

# KALYANI STEELS

CIN-L27104MH1973PLC016350

KSL:SEC:

August 27, 2019

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Fort, Mumbai – 400 001  
**Scrip Code : 500235**

**National Stock Exchange of India Limited**  
Exchange Plaza,  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400 051  
**Scrip Symbol : KSL**

Dear Sirs,


Sub. : Submission of Voting Results of 46th Annual  
General Meeting held on August 27, 2019

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Voting Results of the business transacted at the 46th Annual General Meeting (AGM) of the Company held on August 27, 2019, as **Annexure - I**.

We are also enclosing herewith the Scrutinizer's Report on remote e-voting and voting through Poll at the AGM, as **Annexure – II**.

Thanking you,

Yours faithfully,  
For KALYANI STEELS LIMITED



MRS.D.R. PURANIK  
COMPANY SECRETARY  
E-mail : puranik@kalyanisteels.com



Encl : As above



**KALYANI**  
GROUP COMPANY

KALYANI STEELS LIMITED, CORPORATE BUILDING, 2ND FLOOR, MUNDHWA, PUNE 411036, INDIA.  
PHONE : +91 20 66215000 FAX : +91 20 26821124

<b>KALYANI STEELS LIMITED</b> <b>46th Annual General Meeting - Voting Results</b>	
Date of AGM / EGM	46th Annual General Meeting held on 27th August, 2019
Total number of Shareholders on record date :	48,497
No. of Shareholders present in the meeting either in person or through proxy :	107
Promoter and Promoter Group :	5
Public :	102
No. of Shareholders attended the meeting through Video Conferencing:	Not Applicable
Promoter and Promoter Group :	
Public :	



For KALYANI STEELS LIMITED

*D. R. Puranik*  
MRS. D. R. PURANIK  
COMPANY SECRETARY

## Kalyani Steels Limited

Resolution Required : (Ordinary)	<p>1 - To consider and adopt :</p> <p>a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon.</p> <p>b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 and the Report of the Auditors thereon.</p>
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Whether promoter/ promoter group are interested in the agenda/resolution?	No
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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	28,248,823	28,081,001	99.406	28,081,001	-	100.000	-
	Poll		72,560	0.257	72,560	-	100.000	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>28,153,561</b>	<b>99.663</b>	<b>28,153,561</b>	<b>-</b>	<b>100.000</b>	<b>-</b>
Public Institutions	E-Voting	2,240,733	273,014	12.184	273,014	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>273,014</b>	<b>12.184</b>	<b>273,014</b>	<b>-</b>	<b>100.000</b>	<b>-</b>
Public Non Institutions	E-Voting	13,163,504	707,183	5.372	707,142	41	99.994	0.006
	Poll		514,398	3.908	514,398	-	100.000	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>1,221,581</b>	<b>9.280</b>	<b>1,221,540</b>	<b>41</b>	<b>99.997</b>	<b>0.003</b>
<b>Total</b>		<b>43,653,060</b>	<b>29,648,156</b>	<b>67.918</b>	<b>29,648,115</b>	<b>41</b>	<b>100.000</b>	<b>0.000</b>



For KALYANI STEELS LIMITED

*D. R. Puranik*  
MRS. D. R. PURANIK  
COMPANY SECRETARY



## Kalyani Steels Limited

Resolution Required : (Ordinary)			2 - To declare dividend on Equity Shares for the financial year 2018-19.					
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	28,248,823	28,081,001	99.406	28,081,001	-	100.000	-
	Poll		72,560	0.257	72,560	-	100.000	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>28,153,561</b>	<b>99.663</b>	<b>28,153,561</b>	<b>-</b>	<b>100.000</b>	<b>-</b>
Public Institutions	E-Voting	2,240,733	1,571,193	70.120	1,571,193	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>1,571,193</b>	<b>70.120</b>	<b>1,571,193</b>	<b>-</b>	<b>100.000</b>	<b>-</b>
Public Non Institutions	E-Voting	13,163,504	707,183	5.372	707,142	41	99.994	0.006
	Poll		514,398	3.908	514,398	-	100.000	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>1,221,581</b>	<b>9.280</b>	<b>1,221,540</b>	<b>41</b>	<b>99.997</b>	<b>0.003</b>
<b>Total</b>		<b>43,653,060</b>	<b>30,946,335</b>	<b>70.892</b>	<b>30,946,294</b>	<b>41</b>	<b>100.000</b>	<b>0.000</b>



For KALYANI STEELS LIMITED  
  
MRS. D. R. PURANIK  
COMPANY SECRETARY

Kalyani Steels Limited								
Resolution Required : (Ordinary)			3 - Re-appointment of Mrs. Sunita B. Kalyani (DIN 00089496) as a Director, who retires by rotation and being eligible, offers herself for re-appointment.					
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	28,248,823	28,081,001	99.406	28,081,001	-	100.000	-
	Poll		72,560	0.257	72,560	-	100.000	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>28,153,561</b>	<b>99.663</b>	<b>28,153,561</b>	<b>-</b>	<b>100.000</b>	<b>-</b>
Public Institutions	E-Voting	2,240,733	1,571,193	70.120	1,568,019	3,174	99.798	0.202
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>1,571,193</b>	<b>70.120</b>	<b>1,568,019</b>	<b>3,174</b>	<b>99.798</b>	<b>0.202</b>
Public Non Institutions	E-Voting	13,163,504	707,143	5.372	704,552	2,591	99.634	0.366
	Poll		514,384	3.908	514,384	-	100.000	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>1,221,527</b>	<b>9.280</b>	<b>1,218,936</b>	<b>2,591</b>	<b>99.788</b>	<b>0.212</b>
<b>Total</b>		<b>43,653,060</b>	<b>30,946,281</b>	<b>70.891</b>	<b>30,940,516</b>	<b>5,765</b>	<b>99.981</b>	<b>0.019</b>



For KALYANI STEELS LIMITED

MRS. D. R. PURANIK  
COMPANY SECRETARY



<b>Kalyani Steels Limited</b>								
Resolution Required : (Ordinary)			4 - Re-appointment of Mr.Amit B. Kalyani (DIN 00089430) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.					
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	28,248,823	28,081,001	99.406	28,081,001	-	100.000	-
	Poll		72,560	0.257	72,560	-	100.000	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>28,153,561</b>	<b>99.663</b>	<b>28,153,561</b>	<b>-</b>	<b>100.000</b>	<b>-</b>
Public Institutions	E-Voting	2,240,733	1,571,193	70.120	1,268,467	302,726	80.733	19.267
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>1,571,193</b>	<b>70.120</b>	<b>1,268,467</b>	<b>302,726</b>	<b>80.733</b>	<b>19.267</b>
Public Non Institutions	E-Voting	13,163,504	707,173	5.372	704,682	2,491	99.648	0.352
	Poll		514,384	3.908	514,384	-	100.000	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>1,221,557</b>	<b>9.280</b>	<b>1,219,066</b>	<b>2,491</b>	<b>99.796</b>	<b>0.204</b>
<b>Total</b>		<b>43,653,060</b>	<b>30,946,311</b>	<b>70.892</b>	<b>30,641,094</b>	<b>305,217</b>	<b>99.014</b>	<b>0.986</b>



For KALYANI STEELS LIMITED

*(Signature)*

MRS. D. R. PURANIK  
COMPANY SECRETARY

Kalyani Steels Limited								
Resolution Required : (Special)			5 - Re-appointment of Mr.Arun Pawar (DIN 03628719) as an Independent Director					
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	28,248,823	28,081,001	99.406	28,081,001	-	100.000	-
	Poll		72,560	0.257	72,560	-	100.000	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>28,153,561</b>	<b>99.663</b>	<b>28,153,561</b>	<b>-</b>	<b>100.000</b>	<b>-</b>
Public Institutions	E-Voting	2,240,733	1,571,193	70.120	1,571,193	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>1,571,193</b>	<b>70.120</b>	<b>1,571,193</b>	<b>-</b>	<b>100.000</b>	<b>-</b>
Public Non Institutions	E-Voting	13,163,504	706,683	5.369	705,017	1,666	99.764	0.236
	Poll		514,398	3.908	514,398	-	100.000	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>1,221,081</b>	<b>9.276</b>	<b>1,219,415</b>	<b>1,666</b>	<b>99.864</b>	<b>0.136</b>
<b>Total</b>		<b>43,653,060</b>	<b>30,945,835</b>	<b>70.890</b>	<b>30,944,169</b>	<b>1,666</b>	<b>99.995</b>	<b>0.005</b>



For KALYANI STEELS LIMITED

*D. R. Puri*  
MRS. D. R. PURI  
COMPANY SECRETARY



## Kalyani Steels Limited

Resolution Required : (Special)			6 - Re-Appointment of Mr.M.U. Takale (DIN 01291287) as an Independent Director.					
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	28,248,823	28,081,001	99.406	28,081,001	-	100.000	-
	Poll		72,560	0.257	72,560	-	100.000	-
	Postal Ballot		-	0.000	-	-	-	-
	<b>Total</b>		<b>28,153,561</b>	<b>99.663</b>	<b>28,153,561</b>	<b>-</b>	<b>100.000</b>	<b>-</b>
Public Institutions	E-Voting	2,240,733	1,571,193	70.120	1,568,019	3,174	99.798	0.202
	Poll		-	0.000	-	-	-	-
	Postal Ballot		-	0.000	-	-	-	-
	<b>Total</b>		<b>1,571,193</b>	<b>70.120</b>	<b>1,568,019</b>	<b>3,174</b>	<b>99.798</b>	<b>0.202</b>
Public Non Institutions	E-Voting	13,163,504	707,183	5.372	705,517	1,666	99.764	0.236
	Poll		511,898	3.889	511,898	-	100.000	-
	Postal Ballot		-	0.000	-	-	-	-
	<b>Total</b>		<b>1,219,081</b>	<b>9.261</b>	<b>1,217,415</b>	<b>1,666</b>	<b>99.863</b>	<b>0.137</b>
<b>Total</b>		<b>43,653,060</b>	<b>30,943,835</b>	<b>70.886</b>	<b>30,938,995</b>	<b>4,840</b>	<b>99.984</b>	<b>0.016</b>



For KALYANI STEELS LIMITED

*(Signature)*  
MRS. D. R. PURANIK  
COMPANY SECRETARY



Kalyani Steels Limited								
Resolution Required : (Ordinary)			7 - Approval for Related Party Transactions with Kalyani Technoforge Limited.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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	28,248,823	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		-	-	-	-	-	-
Public Institutions	E-Voting	2,240,733	1,571,193	70.120	1,271,641	299,552	80.935	19.065
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>1,571,193</b>	<b>70.120</b>	<b>1,271,641</b>	<b>299,552</b>	<b>80.935</b>	<b>19.065</b>
Public Non Institutions	E-Voting	13,163,504	707,163	5.372	707,122	41	99.994	0.006
	Poll		511,884	3.889	511,884	-	100.000	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>1,219,047</b>	<b>9.261</b>	<b>1,219,006</b>	<b>41</b>	<b>99.997</b>	<b>0.003</b>
<b>Total</b>		<b>43,653,060</b>	<b>2,790,240</b>	<b>6.392</b>	<b>2,490,647</b>	<b>299,593</b>	<b>89.263</b>	<b>10.737</b>



For KALYANI STEELS LIMITED

*(Signature)*

MRS. D. R. PURANIK  
COMPANY SECRETARY

## Kalyani Steels Limited

Resolution Required : (Ordinary)			8 - To approve the Remuneration of the Cost Auditors					
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	28,248,823	28,081,001	99.406	28,081,001	-	100.000	-
	Poll		72,560	0.257	72,560	-	100.000	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>28,153,561</b>	<b>99.663</b>	<b>28,153,561</b>	<b>-</b>	<b>100.000</b>	<b>-</b>
Public Institutions	E-Voting	2,240,733	1,571,193	70.120	1,571,193	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>1,571,193</b>	<b>70.120</b>	<b>1,571,193</b>	<b>-</b>	<b>100.000</b>	<b>-</b>
Public Non Institutions	E-Voting	13,163,504	707,183	5.372	706,642	541	99.924	0.077
	Poll		514,398	3.908	514,398	-	100.000	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>1,221,581</b>	<b>9.280</b>	<b>1,221,040</b>	<b>541</b>	<b>99.956</b>	<b>0.044</b>
<b>Total</b>		<b>43,653,060</b>	<b>30,946,335</b>	<b>70.892</b>	<b>30,945,794</b>	<b>541</b>	<b>99.998</b>	<b>0.002</b>



For KALYANI STEELS LIMITED

MRS. D. R. PURANI  
COMPANY SECRETARY



## 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,  
Kalyani Steels Limited  
Mundhwa,  
Pune - 411 036.

Dear Sir,

I, S. V. Deulkar, Partner of SVD & Associates, Company Secretaries, have been appointed as scrutinizer by the Board of Directors of Kalyani Steels 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 46th Annual General Meeting of the Equity shareholders of Kalyani Steels Limited held on Tuesday, August 27, 2019 at 11.00 A.M. at Registered office of the Company at Mundhwa, Pune - 411 036. I submit my report as under:

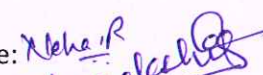

1. The compliance with the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting through electronic voting system (by remote e-voting) and voting by poll by the shareholders on the resolutions proposed in the Notice of the 46<sup>th</sup> 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 46<sup>th</sup> AGM sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules 2014 (Amendment Rules 2015) on August 2 2019, the remote e-voting period remained open from Saturday, August 24, 2019 (9.00 a.m.) to Monday, August 26, 2019 (5.00 p.m.).



3. The shareholders holding shares as on the "cut off" date i.e. Tuesday, August 20, 2019 were entitled to vote on the proposed resolutions (item nos. 1 to 8 as set out in the Notice of the 46<sup>th</sup> AGM of the Company.)
4. The votes on e-voting were unblocked on Tuesday, August 27, 2019 at around 11.40 A.M. after conclusion of the AGM in the presence of two witnesses (Ms. Neha Ruparel residing at Pimpri, Pune - 411017 and Ms. Meenakshi Deshmukh residing at Karve Nagar, Pune - 411052) who are not in the employment of the Company. 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 (NSDL) (URL: <https://www.evoting.nsdl.com/>) and the same are being handed over to the Chairman.

Witnesses:

1. Name: Ms. Neha Ruparel
2. Name: Ms. Meenakshi Deshmukh

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 or against all the resolutions proposed in the Notice of the AGM are as under :

- a) **Ordinary Resolution No. 1 –**  
To consider and adopt:

a) the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon.

b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 and the Report of the 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
<b>(i) Voted in Favour</b>				
Number of members voted	85	62	147	-
Number of votes cast by them	29061157	586958	29648115	99.999%





(ii) Voted against				
Number of members voted	3	0	3	-
Number of votes cast by them	41	0	41	0.001%
(iii) Total				
Total number of members voted	88	62	150	-
Total number of votes cast by them	29061198	586958	29648156	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	*#4	0	4
Total Number of shares involved	*#1608387	0	1608387

\*2 Shareholders have not voted for 1298179 shares by e-voting

# Votes cast by 2 shareholders by e-voting for 310208 shares are considered invalid

- b) **Ordinary Resolution No. 2** – To declare 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
<b>(i) Voted in Favour</b>				
Number of members voted	87	62	149	-
Number of votes cast by them	30359336	586958	30946294	99.999%
<b>(ii) Voted against</b>				
Number of members voted	3	0	3	-
Number of votes cast by them	41	0	41	0.001%
<b>(iii) Total</b>				
Total number of members voted	90	62	152	-
Total number of votes cast by them	30359377	586958	30946335	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	*2	0	2
Total Number of shares involved	310208	0	310208

\* Votes cast by 2 shareholders by e-voting for 310208 shares are considered invalid

- c) **Ordinary Resolution No. 3** – To appoint a Director in place of Mrs. Sunita B. Kalyani (DIN 00089496), who retires by rotation and being eligible, offers herself 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
<b>(i) Voted in Favour</b>				
Number of members voted	79	61	140	-
Number of votes cast by them	30353572	586944	30940516	99.981%
<b>(ii) Voted against</b>				
Number of members voted	10	0	10	-
Number of votes cast by them	5765	0	5765	0.019%
<b>(iii) Total</b>				
Total number of members voted	89	61	150	-
Total number of votes cast by them	30359337	586944	30946281	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	*#3	^1	4
Total Number of shares involved	*#310248	^14	310262

\*1 Shareholder have not voted for 40 shares by e-voting





# Votes cast by 2 shareholders by e-voting for 310208 shares are considered invalid

^ 1 Shareholder have not voted for 14 shares by Poll

- d) **Ordinary Resolution No. 4** – To appoint a Director in place of Mr. Amit B. Kalyani (DIN 00089430), 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
<b>(i) Voted in Favour</b>				
Number of members voted	74	61	135	-
Number of votes cast by them	30054150	586944	30641094	99.013%
<b>(ii) Voted against</b>				
Number of members voted	15	0	15	-
Number of votes cast by them	305217	0	305217	0.987%
<b>(iii) Total</b>				
Total number of members voted	89	61	150	-
Total number of votes cast by them	30359367	586944	30946311	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	*#3	^1	4
Total Number of shares involved	*#310218	^14	310232

\*1 Shareholder have not voted for 10 shares by e-voting

# Votes cast by 2 shareholders by e-voting for 310208 shares are considered invalid

^ 1 Shareholder have not voted for 14 shares by Poll



e) **Special Resolution No. 5 – Re-Appointment of Mr. Arun Pawar as an Independent Director**

(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
<b>(i) Voted in Favour</b>				
Number of members voted	83	62	145	-
Number of votes cast by them	30357211	586958	30944169	99.994%
<b>(ii) Voted against</b>				
Number of members voted	6	0	6	-
Number of votes cast by them	1666	0	1666	0.006%
<b>(iii) Total</b>				
Total number of members voted	89	62	151	-
Total number of votes cast by them	30358877	586958	30945835	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	*#3	0	3
Total Number of shares involved	*#310708	0	310708

\*1 Shareholder have not voted for 500 shares by e-voting

# Votes cast by 2 shareholders by e-voting for 310208 shares are considered invalid

f) **Special Resolution No. 6 – Re-Appointment of Mr. M.U. Takale as an Independent Director**

(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
<b>(i) Voted in Favour</b>				
Number of members voted	83	61	144	-





Number of votes cast by them	30354537	584458	30938995	99.984%
<b>(ii) Voted against</b>				
Number of members voted	7	0	7	-
Number of votes cast by them	4840	0	4840	0.016%
<b>(iii) Total</b>				
Total number of members voted	90	61	151	-
Total number of votes cast by them	30359377	584458	30943835	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	#2	^1	3
Total Number of shares involved	#310208	^2500	312708

# Votes cast by 2 shareholders by e-voting for 310208 shares are considered invalid

^ 1 Shareholder have not voted for 2500 shares by Poll

**g) Ordinary Resolution No. 7 – Approval for Related Party Transactions with Kalyani Technoforge 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
<b>(i) Voted in Favour</b>				
Number of members voted	77	58	135	-
Number of votes cast by them	1978763	511884	2490647	89.262%
<b>(ii) Voted against</b>				
Number of members voted	9	0	9	-
Number of votes cast by them	299593	0	299593	10.738%
<b>(iii) Total</b>				
Total number of members voted	86	58	144	-
Total number of votes cast by them	2278356	511884	2790240	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	*#6	^4	10
Total Number of shares involved	*#28391229	^75074	28466303

\*4 Shareholders have not voted for 28081021 shares by e-voting

# Votes cast by 2 shareholders by e-voting for 310208 shares are considered invalid

^ 4 Shareholders have not voted for 75074 shares by Poll

h) Ordinary Resolution No. 8 – To approve the 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
<b>(i) Voted in Favour</b>				
Number of members voted	86	62	148	-
Number of votes cast by them	30358836	586958	30945794	99.998%
<b>(ii) Voted against</b>				
Number of members voted	4	0	4	-
Number of votes cast by them	541	0	541	0.002%
<b>(iii) Total</b>				
Total number of members voted	90	62	152	-
Total number of votes cast by them	30359377	586958	30946335	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	#2	0	2
Total Number of shares involved	#310208	0	310208

# Votes cast by 2 shareholders by e-voting for 310208 shares are considered invalid





7. Accordingly, Resolution Nos. 1 to 8 have been passed with 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: 27<sup>th</sup> August, 2019