majority**.

For Agarwal S. & Associates  
Company Secretaries



CS Sachin Agarwal  
Scrutinizer  
FCS 5774  
CP 5910



Date: 19.09.2019  
Place: New Delhi

### Consolidated Results

Item No.	7
Subject Matter of resolution	Appointment of Shri R. Swaminathan (DIN: 01811819) as Director for second term.
Type of Resolution	Special

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	432	3169656247	8	2716	440	3169658963	99.60
Dissent	52	12775577	0	0	52	12775577	0.40
Abstain	11	4250338	0	0	11	4250338	

Based on the aforesaid results, I report that the **Special Resolution** as contained in the **Item No. 7** of the Notice dated **August 09, 2019** has been passed with **requisite majority**.

For Agarwal S. & Associates  
Company Secretaries



CS Sachin Agarwal  
Scrutinizer  
FCS 5774  
CP 5910



Date: 19.09.2019  
Place: New Delhi

### Consolidated Results

Item No.	8
Subject Matter of resolution	Appointment of Shri Manoj Kumar Varma (DIN: 08308714) as Director.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	378	3070319143	8	2716	386	3070321859	97.88
Dissent	103	66467330	0	0	103	66467330	2.12
Abstain	15	37489418	0	0	15	37489418	

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 8** of the Notice dated **August 09, 2019** has been passed with **requisite majority**.

For Agarwal S. & Associates  
Company Secretaries



CS Sachin Agarwal  
Scrutinizer  
FCS 5774  
CP 5910



Date: 19.09.2019  
Place: New Delhi

### Consolidated Results

Item No.	9
Subject Matter of resolution	Appointment of Shri Rajesh Sharma (DIN: 01586332) as Director.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	453	3182419605	8	2716	461	3182422321	100.00
Dissent	31	12216	0	0	31	12216	0.00
Abstain	12	4250342	0	0	12	4250342	

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 9** of the Notice dated **August 09, 2019** has been passed with **requisite majority**.

**For Agarwal S. & Associates**  
Company Secretaries



**CS Sachin Agarwal**  
Scrutinizer  
FCS 5774  
CP 5910



Date: 19.09.2019  
Place: New Delhi

### Consolidated Results

Item No.	10
Subject Matter of resolution	Appointment of Shri Kamalesh Das (DIN: 08376769) as Director.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	377	3070317491	8	2716	385	3070320207	97.88
Dissent	104	66468982	0	0	104	66468982	2.12
Abstain	15	37489418	0	0	15	37489418	

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 10** of the Notice dated **August 09, 2019** has been passed with **requisite majority**.

For Agarwal S. & Associates  
Company Secretaries



CS Sachin Agarwal  
Scrutinizer  
FCS 5774  
CP 5910



Date: 19.09.2019  
Place: New Delhi

### Consolidated Results

Item No.	11
Subject Matter of resolution	Appointment of Shri Amit Varadan (DIN: 08401348) as Director.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	354	3056527970	8	2716	362	3056530686	97.44
Dissent	128	80258502	0	0	128	80258502	2.56
Abstain	15	37489418	0	0	15	37489418	

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 10** of the Notice dated **August 09, 2019** has been passed with **requisite majority**.

For Agarwal S. & Associates  
Company Secretaries



CS Sachin Agarwal  
Scrutinizer  
FCS 5774  
CP 5910



Date: 19.09.2019  
Place: New Delhi

### Consolidated Results

Item No.	12
Subject Matter of resolution	Appointment of Dr. Nalin Shinghal (DIN: 01176857) as Director.
Type of Resolution	Ordinary

Particulars	Remote e-votes		Voting at AGM		Total		Percentage %
	Number	Votes	Number	Votes	Number	Votes	
Assent	430	3168154839	8	2716	438	3168157555	99.55
Dissent	54	14276981	0	0	54	14276981	0.45
Abstain	12	4250342	0	0	12	4250342	

Based on the aforesaid results, I report that the **Ordinary Resolution** as contained in the **Item No. 10** of the Notice dated **August 09, 2019** has been passed with **requisite majority**.

For Agarwal S. & Associates  
Company Secretaries



CS Sachin Agarwal  
Scrutinizer  
FCS 5774  
CP 5910



Date: 19.09.2019  
Place: New Delhi

**Voting Results of the 55<sup>th</sup> Annual General Meeting of  
Bharat Heavy Electricals Limited**

Date of Annual General Meeting :	19 <sup>th</sup> September, 2019
Total Number of Shareholders on Record Date:	5,13,207
No. of Shareholders present in the meeting either in person or through proxy:	Promoters and promoter Group: 1 {President of India through Shri Amit Varadan, Joint Secretary-DHI)  Public: 1,772
No. of Shareholders attended the meeting through Video Conferencing :	Nil

**AGENDA-WISE DISCLOSURE**

**Resolution No. 1: Adoption of Financial Statements of the Company for the Financial year ended 31<sup>st</sup> March, 2019 together with the Directors' Report and Auditors' Report thereon**

Resolution required:			Ordinary					
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	2199650402	2199650402	100	2199650402	0	100	0
	Poll		0	0	0	0	0	0
	Total	2199650402	2199650402	100	2199650402	0	100	0
Public-Institutions	E-Voting	1063643357	975623272	91.72	975623272	0	100	0
	Poll		0	0.00	0.00	0	0	0
	Total	1063643357	975623272	91.72	975623272	0	100	0
Public-Non Institutions	E-Voting	218769596	5283666	2.42	5281806	1860	99.96	0.04
	Poll		2716	0.00	2716	0	100	0
	Total	218769596	5286382	2.42	5284522	1860	99.96	0.04
Total		3482063355	3180560056	91.34	3180558196	1860	100	0

## Resolution No. 2: Declaration of Dividend for the financial year 2018-19

Resolution required:			Ordinary					
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	2199650402	2199650402	100	2199650402	0	100	0
	Poll		0	0	0	0	0	0
	Total		2199650402	100	2199650402	0	100	0
Public-Institutions	E-Voting	1063643357	977497778	91.90	977497778	0	100	0
	Poll		0	0	0	0	0	0
	Total		977497778	91.90	977497778	0	100	0
Public-Non Institutions	E-Voting	218769596	5283670	2.42	5281889	1781	99.97	0.03
	Poll		2716	0	2716	0	100	0
	Total		5286386	2.42	5284605	1781	99.97	0.03
Total		3482063355	3182434566	91.40	3182432785	1781	100	0

## Resolution No. 3: Re-appointment of Shri Subodh Gupta (DIN: 08113460), who retires by rotation

Resolution required:			Ordinary					
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	2199650402	2199650402	100	2199650402	0	100	0
	Poll		0	0	0	0	0	0
	Total		2199650402	100	2199650402	0	100	0
Public-Institutions	E-Voting	1063643357	931852426	87.61	865304143	66548283	92.86	7.14
	Poll		0	0	0	0	0	0
	Total		931852426	87.61	865304143	66548283	92.86	7.14
Public-Non Institutions	E-Voting	218769596	5283645	2.42	5267318	16327	99.69	0.31
	Poll		2716	0	2716	0	100	0
	Total		5286361	2.42	5270034	16327	99.69	0.31
Total		3482063355	3136789189	90.08	3070224579	66564610	97.88	2.12

**Resolution No. 4: Re-appointment of Shri S. Balakrishnan (DIN: 07804784), who retires by rotation**

Resolution required:			Ordinary					
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	2199650402	2199650402	100	2199650402	0	100	0
	Poll		0	0	0	0	0	0
	Total		2199650402	100	2199650402	0	100	0
Public-Institutions	E-Voting	1063643357	931852426	87.61	858088601	73763825	92.08	7.92
	Poll		0	0	0	0	0	0
	Total		931852426	87.61	858088601	73763825	92.08	7.92
Public-Non Institutions	E-Voting	218769596	5283643	2.42	5268559	15084	99.71	0.29
	Poll		2716	0	2716	0	100	0
	Total		5286359	2.42	5271275	15084	99.71	0.29
Total		3482063355	3136789187	90.08	3063010278	73778909	97.65	2.35

**Resolution No. 5: Authorize the Board of Directors to fix the remuneration of the Auditors for the year 2019-20**

Resolution required:			Ordinary					
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	2199650402	2199650402	100	2199650402	0	100	0
	Poll		0	0	0	0	0	0
	Total		2199650402	100	2199650402	0	100	0
Public-Institutions	E-Voting	1063643357	977497778	91.90	967114418	10383360	98.94	1.06
	Poll		0	0	0	0	0	0
	Total		977497778	91.90	967114418	10383360	98.94	1.06
Public-Non Institutions	E-Voting	218769596	5283670	2.42	5271336	12334	99.77	0.23
	Poll		2716	0	2716	0	100	0
	Total		5286386	2.42	5274052	12334	99.77	0.23
Total		3482063355	3182434566	91.40	3172038872	10395694	99.67	0.33

**Resolution No. 6: Ratification of Remuneration of Cost Auditors for financial year 2019-20**

Resolution required:			Ordinary					
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	2199650402	2199650402	100	2199650402	0	100	0
	Poll		0	0	0	0	0	0
	Total		2199650402	100	2199650402	0	100	0
Public-Institutions	E-Voting	1063643357	977497778	91.90	977497778	0	100	0
	Poll		0	0	0	0	0	0
	Total		977497778	91.90	977497778	0	100	0
Public-Non Institutions	E-Voting	218769596	5283670	2.42	5274891	8779	99.83	0.17
	Poll		2716	0	2716	0	100	0
	Total		5286386	2.42	5277607	8779	99.83	0.17
Total		3482063355	3182434566	91.40	3182425787	8779	100	0

**Resolution No. 7: Appointment of Shri R. Swaminathan (DIN: 01811819) as Director for second term**

Resolution required:			Special					
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	2199650402	2199650402	100	2199650402	0	100	0
	Poll		0	0	0	0	0	0
	Total		2199650402	100	2199650402	0	100	0
Public-Institutions	E-Voting	1063643357	977497778	91.90	964736653	12761125	98.69	1.31
	Poll		0	0	0	0	0	0
	Total		977497778	91.90	964736653	12761125	98.69	1.31
Public-Non Institutions	E-Voting	218769596	5283644	2.42	5269192	14452	99.73	0.27
	Poll		2716	0	2716	0	100	0
	Total		5286360	2.42	5271908	14452	99.73	0.27
Total		3482063355	3182434540	91.40	3169658963	12775577	99.60	0.40

**Resolution No. 8: Appointment of Shri Manoj Kumar Varma (DIN: 08308714) as Director**

Resolution required:			Ordinary					
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	2199650402	2199650402	100	2199650402	0	100	0
	Poll		0	0	0	0	0	0
	Total		2199650402	100	2199650402	0	100	0
Public-Institutions	E-Voting	1063643357	931852426	87.61	865396426	66456000	92.87	7.13
	Poll		0	0	0	0	0	0
	Total		931852426	87.61	865396426	66456000	92.87	7.13
Public-Non Institutions	E-Voting	218769596	5283645	2.42	5272315	11330	99.79	0.21
	Poll		2716	0	2716	0	100	0
	Total		5286361	2.42	5275031	11330	99.79	0.21
Total		3482063355	3136789189	90.08	3070321859	66467330	97.88	2.12

**Resolution No. 9: Appointment of Shri Rajesh Sharma (DIN: 01586332) as Director**

Resolution required:			Ordinary					
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	2199650402	2199650402	100	2199650402	0	100	0
	Poll		0	0	0	0	0	0
	Total		2199650402	100	2199650402	0	100	0
Public-Institutions	E-Voting	1063643357	977497778	91.90	977497778	0	100	0
	Poll		0	0	0	0	0	0
	Total		977497778	91.90	977497778	0	100	0
Public-Non Institutions	E-Voting	218769596	5283641	2.42	5271425	12216	99.77	0.23
	Poll		2716	0	2716	0	100	0
	Total		5286357	2.42	5274141	12216	99.77	0.23
Total		3482063355	3182434537	91.40	3182422321	12216	100	0

**Resolution No. 10: Appointment of Shri Kamalesh Das (DIN: 08376769) as Director**

Resolution required:			Ordinary					
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	2199650402	2199650402	100	2199650402	0	100	0
	Poll		0	0	0	0	0	0
	Total		2199650402	100	2199650402	0	100	0
Public-Institutions	E-Voting	1063643357	931852426	87.61	865396426	66456000	92.87	7.13
	Poll		0	0	0	0	0	0
	Total		931852426	87.61	865396426	66456000	92.87	7.13
Public-Non Institutions	E-Voting	218769596	5283645	2.42	5270663	12982	99.75	0.25
	Poll		2716	0	2716	0	100	0
	Total		5286361	2.42	5273379	12982	99.75	0.25
Total		3482063355	3136789189	90.08	3070320207	66468982	97.88	2.12

**Resolution No. 11: Appointment of Shri Amit Varadan (DIN: 08401348) as Director**

Resolution required:			Ordinary					
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	2199650402	2199650402	100	2199650402	0	100	0
	Poll		0	0	0	0	0	0
	Total		2199650402	100	2199650402	0	100	0
Public-Institutions	E-Voting	1063643357	931852426	87.61	851606893	80245533	91.39	8.61
	Poll		0	0	0	0	0	0
	Total		931852426	87.61	851606893	80245533	91.39	8.61
Public-Non Institutions	E-Voting	218769596	5283644	2.42	5270675	12969	99.75	0.25
	Poll		2716	0	2716	0	100	0
	Total		5286360	2.42	5273391	12969	99.75	0.25
Total		3482063355	3136789188	90.08	3056530686	80258502	97.44	2.56

**Resolution No. 12: Appointment of Dr. Nalin Shinghal (DIN: 01176857) as Director**

Resolution required:			Ordinary					
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	2199650402	2199650402	100	2199650402	0	100	0
	Poll		0	0	0	0	0	0
	Total	2199650402	2199650402	100	2199650402	0	100	0
Public-Institutions	E-Voting	1063643357	977497778	91.90	963233534	14264244	98.54	1.46
	Poll		0	0	0	0	0	0
	Total	1063643357	977497778	91.90	963233534	14264244	98.54	1.46
Public-Non Institutions	E-Voting	218769596	5283640	2.42	5270903	12737	99.76	0.24
	Poll		2716	0	2716	0	100	0
	Total	218769596	5286356	2.42	5273619	12737	99.76	0.24
Total		3482063355	3182434536	91.40	3168157555	14276981	99.55	0.45