

SEC/043/2019-20

July 31, 2019

BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400 001. Stock Code : 532638	National Stock Exchange of India Ltd. Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai-400 051. Stock Symbol :SHOPERSTOP
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Dear Sirs,

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

Pursuant to applicable provisions of the Companies Act, 2013 read with the Rules made thereunder and Regulation 44 of the SEBI Regulations, the Company had provided the Remote E-Voting facility and facility of Electronic voting system ("Insta Poll") to all its Members to cast their vote(s) on the resolutions set out in the Notice of 22nd Annual General Meeting ("AGM") of the Members of Shoppers Stop Limited held on July 30, 2019.

The Company had appointed Kaushal Dalal & Associates, Practicing Company Secretaries, as the scrutinizer to scrutinize the entire voting process. As per the Scrutinizer's report, all the resolutions set out in the Notice of AGM have been duly approved by the Members with requisite majority.

In this connection, we hereby enclose the consolidated voting results (i.e of Remote E-Voting & Insta Poll) on the business transacted at the AGM in the format prescribed under Regulation 44(3) of the SEBI Regulations, together with Scrutinizer's Report. Appended below is the summary of attendance at the meeting:

Total number of Shareholders on Cut Off Date for E-voting i.e. July 23, 2019	:	11,954		
No. of Shareholders present in the meeting either in person or through proxy.	:	In Person	Proxy	Total
Promoters and Promoter Group*		12	02	14
Public		28	01	29
Total		40	03	43

*There are total 14 Promoters and Promoter Group Entities of which 6 Entities are holding shares in 2 different Demat Accounts.

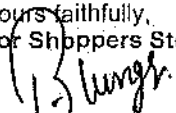
No. of Shareholders attended the meeting through Video Conferencing	:	None
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The consolidated voting results and the Scrutinizer's Report thereon are being uploaded on the website of the Company at www.shoppersstop.com and on the website of Karvy Fintech Private Limited at <https://evoting.karvy.com>

We request you to kindly take the same on record and oblige.

Thanking you,

Yours faithfully,
For Shoppers Stop Limited


Bharat Sanghavi
Company Secretary



Encl: A/a

General information about company	
Scrip code	532638
NSE Symbol	SHOPERSTOP
MSEI Symbol	
ISIN	INE498B01024
Name of the company	Shoppers Stop Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	30-07-2019
Start time of the meeting	03:30 PM
End time of the meeting	03:40 PM



Scrutinizer Details	
Name of the Scrutinizer	Kaushal Dalal
Firms Name	Kaushal Dalal & Associates
Qualification	CS
Membership Number	7141
Date of Board Meeting in which appointed	30-04-2019
Date of Issuance of Report to the company	30-07-2019



Voting results	
Record date	23-07-2019
Total number of shareholders on record date	11954
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	14
b) Public	29
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	8
Disclosure of notes on voting results	



Resolution(1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Adoption of : 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; and b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 and the Report of the Auditors thereon.					
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	56061197	56061197	100	56061197	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		56061197	56061197	100	56061197	0	100
Public-Institutions	E-Voting	22280440	16103376	72.2758	16103376	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		22280440	16103376	72.2758	16103376	0	100
Public-Non Institutions	E-Voting	9648291	608509	6.3069	608478	31	99.9949	0.0051
	Poll		632761	6.5583	632761	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		9648291	1241270	12.8652	1241239	31	99.9975
Total		87989928	73405843	83.4253	73405812	31	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of dividend of Rs.0.75 per equity Share for the financial year ended March 31, 2019				
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	56061197	56061197	100	56061197	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		56061197	56061197	100	56061197	0	100
Public- Institutions	E-Voting	22280440	16103376	72.2758	16103376	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		22280440	16103376	72.2758	16103376	0	100
Public- Non Institutions	E-Voting	9648291	2857885	29.6206	2857854	31	99.9989	0.0011
	Poll		632761	6.5583	632761	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		9648291	3490646	36.1789	3490615	31	99.9991
Total		87989928	75655219	85.9817	75655188	31	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. B. S. Nagesh (DIN: 00027595), a director retiring by rotation.				
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	56061197	56061197	100	56061197	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		56061197	56061197	100	56061197	0	100
Public-Institutions	E-Voting	22280440	15705045	70.488	15705045	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		22280440	15705045	70.488	15705045	0	100
Public- Non Institutions	E-Voting	9648291	2857885	29.6206	2857833	52	99.9982	0.0018
	Poll		632761	6.5583	632761	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		9648291	3490646	36.1789	3490594	52	99.9985
Total		87989928	75256888	85.529	75256836	52	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Nirvik Singh (DIN: 1570572), as an Independent Director of the Company.				
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	56061197	56061197	100	56061197	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		56061197	56061197	100	56061197	0	100
Public- Institutions	E-Voting	22280440	9498888	42.6333	8274060	1224828	87.1056	12.8944
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		22280440	9498888	42.6333	8274060	1224828	87.1056
Public- Non Institutions	E-Voting	9648291	608509	6.3069	674	607835	0.1108	99.8892
	Poll		632761	6.5583	632761	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		9648291	1241270	12.8652	633435	607835	51.0312
Total		87989928	66801355	75.9193	64968692	1832663	97.2565	2.7435
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Deepak Ghaisas (DIN: 00001811), as an Independent Director of the Company.				
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	56061197	56061197	100	56061197	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		56061197	56061197	100	56061197	0	100
Public-Institutions	E-Voting	22280440	15705045	70.488	15698433	6612	99.9579	0.0421
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		22280440	15705045	70.488	15698433	6612	99.9579
Public- Non Institutions	E-Voting	9648291	608509	6.3069	674	607835	0.1108	99.8892
	Poll		632761	6.5583	632761	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		9648291	1241270	12.8652	633435	607835	51.0312
Total		87989928	73007512	82.9726	72393065	614447	99.1584	0.8416
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Nitin Sanghavi (DIN: 00863107), as an Independent Director of the Company.				
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	56061197	56061197	100	56061197	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		56061197	56061197	100	56061197	0	100
Public- Institutions	E-Voting	22280440	15705045	70.488	15698433	6612	99.9579	0.0421
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		22280440	15705045	70.488	15698433	6612	99.9579
Public- Non Institutions	E-Voting	9648291	608509	6.3069	674	607835	0.1108	99.8892
	Poll		632761	6.5583	632761	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		9648291	1241270	12.8652	633435	607835	51.0312
Total		87989928	73007512	82.9726	72393065	614447	99.1584	0.8416
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Manish Chokhani (DIN: 00204011), as an Independent Director of the Company.				
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	56061197	56061197	100	56061197	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		56061197	56061197	100	56061197	0	100
Public-Institutions	E-Voting	22280440	15705045	70.488	15705045	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		22280440	15705045	70.488	15705045	0	100
Public- Non Institutions	E-Voting	9648291	2857885	29.6206	2857828	57	99.998	0.002
	Poll		632761	6.5583	632761	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		9648291	3490646	36.1789	3490589	57	99.9984
Total		87989928	75256888	85.529	75256831	57	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



Resolution(8)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Robert Bready (DIN: 06842835), as an Independent Director of the Company.				
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	56061197	56061197	100	56061197	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		56061197	56061197	100	56061197	0	100
Public-Institutions	E-Voting	22280440	15705045	70.488	15705045	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		22280440	15705045	70.488	15705045	0	100
Public- Non Institutions	E-Voting	9648291	2857885	29.6206	2857828	57	99.998	0.002
	Poll		632761	6.5583	632761	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		9648291	3490646	36.1789	3490589	57	99.9984
Total		87989928	75256888	85.529	75256831	57	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



KAUSHAL DALAL & ASSOCIATES
COMPANY SECRETARIES

308, Balaji Darshan, Tilak Road, Santacruz (W), Mumbai - 400 054. * Email : kaushaldalalcs@gmail.com

CONSOLIDATED SCRUTINIZER'S REPORT
*(Pursuant to Section 108 of the Companies Act, 2013 read with
Rule 20(4) (xii) of Companies (Management and Administration) Rules, 2014.*

To,
The Chairman,
Shoppers Stop Limited
Umang Tower, 5th Floor, Mindspace,
Off. Link Road, Malad (West),
Mumbai 400 064.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on voting done through Remote E-Voting Process and Insta Poll at 22nd Annual General Meeting of Shoppers Stop Limited (the Company) held on Tuesday, July 30, 2019.

I, Kaushal Dalal, Proprietor of M/s. Kaushal Dalal & Associates, Practicing Company Secretaries, was appointed as a Scrutinizer by the Board of Directors of **Shoppers Stop Limited ("the Company")** pursuant to Sections 108 and 109 of the Companies Act, 2013 read with Rules made thereunder to scrutinize the Electronic Voting ("Remote e-Voting") and the Poll Process ("Insta Poll") for the resolutions contained in the Notice dated April 30, 2019 ("Notice") convening the 22nd Annual General Meeting ("the Meeting") of the Members of the Company on Tuesday, July 30, 2019, submit my Consolidated report as under:

1. The Management of the Company is responsible for the compliance of Sections 108 & 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 and my responsibility is only to the extent of making a Scrutinizer's Report for ascertaining the votes cast in favour or against for respective Resolution.
2. The Company had appointed Karvy Fintech Private Limited ("Karvy") for conducting the e-voting by the members of the Company at the Meeting. After the announcement of voting through the Insta poll, by the Chairman, Electronic Tablets were placed before the Members, in my presence to exercise their vote and members whose details were correct and reconciled with the records maintained by Karvy, and the authorizations and proxies lodged with the Company voted through Electronic tablets.



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COMPANY SECRETARIES

3. The Remote e-Voting commenced on Friday, July 26, 2019 at 9.00 am and ended on Monday, July 29, 2019 at 5.00 pm. The Equity Shareholders holding shares as on July 23, 2019, the "cut-off date" were entitled to vote on the resolutions stated in the Notice of the Meeting of the Company.
4. As per the information provided by Karvy, the names of the shareholders who had voted by remote e-voting through the facility provided by Karvy had been blocked and numerical One Time Password (OTP) was issued only to those members who were present at the Meeting and who had not voted through remote e-voting. The OTP was issued on registration of the attendance after verifying shareholder's folio, DPID & Client ID, specimen signature and number of shares held by the member, comparing with Registrar of Members/ Register of Beneficial Owners as on the cut-off date.
5. The Remote e-Voting Result was unblocked at Mumbai from the website of Karvy i.e. www.evoting.karvy.com after the votes cast by Insta poll at the Meeting in the presence of Mr. Ritesh Rajput and Ms. Shilpa Mishra who are not in the employment of the Company.
6. The Votes cast by Corporate/ Institutional Members who have emailed the scanned certified true copy of the Board Resolution / Authority Letter etc. at email ID: team@cskda.com or have uploaded on the website of Karvy i.e. www.evoting.karvy.com have been considered valid.
7. The Members who have abstained from voting in the Remote e-Voting has been treated as Invalid in order to combine the Results of Remote e-Voting and Insta Poll.
8. A Pen drive containing a list of equity shareholders who voted "FOR" or "AGAINST" and those whose votes were declared "INVALID" for each resolution is enclosed.
9. The Consolidated Result (Remote e-Voting+ Insta Poll) is as under:-



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COMPANY SECRETARIES

(a) **Item No 1:**

Adoption of:

- (i) 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; and
- (ii) the audited consolidated financial statements of the Company for the financial year ended March 31, 2019 together with the report of the Auditors thereon.

Particulars	Number of Members who voted	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	84	75422458
<u>Less:</u> Total Number of Invalid Votes	2	2649376
Total Number of Valid Votes	82	72773082
B. Insta Poll		
Total Votes received by Insta Poll	18	632761
<u>Less:</u> Total Number of Invalid Votes	0	0
Total Number of Valid Votes	18	632761
C. Combined (A+B)		
Total Votes received by electronic mode and Insta Poll	102	76055219
<u>Less:</u> Total Number of Invalid Votes	2	2649376
Total Number of Valid Votes	100	73405843

(i) Voted in favour of the resolution:

Number of Members Voted in favour of the resolution	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
75	72773051	100
B. Insta Poll		
18	632761	100
C. Combined (A+B)		
93	73405812	100



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COMPANY SECRETARIES

(ii) Voted against the resolution:

Number of Members Voted against the resolution	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
7	31	0
B. Insta Poll		
0	0	0
C. Combined (A+B)		
7	31	0

(iii) Invalid Votes:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (No of Equity Shares of the Nominal Value of Rs. 5/- each)
I. REMOTE E- VOTING			
1.	Authority Letter / Board Resolution / Power of Attorney not sent.	1	400000
2.	Abstained from Voting.	1	2249376
TOTAL (I + II)		2	2649376
II. INSTA POLL:			
There were no invalid votes casted.			



KAUSHAL DALAL & ASSOCIATES

COMPANY SECRETARIES

(b) **Item No 2: Declaration of dividend of Rs. 0.75 per equity share for the financial year ended March 31, 2019.**

Particulars	Number of Members who voted	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	84	75422458
<u>Less:</u> Total Number of Invalid Votes	1	400000
Total Number of Valid Votes	83	75022458
B. Insta Poll		
Total Votes received by Insta Poll	18	632761
<u>Less:</u> Total Number of Invalid Votes	0	0
Total Number of Valid Votes	18	632761
C. Combined (A+B)		
Total Votes received by electronic mode and Insta Poll	102	76055219
<u>Less:</u> Total Number of Invalid Votes	1	400000
Total Number of Valid Votes	101	75655219

(i) Voted **in favour** of the resolution:

Number of Members Voted in favour of the resolution	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
76	75022427	100
B. Insta Poll		
18	632761	100
C. Combined (A+B)		
94	75655188	100



KAUSHAL DALAL & ASSOCIATES
COMPANY SECRETARIES

(ii) Voted against the resolution:

Number of Members Voted against the resolution	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
7	31	0
B. Insta Poll		
0	0	0
C. Combined (A+B)		
7	31	0

(iii) Invalid Votes:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (No of Equity Shares of the Nominal Value of Rs. 5/- each)
I. REMOTE E- VOTING			
1.	Authority Letter / Board Resolution / Power of Attorney not sent.	1	400000
2.	Abstained from Voting.	0	0
TOTAL (I + II)		1	400000
II. INSTA POLL:			
There were no invalid votes casted			



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- (c) **Item No 3: Re-appointment of Mr. B.S. Nagesh (DIN: 00027595), a director retiring by rotation.**

Particulars	Number of Members who voted	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	84	75422458
Less: Total Number of Invalid Votes	2	798331
Total Number of Valid Votes	82	74624127
B. Insta Poll		
Total Votes received by Insta Poll	18	632761
Less: Total Number of Invalid Votes	0	0
Total Number of Valid Votes	18	632761
C. Combined (A+B)		
Total Votes received by electronic mode and Insta Poll	102	76055219
Less: Total Number of Invalid Votes	2	798331
Total Number of Valid Votes	100	75256888

- (i) Voted in favour of the resolution:

Number of Members Voted in favour of the resolution	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
74	74624075	99.9999
B. Insta Poll		
18	632761	100
C. Combined (A+B)		
92	75256836	99.9999



(ii) Voted against the resolution:

Number of Members Voted against the resolution	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
8	52	0.0001
B. Insta Poll		
0	0	0
C. Combined (A+B)		
8	52	0.0001

(iii) Invalid Votes:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (No of Equity Shares of the Nominal Value of Rs. 5/- each)
I. REMOTE E- VOTING			
1.	Authority Letter / Board Resolution / Power of Attorney not sent.	1	400000
2.	Abstained from Voting.	1	398331
TOTAL (I + II)		2	798331
II. INSTA POLL:			
There were no invalid votes casted			



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- (d) **Item No 4: Re-Appointment of Mr. Nirvik Singh (DIN: 01570572), as an Independent Director of the Company.**

<u>Particulars</u>	Number of Members who voted	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	84	75422458
<u>Less:</u> Total Number of Invalid Votes	11	9253864
Total Number of Valid Votes	73	66168594
B. Insta Poll		
Total Votes received by Insta Poll	18	632761
<u>Less:</u> Total Number of Invalid Votes	0	0
Total Number of Valid Votes	18	632761
C. Combined (A+B)		
Total Votes received by electronic mode and Insta Poll	102	76055219
<u>Less:</u> Total Number of Invalid Votes	11	9253864
Total Number of Valid Votes	91	66801355

- (i) Voted in favour of the resolution:

Number of Members who Voted in favour of the resolution	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
40	64335931	97.2303
B. Insta Poll		
18	632761	100
C. Combined (A+B)		
58	64968692	97.2565



(ii) Voted against the resolution:

Number of Members who Voted against the resolution	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
33	1832663	2.7697
B. Insta Poll		
0	0	0
C. Combined (A+B)		
33	1832663	2.7435

(iii) Invalid Votes:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (No of Equity Shares of the Nominal Value of Rs. 5/- each)
I. REMOTE E- VOTING			
1.	Authority Letter / Board Resolution / Power of Attorney not sent.	1	400000
2.	Abstained from Voting.	10	8853864
TOTAL (I + II)		11	9253864
II. INSTA POLL:			
There were no invalid votes casted			



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(e) **Item No 5: Re-Appointment of Mr. Deepak Ghaisas (DIN 00001811), as an Independent Director of the Company.**

<u>Particulars</u>	Number of Members who voted	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	84	75422458
<u>Less:</u> Total Number of Invalid Votes	3	3047707
Total Number of Valid Votes	81	72374751
B. Insta Poll		
Total Votes received by Insta Poll	18	632761
<u>Less:</u> Total Number of Invalid Votes	0	0
Total Number of Valid Votes	18	632761
C. Combined (A+B)		
Total Votes received by electronic mode and Insta Poll	102	76055219
<u>Less:</u> Total Number of Invalid Votes	3	3047707
Total Number of Valid Votes	99	73007512

(i) Voted in favour of the resolution:

Number of Members who Voted in favour of the resolution	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
69	71760304	99.1510
B. Insta Poll		
18	632761	100
C. Combined (A+B)		
87	72393065	99.1584



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(ii) Voted against the resolution:

Number of Members who Voted against the resolution	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
12	614447	0.8490
B. Insta Poll		
0	0	0
C. Combined (A+B)		
12	614447	0.8416

(iii) Invalid Votes:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (No of Equity Shares of the Nominal Value of Rs. 5/- each)
I. REMOTE E- VOTING			
1.	Authority Letter / Board Resolution / Power of Attorney not sent.	1	400000
2.	Abstained from Voting.	2	2647707
TOTAL (I + II)		3	3047707
II. INSTA POLL:			
There were no invalid votes casted			



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- (f) **Item No 6: Re-Appointment of Mr. Nitin Sanghavi ((DIN 00863107), as an Independent Director of the Company.**

<u>Particulars</u>	<u>Number of Members who voted</u>	<u>No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)</u>
A. Remote e-Voting		
Total Votes received by electronic mode	84	75422458
Less: Total Number of Invalid Votes	3	3047707
Total Number of Valid Votes	81	72374751
B. Insta Poll		
Total Votes received by Insta Poll	18	632761
Less: Total Number of Invalid Votes	0	0
Total Number of Valid Votes	18	632761
C. Combined (A+B)		
Total Votes received by electronic mode and Insta Poll	102	76055219
Less: Total Number of Invalid Votes	3	3047707
Total Number of Valid Votes	99	73007512

- (i) Voted in favour of the resolution:

Number of Members who Voted in favour of the resolution	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
69	71760304	99.1510
B. Insta Poll		
18	632761	100
C. Combined (A+B)		
87	72393065	99.1584



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(ii) Voted against the resolution:

Number of Members who Voted against the resolution	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
12	614447	0.8490
B. Insta Poll		
0	0	0
C. Combined (A+B)		
12	614447	0.8416

(iii) Invalid Votes:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (No of Equity Shares of the Nominal Value of Rs. 5/- each)
I. REMOTE E- VOTING			
1.	Authority Letter / Board Resolution / Power of Attorney not sent.	1	400000
2.	Abstained from Voting.	2	2647707
TOTAL (I + II)		3	3047707
II. INSTA POLL:			
There were no invalid votes casted			



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- (g) Item No 7: Re-Appointment of Mr. Manish Chokhani (DIN 00204011), as an Independent Director of the Company.

<u>Particulars</u>	Number of Members who voted	No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)
A. Remote e-Voting		
Total Votes received by electronic mode	84	75422458
<u>Less:</u> Total Number of Invalid Votes	2	798331
Total Number of Valid Votes	82	74624127
B. Insta Poll		
Total Votes received by Insta Poll	18	632761
<u>Less:</u> Total Number of Invalid Votes	0	0
Total Number of Valid Votes	18	632761
C. Combined (A+B)		
Total Votes received by electronic mode and Insta Poll	102	76055219
<u>Less:</u> Total Number of Invalid Votes	2	798331
Total Number of Valid Votes	100	75256888

- (i) Voted in favour of the resolution:

Number of Members who Voted in favour of the resolution	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
73	74624070	99.9999
B. Insta Poll		
18	632761	100
C. Combined (A+B)		
91	75256831	99.9999



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(ii) Voted against the resolution:

Number of Members who Voted against the resolution	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
9	57	0.0001
B. Insta Poll		
0	0	0
C. Combined (A+B)		
9	57	0.0001

(iii) Invalid Votes:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (No of Equity Shares of the Nominal Value of Rs. 5/- each)
I. REMOTE E- VOTING			
1.	Authority Letter / Board Resolution / Power of Attorney not sent.	1	400000
2.	Abstained from Voting.	1	398331
TOTAL (I + II)		2	798331
II. INSTA POLL:			
There were no invalid votes casted			



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- (h) **Item No 8:** Appointment of Mr. Robert Bready (DIN: 06842835), as an Independent Director of the Company.

<u>Particulars</u>	<u>Number of Members who voted</u>	<u>No of Equity Shares of the Nominal Value of Rs. 5/- each (Votes cast)</u>
A. Remote e-Voting		
Total Votes received by electronic mode	84	75422458
<u>Less:</u> Total Number of Invalid Votes	2	798331
Total Number of Valid Votes	82	74624127
B. Insta Poll		
Total Votes received by Insta Poll	18	632761
<u>Less:</u> Total Number of Invalid Votes	0	0
Total Number of Valid Votes	18	632761
C. Combined (A+B)		
Total Votes received by electronic mode and Insta Poll	102	76055219
<u>Less:</u> Total Number of Invalid Votes	2	798331
Total Number of Valid Votes	100	75256888

- (i) Voted in favour of the resolution:

<u>Number of Members who Voted in favour of the resolution</u>	<u>Number of Votes cast by them</u>	<u>% of total number of valid votes cast</u>
A. Remote e-Voting		
73	74624070	99.9999
B. Insta Poll		
18	632761	100
C. Combined (A+B)		
91	75256831	99.9999



(ii) Voted against the resolution:

Number of Members who Voted against the resolution	Number of Votes cast by them	% of total number of valid votes cast
A. Remote e-Voting		
9	57	0.0001
B. Insta Poll		
0	0	0
C. Combined (A+B)		
9	57	0.0001

(iii) Invalid Votes:

Sr. No.	Category	No. of forms/ electronic votes	Total number of Invalid votes (No of Equity Shares of the Nominal Value of Rs. 5/- each)
I. REMOTE E- VOTING			
1.	Authority Letter / Board Resolution / Power of Attorney not sent.	1	400000
2.	Abstained from Voting.	1	398331
TOTAL (I + II)		2	798331
II. INSTA POLL:			
There were no invalid votes casted			

10. The aforesaid Consolidated Report is tabulated on the basis of Acceptance, Rejection and Invalid votes through Remote e-voting and Insta Poll.



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11. The Register and all other papers relating to Remote e-Voting and Insta Poll will be send to the Chairman and the Company Secretary of the Company after the Chairman considers, approves and signs the minutes of the Meeting in compliance with Rule 20(4)(xv) of Companies (Management and Administration) Rules, 2014.

Date: 30th July, 2019
Place: Mumbai



For Kaushal Dalal & Associates
Practicing Company Secretaries

Km Dalal

Kaushal Dalal
Proprietor
M. No: FCS 7141
CoP No: 7512

Received
A. Blung

