

# Jaykay Enterprises Ltd.

CIN:L99999UP1961PLC001187

Regd. Office: Kamla Tower, Kanpur-208001 (INDIA)

Phones: +91 512 2371478 - 81, Fax: +91 512 2332665

Email: prabhat.mishra@jkcement.com

Web: www.jaykayenterprises.com

Date: 14.08.2019

JKEL/CS/209/AGM-2019/

The Bombay Stock Exchange Ltd.  
Corporate Relationship Department,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai-400001  
Scrip Code:500306 (ISIN.INE 903A01025)  
Fax No.022-22722041, 22722039, 22723132  
Kind Attn: Mr. Sydney Miranda (AGM)

**Through: ONLINE FILING**

**Sub: Disclosure of Voting Results of 73<sup>rd</sup> Annual General Meeting (AGM) of the Company held on August 14, 2019 as per the requirements of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

This is to inform you that the Annual General meeting (AGM) of the Members of the Company was held on **Wednesday, the August 14, 2019** at 12.00 Noon at the Auditorium of Dr. Gaur Hari Singhania Institute of Management & Research, Kamla Nagar, Kanpur -208005 to transact the business as stated in the Notice dated May 29, 2019 convening the AGM.

In this regard, please find enclosed herewith detailed voting results of the AGM of the Company in the format prescribed under Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 alongwith Consolidated Scrutinizers Report.

You are requested to kindly take note of the same.

Yours faithfully,  
**For Jaykay Enterprises Ltd.,**

  
**(Prabhat Kumar Mishra)**  
**Sr. Manager (Legal) & Company Secretary**  
**M.No. ACS 29900**

Encl: As above



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### General information about company

Scrip code	500306
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE903A01025
Name of the company	Jaykay Enterprise Ltd.
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	14-08-2019
Start time of the meeting	12:00 PM
End time of the meeting	12:55 PM

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### Scrutinizer Details

Name of the Scrutinizer	Reena Jakhodia
Firms Name	M/s Reena Jakhodia & Associated
Qualification	CS
Membership Number	6435
Date of Board Meeting in which appointed	29-05-2019
Date of Issuance of Report to the company	14-08-2019

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Voting results	
Record date	07-08-2019
Total number of shareholders on record date	95291
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	11
b) Public	41
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of resolution passed in the meeting</b>	<b>8</b>
Disclosure of notes on voting results	<a href="#">Add Notes</a>

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2019, together with the Reports of the Board of Directors and 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	11845653	11594631	97.8809	11594631	0	100.0000	0.0000
	Poll		2100	0.0177	2100	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>11845653</b>	<b>11596731</b>	<b>97.8986</b>	<b>11596731</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	1687713	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>1687713</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	23601386	194443	0.8239	194366	77	99.9604	0.0396
	Poll		1429467	6.0567	1429467	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>23601386</b>	<b>1623910</b>	<b>6.8806</b>	<b>1623833</b>	<b>77</b>	<b>99.9953</b>
<b>Total</b>		<b>37134752</b>	<b>13220641</b>	<b>35.6018</b>	<b>13220564</b>	<b>77</b>	<b>99.9994</b>	<b>0.0006</b>
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

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



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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019, together with Reports of 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		11594631	97.8809	11594631	0	100.0000	0.0000
	Poll	11845653	2100	0.0177	2100	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	11845653	11596731	97.8986	11596731	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	1687713	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	1687713	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		194443	0.8239	194366	77	99.9604	0.0396
	Poll	23601386	1429467	6.0567	1429467	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	23601386	1623910	6.8806	1623833	77	99.9953	0.0047
<b>Total</b>		37134752	13220641	35.6018	13220564	77	99.9994	0.0006
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Add Notes		

\* this fields are optional

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





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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Shri Ashok Gupta (DIN 00135288), who retires by rotation and being eligible offers himself for re-appointment.				
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	11845653	11594631	97.8809	11594631	0	100.0000	0.0000
	Poll		2100	0.0177	2100	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>11845653</b>	<b>11596731</b>	<b>97.8986</b>	<b>11596731</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	1687713	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>1687713</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting	23601386	194443	0.8239	194366	77	99.9604	0.0396
	Poll		1429467	6.0567	1429467	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>23601386</b>	<b>1623910</b>	<b>6.8806</b>	<b>1623833</b>	<b>77</b>	<b>99.9953</b>
<b>Total</b>		<b>37134752</b>	<b>13220641</b>	<b>35.6018</b>	<b>13220564</b>	<b>77</b>	<b>99.9994</b>	<b>0.0006</b>
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

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



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Resolution (4)								
Resolution required: (Ordinary / Special)					Special			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Description of resolution considered					Reappointment of Dr. Krishna Behari Agarwal (DIN-00339934) 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	11845653	11594631	97.8809	11594631	0	100.0000	0.0000
	Poll		2100	0.0177	2100	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		11845653	11596731	97.8986	11596731	0	100.0000
Public- Institutions	E-Voting	1687713	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1687713	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	23601386	194443	0.8239	194366	77	99.9604	0.0396
	Poll		1429417	6.0565	1429417	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		23601386	1623860	6.8804	1623783	77	99.9953
Total		37134752	13220591	35.6017	13220514	77	99.9994	0.0006
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

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





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Resolution (5)								
Resolution required: (Ordinary / Special)					Special			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Description of resolution considered					Reappointment of Shri Kedar Nath Mehrotra (DIN-06749349) 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		11594631	97.8809	11594631	0	100.0000	0.0000
	Poll	11845653	2100	0.0177	2100	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	11845653	11596731	97.8986	11596731	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	1687713	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	1687713	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		194443	0.8239	194366	77	99.9604	0.0396
	Poll	23601386	1429467	6.0567	1429467	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	23601386	1623910	6.8806	1623833	77	99.9953	0.0047
<b>Total</b>		37134752	13220641	35.6018	13220564	77	99.9994	0.0006
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

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





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Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Reappointment of Shri Ravindra Kumar Tandon (DIN-00159472) 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		11594631	97.8809	11594631	0	100.0000	0.0000
	Poll	11845653	2100	0.0177	2100	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	11845653	11596731	97.8986	11596731	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	1687713	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1687713	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		194443	0.8239	194366	77	99.9604	0.0396
	Poll	23601386	1411608	5.9810	1411608	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	23601386	1606051	6.8049	1605974	77	99.9952	0.0048
Total		37134752	13202782	35.5537	13202705	77	99.9994	0.0006
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Add Notes		

\* this fields are optional

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



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Resolution (7)								
Resolution required: (Ordinary / Special)					Special			
Whether promoter/promoter group are interested in the agenda/resolution?					No			
Description of resolution considered					Reappointment of Shri Anil Kumar Dalmia (DIN-00789089) 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		11594631	97.8809	11594631	0	100.0000	0.0000
	Poll	11845653	2100	0.0177	2100	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	11845653	11596731	97.8986	11596731	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	1687713	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	1687713	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		194443	0.8239	194366	77	99.9604	0.0396
	Poll	23601386	1429467	6.0567	1429467	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	23601386	1623910	6.8806	1623833	77	99.9953	0.0047
<b>Total</b>		37134752	13220641	35.6018	13220564	77	99.9994	0.0006
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

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





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Resolution (8)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval for investment in M/s Nebula3D Services Private Limited ("Nebula3D"), an associate company 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		11594631	97.8809	11594631	0	100.0000	0.0000
	Poll	11845653	2100	0.0177	2100	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>11845653</b>	<b>11596731</b>	<b>97.8986</b>	<b>11596731</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	1687713	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>1687713</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public- Non Institutions	E-Voting		194443	0.8239	194218	225	99.8843	0.1157
	Poll	23601386	1424461	6.0355	1424461	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	<b>23601386</b>	<b>1618904</b>	<b>6.8594</b>	<b>1618679</b>	<b>225</b>	<b>99.9861</b>	<b>0.0139</b>
<b>Total</b>		<b>37134752</b>	<b>13215635</b>	<b>35.5883</b>	<b>13215410</b>	<b>225</b>	<b>99.9983</b>	<b>0.0017</b>
<b>Whether resolution is Pass or Not.</b>							<b>Yes</b>	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

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





104A/47, Ram Bagh, Kanpur - 208 012  
Phone: +91 – 9336205217, 9935902244

**CONSOLIDATED SCRUTINIZER'S REPORT  
[E-VOTING & VOTING BY POLLING PAPER]**

**[Pursuant to Section 108 of Companies Act, 2013 and Companies  
(Management and Administration) Rule, 2014 as amended]**

To,

The Chairman of the 73<sup>rd</sup> Annual General Meeting of the Equity Shareholders of **Jaykay Enterprises Limited** held on Wednesday, 14<sup>th</sup> August, 2019 at 12.00 Noon at the Auditorium of Dr. Gaur Hari Singhania Institute of Management & Research, Kamla Nagar, Kanpur -208005.

Dear Sir,

I Reena Jakhodia, Company Secretary in practice having CP No. 6083, Proprietor of Reena Jakhodia & Associates, Company Secretary, Kanpur has been appointed as Scrutinizer by the Board of Directors in their Meeting held on May 29, 2019 of Jaykay Enterprises Limited for the purpose of:

1. Scrutinizing the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 (The 2013 Act) read with Rule 20 of The Companies (Management & Administration) Rules, 2014 as amended (Rules); and
2. Poll through Ballot / Polling Papers under the provisions of Section 109 of The Companies Act, 2013 Act read with Rule 21 of the relevant Rules, on the Resolutions contained in the Notice to the Annual General Meeting of the Equity Shareholders of the Company held on 14<sup>th</sup> August, 2019 at the Auditorium of Dr. Gaur Hari Singhania Institute of Management & Research, Kamla Nagar, Kanpur -208005.

The management of the company is responsible to ensure the compliance with the requirements of The Companies Act, 2013 and Rules framed relating to voting through electronic means (i.e. by remote e-voting and voting by Polling Papers at the AGM) for the resolutions contained in the Notice to the Annual General Meeting of the Equity Shareholders of Jaykay Enterprises Limited.

My responsibility as a scrutinizer for the voting process is restricted to make a consolidated scrutinizer's report for the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ('CDSL') and Polling Papers in the Annual General Meeting in a fair and transparent manner.





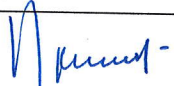
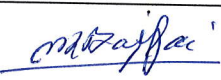
104A/47, Ram Bagh, Kanpur - 208 012  
Phone: +91 – 9336205217, 9935902244

The despatch of the Notices of the 73<sup>rd</sup> Annual General Meeting was concluded on July 18, 2019 partly by Courier, partly by Registered Post and partly by email.

The public advertisement with respect to despatch of notice of the Annual General Meeting and conducting of voting through electronic means was published in all editions of 'Financial Express' in English and 'Jansatta' in Hindi on July 19, 2019.

We submit our report as under:

1. The Remote e-Voting period remained open from 11<sup>th</sup> August, 2019 at 9.00 A.M. up to 13<sup>th</sup> August, 2019 at 5.00 P.M.
2. The Equity Shareholders holding shares either in physical form or in dematerialised form as on the "cut off" date, i.e. 07<sup>th</sup> August, 2019 were entitled to vote electronically on the proposed 8 (Eight) resolutions as mentioned in the Notice of the Annual General Meeting of "Jaykay Enterprises Limited" (Item Number 1 to 8 of the Notice of the AGM of Jaykay Enterprises Limited)
3. Polling through Ballot / Polling Papers was conducted in the Annual General Meeting and the same was recorded by me.
4. The locked ballot boxes were opened in the presence of 2 witnesses and poll papers were diligently scrutinized. They have signed below in confirmation of the box being opened in their presence

Signature		Signature	
Name:	<b>Shri R.C. Srivastava</b>	Name:	<b>Smt. Kamla Bajpai Jointly with Shri Mithilesh Bajpai</b>
Address:	15/214A, Doodwala Bungla, Civil Lines, Kanpur	Address:	41, Poni Road, Shukla Ganj, Unnao
Folio No.	575512	Folio No.	501644

5. The details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from E-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com/>).
6. Thereafter results for the both (i.e. remote e-voting and ballot / polling papers at 73<sup>rd</sup> Annual General Meeting) were consolidated.





7. The consolidated result of the voting is as under:

### Resolution 1: Ordinary Resolution

The Audited Standalone Financial Statements of the Company for The Financial Year ended 31<sup>st</sup> March 2019, together with the Reports of the Board of Directors and Auditors thereon

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
					For	Against
Remote E-Voting	11788997	77	0	11789074	100.000	Negligible
By Poll	1431567	0	0	1431567	100.000	0.000
<b>Total</b>	<b>13220564</b>	<b>77</b>	<b>0</b>	<b>13220641</b>	<b>100.000</b>	<b>Negligible</b>

Based on the aforesaid results I report that the Ordinary Resolution as set-out in the Item No. 1 of the Notice of the AGM dated May 29, 2019 has been passed with the requisite majority.

### Resolution 2: Ordinary Resolution

The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2019, together with Reports of Auditors thereon.

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
					For	Against
Remote E-Voting	11788997	77	0	11789074	100.000	Negligible
By Poll	1431567	0	0	1431567	100.000	0.000
<b>Total</b>	<b>13220564</b>	<b>77</b>	<b>0</b>	<b>13220641</b>	<b>100.000</b>	<b>Negligible</b>

Based on the aforesaid results I report that the Ordinary Resolution as set-out in the Item No. 2 of the Notice of the AGM dated May 29, 2019 has been passed with the requisite majority.



**Resolution 3: Ordinary Resolution**

To appoint a Director in place of Shri Ashok Gupta ( DIN:00135288), who retires by rotation and being eligible offers himself for re-appointment.

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
					For	Against
Remote E-Voting	11788997	77	0	11789074	100.000	Negligible
By Poll	1431567	0	0	1431567	100.000	0.000
<b>Total</b>	13220564	77	0	13220641	100.000	Negligible

Based on the aforesaid results I report that the Ordinary Resolution as set-out in the Item No. 3 of the Notice of the AGM dated May 29, 2019 has been passed with the requisite majority.

**Resolution 4: Special Resolution**

Reappointment of Dr. Krishna Behari Agarwal (DIN-00339934) as an Independent Director.

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
					For	Against
Remote E-Voting	11788997	77	0	11789074	100.000	Negligible
By Poll	1431517	0	0	1431517	100.000	0.000
<b>Total</b>	13220514	77	0	13220591	100.000	0.000

Based on the aforesaid results I report that the Special Resolution as set-out in the Item No. 4 of the Notice of the AGM dated May 29, 2019 has been passed with the requisite majority.

For Reena Jakhodia & Associates  
Company Secretaries  
CP No. 6083



104A/47, Ram Bagh, Kanpur - 208 012  
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## Resolution 5: Special Resolution

Re appointment of Shri Kedar Nath Mehrotra ( DIN-06749349) as an Independent Director.

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
					For	Against
Remote E-Voting	11788997	77	0	11789074	100.000	Negligible
By Poll	1431567	0	0	1431567	100.000	0.000
<b>Total</b>	<b>13220564</b>	<b>77</b>	<b>0</b>	<b>13220641</b>	<b>100.000</b>	<b>Negligible</b>

Based on the aforesaid results I report that the Special Resolution as set-out in the Item No. 4 of the Notice of the AGM dated May 29, 2019 has been passed with the requisite majority.

## Resolution 6: Special Resolution

Re appointment of Shri Ravindra Kumar Tandon ( DIN-00159472) as an Independent Director.

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
					For	Against
Remote E-Voting	11788997	77	0	11789074	100.000	Negligible
By Poll	1413708	0	0	1413708	100.000	0.000
<b>Total</b>	<b>13202705</b>	<b>77</b>	<b>0</b>	<b>13202782</b>	<b>100.000</b>	<b>Negligible</b>

Based on the aforesaid results I report that the Special Resolution as set-out in the Item No. 6 of the Notice of the AGM dated May 29, 2019 has been passed with the requisite majority.

For Reena Jakhodia & Associates

Company Secretaries  
CP No. 6083





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**Resolution 7: Special Resolution**

Re appointment of Shri Anil Kumar Dalmia ( DIN-00789089) as an Independent Director.

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
					For	Against
Remote E-Voting	11788997	77	0	11789074	100.000	Negligible
By Poll	1431567	0	0	1431567	100.000	0.000
<b>Total</b>	<b>13220564</b>	<b>77</b>	<b>0</b>	<b>13220641</b>	<b>100.000</b>	<b>Negligible</b>

Based on the aforesaid results I report that the Special Resolution as set-out in the Item No. 7 of the Notice of the AGM dated May 29, 2019 has been passed with the requisite majority.

**Resolution 8: Special Resolution**

Approval for Investment in M/s Nebula3D Services Private Limited ("Nebula3D"), an associate company of the Company.

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
					For	Against
Remote E-Voting	11788849	225	0	11789074	100.000	Negligible
By Poll	1426561	0	0	1426561	100.000	0.000
<b>Total</b>	<b>13215410</b>	<b>225</b>	<b>0</b>	<b>13215635</b>	<b>100.000</b>	<b>Negligible</b>

Based on the aforesaid results I report that the Special Resolution as set-out in the Item No. 8 of the Notice of the AGM dated May 29, 2019 has been passed with the requisite majority.

For Reena Jakhodia & Associates

Company Secretaries  
CP No. 6083



# REENA JAKHODIA & ASSOCIATES

Company Secretaries

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8. The Register, all other papers and relevant records relating to electronic voting and polling paper shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company.

Thanking you,


Yours faithfully,

**For Reena Jakhodia & Associates**

  
**Company Secretaries**  
**C.P. No.: 6083**

Place: Kanpur  
Dated: 14/08/2019

**For Reena Jakhodia & Associates**

  
**Company Secretaries**  
**CP No. 6083**