

E:KRBL/BIBHU/STK\_EX\_1920/45  
14 September 2019

<p>✓</p> <p><b>The General Manager</b> <b>Department of Corporate Services</b> <b>BSE Limited</b> <b>Floor 25, Phiroze Jeejeebhoy</b> <b>Towers</b> <b>Dalal Street</b> <b>Mumbai – 400 001</b></p> <p>Scrip Code: 530813</p>	<p><b>National Stock Exchange of India</b> <b>Limited</b> <b>“Exchange Plaza”, C-1, Block-G</b> <b>Bandra-Kurla Complex</b> <b>Bandra (E)</b> <b>Mumbai-400051</b></p> <p><b>Symbol: KRBL</b> <b>Series: Eq.</b></p>
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Dear Sir/Madam,

**Sub: Voting Results along with the Scrutinizer's Report with respect to 26<sup>th</sup> Annual General Meeting of KRBL Limited**

We are pleased to submit herewith the following documents with respect to the 26<sup>th</sup> Annual General Meeting of the members of KRBL Limited as held on Friday, 13 September 2019, at 11.00 A.M., at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110 003:

- (1) Voting Results declared by Company Secretary as authorised by the Chairman.
- (2) Combined Scrutinizer Report in respect of passing of Resolution(s) through electronic mode and poll conducted at the 26<sup>th</sup> Annual General Meeting of the Company, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully'  
**For KRBL Limited**



**Raman Sapra**  
**Company Secretary**

Encl.: As Above.



E:KRBL/BIBHU/STK\_EX\_1920/45  
14 September 2019

<b>The General Manager</b> <b>Department of Corporate Services</b> <b>BSE Limited</b> <b>Floor 25, Phiroze Jeejeebhoy</b> <b>Towers</b> <b>Dalal Street</b> <b>Mumbai – 400 001</b>	✓	<b>National Stock Exchange of India</b> <b>Limited</b> <b>“Exchange Plaza”, C-1, Block-G</b> <b>Bandra-Kurla Complex</b> <b>Bandra (E)</b> <b>Mumbai-400051</b>
Scrip Code: 530813		Symbol: KRBL Series: Eq.

Dear Sir/Madam,

**Sub: Voting Results along with the Scrutinizer's Report with respect to 26<sup>th</sup> Annual General Meeting of KRBL Limited**

We are pleased to submit herewith the following documents with respect to the 26<sup>th</sup> Annual General Meeting of the members of KRBL Limited as held on Friday, 13 September 2019, at 11.00 A.M., at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi-110 003:

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You are requested to kindly take the same on record.

Thanking you,

Yours faithfully  
For KRBL Limited

**Raman Sapra**  
**Company Secretary**

Encl.: As Above.

RESULT OF ELECTRONIC VOTING AND POLL CONDUCTED PURSUANT TO THE PROVISIONS OF SECTION 108 OF THE COMPANIES ACT, 2013 READ WITH RULE 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 FOR THE 26<sup>TH</sup> ANNUAL GENERAL MEETING OF MEMBERS OF KRBL LIMITED AS HELD ON FRIDAY, 13 SEPTEMBER 2019, AT SRI SATHYA SAI INTERNATIONAL CENTRE, PRAGATI VIHAR, LODHI ROAD, NEW DELHI-110 003, COMMENCED AT 11.00 A.M. AND CONCLUDED AT 02.00 P.M.

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**ORDINARY BUSINESSES**

**Resolution No. 1 To consider and adopt the Audited Financial Statement (including Audited Consolidated Financial Statement) of the Company for the financial year ended 31 March 2019, together with the Reports of the Board of Directors and Auditors thereon.**

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

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
111	55310387	53	122690402	178000789	99.99	75.62

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

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
1	50	0	0	50	0.00	0.00

**(III) INVALID VOTES OF THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
0	0	4	1976	1976

**RESULT**

As the number of votes cast in favour of the resolution were more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





**Resolution No. 2 – To declare a final dividend of Rs. 2.50 per equity share on 23,53,89,392 equity shares of Re. 1/- each for the financial year ended 31 March 2019.**

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

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
112	55326087	52	122690401	178016488	99.99	75.63

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

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
1	50	1	1	51	0.00	0.00

**(III) INVALID VOTES OF THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
0	0	4	1976	1976

**RESULT**

As the number of votes cast in favour of the resolution were more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

**Resolution No. 3 – To appoint a Director in place of Ms. Priyanka Mittal (DIN: 00030479), who retires by rotation at this AGM and being eligible, offers herself for re-appointment.**

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

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
50	49042262	52	122690401	171732663	96.47	72.96





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

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
63	6283875	1	1	6283876	3.53	2.67

**(III) INVALID VOTES OF THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
0	0	4	1976	1976

**RESULT**

As the number of votes cast in favour of the resolution were more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

**Resolution No. 4 – Confirmation for appointment of M/s. Walker Chandio & Co, LLP, Chartered Accountants as Statutory Auditors of the Company.**

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

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
110	55325367	52	122690401	178015768	99.99	75.63

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

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
3	770	1	1	771	0.00	0.00

**(III) INVALID VOTES OF THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
0	0	4	1976	1976



## RESULT

As the number of votes cast in favour of the resolution were more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

## SPECIAL BUSINESSES

### Resolution No. 5 – Ratification and confirmation of remuneration of Cost Auditors for the financial year 2019-20.

#### (I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
107	55325343	52	122690401	178015744	99.99	75.63

#### (II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
6	794	1	1	795	0.00	0.00

#### (III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
0	0	4	1976	1976

## RESULT

As the number of votes cast in favour of the resolution were more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



**Resolution No. 6 – Re-appointment of Mr. Devendra Kumar Agarwal (DIN: 06754542) as an Independent Non-Executive Director.**

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

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
110	55325382	52	122690401	178015783	99.99	75.63

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

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
3	755	1	1	756	0.00	0.00

**(III) INVALID VOTES OF THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
0	0	4	1976	1976

**RESULT**

As the number of votes cast in favour of the resolution were three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

**Resolution No. 7 – Re-appointment of Mr. Ashwani Dua (DIN: 01097653) as an Independent Non-Executive Director.**

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

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
58	49885010	52	122690401	172575411	96.94	73.31





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

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
54	5441112	1	1	5441113	3.06	2.31

**(III) INVALID VOTES OF THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
0	0	4	1976	1976

**RESULT**

As the number of votes cast in favour of the resolution were three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 7 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

**Resolution No. 8 – Re-appointment of Mr. Shyam Arora (DIN: 00742924) as an Independent Non-Executive Director.****(I) VOTED IN FAVOUR OF THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
104	55129906	52	122690401	177820307	99.88	75.54

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

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
9	196231	1	1	196232	0.12	0.08

**(III) INVALID VOTES OF THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
0	0	4	1976	1976



## RESULT

As the number of votes cast in favour of the resolution were three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 8 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

### Resolution No. 9 – Re-appointment of Mr. Vinod Ahuja (DIN: 00030390) as an Independent Non-Executive Director.

#### (I) VOTED IN FAVOUR OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
104	55129906	52	122690401	177820307	99.88	75.54

#### (II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
9	196231	1	1	196232	0.12	0.08

#### (III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
0	0	4	1976	1976

## RESULT

As the number of votes cast in favour of the resolution were three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 9 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



**Resolution No. 10 – Re-appointment of Mr. Anil Kumar Mittal (DIN: 00030100) as Chairman & Managing Director of the Company and revision in remuneration.**

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

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
103	55095679	52	122690401	177786080	99.87	75.53

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

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
10	230458	1	1	230459	0.13	0.10

**(III) INVALID VOTES OF THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
0	0	4	1976	1976

**RESULT**

As the number of votes cast in favour of the resolution were three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 10 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

**Resolution No. 11 – Re-appointment of Mr. Arun Kumar Gupta (DIN: 00030127) as Joint Managing Director of the Company and revision in remuneration.**

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

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
109	55325367	52	122690401	178015768	99.99	75.63





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

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
4	770	1	1	771	0.00	0.00

**(III) INVALID VOTES OF THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
0	0	4	1976	1976

**RESULT**

As the number of votes cast in favour of the resolution were three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 11 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

**Resolution No. 12 – Re-appointment of Mr. Anoop Kumar Gupta (DIN: 00030160) as Joint Managing Director of the Company and revision in remuneration.**

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

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
106	55057366	52	122690401	177747767	99.84	75.51

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

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
7	268771	1	1	268772	0.16	0.11



**(III) INVALID VOTES OF THE RESOLUTION:**

<b>No. of Members voted in E-voting</b>	<b>No. of votes Cast (Shares)-E Voting</b>	<b>No. of Members/ Proxies voted – Poll</b>	<b>No. of votes cast (Shares) – Poll</b>	<b>Total no. of votes cast through E-voting and poll</b>
0	0	4	1976	1976

**RESULT**

As the number of votes cast in favour of the resolution were three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 12 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

**Thanking you**

**Yours Sincerely  
For KRBL Limited**



**Raman Sapra  
Company Secretary**



**Date : Noida, Uttar Pradesh  
Place : 14 September 2019**

## COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING & POLL FOR M/s KRBL LIMITED

To,

The Chairman/ Company Secretary  
M/s KRBL Limited  
5190, Lahori Gate  
Delhi-110006

**Sub: Combined Scrutinizer Report in respect of passing of Resolution(s) through electronic mode and poll conducted at the 26<sup>th</sup> Annual General Meeting of M/s KRBL Limited ("the Company") held on 13<sup>th</sup> day of September, 2019**

Dear Sir,

The Board of Directors of the Company at its meeting held on Thursday, August 01, 2019 has appointed us as Scrutinizer pursuant to section 108 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 and all other provision as applicable, to conduct the e-voting and voting through ballot paper process for 26<sup>th</sup> Annual General Meeting of the Company held on Friday, September 13, 2019 in fair and transparent manner.

The Company has engaged Central Depository Services (India) Limited (CDSL) as the service provider, for extending the facility of electronic voting to the shareholders of the Company. The e-voting process was started on Tuesday, the 10<sup>th</sup> day of September, 2019 at 09:00 A.M. to Thursday, the 12<sup>th</sup> day of September, 2019 upto 05:00 P.M. The e-voting results were unblocked by us on 13<sup>th</sup> September, 2019 in the presence of two witnesses.

At the 26<sup>th</sup> Annual General Meeting of the Company held on September 13, 2019, the Chairman of the Company had suo-moto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process.





As on September 5, 2019, the cut-off date, there were 34,174 Shareholders of the Company who were entitled to vote on the resolutions placed for the approval of the shareholders through e-voting/ballot papers as well as poll conducted at the 26<sup>th</sup> Annual General Meeting of the Company.

**ORDINARY BUSINESS**

**RESOLUTION NO. 1 –ORDINARY RESOLUTION**

**To consider and adopt the Audited Financial Statement (including Audited Consolidated Financial Statement) of the Company for the financial year ended 31 March 2019, together with the Reports of the Board of Directors and Auditors thereon**

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

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
111	55310387	53	122690402	178000789	99.99

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

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
1	50	0	0	50	0.00



**(III) INVALID VOTES OF THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
0	0	4	1976	1976

**RESULT**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

**RESOLUTION NO.2 –ORDINARY RESOLUTION**

**To declare a final dividend of Rs. 2.50 per equity share on 23, 53, 89, 892 equity shares of Rs. 1/- each for the financial year ended 31 March 2019.**

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

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/Pr oxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
112	55326087	52	122690401	178016488	99.99

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



No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
1	50	1	1	51	0.00

**(III) INVALID VOTES OF THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
0	0	4	1976	1976

**RESULT**

As the numbers of votes cast in favour of the resolution were more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

**RESOLUTION NO. 3 –ORDINARY RESOLUTION**

**To appoint a Director in place of Ms. Priyanka Mittal (DIN: 00030479), who retires by rotation at this AGM and being eligible, offers herself for re-appointment.**

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

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/P roxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
50	49042262	52	122690401	171732663	96.47





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

No. of Members voted in E-voting	No. of votes Cast (Shares)- E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
63	6283875	1	1	6283876	3.53

**(III) INVALID VOTES OF THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
0	0	4	1976	1976

**RESULT**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

**RESOLUTION NO.4 –ORDINARY RESOLUTION**

**Confirmation for appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants as Statutory Auditors of the Company**

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



No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
110	55325367	52	122690401	178015768	99.99

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

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
3	770	1	1	771	0.00

**(III) INVALID VOTES OF THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
0	0	4	1976	1976

**RESULT**



As the numbers of votes cast in favour of the resolution were more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

**SPECIAL BUSINESS**

**RESOLUTION NO. 5 –ORDINARY RESOLUTION**

**Ratification and confirmation of remuneration of Cost Auditors for the financial year 2019-20.**

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

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
107	55325343	52	122690401	178015744	99.99

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

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
6	794	1	1	795	0.00

**(III) INVALID VOTES OF THE RESOLUTION:**





No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
0	0	4	1976	1976

**RESULT**

As the numbers of votes cast in favour of the resolution were more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

**RESOLUTION NO. 6 –SPECIAL RESOLUTION**

**Re-appointment of Mr. Devendra Kumar Agarwal (DIN: 06754542) as an Independent Non-Executive Director.**

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

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/Pr oxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
110	55325382	52	122690401	178015783	99.99

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

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast



3	755	1	1	756	0.00
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**(III) INVALID VOTES OF THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
0	0	4	1976	1976

**RESULT**

As the number of votes cast in favour of the resolution were three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

**RESOLUTION NO. 7 –SPECIAL RESOLUTION**

**Re-appointment of Mr. Ashwani Dua (DIN:01097653) as an Independent Non-Executive Director.**

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

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast



58	49885010	52	122690401	172575411	96.94
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**(II) VOTED AGAINST THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
54	5441112	1	1	5441113	3.06

**(III) INVALID VOTES OF THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
0	0	4	1976	1976

**RESULT**

As the numbers of votes cast in favour of the resolution were three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 7 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

**RESOLUTION NO. 8 –SPECIAL RESOLUTION**

**Re-appointment of Mr. Shyam Arora (DIN: 00742924) as an Independent Non-Executive Director.**





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

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
104	55129906	52	122690401	177820307	99.88

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

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
9	196231	1	1	196232	0.12

**(III) INVALID VOTES OF THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
0	0	4	1976	1976

**RESULT**



As the number of votes cast in favour of the resolution were three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 8 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

**RESOLUTION NO. 9 –SPECIAL RESOLUTION**

**Re-appointment of Mr. Vinod Ahuja (DIN: 00030390) as an Independent Non-Executive Director.**

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

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
104	55129906	52	122690401	177820307	99.88

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

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
9	196231	1	1	196232	0.12

**(III) INVALID VOTES OF THE RESOLUTION:**



No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
0	0	4	1976	1976

**RESULT**

As the numbers of votes cast in favour of the resolution were three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 9 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

**RESOLUTION NO. 10 –SPECIAL RESOLUTION**

**Re-appointment of Mr. Anil Kumar Mittal (DIN: 00030100) as Chairman & Managing Director of the Company and revision in remuneration.**

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

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/Pro xies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
103	55095679	52	122690401	177786080	99.87

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

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast





10	230458	1	1	230459	0.13
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**(III) INVALID VOTES OF THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) - Poll	Total no. of votes cast through E-voting and poll
0	0	4	1976	1976

**RESULT**

As the numbers of votes cast in favour of the resolution were three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 10 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

**RESOLUTION NO. 11 –SPECIAL RESOLUTION**

**Re-appointment of Mr. Arun Kumar Gupta (DIN: 00030127) as Joint Managing Director of the Company and revision in remuneration.**

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

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/Proxies voted - Poll	No. of votes cast (Shares) - Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
109	55325367	52	122690401	178015768	99.99



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

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
4	770	1	1	771	0.00

**(III) INVALID VOTES OF THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll
0	0	4	1976	1976

**RESULT**

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 11 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

**RESOLUTION NO. 12 –SPECIAL RESOLUTION**

**Re-appointment of Mr. Anoop Kumar Gupta (DIN: 00030160) as Joint Managing Director of the Company and revision in remuneration.**

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



**DMK ASSOCIATES  
COMPANY SECRETARIES**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/Proxies voted - Poll	No. of votes cast (Shares) - Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
106	55057366	52	122690401	177747767	99.84

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

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/Proxies voted - Poll	No. of votes cast (Shares) - Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast
7	268771	1	1	268772	0.16

**(III) INVALID VOTES OF THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/Proxies voted - Poll	No. of votes cast (Shares) - Poll	Total no. of votes cast through E-voting and poll
0	0	4	1976	1976





**DMK ASSOCIATES  
COMPANY SECRETARIES**

**RESULT**

As the numbers of votes cast in favour of the resolution were three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 12 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

The relevant records relating to E – Voting and Poll were sealed and handed over to the Company Secretary/Director authorized by the Board of the Company for safe keeping.

Thanking you

Yours Sincerely

**For DMK ASSOCIATES  
COMPANY SECRETARIES**



  
**DEEPAK KUKREJA  
PARTNER**

**31/36, Basement, Old Rajinder Nagar  
Delhi - 110060  
FCS No: 4140  
CP No: 8265**

**Date : September 14, 2019  
Place : New Delhi**





**Signed by ~~Chairman~~/Company Secretary**