

Date: December 15, 2018

By E-Filing

BSE Ltd. 1 <sup>st</sup> Floor, New Trading Ring, Rotunda Building, P.J. Tower, Dalal Street, Fort, MUMBAI-400 001 e-mail- corp.relations@bseindia.com Fax-022-22723121/1278/1557/3354 Thru : BSE Listing Centre	National Stock Exchange of India Ltd., Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), MUMBAI-400 051 e-mail cmlist@nse.co.in Fax-022-26598237/8238/8347/8348 Thru : NEAPS
<b>STOCK CODE: 533655</b>	<b>STOCK CODE: TRITURBINE</b>

Dear Sir/Madam,

**Sub: Intimation of outcome of the results of the postal ballot including electronic voting (“Postal Ballot”) for the Buyback of the Company pursuant to provisions of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to the provision of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, Triveni Turbine Limited (the “Company”) had conducted the process of Postal Ballot for seeking *inter alia*, the approval of the shareholders of the Company, for the buyback of equity shares of the Company by means of passing a special resolution (“Buyback”).

Further, pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the agenda wise details of voting result, in the prescribed format, declared today i.e. December 15, 2018 in respect of business conducted through postal ballot process (including e-voting) as per Notice of Postal ballot dated 5<sup>th</sup> November, 2018 alongwith report of scrutinizer regarding results of the voting of the Postal Ballot.

Please note that all the special resolutions as set out in the Notice of Postal Ballot dated 5<sup>th</sup> November, 2018 have been passed by the members with the requisite majority.

The said results of the Postal Ballot will be displayed at the registered office and the corporate office of the Company. The said results will also be uploaded on the website of the Company i.e., www.triveniturbines.com and on the website of Central Depository Services Limited i.e., https://www.cdslindia.com/.

This is for your kind perusal and record.

Regards,

Sincerely,  
For Triveni Turbine Limited



Rajiv Sawhney  
Company Secretary  
Encl.: As Above

Triveni Turbine Limited

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

Date of the AGM/EGM : Not Applicable

Total number of shareholders on record date: As on cut-off date i.e. November 2, 2018

30862

No. of Shareholders present in the meeting either in person or through proxy: Not Applicable

Promoters and Promoter Group :		No. of Shares:	
Public :		No. of Shares:	

No. of Shareholders attended the meeting through video conferencing: Not Applicable

Promoters and Promoter Group :		No. of Shares:	
Public :		No. of Shares:	

Agenda wise Disclosure ( to be disclosed for each item)

Item no 1 Details of the agenda: Alteration of Articles of Association of the Company as per Section 14 and all other applicable provisions of the Companies Act, 2013.

Resolution Required :				Special Resolution				
Whether promoter /promoter group are interested in the said 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	223504533	223504533	100.00	223504533	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		223504533	100.00	223504533	0	100.00	0.00
Public – Institutional holders	E- Voting	89768658	82656779	92.08	74420270	8236509	90.04	9.96
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		82656779	92.08	74420270	8236509	90.04	9.96
Public-Others	E- Voting	16698959	177466	1.06	177107	359	99.80	0.20
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		419484	2.51	419294	190	99.95	0.05
	Total		596950	3.57	596401	549	99.91	0.09
<b>Total</b>		<b>329972150</b>	<b>306758262</b>	<b>92.96</b>	<b>298521204</b>	<b>8237058</b>	<b>97.31</b>	<b>2.69</b>

For Triveni Turbine Ltd.

Rajiv Sankar  
Comp:

Detail of the Agenda:

Item no 2 Details of the agenda: Approval for Buyback of Equity Shares of the Company as per the provisions of Section 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013.

Resolution Required :				Special Resolution				
Whether promoter /promoter group are interested in the said 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	223504533	223504533	100.00	223504533	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		223504533	100.00	223504533	0	100.00	0.00
Public – Institutional holders	E- Voting	89768658	82656779	92.08	82656779	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		82656779	92.08	82656779	0	100.00	0.00
Public-Others	E- Voting	16698959	177465	1.06	177465	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		421482	2.52	421292	190	99.95	0.05
	Total		598947	3.59	598757	190	99.97	0.03
<b>Total</b>		<b>329972150</b>	<b>306760259</b>	<b>92.97</b>	<b>306760069</b>	<b>190</b>	<b>100.00</b>	<b>0.00</b>

For Triveni Turbine Ltd.

*Triveni Sandhu*  
Company Secretary

Detail of the Agenda:

Item no 3 Details of the agenda: Appointment of Ms Homai A Daruwalla as an Independent Director of the Company as per the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013.

Resolution Required :				Special Resolution				
Whether promoter /promoter group are intersted in the said resolution				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares  (3)= [(2)/(1)]*100	No. of Votes - in favour  (4)	No. of Votes - against  (5)	% of Votes in favour on votes polled  (6)= [(4)/(2)]*100	% of Votes against on votes polled  (7)= [(5)/(2)]*100
		(1)	(2)					
Promoter and Promoter Group	E- Voting	223504533	223504533	100.00	223504533	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		223504533	100.00	223504533	0	100.00	0.00
Public – Institutional holders	E- Voting	89768658	82656779	92.08	82656779	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		82656779	92.08	82656779	0	100.00	0.00
Public-Others	E- Voting	16698959	177466	1.06	176908	558	99.69	0.31
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		421481	2.52	421191	290	99.93	0.07
	Total		598947	3.59	598099	848	99.86	0.14
<b>Total</b>		<b>329972150</b>	<b>306760259</b>	<b>92.97</b>	<b>306759411</b>	<b>848</b>	<b>100.00</b>	<b>0.00</b>

For Triveni Turbine Ltd.

*Triveni Securities*  
Company Secretary

**Detail of the Agenda:**

**Item no 4 Details of the agenda: Appointment of Dr. Anil Kakodkar as an Independent Director of the Company as per the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013.**

Resolution Required :				Special Resolution				
Whether promoter /promoter group are interested in the said resolution				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares  (3)= [(2)/(1)]*100	No. of Votes - in favour  (4)	No. of Votes - against  (5)	% of Votes in favour on votes polled  (6)= [(4)/(2)]*100	% of Votes against on votes polled  (7)= [(5)/(2)]*100
		(1)	(2)					
Promoter and Promoter Group	E- Voting	223504533	223504533	100.00	223504533	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		223504533	100.00	223504533	0	100.00	0.00
Public – Institutional holders	E- Voting	89768658	82656779	92.08	82656779	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		82656779	92.08	82656779	0	100.00	0.00
Public-Others	E- Voting	16698959	177466	1.06	176908	558	99.69	0.31
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		421481	2.52	421281	200	99.95	0.05
	Total		598947	3.59	598189	758	99.87	0.13
<b>Total</b>		<b>329972150</b>	<b>306760259</b>	<b>92.97</b>	<b>306759501</b>	<b>758</b>	<b>100.00</b>	<b>0.00</b>

For Triveni Turbine Ltd.

*Triveni Secretary*  
Company Secretary

**Detail of the Agenda:**

Item no 5 Details of the agenda: Re- appointment of Mr Shekhar Datta as an Independent Director of the Company as per the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013.

Resolution Required :				Special Resolution				
Whether promoter /promoter group are interested in the said 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	223504533	223504533	100.00	223504533	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		223504533	100.00	223504533	0	100.00	0.00
Public – Institutional holders	E- Voting	89768658	82656779	92.08	72493713	10163066	87.70	12.30
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		82656779	92.08	72493713	10163066	87.70	12.30
Public-Others	E- Voting	16698959	177466	1.06	177207	259	99.85	0.15
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		421476	2.52	421176	300	99.93	0.07
	Total		598942	3.59	598383	559	99.91	0.09
<b>Total</b>		<b>329972150</b>	<b>306760254</b>	<b>92.97</b>	<b>296596629</b>	<b>10163625</b>	<b>96.69</b>	<b>3.31</b>

For Triveni Turbine Ltd.

*Rajiv Sankar*  
Company Secretary

Detail of the Agenda:

Item no 6 Details of the agenda: Re- appointment of Dr. (Mrs.) Vasantha S Bharucha as an Independent Director of the Company as per the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013.

Resolution Required :				Special Resolution				
Whether promoter /promoter group are interested in the said resolution				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares  (3)= [(2)/(1)]*100	No. of Votes - in favour  (4)	No. of Votes - against  (5)	% of Votes in favour on votes polled  (6)= [(4)/(2)]*100	% of Votes against on votes polled  (7)= [(5)/(2)]*100
		(1)	(2)					
Promoter and Promoter Group	E- Voting	223504533	223504533	100.00	223504533	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		223504533	100.00	223504533	0	100.00	0.00
Public – Institutional holders	E- Voting	89768658	82656779	92.08	82656779	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		82656779	92.08	82656779	0	100.00	0.00
Public-Others	E- Voting	16698959	177466	1.06	176878	588	99.67	0.33
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		421476	2.52	421286	190	99.95	0.05
	Total		598942	3.59	598164	778	99.87	0.13
<b>Total</b>		<b>329972150</b>	<b>306760254</b>	<b>92.97</b>	<b>306759476</b>	<b>778</b>	<b>100.00</b>	<b>0.00</b>

For Triveni Turbine Ltd.

*D. Raju Sankar*  
Company Secretary

**Detail of the Agenda:**

Item no 7 Details of the agenda: Re- appointment of Mr. Arun Prabhakar Mote as Whole-time Director of the Company as per the provisions of Sections 196, 197, 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013.

Resolution Required :				Special Resolution				
Whether promoter /promoter group are interested in the said resolution				No				
Category	Mode of Voting	No. of shares held  ( 1 )	No. of votes polled  ( 2 )	% of Votes Polled on outstanding shares  (3)= [(2)/(1)]*100	No. of Votes - in favour  ( 4 )	No. of Votes - against  ( 5 )	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	E- Voting	223504533	223504533	100.00	223504533	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		223504533	100.00	223504533	0	100.00	0.00
Public – Institutional holders	E- Voting	89768658	82656779	92.08	82656779	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		82656779	92.08	82656779	0	100.00	0.00
Public-Others	E- Voting	16698959	177466	1.06	176878	588	99.67	0.33
			0	0.00	0	0	0.00	0.00
	Postal Ballot		421376	2.52	421076	300	99.93	0.07
	Total		598842	3.59	597954	888	99.85	0.15
<b>Total</b>		<b>329972150</b>	<b>306760154</b>	<b>92.97</b>	<b>306759266</b>	<b>888</b>	<b>100.00</b>	<b>0.00</b>

For Triveni Turbine Ltd.  
*Triveni Samal*  
 Company Secretary



# SURESH GUPTA & ASSOCIATES

## COMPANY SECRETARIES

204, Silver Complex, A-73, Opp. Metro Pillar No. 60, Near Nirman Vihar Metro Station,  
Laxmi Nagar, Delhi-110092

Mob. 9312257002, Ph. 011-43061664, Mail: sureshguptacs@gmail.com, www.sureshgupta.in

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### Scrutinizer's Report

**(Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the (Companies Management and Administration) Rules, 2014) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To,  
The Chairman  
M/s Triveni Turbine Limited  
CIN L29110UP1995PLC041834  
Corporate office: Express Trade Tower, 8th Floor  
Plot no 15-16, Sector 16A  
Noida-201301 U.P

**Consolidated Scrutinizers Report on Postal Ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Notice dated November, 5 2018 through Postal Ballot**

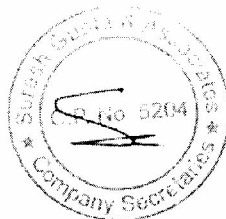
Dear Sir,

I, Suresh Kumar Gupta, Proprietor of M/s Suresh Gupta & Associates, Company Secretaries have been appointed as a Scrutinizer by the Board of Directors of M/s Triveni Turbine Limited ('the Company') for scrutinizing postal ballot voting including voting by electronic means in a fair and transparent manner in respect of the resolutions contained in the Notice of Postal Ballot dated November, 5 2018 proposed to be passed by the shareholders of the Company.

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made thereunder and (ii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to postal ballot voting including voting by electronic means. My responsibility as a scrutinizer is restricted to making a Scrutinizer's report of the votes cast by the members for the resolutions contained in the Notice dated November, 5 2018, based on the reports generated from the e-voting system provided by the authorized agency, M/s Central Depository Services (India) Ltd. engaged by the Company to provide e-voting facility and scrutiny of the physical ballot received till the time fixed for closing of the voting process i.e. 5.00 p.m. on Thursday December 13, 2018.

I submit my report as under:

1. Dispatch of the Postal Ballot notice containing the explanatory statement and the Postal Ballot form along with self-addressed prepaid business reply envelope to the Members of the Company was completed on November 12, 2018. The said documents were sent by the Company in electronic mode to those members who registered their e-mail addresses with their respective Depository Participants and in physical mode to the other members.



Contd.....2

2. Members whose names were recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cutoff date i.e. November 02, 2018 were entitled to cast their votes by postal ballot or e-voting.
3. Voting through Postal Ballot and E-voting commenced on **Wednesday, November 14, 2018 (9.00 a.m. IST)** and ends on **Thursday, December 13, 2018 (5.00 p.m. IST)**. E-voting was blocked at 5.00 p.m. on December 13, 2018 by Central Depository Services (India) Ltd., the e-service agency engaged by the Board of Directors of the Company.
4. The Postal Ballot forms received from the Members were kept in a locked ballot box before commencement of the scrutiny.
5. After the time fixed for closing of the e-voting, i.e. 5.00 p.m. on Thursday, December 13, 2018, a final electronic report of the e-voting was generated by me by accessing the data available to me from the Authorised Agency M/s Central Depository Services (India) Ltd. to provide e-voting facility. Data regarding the e-votes was diligently scrutinized.
6. The physical postal ballots received till the time fixed for closing of the Postal Ballot i.e. 5.00 p.m. on December 13, 2018, were diligently scrutinized and reconciled with the records maintained by the Company through, M/s Alankit Assignment Ltd. the Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.
7. The Ballot papers which were incomplete and which were otherwise found defective have been treated as invalid and kept separately. I did not find any defaced or mutilated ballot papers.
8. The result of the scrutiny of the above postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Notice dated November 05, 2018 through Postal Ballot is as under:

**Resolution No. 1: Special Resolution**

**Alteration of Articles of Association of the Company as per Section 14 and all other applicable provisions of the Companies Act, 2013.**

a) Votes cast "in favour" of resolution:

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	82	419294	99.48
Electronic (e-voting)	84	298101910	97.31
Total	166	298521204	97.31



## b) Voted cast "against" the resolution

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	154	190	0.05
Electronic (e-voting)	10	8236868	2.69
Total	164	8237058	2.69

## c) Invalid votes:

<i>Postal Ballot Voting</i>	<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
Physical	NIL	NIL
Electronic (e-voting)		
Total		

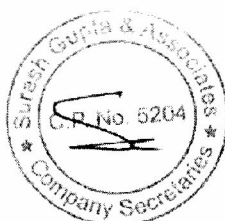
Based on the aforesaid results, I report that the Special resolution as contained in Item No. 1 of the Notice dated November 5, 2018, has been passed with requisite majority.

**Resolution No. 2: Special Resolution**

**Approval for Buyback of Equity Shares of the Company as per the provisions of Section 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013.**

## a) Votes cast "in favour" of Resolution:

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	99	421291	99.95
Electronic (e-voting)	94	306338778	100
Total	193	306760069	100



b) Voted cast "against" the resolution

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	154	190	0.05
Electronic (e-voting)	0	0	0
Total	154	190	0.00

c) Invalid votes:

<i>Postal Ballot Voting</i>	<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
Physical	NIL	NIL
Electronic (e-voting)		
Total		

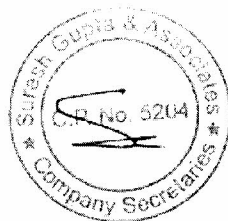
Based on the aforesaid results, I report that the Special resolution as contained in Item No. 2 of the Notice dated November 5, 2018, has been passed with requisite majority.

**Resolution No. 3: Special Resolution**

**Appointment of Ms Homai A Daruwalla as an Independent Director of the Company as per the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013.**

a) Votes cast "in favour" of Resolution:

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	98	421191	99.93
Electronic (e-voting)	91	306338220	100
Total	189	306759411	100



## b) Voted cast "against" the resolution

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	155	290	0.07
Electronic (e-voting)	3	558	0
<b>Total</b>	<b>158</b>	<b>848</b>	<b>0.00</b>

## c) Invalid votes:

<i>Postal Ballot Voting</i>	<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
Physical	NIL	NIL
Electronic (e-voting)		
<b>Total</b>		

Based on the aforesaid results, I report that the Special resolution as contained in Item No. 3 of the Notice dated November 5, 2018, has been passed with requisite majority.

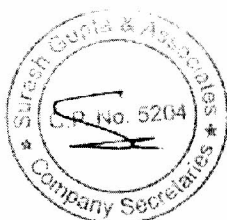
**Resolution 4: Special Resolution**

**Appointment of Dr. Anil Kakodkar as an Independent Director of the Company as per the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013.**

## a) Votes cast "in favour" of Resolution:

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	98	421281	99.95
Electronic (e-voting)	91	306338220	100
<b>Total</b>	<b>189</b>	<b>306759501</b>	<b>100</b>

Contd.....6



b) Voted cast “against” the resolution

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	155	200	0.05
Electronic (e-voting)	3	558	0.00
Total	158	758	0.00

c) Invalid votes:

<i>Postal Ballot Voting</i>	<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
Physical	NIL	NIL
Electronic (e-voting)		
Total		

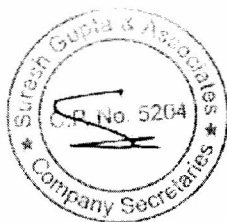
Based on the aforesaid results, I report that the Special resolution as contained in Item No. 4 of the Notice dated November 5, 2018, has been passed with requisite majority.

**Resolution 5: Special Resolution**

**Re- appointment of Mr Shekhar Datta as an Independent Director of the Company as per the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013.**

a) Votes cast “in favour “of Resolution:

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	96	421176	99.93
Electronic (e-voting)	84	296175453	96.68
Total	180	296596629	96.69



b) Voted cast “against” the resolution

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	156	300	0.07
Electronic (e-voting)	10	10163325	3.32
Total	166	10163625	3.31

c) Invalid votes:

<i>Postal Ballot Voting</i>	<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
Physical	NIL	NIL
Electronic (e-voting)		
Total		

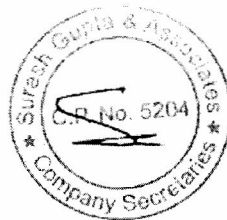
Based on the aforesaid results, I report that the Special resolution as contained in Item No. 5 of the Notice dated November 5, 2018, has been passed with requisite majority.

**Resolution 6: Special Resolution**

**Re- appointment of Dr. (Mrs.) Vasantha S Bharucha as an Independent Director of the Company as per the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013.**

a) Votes cast “in favour “of Resolution:

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	98	421286	99.95
Electronic (e-voting)	90	306338190	100
Total	188	306759476	100



b) Voted cast “against” the resolution

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	154	190	0.05
Electronic (e-voting)	4	588	0
Total	158	778	0.00

c) Invalid votes:

<i>Postal Ballot Voting</i>	<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
Physical	NIL	NIL
Electronic (e-voting)		
Total		

Based on the aforesaid results, I report that the Special resolution as contained in Item No. 6 of the Notice dated November 5, 2018, has been passed with requisite majority.

**Resolution 7: Special Resolution**

**Re- appointment of Mr. Arun Prabhakar Mote as Whole-time Director of the Company as per the provisions of Sections 196, 197, 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013.**

a) Votes cast “in favour “of Resolution:

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	95	421076	99.90
Electronic (e-voting)	90	306338190	100
Total	185	306759266	100

Contd.....9





b) Voted cast "against" the resolution:

<i>Postal Ballot Voting</i>	<i>Number of members who voted</i>	<i>Number of votes cast by them</i>	<i>% of total Number of valid votes cast</i>
Physical	156	300	0.07
Electronic (e-voting)	4	588	0
Total	160	888	0.00

c) Invalid votes:

<i>Postal Ballot Voting</i>	<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
Physical	NIL	NIL
Electronic (e-voting)		
Total		

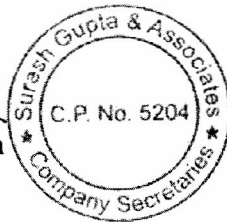
Based on the aforesaid results, I report that the Special resolution as contained in Item No. 7 of the Notice dated November 5, 2018, has been passed with requisite majority.

9. In view of the above scrutiny, I hereby certify that all the seven resolutions specified in the Postal Ballot Notice dated November 05, 2018 have been passed with the requisite majority.

10. The electronic data along with the postal ballots and all other relevant records relating to the e-voting and the Postal Ballot received is under my safe custody and will be handed over to the company secretary for preserving safely after the chairman signs the Minutes.

**For Suresh Gupta & Associates  
Company Secretaries**

**Suresh Kumar Gupta**  
FCS 5660,  
CP No. 5204



**Date: 15.12.2018**  
**Place: Delhi**