

June 23, 2021

BSE Limited  
Corporate Relationship Department  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building, P. J. Towers,  
Dalal Street, Fort,  
Mumbai – 400 001.  
Scrip Code: 500850

National Stock Exchange of India Limited  
Exchange Plaza  
Bandra Kurla Complex  
Bandra (E)  
Mumbai 400 051.  
Scrip Code: INDHOTEL

**Sub: Regulation 30 and Regulation 44(3) of SEBI (Listing Obligations and Disclosure requirements) – Summary of Proceedings, Voting Results and Scrutinizer’s Report of the 120<sup>th</sup> Annual General Meeting (“AGM”) of the Company held on June 22, 2021**

In terms of the General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 02/2021 dated January 13, 2021 (collectively referred to as ‘MCA Circulars’) issued by the Ministry of Corporate Affairs (“MCA”) and in compliance with the with the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 120th AGM of the Company was held on **Tuesday, June 22, 2021 at 3.00 p.m. (IST) via two-way Video Conference / Other Audio Visual Means**, to transact the business as stated in the Notice dated April 30, 2021, convening the AGM.

In this regard, please find enclosed the following:

1. Summary of the Proceedings at the 120<sup>th</sup> AGM of the Company – **Annexure A**
2. Voting Results of the business transacted at the AGM, as required under Regulation 44(3) of the Listing Regulations – **Annexure B.**
3. Report of the Scrutinizer dated June 23, 2021, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 – **Annexure C.**

The above are also available on the Company's website at <https://www.ihcltata.com/AGM/2021/AGM-FY2021/> and on the website of NSDL at [www.nsdl.co.in](http://www.nsdl.co.in)

You are requested to kindly take the same on record.

Yours sincerely,



**BEEJAL DESAI**  
**Senior Vice President**  
**Corporate Affairs & Company Secretary (Group)**

Encl: As above

THE INDIAN HOTELS COMPANY LIMITED

CORP Office: 9th Floor, Express Towers, Barrister Rajni Patel Marg, Nariman Point, Mumbai 400 021, Maharashtra, India  
REGD Office: Mandlik House, Mandlik Road, Mumbai 400 001, Maharashtra, India  
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### Summary of the proceedings of the 120<sup>th</sup> Annual General Meeting

The 120<sup>th</sup> Annual General Meeting ('AGM') of the Members of the Indian Hotels Company Limited was held on Tuesday June 22, 2021 at 3:00 pm (IST) and concluded at 5.15 pm via two-way Video Conferencing (VC). The Company, while conducting the Meeting, adhered to the circulars issued by the Ministry of Corporate Affairs ('MCA'), the Securities and Exchange Board of India ('SEBI').

The Company Secretary welcomed the Members to the Meeting and briefed them on certain points relating to the participation at the Meeting through VC.

Mr. N Chandrasekaran, Chairman of the Board, chaired the Meeting in terms of Article 96 of the Articles of Association of the Company from Mumbai. After declaring the requisite quorum to be present, the Chairman called the meeting to order. The Registers as required under the Companies Act, 2013 and other relevant documents mentioned in the Notice were available for inspection. Since there was no physical attendance of Members and in compliance with the Circulars issued by MCA and SEBI, the requirement of appointing proxies was not applicable, except for the authorized representatives of corporate shareholders.

All the Directors attended the Meeting through video conferencing including Mr. Nasser Munjee, Chairperson of the Audit Committee and Risk Management Committee, Ms. Vibha Paul Rishi, Chairperson of the Stakeholders' Relationship Committee, Ms. Hema Ravichandar, Chairperson of the Nomination and Remuneration Committee. Mr. Puneet Chhatwal – Managing Director & CEO, Mr. Giridhar Sanjeevi – Executive Vice President & CFO and Mr. Beejal Desai, Senior Vice President, Corporate Affairs and Company Secretary (Group) attended the Meeting through Video Conference from a common location at Mumbai.

The representatives of B S R & Co. LLP, Statutory Auditors, Neville Daroga & Associates, Secretarial Auditors and the Scrutinizer, were also present at the Meeting through VC.

With the consent of the shareholders, the Notice convening the AGM was taken as read.

The Chairman made his opening remarks with respect to the industry scenario, growth outlook, operations of the Company and response to Covid – 19.

The Company Secretary informed the Members that the Company had provided its Members the facility to cast their vote electronically through the National Securities Depository Limited ('NSDL') system before the Meeting. He further informed that the remote e-voting facility was also made available during the AGM for the benefit of Members who were present during the Meeting and had not cast their votes earlier through remote e-voting.

The Chairman informed the Members that Mr. Khushroo K Driver – Advocate High Court (Registration No: OS-811), was appointed as the Scrutinizer by the Board to scrutinize the votes cast during the Meeting and through remote e-voting, in a fair and transparent manner.

The following items of business were transacted at the Meeting:

Item No.	Details of the Agenda	Resolution required
1.	To receive, consider and adopt the Audited Financial Statements of the Company for Financial Year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon.	Ordinary
2.	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for Financial Year ended March 31, 2021, together with the Report of the Auditors thereon.	Ordinary
3.	To declare a dividend on Equity Shares for FY 2020-21.	Ordinary
4.	To appoint a Director in place of Mr. Puneet Chhatwal (DIN: 07624616) who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary
5.	Approval and ratification for payment of Minimum Remuneration to Mr. Puneet Chhatwal (DIN: 07624616), Managing Director & Chief Executive Officer for FY 2020-21	Special
6.	Approval for payment of Minimum Remuneration in case of no profits / inadequate profits to Mr. Puneet Chhatwal (DIN: 07624616), Managing Director & Chief Executive Officer from April 1, 2021 upto the remainder of his current term i.e. November 5, 2022	Special
7.	Payment of Remuneration to Non-Executive Directors	Ordinary

The Chairman then invited the Members to express their views, give suggestions and make enquiries on the operations and financial performance of the Company and related matters. The Members were given an opportunity to speak in the order in which they had registered their names. The Chairman then responded to all the queries raised and clarifications sought by the Members.

The Chairman authorized Mr. Beejal Desai, Senior Vice President – Corporate Affairs and Company Secretary (Group) to carry out the voting process and conclude the Meeting. He also authorized the Company Secretary to accept and countersign the Scrutinizer’s Report and declare the consolidated voting results. He informed the Members that the combined results of the remote e-voting before as well as during the AGM would be announced within 48 hours of the conclusion of the Meeting and the results along with Scrutinizer’s Report would be intimated to the Stock Exchange in terms of the Listing Regulations and would be placed on the websites of the Company and NSDL.

The Chairman then thanked the Members for their continued support and for attending and participating in the Meeting. He also thanked the Directors for joining the Meeting virtually. The e-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote. Upon completion of the e-voting process the Company Secretary declared the Meeting concluded.

This is for your information and records.

Yours sincerely,



**BEEJAL DESAI**  
**Senior Vice President**  
**Corporate Affairs & Company Secretary (Group)**

**The Indian Hotels Company Limited:**

**Voting Results**

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

Date of AGM	22-06-2021
Record date	15-06-2021
Total number of shareholders on record date	249481
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	N.A.
b) Public	N.A.
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	14
b) Public	170
<b>No. of resolution passed in the meeting</b>	<b>7</b>

Yours sincerely,

For **The Indian Hotels Company Limited**



**BEEJAL DESAI**

**Senior Vice President**

**Corporate Affairs & Company Secretary (Group)**

## The Indian Hotels Company Ltd

Resolution Required : (Ordinary)		1 - To receive, consider and adopt the Audited Financial Statements of the Company for Financial Year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon.						
Whether promoter/ promoter group are interested in the agenda/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	484642250	484642250	100.0000	484642250	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>484642250</b>	<b>100.0000</b>	<b>484642250</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	483558101	365623878	75.6112	365623878	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>365623878</b>	<b>75.6112</b>	<b>365623878</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	221058094	26067520	11.7922	26054308	13212	99.9493	0.0507
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>26067520</b>	<b>11.7922</b>	<b>26054308</b>	<b>13212</b>	<b>99.9493</b>	<b>0.0507</b>
<b>Total</b>		<b>1189258445</b>	<b>876333648</b>	<b>73.6874</b>	<b>876320436</b>	<b>13212</b>	<b>99.9985</b>	<b>0.0015</b>

## The Indian Hotels Company Ltd

Resolution Required : (Ordinary)		2 - To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for Financial Year ended March 31, 2021, together with the Report of the Auditors thereon.						
Whether promoter/ promoter group are interested in the agenda/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	484642250	484642250	100.0000	484642250	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>484642250</b>	<b>100.0000</b>	<b>484642250</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	483558101	365623878	75.6112	365623878	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>365623878</b>	<b>75.6112</b>	<b>365623878</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	221058094	26059872	11.7887	26049219	10653	99.9591	0.0409
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>26059872</b>	<b>11.7887</b>	<b>26049219</b>	<b>10653</b>	<b>99.9591</b>	<b>0.0409</b>
<b>Total</b>		<b>1189258445</b>	<b>876326000</b>	<b>73.6868</b>	<b>876315347</b>	<b>10653</b>	<b>99.9988</b>	<b>0.0012</b>

## The Indian Hotels Company Ltd

Resolution Required : (Ordinary)		3 - To declare a dividend on Equity Shares for FY 2020-21.						
Whether promoter/ promoter group are interested in the agenda/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	484642250	484642250	100.0000	484642250	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>484642250</b>	<b>100.0000</b>	<b>484642250</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	483558101	402422303	83.2211	402422303	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>402422303</b>	<b>83.2211</b>	<b>402422303</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	221058094	26072396	11.7944	26051040	21356	99.9181	0.0819
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>26072396</b>	<b>11.7944</b>	<b>26051040</b>	<b>21356</b>	<b>99.9181</b>	<b>0.0819</b>
<b>Total</b>		<b>1189258445</b>	<b>913136949</b>	<b>76.7821</b>	<b>913115593</b>	<b>21356</b>	<b>99.9977</b>	<b>0.0023</b>



## The Indian Hotels Company Ltd

Resolution Required : (Ordinary)			4 - To appoint a Director in place of Mr. Puneet Chhatwal (DIN: 07624616) who retires by rotation and, being eligible, offers himself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/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	484642250	484642250	100.0000	484642250	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>484642250</b>	<b>100.0000</b>	<b>484642250</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	483558101	402422303	83.2211	393111866	9310437	97.6864	2.3136
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>402422303</b>	<b>83.2211</b>	<b>393111866</b>	<b>9310437</b>	<b>97.6864</b>	<b>2.3136</b>
Public Non Institutions	E-Voting	221058094	26071619	11.7940	26028845	42774	99.8359	0.1641
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>26071619</b>	<b>11.7940</b>	<b>26028845</b>	<b>42774</b>	<b>99.8359</b>	<b>0.1641</b>
<b>Total</b>		<b>1189258445</b>	<b>913136172</b>	<b>76.7820</b>	<b>903782961</b>	<b>9353211</b>	<b>98.9757</b>	<b>1.0243</b>

## The Indian Hotels Company Ltd

Resolution Required : (Special)			5 - Approval and ratification for payment of Minimum Remuneration to Mr. Puneet Chhatwal (DIN: 07624616), Managing Director & Chief Executive Officer for FY 2020-21.					
Whether promoter/ promoter group are interested in the agenda/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	484642250	484642250	100.0000	484642250	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>484642250</b>	<b>100.0000</b>	<b>484642250</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	483558101	432357570	89.4117	424413863	7943707	98.1627	1.8373
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>432357570</b>	<b>89.4117</b>	<b>424413863</b>	<b>7943707</b>	<b>98.1627</b>	<b>1.8373</b>
Public Non Institutions	E-Voting	221058094	26070668	11.7936	25992655	78013	99.7008	0.2992
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>26070668</b>	<b>11.7936</b>	<b>25992655</b>	<b>78013</b>	<b>99.7008</b>	<b>0.2992</b>
<b>Total</b>		<b>1189258445</b>	<b>943070488</b>	<b>79.2990</b>	<b>935048768</b>	<b>8021720</b>	<b>99.1494</b>	<b>0.8506</b>

## The Indian Hotels Company Ltd

Resolution Required : (Special)			6 - Approval for payment of Minimum Remuneration in case of no profits/inadequate profits to Mr. Puneet Chhatwal (DIN: 07624616), Managing Director & Chief Executive Officer from April 1, 2021 upto the remainder of his current term i.e. November 5, 2022.					
Whether promoter/ promoter group are interested in the agenda/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	484642250	484642250	100.0000	484642250	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>484642250</b>	<b>100.0000</b>	<b>484642250</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	483558101	432357570	89.4117	364177717	68179853	84.2307	15.7693
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>432357570</b>	<b>89.4117</b>	<b>364177717</b>	<b>68179853</b>	<b>84.2307</b>	<b>15.7693</b>
Public Non Institutions	E-Voting	221058094	26069287	11.7930	25975783	93504	99.6413	0.3587
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>26069287</b>	<b>11.7930</b>	<b>25975783</b>	<b>93504</b>	<b>99.6413</b>	<b>0.3587</b>
<b>Total</b>		<b>1189258445</b>	<b>943069107</b>	<b>79.2989</b>	<b>874795750</b>	<b>68273357</b>	<b>92.7605</b>	<b>7.2395</b>

## The Indian Hotels Company Ltd

Resolution Required : (Ordinary)

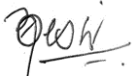
7 - Payment of Remuneration to Non-Executive Directors.

Whether promoter/ promoter group are interested in the agenda/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]	$[6]=\{[4]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	484642250	484642250	100.0000	484642250	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>484642250</b>	<b>100.0000</b>	<b>484642250</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	483558101	402422303	83.2211	402234935	187368	99.9534	0.0466
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>402422303</b>	<b>83.2211</b>	<b>402234935</b>	<b>187368</b>	<b>99.9534</b>	<b>0.0466</b>
Public Non Institutions	E-Voting	221058094	26071568	11.7940	25966876	104692	99.5984	0.4016
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>26071568</b>	<b>11.7940</b>	<b>25966876</b>	<b>104692</b>	<b>99.5984</b>	<b>0.4016</b>
<b>Total</b>		<b>1189258445</b>	<b>913136121</b>	<b>76.7820</b>	<b>912844061</b>	<b>292060</b>	<b>99.9680</b>	<b>0.0320</b>

For The Indian Hotels Company Limited



**BEEJAL DESAI**

Senior Vice President - Corporate Affairs & Company Secretary (Group)

8D, Mhatre Niwas,  
Harishankar Mhatre Lane,  
Gamdevi, Grant Road, Mumbai - 400 007.  
Tel.: 2380 6379 / 80  
E-mail : kkdlegal@gmail.com

**KHUSHROO**  
**DRIVER & CO.**  
ADVOCATE HIGH COURT

## ANNEXURE C

### REPORT OF SCRUTINIZER FORM NO. MGT-13

[Pursuant to Section 108 of Companies Act, 2013 and Rule 20 of the Companies  
(Management and Administration) Rules, 2014 as amended by Companies  
(Management and Administration) Amendment Rules, 2015 ]

To,  
Mr. N. Chandrasekaran  
Chairman  
**The Indian Hotels Company Limited**  
Mandlik House, Mandlik Road,  
Colaba, Mumbai- 400001

Ref: 120<sup>th</sup> Annual General Meeting of the Equity Shareholders of "**The Indian Hotels Company Limited**", held on Tuesday, June 22, 2021 at 3:00 p.m. held through Video Conferencing ('VC') and Other Audio Visual Means ('OAVM').

Sub: Scrutinizer's Report.

Dear Sir,

I, Khushroo K. Driver, was appointed as a scrutinizer by the Board of Directors of The Indian Hotels Company Limited (CIN: L74999MH1902PLC000183) pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended for conducting the remote e-voting on the resolution(s), proposed at the 120th Annual General Meeting ('AGM') of the Shareholders of Company, held on Tuesday, June 22nd, 2021 at 3.00 p.m. through Video Conferencing ('VC') and Other Audio Visual Means ('OAVM') pursuant to the Ministry of Corporate Affairs Circulars dated 05th May, 2020 read with Circulars dated April 08, 2020 and January 13, 2021.

I was also appointed as Scrutinizer to scrutinize the voting process during the said AGM held on Tuesday, June 22<sup>nd</sup>, 2021.

To enable wider participation by Shareholders, in the e-voting process and pursuant to provisions of Section 108 of the Act and the Rules made thereunder and as required under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facility to its Shareholders. The remote e-voting period commenced on Friday June 18, 2021 at (9:00 a.m. IST) and ended on Monday June 21, 2021 at (5:00 p.m. IST). During this period Members of the Company





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holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday June 15, 2021 could cast their vote by remote e-voting.

The Company had availed the e-voting facility offered by National Securities Depository Limited for conducting remote e-voting by the Shareholders of the Company.

The Members who were present at the Meeting by VC or by 'OAVM but had not cast their votes by availing the remote e-voting facility, were allowed to vote electronically during the meeting.

After the e-voting was concluded through VC/OAVM, the electronic votes cast were unlocked by me in the presence of two witnesses who were not in the employment of the Company. Subsequently, the votes cast were reconciled with the records maintained by the Company and the authorizations lodged with the Company.

I now submit my consolidated report as under on the result of the remote e-voting prior to and during the AGM in respect of the said resolutions:

#### Resolutions No. 1- Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2021 together with the Reports of the Board of Directors and the Auditors thereon.

i. Voted in favour of the resolution:

Number of Members voting electronically	Number of votes cast by them	% of total number of valid votes cast
1514	876320436	99.99

ii. Voted against the resolution:

Number of Members voting electronically	Number of votes cast by them	% of total number of valid votes cast
22	13212	0.01

iii. Invalid votes:

Number of Members voting electronically	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

**Resolution No. 2- Ordinary Resolution**

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021 together with the Report of the Auditors thereon.

i. Voted **in favour** of the resolution:

Number of Members voting electronically	Number of votes cast by them	% of total number of valid votes cast
1511	876315347	99.99

ii. Voted **against** the resolution:

Number of Members voting electronically	Number of votes cast by them	% of total number of valid votes cast
21	10653	0.01

iii. **Invalid** votes:

Number of Members voting electronically	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

**Resolution No. 3-Ordinary Resolution**

To declare a dividend on Equity Shares for FY2020-21.

i. Voted **in favour** of the resolution:

Number of Members voting electronically	Number of votes cast by them	% of total number of valid votes cast
1508	913115593	99.99

ii. Voted **against** the resolution:

Number of Members voting electronically	Number of votes cast by them	% of total number of valid votes cast
34	21356	0.01

iii. **Invalid** votes:

Number of Members voting electronically	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



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**Resolution No. 4- Ordinary Resolution**

To appoint a Director in place of Mr. Puneet Chhatwal(DIN: 07624616) who retires by rotation and, being eligible, offers himself for re-appointment.

i. Voted **in favour** of the resolution:

Number of Members voting electronically.	Number of votes cast by them	% of total number of valid votes cast
1432	903782961	98.98

ii. Voted **against** the resolution:

Number of Members voting electronically.	Number of votes cast by them	% of total number of valid votes cast
97	9353211	1.02

iii. **Invalid** votes:

Number of Members voting electronically.	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

**Resolution No. 5- Special Resolution**

Approval and Ratification for payment of Minimum Remuneration to Mr. Puneet Chhatwal (DIN: 07624616), Managing Director and Chief Executive Officer for FY 2020-21.

i. Voted **in favour** of the resolution:

Number of Members voting electronically	Number of votes cast by them	% of total number of valid votes cast
1367	935048768	99.15

ii. Voted **against** the resolution:

Number of Members voting electronically	Number of votes cast by them	% of total number of valid votes cast
158	8021720	0.85



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iii. **Invalid votes:**

Number of Members voting electronically	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

**Resolution No. 6- Special Resolution**

Approval for payment of Minimum Remuneration in case of no profits / inadequate profits to Mr. Puneet Chhatwal (DIN: 07624616), Managing Director & Chief Executive Officer from April 01, 2021 upto remainder of his current term i.e. November 5, 2022

i. **Voted in favour** of the resolution:

Number of Members voting electronically	Number of votes cast by them	% of total number of valid votes cast
1267	874795750	92.76

ii. **Voted against** the resolution:

Number of Members voting electronically	Number of votes cast by them	% of total number of valid votes cast
256	68273357	7.24

iii. **Invalid votes:**

Number of Members voting electronically	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

**Resolution No. 7- Ordinary Resolution** Payment of Remuneration to Non-Executive Directorsi. **Voted in favour** of the resolution:

Number of Members voting electronically	Number of votes cast by them	% of total number of valid votes cast
1372	912844061	99.97

ii. **Voted against** the resolution:

Number of Members voting electronically	Number of votes cast by them	% of total number of valid votes cast
155	292060	0.03

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## iii. Invalid votes:

Number of Members voting electronically	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

I report that all the Resolutions have been passed by the Shareholders by the requisite majority.

Thank you,

Yours faithfully,  
For Khushroo Driver & Company



Khushroo K. Driver  
Advocate High Court

**KHUSHROO K. DRIVER**  
**ADVOCATE, HIGH COURT**  
8-D, MHATRE NIWAS,  
HARISHANKAR MHATRE LANE,  
NEAR PRABHAT POULTRY,  
GAMDEVI, MUMBAI - 400 007.

Place: Mumbai

Date: 23<sup>rd</sup> June, 2021

**BEEJAL**  
**L**  
**DESAI**

Digitally signed by BEEJAL  
DESAI  
DN: cn=IN, o=Personal,  
postalCode=400058,  
st=Maharashtra,  
2.5.4.20=4b9e92d4137537a  
c13d6b7ef9d1e987aba945  
5739bbeccbb2734ad20aa50  
03a,  
serialNumber=be32cf7f7475  
2a91b76d794e332745363  
57ad706d19aebdd61db005  
d8051aa5, cn=BEEJAL DESAI  
Date: 2021.06.23 15:27:44  
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**BEEJAL DESAI**  
**Senior Vice President**  
**Corporate Affairs & Company**  
**Secretary (Group)**