

कॉन/ एफ ए सचिव /AGM 2019/108/Vol-VII/

दिनांक 28.08.2019

- 1) Bombay Stock Exchange Limited, (Through Listing Centre)  
Floor 25, Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001
- 2) National Stock Exchange of India Ltd. (Through Neaps)  
Exchange Plaza, 5th Floor, Plot No. C/1,  
G Block, Bandra-Kurla Complex,  
Bandra (E), Mumbai-400 051
- 3) National Securities Depository Ltd., Mumbai; (Through email) and
- 4) Central Securities Depository Ltd., Mumbai (Through email).

Dear Sir/Madam,

**Sub: 31<sup>st</sup> Annual General Meeting of CONCOR held on 27<sup>th</sup> August, 2019 -  
Proceedings/Results of AGM along with Scrutinizer's report**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014, as amended from time to time, the Company had provided remote e-voting facility to the Members entitled to cast their vote at the Annual General Meeting. The remote e-voting facility was provided from 9:00 a.m. on 23<sup>rd</sup> August, 2019 to 5:00 p.m. on 26<sup>th</sup> August, 2019 with cut-off date for determining shareholders entitled for voting as 20<sup>th</sup> August, 2019. The Company had also provided voting facility for all the Resolutions at the AGM held on 27<sup>th</sup> August, 2019.

Shri Rakesh Kumar of M/s R K & Associates, practicing Company Secretary was appointed by the Company as Scrutinizer and Ms. Pragnya Parimita Pradhan of M/s Pragnya Pradhan & Associates was appointed as alternate scrutinizer for remote e-voting as well as voting through electronic means at the AGM. The scrutinizer has submitted their consolidated report to the Chairman & Managing Director of CONCOR.

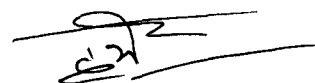


The proceedings of 31<sup>st</sup> Annual General Meeting in terms of Regulation 30, consolidated voting results in terms of Regulation 44 of the SEBI (LODR) Regulations and the consolidated report of the Scrutinizer dated 28<sup>th</sup> August, 2019 are enclosed with this letter. Based on the consolidated report of the Scrutinizer, all Resolutions as set out in the Notice of 31<sup>st</sup> Annual General Meeting of the Company have been duly approved by the Shareholders with requisite majority.

This is for your kind information & record.

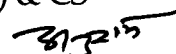
Thanking you,

Yours faithfully,  
for **Container Corporation of India Limited**



(Harish Chandra)

Executive Director (Finance) & CS



Encl:

- 1) Proceeding of 31<sup>st</sup> AGM,
- 2) Consolidated Voting Result; and
- 3) Consolidated Scrutinizer Report.

**SUMMARY OF PROCEEDINGS OF THE 31<sup>st</sup> ANNUAL GENERAL MEETING  
OF CONTAINER CORPORATION OF INDIA LIMITED (CONCOR) HELD ON  
27<sup>TH</sup> AUGUST, 2019**

The 31<sup>st</sup> Annual General Meeting (AGM) of CONCOR (the Company) was held at Auditorium, National Rail Museum, Nyaya Marg, Near Bhutan Embassy, Chankyapuri, New Delhi - 110021 on Tuesday, 27<sup>th</sup> August, 2019 at 16.00 hours.

In terms of Articles of Association of CONCOR, the meeting was chaired by Shri V. Kalyana Rama, Chairman and Managing Director of the Company. The requisite quorum (including the nominee of President of India) being present, he called the meeting to order.

The Chairman then gave an overview of the operational and financial performance of the company for the financial year ended 31<sup>st</sup> March, 2019 and its future outlook and plans. The Notice, Auditors' reports, C&AG comments and other documents in annual report with the permission of the members present were taken as read. The qualification in the Auditors' report & Secretarial Auditors report were read alongwith the management reply thereon.

It was informed that the Company had provided Members with a facility to cast their votes electronically on the electronic voting platform of National Securities Depository Limited (NSDL), on all the resolutions set forth in the AGM Notice from 09.00 hrs. of 23.08.2019 to 17.00 hrs. of 26.08.2019. It was also informed that the members present at the AGM and who had not cast their votes electronically could cast their votes through electronic means at the meeting. Shri Rakesh Kumar of M/s R K & Associates was appointed as Scrutinizer and Ms. Pragnya Parimita Pradhan, of M/s Pragnya Pradhan & Associates was appointed as alternate scrutinizer for the purpose of scrutinizing the remote e-voting process and voting through electronic means at the AGM in a fair and transparent manner and ascertaining the results thereof.

Thereafter, the following items of the business as per the Notice of the 31<sup>st</sup> AGM dated 31.07.2019 were transacted at the meeting:

S.No.	Item of Business	Resolution considered
1.	Adoption of audited Annual Financial Statements (Standalone and Consolidated) of the Company for the year ended 31 <sup>st</sup> March, 2019 including Balance sheet as at 31 <sup>st</sup> March 2019, the Statement of Profit & Loss for the year ended on that date and Reports of Directors & Auditors thereon.	Ordinary Resolution

2.	Declaration of final dividend of Rs.8.55 per share of Rs.5 each on equity shares for the financial year ended 31 <sup>st</sup> March, 2019.	Ordinary Resolution
3.	Re-appointment of Shri V. Kalyana Rama, Chairman and Managing Director (DIN: 07201556), who retires by rotation.	Ordinary Resolution
4.	Re-appointment of Shri Sanjay Bajpai, Director (Government Nominee) (DIN: 07549036), who retires by rotation.	Ordinary Resolution
5.	To take note of appointment of M/s. Arun K. Agarwal & Associates, Chartered Accountants as Statutory Auditors for FY 2018-19 & fixing auditors remuneration.	Ordinary Resolution
6.	Appointment of Shri Manoj Kumar Dubey [DIN: 07518387], as Director (Finance) & CFO of the Company.	Ordinary Resolution
7.	Appointment of Shri Jayasankar M. K. [DIN: 08523769], as Independent Director of the company.	Ordinary Resolution
8.	Re-appointment of Shri Kamlesh Shivji Vikamsey [DIN: 00059620], as Independent Director of the Company.	Special Resolution
9.	Re-appointment of Shri Sanjeev S. Shah [DIN: 00323163], as Independent Director of the Company.	Special Resolution

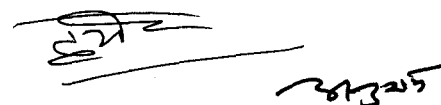
The Chairman gave members the opportunity to ask questions or seek clarifications, if any. Thereafter he responded to such queries/clarifications sought by members.

It was announced in the meeting that the voting results for the aforesaid resolutions would be declared within 48 (forty eight) hours of the conclusion of AGM on receipt of the Scrutinizer's Report and that the Results/Scrutinizer's Report will be placed on the Company's website and also forwarded to NSDL (e-Voting agency) and the Stock Exchanges in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

The meeting concluded at 17:35 hrs.

On the basis of the scrutinizer's report, all the resolutions as set out in the notice of 31<sup>st</sup> AGM have been duly passed with requisite majority.

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Date of AGM	27-Aug-19
Total No. of shareholders as on Record Date (20/08/2019)	63915
No of shareholders present in the meeting either in person or through proxy:	164
Promoters and Promoters Group	1
Public	163
No of shareholders attended the meeting through Video Conferencing	Facility was not provided
Promoters and Promoters Group	
Public	

## Detail of the Agenda:

Item No. 1	To receive, consider and adopt the Financial Statements (Standalone and Consolidated) of the Company for the year ended 31st March, 2019, including Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss for the year ended on that date and the Reports of Board of Directors and Auditors thereon.							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
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	333884975	333884975	100.00	333884975	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	333884975	333884975	100.0000	333884975		100.0000	0.0000
Public - Institutional holders	E-Voting	242277068	204212731	84.2889	199929504	4283227	97.9026	2.0974
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	242277068	204212731	84.2889	199929504	4283227	97.9026	2.0974
Public - Non Institutional holders *	E-Voting	33132305	5165743	15.5913	5165743	0	100.0000	0.0000
	Poll		4446	0.0134	4446	0	100.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	33132305	5170189	15.6047	5170189	0	100.0000	0.0000
G-TOTAL		609294348	543267895	89.1635	538984668	4283227	99.2116	0.7884

\* Includes 2792 shares transferred to IEPFAuthority which have no voting rights.



Item No. 2	To declare final dividend on equity shares for the financial year ended 31st March, 2019.							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
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	333884975	333884975	100.00	333884975	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	333884975	333884975	100.0000	333884975		100.0000	0.0000
Public - Institutional holders	E-Voting	242277068	207018703	85.4471	207018703	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	242277068	207018703	85.4471	207018703	0	100.0000	0.0000
Public - Non Institutional holders *	E-Voting	33132305	5170501	15.6056	5170501	0	100.0000	0.0000
	Poll		4446	0.0134	4446	0	100.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	33132305	5174947	15.6190	5174947	0	100.0000	0.0000
G-TOTAL		609294348	546078625	89.6248	546078625	0	100.0000	0.0000

\* Includes 2792 shares transferred to IEPFAuthority which have no voting rights.





Item No. 3	To appoint a Director in place of Shri V Kalyana Rama, Chairman and Managing Director(DIN:07201556) , who retires by rotation and being eligible, offers himself for reappointment.							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
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	333884975	333884975	100.00	333884975	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	333884975	333884975	100.0000	333884975		100.0000	0.0000
Public - Institutional holders	E-Voting	242277068	203967090	84.1875	174017985	29949105	85.3167	14.6833
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	242277068	203967090	84.1875	174017985	29949105	85.3167	14.6833
Public - Non Institutional holders *	E-Voting	33132305	5170446	15.6055	5131236	39210	99.2417	0.7583
	Poll		4446	0.0134	4379	67	98.4930	1.5070
	Postal Ballot (if Any)							
	TOTAL	33132305	5174892	15.6189	5135615	39277	99.2410	0.7590
G-TOTAL		609294348	543026957	89.1239	513038575	29988382	94.4776	5.5224

\* Includes 2792 shares transferred to IEPFAuthority which have no voting rights.



Item No. 4	To appoint a Director in place of Shri Sanjay Bajpai, Director (Government Nominee) (DIN: 07549036), who retires by rotation and being eligible, offers himself for reappointment.							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
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	333884975	333884975	100.00	333884975	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	333884975	333884975	100.0000	333884975		100.0000	0.0000
Public - Institutional holders	E-Voting	242277068	198450756	81.9107	77417479	121033277	39.0109	60.9891
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	242277068	198450756	81.9107	77417479	121033277	39.0109	60.9891
Public - Non Institutional holders *	E-Voting	33132305	5165350	15.5901	5164736	614	99.9881	0.0119
	Poll		4446	0.0134	4379	67	98.4930	1.5070
	Postal Ballot (if Any)							
	TOTAL	33132305	5169796	15.6035	5169115	681	99.9868	0.0132
G-TOTAL		609294348	537505527	88.2177	416471569	121033958	77.4823	22.5177

\* Includes 2792 shares transferred to IEPFAuthority which have no voting rights.





Item No. 5	To take note of the appointment of M/s. Arun K. Agarwal & Associates, Chartered Accountants, New Delhi as Statutory Auditors of the Company and fix Auditors remuneration.							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
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	333884975	333884975	100.00	333884975	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	333884975	333884975	100.0000	333884975		100.0000	0.0000
Public - Institutional holders	E-Voting	242277068	207018703	85.4471	194676939	12341764	94.0383	5.9617
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	242277068	207018703	85.4471	194676939	12341764	94.0383	5.9617
Public - Non Institutional holders *	E-Voting	33132305	5170496	15.6056	5170422	74	99.9986	0.0014
	Poll		4446	0.0134	4446	0	100.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	33132305	5174942	15.6190	5174868	74	99.9986	0.0014
G-TOTAL		609294348	546078620	89.6248	533736782	12341838	97.7399	2.2601

\* Includes 2792 shares transferred to IEPFAuthority which have no voting rights.



Item No. 6	Appointment of Shri Manoj Kumar Dubey, Director (Finance) & CFO [DIN: 07518387] of CONCOR.							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
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	333884975	333884975	100.00	333884975	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	333884975	333884975	100.0000	333884975		100.0000	0.0000
Public - Institutional holders	E-Voting	242277068	207018703	85.4471	198664788	8353915	95.9647	4.0353
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	242277068	207018703	85.4471	198664788	8353915	95.9647	4.0353
Public - Non Institutional holders *	E-Voting	33132305	5170496	15.6056	5170022	474	99.9908	0.0092
	Poll		4446	0.0134	4446	0	100.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	33132305	5174942	15.6190	5174468	474	99.9908	0.0092
G-TOTAL		609294348	546078620	89.6248	537724231	8354389	98.4701	1.5299

\* Includes 2792 shares transferred to IEPFAuthority which have no voting rights.





Item No. 7	Appointment of Shri Jayasankar M K , Independent Director [DIN: 08523769] of CONCOR.							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
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	333884975	333884975	100.00	333884975	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	333884975	333884975	100.0000	333884975		100.0000	0.0000
Public - Institutional holders	E-Voting	242277068	198450756	81.9107	194050021	4400735	97.7825	2.2175
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	242277068	198450756	81.9107	194050021	4400735	97.7825	2.2175
Public - Non Institutional holders *	E-Voting	33132305	5170496	15.6056	5113986	56510	98.9071	1.0929
	Poll		4446	0.0134	4379	67	98.4930	1.5070
	Postal Ballot (if Any)							
	TOTAL	33132305	5174942	15.6190	5118365	56577	98.9067	1.0933
G-TOTAL		609294348	537510673	88.2186	533053361	4457312	99.1707	0.8293

\* Includes 2792 shares transferred to IEPFAuthority which have no voting rights.



Item No. 8	Re-appointment of Shri Kamlesh Shivji Vikamsey, Independent Director [DIN: 00059620] of CONCOR.							
Resolution required: (Ordinary/ Special)	Special							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
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	333884975	333884975	100.00	333884975	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	333884975	333884975	100.0000	333884975		100.0000	0.0000
Public - Institutional holders	E-Voting	242277068	198450756	81.9107	129873058	68577698	65.4435	34.5565
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	242277068	198450756	81.9107	129873058	68577698	65.4435	34.5565
Public - Non Institutional holders *	E-Voting	33132305	5170496	15.6056	5114487	56009	98.9168	1.0832
	Poll		4446	0.0134	4446	0	100.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	33132305	5174942	15.6190	5118933	56009	98.9177	1.0823
G-TOTAL		609294348	537510673	88.2186	468876966	68633707	87.2312	12.7688

\* Includes 2792 shares transferred to IEPFAuthority which have no voting rights.





Item No. 9	Re-appointment of Shri Sanjeev S Shah, Independent Director [DIN: 00323163] of CONCOR.							
Resolution required: (Ordinary/ Special)	Special							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
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	333884975	333884975	100.00	333884975	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	333884975	333884975	100.0000	333884975		100.0000	0.0000
Public - Institutional holders	E-Voting	242277068	198450756	81.9107	194423352	4027404	97.9706	2.0294
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if Any)							
	TOTAL	242277068	198450756	81.9107	194423352	4027404	97.9706	2.0294
Public - Non Institutional holders *	E-Voting	33132305	5170496	15.6056	5114407	56089	98.9152	1.0848
	Poll		4446	0.0134	4379	67	98.4930	1.5070
	Postal Ballot (if Any)							
	TOTAL	33132305	5174942	15.6190	5118786	56156	98.9148	1.0852
G-TOTAL		609294348	537510673	88.2186	533427113	4083560	99.2403	0.7597

\* Includes 2792 shares transferred to IEPFAuthority which have no voting rights.



**Consolidated Scrutinizer's Report on remote e-voting & voting through electronic voting system at AGM**

To,  
The Chairman  
Of the 31<sup>st</sup> Annual General Meeting of  
CONTAINER CORPORATION OF INDIA LIMITED  
C-3, CONCOR Bhawan, Mathura Road,  
Opp. Apollo Hospital, New Delhi-110076.



**Sub : Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015 carried out during the period starting from Friday 23.08.2019 (9:00 A.M.) to Monday 26.08.2019 (5:00 P.M.) and voting through electronic voting system at the 31<sup>st</sup> Annual General Meeting of 'Container Corporation of India Limited' held on Tuesday, August 27, 2019 at 04.00 p.m. at Auditorium, National Rail Museum, Nyay Marg, Chanakyapuri, New Delhi-110021.**

Dear Sir,

I, Rakesh Kumar, of R K & Associates, Practicing Company Secretaries, was appointed as the Scrutinizer by the Board of Directors of Container Corporation of India 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 scrutinize the remote e-voting process in fair and transparent manner in respect of the below mentioned resolutions

proposed at the 31<sup>st</sup> Annual General Meeting (AGM) of The company "Container Corporation of India Limited" on Tuesday, August 27, 2019 at 04.00 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on August 27, 2019.

The notice dated July 31, 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 proposed at the AGM of the Company.

The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) 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 August 20, 2019 were entitled to vote on the resolutions as contained in the Notice of the 31<sup>st</sup> AGM. The voting period for remote e-voting commenced on Friday, August 23, 2019 at 9.00 a.m. (IST) and ended on Monday, August 26, 2019 at 5.00 p.m. (IST) and the NSDL 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 NSDL e-voting system.

Witness 1



Name: Parul Nakra

Membership No. A26434

Add: GH-1/1<sup>st</sup> Floor, Archana Apartment,

Paschim vihar, New Delhi – 110064

Witness 2

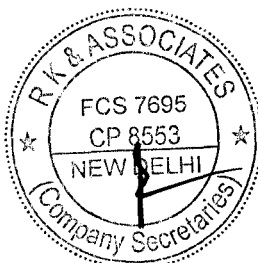


Name: Ranjan Kumar Jha

Membership No. FCS 8342

Add: C-65, LGF, Malviya Nagar

New Delhi - 110017



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.

**I. Resolution Number-1 Adoption of the Annual Financial Statements (Standalone & Consolidated) for the year ended on 31.03.2019 (Ordinary Resolution)**

**(a) VOTED IN FAVOUR OF THE RESOLUTION:**

Mode of Voting	No. of Members present and voted (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
Remote e-voting	635	538980222	99.2108
Voting at AGM venue	24	4446	0.0008
<b>Total</b>	<b>659</b>	<b>538984668</b>	<b>99.2116</b>

**(b) VOTED AGAINST THE RESOLUTION:**

Mode of Voting	No. of Members present and voted (in person or by proxy )	Number of votes Cast by them	% of total number of Valid Votes Cast
Remote e-voting	22	4283227	0.7884
Voting at AGM venue	0	0	0
<b>Total</b>	<b>22</b>	<b>4283227</b>	<b>0.7884</b>

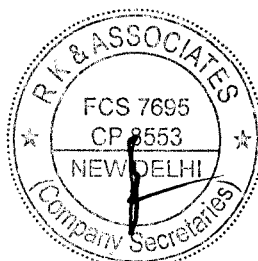
**II. Resolution Number-2 Declaration of Final Dividend for the year ended on 31.03.2019 (Ordinary Resolution)**

**(a) VOTED IN FAVOUR OF THE RESOLUTION:**

Mode of Voting	No. of Members present and voted (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
Remote e-voting	667	546074179	99.9992
Voting at AGM venue	24	4446	0.0008
<b>Total</b>	<b>691</b>	<b>546078625</b>	<b>100.0000</b>

**(b) VOTED AGAINST THE RESOLUTION:**

Mode of Voting	No. of Members present and voted (in person or by proxy )	Number of votes Cast by them	% of total number of Valid Votes Cast
Remote e-voting	0	0	0
Voting at AGM venue	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>





**III. Resolution Number-3 Reappointment of Shri V. Kalyana Rama, Chairman and Managing Director (Ordinary Resolution)**

**(a) VOTED IN FAVOUR OF THE RESOLUTION:**

Mode of Voting	No. of Members present and voted (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
Remote e-voting	620	513034196	94.4768
Voting at AGM venue	23	4379	0.0008
<b>Total</b>	<b>643</b>	<b>513038575</b>	<b>94.4776</b>

**(b) VOTED AGAINST THE RESOLUTION:**

Mode of Voting	No. of Members present and voted (in person or by proxy )	Number of votes Cast by them	% of total number of Valid Votes Cast
Remote e-voting	45	29988315	5.5224
Voting at AGM venue	1	67	0.0000
<b>Total</b>	<b>46</b>	<b>29988382</b>	<b>5.5224</b>

**IV. Resolution Number-4 Reappointment of Shri Sanjay Bajpai, Director (Government Nominee) (Ordinary Resolution)**

**(a) VOTED IN FAVOUR OF THE RESOLUTION:**

Mode of Voting	No. of Members present and voted (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
Remote e-voting	330	416467190	77.4815
Voting at AGM venue	23	4379	0.0008
<b>Total</b>	<b>353</b>	<b>416471569</b>	<b>77.4823</b>

**(b) VOTED AGAINST THE RESOLUTION:**

Mode of Voting	No. of Members present and voted (in person or by proxy )	Number of votes Cast by them	% of total number of Valid Votes Cast
Remote e-voting	325	121033891	22.5177
Voting at AGM venue	1	67	0.0000
<b>Total</b>	<b>326</b>	<b>121033958</b>	<b>22.5177</b>

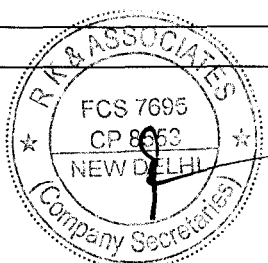
**V. Resolution Number-5 To take note of appointment of Statutory Auditors and authorisation for Auditors remuneration (Ordinary Resolution)**

**(a) VOTED IN FAVOUR OF THE RESOLUTION:**

Mode of Voting	No. of Members present and voted (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
Remote e-voting	620	533732336	97.7391
Voting at AGM venue	24	4446	0.0008
<b>Total</b>	<b>644</b>	<b>533736782</b>	<b>97.7399</b>

**(b) VOTED AGAINST THE RESOLUTION:**

Mode of Voting	No. of Members present and voted (in person or by proxy )	Number of votes Cast by them	% of total number of Valid Votes Cast
Remote e-voting	48	12341838	2.2601
Voting at AGM venue	0	0	0
<b>Total</b>	<b>48</b>	<b>12341838</b>	<b>2.2601</b>



**VI. Resolution Number-6 Appointment of Shri Manoj Kumar Dubey, as Director (Finance) & CFO (Ordinary Resolution)**

**(a) VOTED IN FAVOUR OF THE RESOLUTION:**

Mode of Voting	No. of Members present and voted (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
Remote e-voting	634	537719785	98.4693
Voting at AGM venue	24	4446	0.0008
Total	658	537724231	98.4701

**(b) VOTED AGAINST THE RESOLUTION:**

Mode of Voting	No. of Members present and voted (in person or by proxy )	Number of votes Cast by them	% of total number of Valid Votes Cast
Remote e-voting	33	8354389	1.5299
Voting at AGM venue	0	0	0
Total	33	8354389	1.5299

**VII. Resolution Number-7 Appointment of Shri Jayasankar M.K., as Non-official (Independent) Director (Ordinary Resolution)**

**(a) VOTED IN FAVOUR OF THE RESOLUTION:**

Mode of Voting	No. of Members present and voted (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
Remote e-voting	642	533048982	99.1699
Voting at AGM venue	23	4379	0.0008
Total	665	533053361	99.1707

**(b) VOTED AGAINST THE RESOLUTION:**

Mode of Voting	No. of Members present and voted (in person or by proxy )	Number of votes Cast by them	% of total number of Valid Votes Cast
Remote e-voting	17	4457245	0.8293
Voting at AGM venue	1	67	0.0000
Total	18	4457312	0.8293

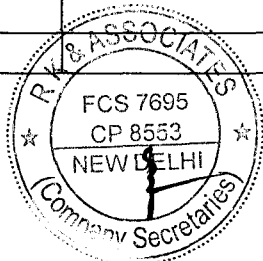
**VIII. Resolution Number-8 Re-appointment of Shri Kamlesh Shivji Vikamsey, as Non-official (Independent) Director (Special Resolution)**

**(a) VOTED IN FAVOUR OF THE RESOLUTION:**

Mode of Voting	No. of Members present and voted (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
Remote e-voting	483	468872520	87.2304
Voting at AGM venue	24	4446	0.0008
Total	507	468876966	87.2312

**(b) VOTED AGAINST THE RESOLUTION:**

Mode of Voting	No. of Members present and voted (in person or by proxy )	Number of votes Cast by them	% of total number of Valid Votes Cast
Remote e-voting	178	68633707	12.7688
Voting at AGM venue	0	0	0
Total	178	68633707	12.7688



**IX. Resolution Number-9 Re-appointment of Shri Sanjeev S. Shah, as Non-official (Independent) Director (Special Resolution)**

**(a) VOTED IN FAVOUR OF THE RESOLUTION:**

Mode of Voting	No. of Members present and voted (in person or by proxy)	Number of votes Cast by them	% of total number of Valid Votes Cast
Remote e-voting	644	533422734	99.2395
Voting at AGM venue	23	4379	0.0008
Total	667	533427113	99.2403


**(b) VOTED AGAINST THE RESOLUTION:**

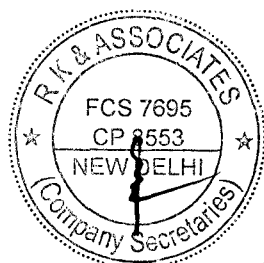
Mode of Voting	No. of Members present and voted (in person or by proxy )	Number of votes Cast by them	% of total number of Valid Votes Cast
Remote e-voting	15	4083493	0.7597
Voting at AGM venue	1	67	0.0000
Total	16	4083560	0.7597

All the Resolutions mentioned in the notice of 31<sup>st</sup> AGM as per the above details stand passed under remote e-voting and voting conducted at AGM venue with the requisite majority and deemed to be passed as on the date of AGM i.e. 27.08.2019.

All the relevant records relating to remote e-voting and voting at AGM venue including soft copy containing a list of equity shareholders who voted in "FAVOUR" or "AGAINST" and those whose votes were declared invalid/abstained, for each resolution shall remain in my safe custody until the Chairman considers, approves and sign the minutes of the 31<sup>st</sup> AGM and the same shall thereafter be handed over to the Company Secretary of the Company for safe keeping.

Thanking you  
Yours Sincerely

  
**CS Rakesh Kumar**  
(Scrutinizer)  
C. P. NO. 8553  
M.No. FCS7695  
Date : 28.08.2019  
Place : New Delhi



Countersigned by Shri V. Kalyana Rama, Chairman of the Meeting.