

CFL/SEC/SE/PS/2019-20/JULY/07

JULY 25, 2019

The Manager (Listing) Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 Scrip Code: 508814	The Manager (Listing) National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra – Kurla Complex Mumbai-400 051 Security ID: “COSMOFILMS”
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Sub: Submission of the voting results of the 42nd Annual General Meeting (AGM) along with Scrutinizer Report

Dear Sir,

Please find enclosed herewith the voting results of 42nd Annual General Meeting of the Members of the Company as required under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the consolidated report of the scrutinizer on remote e-voting and through ballot paper at the AGM.

You are requested to take the same on your records.

Thanking You

Yours faithfully
For **Cosmo Films Limited**



Jyoti Dixit
Company Secretary & Compliance Officer

Enclosed as above:

General information about company

Scrip code	508814
NSE Symbol	COSMOFILMS
MSEI Symbol	
ISIN	
Name of the company	COSMO FILMS LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	25-07-2019
Start time of the meeting	11:30 AM
End time of the meeting	12:30 PM



Scrutinizer Details

Name of the Scrutinizer	Sanjiv Aggarwal
Firms Name	B.K. SHROFF & CO.
Qualification	CA
Membership Number	85128
Date of Board Meeting in which appointed	15-05-2019
Date of Issuance of Report to the company	25-07-2019



Voting results	
Record date	19-07-2019
Total number of shareholders on record date	26593
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	1
b) Public	96
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	11
Disclosure of notes on voting results	Add Notes



Resolution (1)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Consider and adopt the audited Profit & Loss Account for the year ended March 31, 2019, and the Balance						
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		8632246	100.0000	8632246	0	100.0000	0.0000
	Poll	8632246	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8632246	8632246	100.0000	8632246	0	100.0000	0.0000
Public-Institutions	E-Voting		479838	52.7765	479838	0	100.0000	0.0000
	Poll	909189	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	909189	479838	52.7765	479838	0	100.0000	0.0000
Public- Non Institutions	E-Voting		668429	6.9467	668429	0	100.0000	0.0000
	Poll	9622245	40136	0.4171	40136	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	9622245	708565	7.3638	708565	0	100.0000	0.0000
Total		19163680	9820649	51.2462	9820649	0	100.0000	0.0000
Whether resolution is Pass or Not.								
Yes								
Disclosure of notes on resolution								
Add Notes								



Resolution (2)

Resolution required: (Ordinary / Special)		Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?		No					
Declaration of Dividend on Equity Shares of the Company.							
Description of resolution considered		Declaration of Dividend on Equity Shares of the Company.					
Category	Mode of voting	No. of shares held	No. of votes polled				
(1)	(2)	(3) = [(2)/(1)]*100	(4)				
(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100	(8) = [(6)/(5)]*100				
Promoter and Promoter Group	E-Voting	8632246	8632246	0	100.0000	0.0000	
	Poll	0	0	0	0.0000	0	
	Postal Ballot (if applicable)	0	0	0	0.0000	0	
	Total	8632246	8632246	8632246	0	100.0000	0.0000
Public- Institutions	E-Voting	479838	479838	0	100.0000	0.0000	
	Poll	0	0	0	0.0000	0	
	Postal Ballot (if applicable)	0	0	0	0.0000	0	
	Total	909189	479838	479838	0	100.0000	0.0000
Public- Non Institutions	E-Voting	668429	668429	0	100.0000	0.0000	
	Poll	40136	40136	0	100.0000	0.0000	
	Postal Ballot (if applicable)	0	0	0	0.0000	0	
	Total	9622245	708565	708565	0	100.0000	0.0000
Total		19163680	9820649	9820649	0	100.0000	0.0000
Whether resolution is Pass or Not.				Yes			
Disclosure of notes on resolution				Add Notes			



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. Anil Kumar Jain (DIN: 00027911) who retires 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		8632246	100.0000	8632246	0	100.0000	0.0000
	Poll	8632246	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8632246	8632246	100.0000	8632246	0	100.0000	0.0000
Public- Institutions	E-Voting		479838	52.7765	359809	120029	74.9855	25.0145
	Poll	909189	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	909189	479838	52.7765	359809	120029	74.9855	25.0145
Public- Non Institutions	E-Voting		668429	6.9467	668229	200	99.9701	0.0299
	Poll	9622245	40136	0.4171	40136	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	9622245	708565	7.3638	708365	200	99.9718	0.0282
Total		19163680	9820649	51.2462	9700420	120229	98.7758	1.2242
Whether resolution is Pass or Not.								
Yes								
Disclosure of notes on resolution								
Add Notes								



Resolution (4)

Resolution required: (Ordinary / Special)		Special				
Whether promoter/promoter group are interested in the agenda/resolution?		No				
Description of resolution considered						
Category	Mode of voting	No. of shares held	No. of votes polled			
		(1)	(2)			
			(3)=[(2)/(1)]*100			
			(4)			
			(5)			
			(6)=[(4)/(2)]*100			
			(7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting	8632246	8632246	0	100.0000	0.0000
	Poll	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0
	Total	8632246	8632246	0	100.0000	0.0000
Public-Institutions	E-Voting	479838	479838	235338	50.9547	49.0453
	Poll	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0
	Total	909189	479838	235338	50.9547	49.0453
Public- Non Institutions	E-Voting	668429	668429	0	100.0000	0.0000
	Poll	40136	40136	0	100.0000	0.0000
	Postal Ballot (if applicable)	0	0	0	0	0
	Total	9622245	708565	0	100.0000	0.0000
Total		19163680	9820649	235338	97.6036	2.3964
Whether resolution is Pass or Not.				Yes		
Disclosure of notes on resolution				Add Notes		



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. Har Kishanlal Agrawal (DIN: 00260592) as an Independent Director						
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		8632246	100.0000	8632246	0	100.0000	0.0000
	Poll	8632246	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8632246	8632246	100.0000	8632246	0	100.0000	0.0000
Public- Institutions	E-Voting		479838	52.7765	0	479838	0.0000	100.0000
	Poll	909189	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	909189	479838	52.7765	0	479838	0.0000	100.0000
Public- Non Institutions	E-Voting		668429	6.9467	668429	0	100.0000	0.0000
	Poll	9622245	40136	0.4171	40136	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	9622245	708565	7.3638	708565	0	100.0000	0.0000
Total		19163680	9820649	51.2462	9340811	479838	95.1140	4.8860
		Whether resolution is Pass or Not.						
		Disclosure of notes on resolution						
		Yes						
		Add Notes						



Resolution (6)

Resolution required: (Ordinary / Special)		Special													
Whether promoter/promoter group are interested in the agenda/resolution?		Yes													
Description of resolution considered		Re-appointment of Mr. Ashok Jaipuria (DIN: 00214707) as Managing Director													
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		8632246	100.0000	8632246	0	100.0000	0.0000				8632246	0	100.0000	0.0000
	Poll	8632246	0	0.0000	0	0	0	0				0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0				0	0	0	0
	Total		8632246	8632246	100.0000	8632246	0	100.0000	0.0000				8632246	0	100.0000
Public- Institutions	E-Voting		479838	52.7765	336909	142929	70.2131	29.7869				336909	142929	70.2131	29.7869
	Poll	909189	0	0.0000	0	0	0	0				0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0				0	0	0	0
	Total		909189	479838	52.7765	336909	142929	70.2131	29.7869				336909	142929	70.2131
Public- Non Institutions	E-Voting		668429	6.9467	668429	0	100.0000	0.0000				668429	0	100.0000	0.0000
	Poll	9622245	40136	0.4171	40136	0	100.0000	0.0000				40136	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0				0	0	0	0
	Total		9622245	708565	7.3638	708565	0	100.0000	0.0000				708565	0	100.0000
Total			19163680	51.2462	9677720	142929	98.5446	1.4554				9677720	142929	98.5446	1.4554
Whether resolution is Pass or Not.															
Yes															
Disclosure of notes on resolution															
Add Notes															



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. Anil Kumar Jain (DIN: 00027911) as a Whole-time Director														
Category	Mode of voting	No. of shares held	No. of votes polled	(1)	(2)	(3) = [(2)/(1)]*100	No. of votes – in favour	(4)	No. of votes – against	(5)	(6) = [(4)/(2)]*100	% of votes in favour on votes polled	(7) = [(5)/(2)]*100	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting		8632246	8632246	8632246	100.0000	8632246	8632246	0	0	100.0000	0.0000	0.0000	
	Poll		8632246	0	0	0.0000	0	0	0	0	0	0	0	
	Postal Ballot (if applicable)			0	0	0.0000	0	0	0	0	0	0	0	
	Total		8632246	8632246	8632246	100.0000	8632246	8632246	0	0	100.0000	0.0000	0.0000	
Public- Institutions	E-Voting			479838	479838	52.7765	479838	479838	0	0	100.0000	0.0000	0.0000	
	Poll		909189	0	0	0.0000	0	0	0	0	0	0	0	
	Postal Ballot (if applicable)			0	0	0.0000	0	0	0	0	0	0	0	
	Total		909189	479838	479838	52.7765	479838	479838	0	0	100.0000	0.0000	0.0000	
Public- Non Institutions	E-Voting			668279	668279	6.9451	668279	668279	0	0	100.0000	0.0000	0.0000	
	Poll		9622245	40136	40136	0.4171	40136	40136	0	0	100.0000	0.0000	0.0000	
	Postal Ballot (if applicable)			0	0	0.0000	0	0	0	0	0	0	0	
	Total		9622245	708415	708415	7.3623	708415	708415	0	0	100.0000	0.0000	0.0000	
Total			19163680	9820499	9820499	51.2454	9820499	9820499	0	0	100.0000	0.0000	0.0000	
Whether resolution is Pass or Not.												Yes		
Disclosure of notes on resolution												Add Notes		



Resolution (8)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Change the Classification of Mr. Rajeev Gupta (DIN: 00241501) as Non Independent Non-Executive Director						
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	No. of votes – against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)		(4)	(5)		
Promoter and Promoter Group	E-Voting		8632246		8632246	0	100.0000	0.0000
	Poll	8632246	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		8632246	8632246	100.0000	8632246	0	100.0000
Public- Institutions	E-Voting		479838		346238	133600	72.1573	27.8427
	Poll	909189	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		909189	479838	52.7765	346238	133600	72.1573
Public- Non Institutions	E-Voting		668429		668429	0	100.0000	0.0000
	Poll	9622245	40136	0.4171	40136	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		9622245	708565	7.3638	708565	0	100.0000
Total		19163680	9820649	51.2462	9687049	133600	98.6396	1.3604
		Whether resolution is Pass or Not.						
		Yes						
		Add Notes						

Disclosure of notes on resolution



Resolution (9)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Change the Classification of Mr. Pratip Chaudhuri (DIN: 00915201) as Non Independent Non-Executive Director						
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		8632246	100.0000	8632246	0	100.0000	0.0000
	Poll	8632246	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8632246	8632246	100.0000	8632246	0	100.0000	0.0000
Public- Institutions	E-Voting		479838	52.7765	456938	22900	95.2276	4.7724
	Poll	909189	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	909189	479838	52.7765	456938	22900	95.2276	4.7724
Public- Non Institutions	E-Voting		668429	6.9467	668429	0	100.0000	0.0000
	Poll	9622245	40136	0.4171	40136	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	9622245	708565	7.3638	708565	0	100.0000	0.0000
Total		19163680	9820649	51.2462	9797749	22900	99.7668	0.2332
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								Add Notes



Resolution (10)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Change the Classification and appointment of Ms. Alpna Parida Shah (DIN: 06796621) as Independent Director						
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		8632246	100.0000	8632246	0	100.0000	0.0000
	Poll	8632246	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8632246	8632246	100.0000	8632246	0	100.0000	0.0000
Public- Institutions	E-Voting		479838	52.7765	364529	115309	75.9692	24.0308
	Poll	909189	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	909189	479838	52.7765	364529	115309	75.9692	24.0308
Public- Non Institutions	E-Voting		668429	6.9467	668229	200	99.9701	0.0299
	Poll	9622245	40136	0.4171	40136	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	9622245	708565	7.3638	708365	200	99.9718	0.0282
Total		19163680	9820649	51.2462	9705140	115509	98.8238	1.1762
Whether resolution is Pass or Not.								
Disclosure of notes on resolution								
Yes								
Add Notes								



Resolution (11)

Resolution required: (Ordinary / Special)		Ordinary										
Whether promoter/promoter group are interested in the agenda/resolution?		No										
Description of resolution considered		Approval of the remuneration payable to Cost Auditors for the Financial Year 2019-20.										
Category	Mode of voting	No. of shares held	No. of votes polled	(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		8632246	100.0000	8632246		0	100.0000	0.0000			
	Poll		0	0.0000	0		0	0	0			
	Postal Ballot (if applicable)		0	0.0000	0		0	0	0			
	Total		8632246	100.0000	8632246		0	100.0000	0.0000			
Public- Institutions	E-Voting		479838	52.7765	479838		0	100.0000	0.0000			
	Poll		0	0.0000	0		0	0	0			
	Postal Ballot (if applicable)		0	0.0000	0		0	0	0			
	Total		909189	52.7765	479838		0	100.0000	0.0000			
Public- Non Institutions	E-Voting		668429	6.9467	668204		225	99.9663	0.0337			
	Poll		40136	0.4171	40136		0	100.0000	0.0000			
	Postal Ballot (if applicable)		0	0.0000	0		0	0	0			
	Total		9622245	7.3638	708340		225	99.9682	0.0318			
Total	Total	19163680	9820649	51.2462	9820424		225	99.9977	0.0023			
Whether resolution is Pass or Not.												
Disclosure of notes on resolution												
Add Notes												



CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to section 108 & 109 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, Rule 21 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015]

To,
The Chairman
Cosmo Films Limited
(CIN: L92114DL1976PLC008355)
1008, DLF Tower-A, Jasola District Centre,
New Delhi-110025

For Forty Second (42nd) Annual General Meeting ("AGM") of the Equity Shareholders of COSMO FILMS LIMITED, held on Thursday 25th day of July, 2019 at 11.30 A.M." at Lakshmi Pat Singhania Auditorium, PHD Chamber of Commerce and Industry, PHD House, 4/2 Siri Industrial Area, August Kranti Marg, New Delhi – 110016.

Dear Sir,

I, SANJIV AGGARWAL, Practicing Chartered Accountant as Partner of M/s. B. K. SHROFF & CO., Chartered Accountants, having office at 3/7B, Asaf Ali Road, New Delhi – 110 002 was appointed as Scrutinizer of COSMO FILMS LIMITED ("the Company") for the purpose of scrutinizing Annual General Meeting (AGM) voting process i.e. remote e-Voting and voting through poll (Ballot Paper) taken on the below mentioned resolution (s) at the Forty Second Annual General Meeting of the Equity Shareholders of COSMO FILMS LIMITED, held on 25th day of July, 2019 at 11.30 A.M." at Lakshmi Pat Singhania Auditorium, PHD Chamber of Commerce and Industry, PHD House, 4/2 Siri Industrial Area, August Kranti Marg, New Delhi – 110016.

1. The e-voting period remained open from Monday 22nd July, 2019 10.00 a.m. to Wednesday 24th July, 2019 5.00 p.m. (IST) on the designated website via CDSL e-voting platform.
2. The shareholders holding shares as on the "cutoff" date i.e. 19th July, 2019 were entitled to vote on the proposed resolutions (item No.1 to 11) as set out in the Notice of the Forty Second AGM of the COSMO FILMS LIMITED.
3. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
4. Total Issued Share Capital of the Company includes 2,76,396 Shares held by Cosmo Films ESOP 2015 Trust "ESOP Trust" to be treated as "Non-Promoter Non-Public holding" as per Regulation 9, Chapter II of SEBI (Share Based Employee Benefits) Regulation 2014 for which voting rights were not available.



5. Total issued share capital of the company includes 1,33,756 shares on which dividend has remained unpaid or unclaimed and have been transferred to Investors Education and Protection Fund pursuant to Section 124 (6) of the companies Act 2013. The shareholders have lost their right to attend and vote at the annual general meeting till the voting rights are active again.
6. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
7. After Completion of poll at the AGM the vote casted through remote e-voting were unblocked in the presence of two witnesses Mr Hemant Garg and Mr. Sandeep Tiwari who are not in the employment of the Company. They have signed below in confirmation of the votes being un blocked in their presence.

Hemant

NAME:Hemant Garg

Sandeep Tiwari

NAME: Sandeep Tiwari

I submit our consolidated report of E-voting and voting through ballot (Physical) as under:

The Consolidated results are as under:

1. **Ordinary Resolution** to receive, consider and adopt the audited Profit & Loss Account for the year ended March 31, 2019, and the Balance Sheet as at that date and the Report of the Board of Directors and the Auditors of the Company thereon.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes Cast by them	% of total number of valid votes cast
E- Voting	52	9780513	99.59 %
Poll	81	40136	0.41 %
Total	133	9820649	100.00 %

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes Cast by them	% of total number of valid votes cast
E- voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil



(iii) Invalid Votes

Mode of Voting	Number of members voted	Number of votes Cast by them
E- voting	Nil	Nil
Poll	Nil	Nil
Total	Nil	Nil

2. Ordinary Resolution for Declaration of Dividend on Equity Shares of the Company.

(iv) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes Cast by them	% of total number of valid votes cast
E- Voting	52	9780513	99.59 %
Poll	81	40136	0.41 %
Total	133	9820649	100.00 %

(v) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes Cast by them	% of total number of valid votes cast
E- voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

(vi) Invalid Votes

Mode of Voting	Number of members voted	Number of votes Cast by them
E- voting	Nil	Nil
Poll	Nil	Nil
Total	Nil	Nil



3. Ordinary Resolution for Re-appointment of Mr. Anil Kumar Jain (DIN; 00027911) who retires by rotation

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes Castby them	% of total number ofvalidvotescast
E- Voting	49	9660284	98.37 %
Poll	81	40136	0.41 %
Total	130	9700420	98.78 %

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes Castby them	% of total number ofvalidvotescast
E- voting	3	120229	1.22 %
Poll	Nil	Nil	Nil
Total	3	120229	1.22 %

(iii) Invalid Votes

Mode of Voting	Number of members voted	Number of votes Cast by them
E- voting	Nil	Nil
Poll	Nil	Nil
Total	Nil	Nil

4. Special Resolution for continuation and re- appointment of Mr. Hoshang Noshirwan Sinor (DIN: 00074905) as an Independent Director.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes Castby them	% of total number ofvalidvotescast
E- Voting	49	9545175	97.19%
Poll	81	40136	0.41 %
Total	130	9585311	97.60 %

(ii)Voted against the resolution:



Mode of Voting	Number of members voted	Number of votes Cast by them	% of total number of valid votes cast
E- voting	3	235338	2.40 %
Poll	Nil	Nil	Nil
Total	3	235338	2.40%

(iii) Invalid Votes

Mode of Voting	Number of members voted	Number of votes Cast by them
E- voting	Nil	Nil
Poll	Nil	Nil
Total	Nil	Nil

5. Special Resolution for Re- appointment of Mr. Har Kishanlal Agarwal (DIN: 00260592) as an Independent Director.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes Cast by them	% of total number of valid votes cast
E-voting	45	9300675	94.70%
Poll	81	40136	0.41 %
Total	126	9340811	95.11 %

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of vote cast by them	% of total number of valid votes cast
E-voting	7	479838	4.89 %
Poll	Nil	Nil	Nil
Total	7	479838	4.89 %



(iii) Invalid Votes

Mode of Voting	Number of members voted	Number of vote cast by them
E-voting	Nil	Nil
Poll	Nil	Nil
Total	Nil	Nil

6. **Special Resolution for Re- appointment of Mr. Ashok Jaipuria (DIN : 00214707) as Managing Director**

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes Cast by them	% of total number of valid votes cast
E-voting	49	9637584	98.13%
Poll	81	40136	0.41 %
Total	130	9677720	98.54 %

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes Cast by them	% of total number of valid votes cast
E-voting	3	142929	1.46 %
Poll	Nil	Nil	Nil
Total	3	142929	1.46 %

(iii) Invalid Votes

Mode of Voting	Number of members voted	Number of vote cast by them
E-voting	Nil	Nil
Poll	Nil	Nil
Total	Nil	Nil



7. Special Resolution for Re- appointment Mr. Anil Kumar Jain (DIN: 00027911) as a Whole –time Director.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes Castby them	% of total number ofvalid votescast
E-voting	51	9780363	99.59%
Poll	81	40136	0.41 %
Total	132	9820499	100.00 %

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Numberof votes Castby them	% of total number ofvalidvotescast
E-voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) InvalidVotes

Mode of Voting	Number of members voted	Number of votes cast by them
E-voting	Nil	Nil
Poll	Nil	Nil
Total	Nil	Nil

8. Ordinary Resolution to Change the Classification of Mr. Rajeev Gupta (DIN: 00241501) as Non Independent Non- Executive Director.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes Cast by them	% of total number of valid votes cast
E-voting	49	9646913	98.23%
Poll	81	40136	0.41 %
Total	130	9687049	98.64 %

(ii) Voted against the resolution:



Mode of Voting	Number of members voted	Number of votes Cast by them	% of total number of valid votes cast
E-voting	3	133600	1.36%
Poll	Nil	Nil	Nil
Total	3	133600	1.36 %

(iii) Invalid Votes

Mode of Voting	Number of members voted	Number of vote cast by them
E-voting	Nil	Nil
Poll	Nil	Nil
Total	Nil	Nil

9. Ordinary Resolution to Change the Classification of Mr. PratipChaudhuri (DIN: 00915201) as Non Independent Non- Executive Director.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes Cast by them	% of total number of valid votes cast
E-voting	51	9757613	99.36%
Poll	81	40136	0.41 %
Total	132	9797749	99.77 %

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes Cast by them	% of total number of valid votes cast
E-voting	1	22900	0.23%
Poll	Nil	Nil	Nil
Total	1	22900	0.23%



(iii) Invalid Votes

Mode of Voting	Number of members voted	Number of vote cast by them
E-voting	Nil	Nil
Poll	Nil	Nil
Total	Nil	Nil

10. Ordinary Resolution to Change the Classification and to appoint Ms.AlpanaParida Shah (DIN: 06796621) as Independent Director.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes Cast by them	% of total number of valid votes cast
E-voting	50	9665004	98.41%
Poll	81	40136	0.41 %
Total	131	9705140	98.82

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes Cast by them	% of total number of valid votes cast
E-voting	2	115509	1.18%
Poll	Nil	Nil	Nil
Total	2	115509	1.18%

(iii) Invalid Votes

Mode of Voting	Number of members voted	Number of vote cast by them
E-voting	Nil	Nil
Poll	Nil	Nil
Total	Nil	Nil



11. Ordinary Resolution for Approval of the remuneration payable to Cost Auditors for the Financial Year 2019-20.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes Cast by them	% of total number of valid votes cast
E-voting	50	9780288	99.59%
Poll	81	40136	0.41 %
Total	131	9820424	100.00 %

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes Cast by them	% of total number of valid votes cast
E-voting	2	225	Negligible
Poll	Nil	Nil	Nil
Total	2	225	Negligible

(iii) Invalid Votes

Mode of Voting	Number of members voted	Number of vote cast by them
E-voting	Nil	Nil
Poll	Nil	Nil
Total	Nil	Nil



Therefore, the aforesaid resolutions 1 to 11 are approved with requisite majority.

8. The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and there after same will be handed over to the Company Secretary for safe keeping.

Thankingyou,

Yours faithfully

For B. K. SHROFF & CO.
Chartered Accountants
Firm Registration No: 302166E

Sanjiv Aggarwal

Sanjiv Aggarwal
Partner

Membership No: 85128
Place New Delhi

Dated : 25th July, 2019

UDIN : *19085128AAAAAW6422*

Sd/-
Chairman

