



BSE Limited Phiroze JeeJeeBhoy Towers, Dalal Street, <u>Mumbai – 400 001</u>	National Stock Exchange of India Ltd., “Exchange Plaza”, 5 <sup>th</sup> Floor, Plot No. C-1, G Block, Bandra-Kurla Complex, Bandra (E) <u>Mumbai: 400 051</u>
<b>SCRIP CODE: 523367</b>	<b>SCRIP CODE: DCMSHRIRAM</b>

**Kind Attn: Department of Corporate Communications/ Head Listing Department**

**Sub: Disclosure of Voting Results of the 32<sup>nd</sup> Annual General Meeting of the Company held on July 20, 2021 pursuant to Regulation 44(3) of the SEBI (LODR) Regulations, 2015**

Dear Sir(s),

Pursuant to Regulation 44(3) of the SEBI (LODR), Regulations, 2015, details of the e-voting Results (i.e. remote e-voting and e-voting during the AGM) of the 32<sup>nd</sup> Annual General Meeting (AGM) of DCM Shriram Limited, held on Tuesday, the 20<sup>nd</sup> July, 2021 at 10:30 A.M. through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) are enclosed in the prescribed format along with the Consolidated Scrutinizers’ Report as **Annexure-1**.

Further, we also inform that all the resolutions as set out in notice convening the said AGM have been passed by the Members with the requisite majority.

Thanking you,

Yours faithfully  
For DCM Shriram Limited

(Sameet Gambhir)  
Company Secretary

Dated: 22.7.2021

Encl.: As above

**DCM SHRIRAM LTD.**

Registered and Corporate Office: 2nd Floor (West Wing), Worldmark 1, Aerocity, New Delhi - 110037, India  
Tel: +91 11 42100200 e-mail: [response@dcmshriram.com](mailto:response@dcmshriram.com) website: [www.dcmshriram.com](http://www.dcmshriram.com)  
CIN No. L74899DL1989PLC034923

## DCM Shriram Limited

## Voting Results of Annual General Meeting

## Details of Remote e-voting and E-voting during the AGM results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the

Date of the AGM	July 20, 2021
Total number of shareholders on record date i.e. July 13, 2021	50,355
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:	N.A.
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:	12 96

## 1.To consider and adopt:

- (a) the audited financial statements of the Company for the financial year ended 31st March, 2021, 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 31st March, 2021 and the reports of the auditors thereon.

## Whether promoter/ promoter group are interested in the Agenda/resolution

Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	No	
							% 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
Promoters and Promoter Group	E-voting*	103,754,784	103,706,084	99.9531	103,706,084	0	100.0000	0
	Poll		0	0	0	0	0.0000	0
	<b>Total</b>		<b>103,706,084</b>	<b>99.9531</b>	<b>103,706,084</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public-Institutions	E-voting*	33,122,684	15,655,406	47.2649	15,655,406	0	100.0000	0
	Poll		0	0	0	0	0.0000	0
	<b>Total</b>		<b>15,655,406</b>	<b>47.2649</b>	<b>15,655,406</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-voting*	19,064,828	1,296,659	6.8013	1,295,642	1,017	99.9216	0.0784
	Poll		0	0	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,296,659</b>	<b>6.8013</b>	<b>1,295,642</b>	<b>1,017</b>	<b>99.9216</b>	<b>0.0784</b>
<b>Total</b>		<b>155,942,296</b>	<b>120,658,149</b>	<b>77.3736</b>	<b>120,657,132</b>	<b>1,017</b>	<b>99.9992</b>	<b>0.0008</b>

2.To declare a final dividend and to note the payment of interim dividend of Rs. 5.50 per equity share already paid during financial year 2020-21.								
Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	E-voting*	103,754,784	103,706,084	99.9531	103,706,084	0	100.0000	0
	Poll		0	0	0	0	0.0000	0
	<b>Total</b>		<b>103,706,084</b>	<b>99.9531</b>	<b>103,706,084</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public-Institutions	E-voting*	33,122,684	15,714,991	47.4448	15,714,991	0	100.0000	0
	Poll		0	0	0	0	0.0000	0
	<b>Total</b>		<b>15,714,991</b>	<b>47.4448</b>	<b>15,714,991</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-voting*	19,064,828	1,296,459	6.8003	1,295,442	1,017	99.9216	0.0784
	Poll		0	0	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,296,459</b>	<b>6.8003</b>	<b>1,295,442</b>	<b>1,017</b>	<b>99.9216</b>	<b>0.0784</b>
<b>Total</b>		<b>155,942,296</b>	<b>120,717,534</b>	<b>77.4117</b>	<b>120,716,517</b>	<b>1017</b>	<b>99.9992</b>	<b>0.0008</b>
3.To appoint a Director in place of Mr. Ajit S. Shriram (DIN : 00027918), who retires by rotation and being eligible, offers himself for re-appointment								
Whether promoter/ promoter group are interested in the Agenda/resolution							Yes	
Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	E-voting*	103,754,784	99,652,184	96.0459	99,652,184	0	100.0000	0
	Poll		0	0	0	0	0.0000	0
	<b>Total</b>		<b>99,652,184</b>	<b>96.0459</b>	<b>99,652,184</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public-Institutions	E-voting*	33,122,684	15,714,991	47.4448	13,632,887	2,082,104	86.7508	13.2492
	Poll		0	0	0	0	0.0000	0
	<b>Total</b>		<b>15,714,991</b>	<b>47.4448</b>	<b>13,632,887</b>	<b>2,082,104</b>	<b>86.7508</b>	<b>13.2492</b>
Public-Non Institutions	E-voting*	19,064,828	1,246,459	6.5380	1,245,442	1,017	99.9184	0.0816
	Poll		0	0	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,246,459</b>	<b>6.5380</b>	<b>1,245,442</b>	<b>1,017</b>	<b>99.9184</b>	<b>0.0816</b>
<b>Total</b>		<b>155,942,296</b>	<b>116,613,634</b>	<b>74.7800</b>	<b>114,530,513</b>	<b>2,083,121</b>	<b>98.2137</b>	<b>1.7863</b>
4. To appoint a Director in place of Mr. K.K. Sharma (DIN: 07951296), 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 Valid 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
Promoters and Promoter Group	E-voting*	103,754,784	103,706,084	99.9531	103,706,084	0	100.0000	0
	Poll		0	0	0	0	0.0000	0
	<b>Total</b>		<b>103,706,084</b>	<b>99.9531</b>	<b>103,706,084</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public-Institutions	E-voting*	33,122,684	15,714,991	47.4448	13,632,887	2,082,104	86.7508	13.2492
	Poll		0	0	0	0	0.0000	0
	<b>Total</b>		<b>15,714,991</b>	<b>47.4448</b>	<b>13,632,887</b>	<b>2,082,104</b>	<b>86.7508</b>	<b>13.2492</b>
Public-Non Institutions	E-voting*	19,064,828	1,276,459	6.6954	1,275,422	1,037	99.9188	0.0812
	Poll		0	0	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,276,459</b>	<b>6.6954</b>	<b>1,275,422</b>	<b>1,037</b>	<b>99.9188</b>	<b>0.0812</b>
<b>Total</b>		<b>155,942,296</b>	<b>120,697,534</b>	<b>77.3988</b>	<b>118,614,393</b>	<b>2,083,141</b>	<b>98.2741</b>	<b>1.7259</b>

**5. To ratify the remuneration payable/paid to the Cost Auditors for the financial year 2020-21**

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	E-voting*	103,754,784	103,706,084	99.9531	103,706,084	0	100.0000	0
	Poll		0	0	0	0	0.0000	0
	<b>Total</b>		<b>103,706,084</b>	<b>99.9531</b>	<b>103,706,084</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public-Institutions	E-voting*	33,122,684	15,714,991	47.4448	15,714,991	0	100.0000	0
	Poll		0	0	0	0	0.0000	0
	<b>Total</b>		<b>15,714,991</b>	<b>47.4448</b>	<b>15,714,991</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-voting*	19,064,828	1,276,459	6.695360692	1,274,982	1,477	99.8843	0.1157
	Poll		0	0	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,276,459</b>	<b>6.6954</b>	<b>1,274,982</b>	<b>1,477</b>	<b>99.8843</b>	<b>0.1157</b>
<b>Total</b>		<b>155,942,296</b>	<b>120,697,534</b>	<b>77.3988</b>	<b>120,696,057</b>	<b>1,477</b>	<b>99.9988</b>	<b>0.0012</b>

**6. To appoint Ms. Sarita Garg (DIN: 08926869), Nominee, LIC of India, as a director of company.**

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	E-voting*	103,754,784	103,706,084	99.9531	103,706,084	0	100.0000	0
	Poll		0	0	0	0	0.0000	0
	<b>Total</b>		<b>103,706,084</b>	<b>99.9531</b>	<b>103,706,084</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public-Institutions	E-voting*	33,122,684	15,714,991	47.4448	13,558,353	2,156,638	86.2766	13.7234
	Poll		0	0	0	0	0.0000	0
	<b>Total</b>		<b>15,714,991</b>	<b>47.4448</b>	<b>13,558,353</b>	<b>2,156,638</b>	<b>86.2766</b>	<b>13.7234</b>
Public-Non Institutions	E-voting*	19,064,828	1,276,459	6.69536	1,274,982	1,477	99.8843	0.1157
	Poll		0	0	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,276,459</b>	<b>6.6954</b>	<b>1,274,982</b>	<b>1,477</b>	<b>99.8843</b>	<b>0.1157</b>
<b>Total</b>		<b>155,942,296</b>	<b>120,697,534</b>	<b>77.3988</b>	<b>118,539,419</b>	<b>2,158,115</b>	<b>98.2120</b>	<b>1.7880</b>

**7. To revise the maximum limit of remuneration of Mr. Anand A. Shriram, a relative of Mr. Ajay S. Shriram, Chairman and Senior Managing Director of the Company with effect from April 01, 2021**

Whether promoter/ promoter group are interested in the Agenda/resolution							Yes	
Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	E-voting*	103,754,784	101,978,804	98.2883	101,978,804	0	100.0000	0
	Poll		0	0	0	0	0.0000	0
	<b>Total</b>		<b>101,978,804</b>	<b>98.2883</b>	<b>101,978,804</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public-Institutions	E-voting*	33,122,684	15,714,991	47.4448	15,714,991	0	100.0000	0
	Poll		0	0	0	0	0.0000	0
	<b>Total</b>		<b>15,714,991</b>	<b>47.4448</b>	<b>15,714,991</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-voting*	19,064,828	1,276,459	6.6954	1,273,882	2,577	99.7981	0.2019
	Poll		0	0	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,276,459</b>	<b>6.6954</b>	<b>1,273,882</b>	<b>2,577</b>	<b>99.7981</b>	<b>0.2019</b>
<b>Total</b>		<b>155,942,296</b>	<b>118,970,254</b>	<b>76.2912</b>	<b>118,967,677</b>	<b>2,577</b>	<b>99.9978</b>	<b>0.0022</b>

8.-. To fix the maximum limit of remuneration of Mr. Pranav V. Shriram, a relative of Mr. Vikram S. Shriram, Vice Chairman and Managing Director of the Company w.e.f.01.04.2021.								Yes	
Whether promoter/ promoter group are interested in the Agenda/resolution									
Category	Mode of Voting	No. of shares held	No of Valid 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	
Promoters and Promoter Group	E-voting*	103,754,784	101,978,804	98.2883	101,978,804	0	100.0000	0	
	Poll		0	0	0	0	0.0000	0	
	<b>Total</b>		<b>101,978,804</b>	<b>98.2883</b>	<b>101,978,804</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>	
Public-Institutions	E-voting*	33,122,684	15,714,991	47.4448	15,714,991	0	100.0000	0	
	Poll		0	0	0	0	0.0000	0	
	<b>Total</b>		<b>15,714,991</b>	<b>47.4448</b>	<b>15,714,991</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	
Public-Non Institutions	E-voting*	19,064,828	1,276,459	6.6954	1,274,882	1,577	99.8765	0.1235	
	Poll		0	0	0	0	0.0000	0.0000	
	<b>Total</b>		<b>1,276,459</b>	<b>6.6954</b>	<b>1,274,882</b>	<b>1,577</b>	<b>99.8765</b>	<b>0.1235</b>	
<b>Total</b>		<b>155,942,296</b>	<b>118,970,254</b>	<b>76.2912</b>	<b>118,968,677</b>	<b>1,577</b>	<b>99.9987</b>	<b>0.0013</b>	
9. To reappoint Mr. K.K. Kaul (00980318), as Whole Time Director for a period of 2 years with effect from July 02, 2021								No	
Whether promoter/ promoter group are interested in the Agenda/resolution									
Category	Mode of Voting	No. of shares held	No of Valid 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	
Promoters and Promoter Group	E-voting*	103,754,784	103,706,084	99.9531	103,706,084	0	100.0000	0	
	Poll		0	0	0	0	0.0000	0	
	<b>Total</b>		<b>103,706,084</b>	<b>99.9531</b>	<b>103,706,084</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>	
Public-Institutions	E-voting*	33,122,684	15,714,991	47.4448	13,738,406	1,976,585	87.4223	12.5777	
	Poll		0	0	0	0	0.0000	0	
	<b>Total</b>		<b>15,714,991</b>	<b>47.4448</b>	<b>13,738,406</b>	<b>1,976,585</b>	<b>87.4223</b>	<b>12.5777</b>	
Public-Non Institutions	E-voting*	19,064,828	1,276,459	6.6954	1,275,422	1,037	99.9188	0.0812	
	Poll		0	0	0	0	0.0000	0.0000	
	<b>Total</b>		<b>1,276,459</b>	<b>6.6954</b>	<b>1,275,422</b>	<b>1,037</b>	<b>99.9188</b>	<b>0.0812</b>	
<b>Total</b>		<b>155,942,296</b>	<b>120,697,534</b>	<b>77.3988</b>	<b>118,719,912</b>	<b>1,977,622</b>	<b>98.3615</b>	<b>1.6385</b>	
10. To re-appoint Justice (Retd.) Vikramjit Sen (DIN: 00866743), as a Non Executive Independent Director for second term of 5 years.								No	
Whether promoter/ promoter group are interested in the Agenda/resolution									
Category	Mode of Voting	No. of shares held	No of Valid 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	
Promoters and Promoter Group	E-voting*	103,754,784	103,706,084	99.9531	103,706,084	0	100.0000	0	
	Poll		0	0	0	0	0.0000	0	
	<b>Total</b>		<b>103,706,084</b>	<b>99.9531</b>	<b>103,706,084</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>	
Public-Institutions	E-voting*	33,122,684	15,714,991	47.4448	15,714,991	0	100.0000	0	
	Poll		0	0	0	0	0.0000	0	
	<b>Total</b>		<b>15,714,991</b>	<b>47.4448</b>	<b>15,714,991</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	
Public-Non Institutions	E-voting*	19,064,828	1,276,459	6.6954	1,274,962	1,497	99.8827	0.1173	
	Poll		0	0	0	0	0.0000	0.0000	
	<b>Total</b>		<b>1,276,459</b>	<b>6.6954</b>	<b>1,274,962</b>	<b>1,497</b>	<b>99.8827</b>	<b>0.1173</b>	
<b>Total</b>		<b>155,942,296</b>	<b>120,697,534</b>	<b>77.3988</b>	<b>120,696,037</b>	<b>1,497</b>	<b>99.9988</b>	<b>0.0012</b>	

11. To re-appoint Mr. Pravesh Sharma (DIN: 02252345), as a Non Executive Independent Director for second term of 5 years							No	
Whether promoter/ promoter group are interested in the Agenda/resolution								
Category	Mode of Voting	No. of shares held	No of Valid 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
Promoters and Promoter Group	E-voting*	103,754,784	103,706,084	99.9531	103,706,084	0	100.0000	0
	Poll		0	0	0	0	0.0000	0
	<b>Total</b>		<b>103,706,084</b>	<b>99.9531</b>	<b>103,706,084</b>	<b>0</b>	<b>100.0000</b>	<b>0</b>
Public-Institutions	E-voting*	33,122,684	15,714,991	47.4448	15,714,991	0	100.0000	0
	Poll		0	0	0	0	0.0000	0
	<b>Total</b>		<b>15,714,991</b>	<b>47.4448</b>	<b>15,714,991</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-voting*	19,064,828	1,276,442	6.6953	1,274,945	1,497	99.8827	0.1173
	Poll		0	0	0	0	0.0000	0.0000
	<b>Total</b>		<b>1,276,442</b>	<b>6.6953</b>	<b>1,274,945</b>	<b>1,497</b>	<b>99.8827</b>	<b>0.1173</b>
<b>Total</b>		<b>155,942,296</b>	<b>120,697,517</b>	<b>77.3988</b>	<b>120,696,020</b>	<b>1,497</b>	<b>99.9988</b>	<b>0.0012</b>

*\*E-voting includes remote e-voting & e-voting during the AGM*

# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

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B-88, 1<sup>ST</sup> Floor, Defence Colony, New Delhi - 110 024  
Tel. : (011) 4679 0000, Fax : (011) 4679 0012  
e-mail : [contact@cssanjaygrover.in](mailto:contact@cssanjaygrover.in)  
website : [www.cssanjaygrover.in](http://www.cssanjaygrover.in)

### Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with General Circular Nos. 14/2020, 17/2020, 20/2020 & 02/2021 dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Securities Exchange Board of India ("SEBI") Circular dated January 15, 2021 ("SEBI Circular") respectively]

To,

The Chairman

#### **DCM SHRIRAM LIMITED**

(CIN: L74899DL1989PLC034923)

2<sup>nd</sup> Floor, (West Wing) Worldmark 1,  
Aerocity, New Delhi 110037

Dear Sir,

I, Devesh Kumar Vasisht, Partner, M/s Sanjay Grover & Associates, Company Secretaries, having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer by the Board of Directors of DCM Shriram Limited ("Company") in their meeting held on May 04, 2021 for the purpose of scrutinizing the voting process, i.e. remote e-voting and e-voting during the 32<sup>nd</sup> Annual General Meeting ("**AGM**") under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and General Circular Nos. 14/2020, 17/2020, 20/2020 & 02/2021 dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and Securities Exchange Board of India ("**SEBI**") Circular dated January 15, 2021 ("**SEBI Circular**") respectively) on the resolution(s) mentioned in AGM Notice dated May 04, 2021 of 32<sup>nd</sup> AGM of the Company held on July 20, 2021 at 10:30 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) facility.

I submit my report as under: -

1. The remote e-voting period commenced on Saturday, July 17, 2021 at 09:00 A.M. and ended on Monday, July 19, 2021 at 05:00 P.M. via e-voting platform on the designated portal/webpage provided by National Securities Depository Limited (NSDL), Authorized Agency to provide e-voting facility at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Company had provided e-voting facility to the Members, who attended AGM through VC/OAVM, during the AGM also to enable those Members to cast their votes, who had not cast their vote earlier through remote e-voting.
2. The Members of the Company as on the “cut off” date i.e. Tuesday, July 13, 2021 were entitled to avail the facility of remote e-voting or e-voting during AGM, on the proposed resolution(s) as set out in the AGM Notice dated May 04, 2021.
3. The total paid up Equity Share Capital of the Company as on “cut off” date i.e. July 13, 2021 was Rs. 31,18,84,592/- (Rupees Thirty-One Crores Eighteen Lakhs Eighty-Four Thousand Five Hundred Ninety-Two only) divided into 15,59,42,296 (Fifteen Crores Fifty-Nine Lakhs Forty-Two Thousand Two Hundred Ninety-Six) Equity Shares of Rs. 2/- (Rupees Two only) each.
4. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereof including MCA & SEBI Circulars in respect of the resolutions contained in the Notice of AGM and providing proper facility for AGM. Our responsibilities as scrutinizers is restricted to make a consolidated scrutinizer’s report of the votes cast ‘For’ or ‘Against’ the resolutions stated in the AGM Notice.
5. After completion of e-voting during the AGM, the data of e-voting was diligently scrutinized. Thereafter, data of e-voting were reconciled with the records maintained by the Registrar and Share Transfer Agent of the Company and the Authorizations lodged with the Company. Detailed registers were maintained containing the summary of results of remote e-voting and e-voting during AGM.



6. Thereafter, the votes cast through remote e-voting and e-voting during the AGM were unblocked after completion of e-voting during the AGM in the presence of two witnesses, Ms. Anamika Shukla and Ms. Anjali Yadav, who were not in the employment of the Company.
7. The Members exercised their voting right either by remote e-voting or e-voting during the AGM. Further, where the shareholders have voted for lesser number of shares as compared to their entitlement, the number of shares for which they have actually voted have been considered.
8. The consolidated summary of results of e-voting during the AGM and remote e-voting are as under:

**Resolution No. 1**-To consider and adopt:

- (a) the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2021, 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 31<sup>st</sup> March, 2021 and the reports of the auditors thereon.

<b>Ordinary Resolution</b>				
<b>Particulars</b>	<b>Number of Valid Votes</b>			<b>Percentage</b>
	<b>E–voting during the AGM</b>	<b>Remote e-Voting</b>	<b>Total</b>	
Assent	3,87,846	12,02,49,286	12,06,37,132	99.9992
Dissent	0	1,017	1,017	0.0008
Total	3,87,846	12,02,50,303	12,06,38,149	100

Therefore, the Resolution No. 1 has been approved with requisite majority. Details of e-voting during the AGM & remote e-voting are given in **Annexure- A**.

**Resolution No. 2-** To declare a final dividend and to note the payment of interim dividend of Rs. 5.50 per equity share already paid during financial year 2020-21.

<b>Ordinary Resolution</b>				
<b>Particulars</b>	<b>Number of Valid Votes</b>			<b>Percentage</b>
	<b>E-voting during the AGM</b>	<b>Remote e-Voting</b>	<b>Total</b>	
Assent	3,87,846	12,03,08,671	12,06,96,517	99.9992
Dissent	0	1,017	1,017	0.0008
Total	3,87,846	12,03,09,688	12,06,97,534	100

Therefore, the Resolution No. 2 has been approved with requisite majority. Details of e-voting during the AGM & remote e-voting are given in **Annexure- B.**

**Resolution No. 3-** To appoint a Director in place of Mr. Ajit S. Shriram (DIN: 00027918), who retires by rotation and being eligible, offers himself for re-appointment.

<b>Ordinary Resolution</b>				
<b>Particulars</b>	<b>Number of Valid Votes</b>			<b>Percentage</b>
	<b>E-voting during the AGM</b>	<b>Remote e-Voting</b>	<b>Total</b>	
Assent	3,57,846	11,41,72,667	11,45,30,513	98.2137
Dissent	0	20,83,121	20,83,121	1.7863
Total	3,57,846	11,62,55,788	11,66,13,634	100

Therefore, the Resolution No. 3 has been approved with requisite majority. Details of e-voting during the AGM & remote e-voting are given in **Annexure- C.**

**Resolution No. 4-**To appoint a Director in place of Mr. K.K. Sharma (DIN: 07951296), who retires by rotation and being eligible, offers himself for re-appointment.

<b>Ordinary Resolution</b>				
<b>Particulars</b>	<b>Number of Valid Votes</b>			<b>Percentage</b>
	<b>E-voting during the AGM</b>	<b>Remote e-Voting</b>	<b>Total</b>	
Assent	3,87,846	11,82,26,547	11,86,14,393	98.2741
Dissent	0	20,83,141	20,83,141	1.7259
Total	3,87,846	12,03,09,688	12,06,97,534	100

Therefore, the Resolution No. 4 has been approved with requisite majority. Details of e-voting during the AGM & remote e-voting are given in **Annexure-D.**

**Resolution No. 5-**To ratify the remuneration payable/paid to the Cost Auditors for the financial year 2020-21

<b>Ordinary Resolution</b>				
<b>Particulars</b>	<b>Number of Valid Votes</b>			<b>Percentage</b>
	<b>E-voting during the AGM</b>	<b>Remote e-Voting</b>	<b>Total</b>	
Assent	3,87,846	12,03,08,211	12,06,96,057	99.9988
Dissent	0	1,477	1,477	0.0012
Total	3,87,846	12,03,09,688	12,06,97,534	100

Therefore, the Resolution No. 5 has been approved with requisite majority. Details of e-voting during the AGM & remote e-voting are given in **Annexure-E.**

**Resolution No. 6-** To appoint Ms. Sarita Garg (DIN: 08926869), Nominee, LIC of India, as a director of company.

<b>Ordinary Resolution</b>				
<b>Particulars</b>	<b>Number of Valid Votes</b>			<b>Percentage</b>
	<b>E-voting during the AGM</b>	<b>Remote e-Voting</b>	<b>Total</b>	
Assent	3,87,846	11,81,51,573	11,85,39,419	98.2120
Dissent	0	21,58,115	21,58,115	1.7880
Total	3,87,846	12,03,09,688	12,06,97,534	100

Therefore, the Resolution No.6 has been approved with requisite majority. Details of e-voting during the AGM & remote e-voting are given in **Annexure-F.**

**Resolution No. 7-** To revise the maximum limit of remuneration of Mr. Anand A. Shriram, a relative of Mr. Ajay S. Shriram, Chairman and Senior Managing Director of the Company with effect from April 01, 2021.

<b>Ordinary Resolution</b>				
<b>Particulars</b>	<b>Number of Valid Votes</b>			<b>Percentage</b>
	<b>E-voting during the AGM</b>	<b>Remote e-Voting</b>	<b>Total</b>	
Assent	3,87,846	11,85,79,831	11,89,67,677	99.9978
Dissent	0	2,577	2,577	0.0022
Total	3,87,846	11,85,82,408	11,89,70,254	100

Therefore, the Resolution No.7 has been approved with requisite majority. Details of e-voting during the AGM & remote e-voting are given in **Annexure-G.**

**Resolution No. 8-** To fix the maximum limit of remuneration of Mr. Pranav V. Shriram, a relative of Mr. Vikram S. Shriram, Vice Chairman and Managing Director of the Company with effect from April 01, 2021.

<b>Ordinary Resolution</b>				
<b>Particulars</b>	<b>Number of Valid Votes</b>			<b>Percentage</b>
	<b>E-voting during the AGM</b>	<b>Remote e-Voting</b>	<b>Total</b>	
Assent	3,87,846	11,85,80,831	11,89,68,677	99.9987
Dissent	0	1,577	1,577	0.0013
Total	3,87,846	11,85,82,408	11,89,70,254	100

Therefore, the Resolution No.8 has been approved with requisite majority. Details of e-voting during the AGM & remote e-voting are given in **Annexure-H.**

**Resolution No. 9-** To re-appoint Mr. K.K. Kaul (DIN: 00980318), as a Whole Time Director for a period of 2 years with effect from July 02, 2021.

<b>Special Resolution</b>				
<b>Particulars</b>	<b>Number of Valid Votes</b>			<b>Percentage</b>
	<b>E-voting during the AGM</b>	<b>Remote e-Voting</b>	<b>Total</b>	
Assent	3,87,846	11,83,32,066	11,87,19,912	98.3615
Dissent	0	19,77,622	19,77,622	1.6385
Total	3,87,846	12,03,09,688	12,06,97,534	100

Therefore, the Resolution No.9 has been approved with requisite majority. Details of e-voting during the AGM & remote e-voting are given in **Annexure-I.**

**Resolution No. 10-** To re-appoint Justice (Retd.) Vikramjit Sen (DIN: 00866743), as a Non-Executive Independent Director for second term of 5 years.

<b>Special Resolution</b>				
<b>Particulars</b>	<b>Number of Valid Votes</b>			<b>Percentage</b>
	<b>E-voting during the AGM</b>	<b>Remote e-Voting</b>	<b>Total</b>	
Assent	3,87,846	12,03,08,191	12,06,96,037	99.9988
Dissent	0	1,497	1,497	0.0012
Total	3,87,846	12,03,09,688	12,06,97,534	100

Therefore, the Resolution No.10 has been approved with requisite majority. Details of e-voting during the AGM & remote e-voting are given in **Annexure-J.**

**Resolution No. 11-** To re-appoint Mr. Pravesh Sharma (DIN: 02252345), as a Non-Executive Independent Director for second term of 5 years.

<b>Special Resolution</b>				
<b>Particulars</b>	<b>Number of Valid Votes</b>			<b>Percentage</b>
	<b>E-voting during the AGM</b>	<b>Remote e-Voting</b>	<b>Total</b>	
Assent	3,87,846	12,03,08,174	12,06,96,020	99.9988
Dissent	0	1,497	1,497	0.0012
Total	3,87,846	12,03,09,671	12,06,97,517	100

Therefore, the Resolution No.11 has been approved with requisite majority. Details of e-voting during the AGM & remote e-voting are given in **Annexure-K.**

9. The register and all other related papers shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I, shall hand over the register and all other related papers to the Company.

Thanking you,

**For SANJAY GROVER & ASSOCIATES**

**COMPANY SECRETARIES**

**Countersigned by**

Devesh Kumar Vasisht

Partner/ CP No.:13700

Scrutinizer

UDIN: F008488C000671073

July 22, 2021

New Delhi

## Annexure- A

Details of e-voting during the AGM & remote e-voting for Resolution No.-1 are as under:

### **A1. E-VOTING DURING THE AGM:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	17	3,87,846	7,75,692
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	17	3,87,846	7,75,692
d) Votes with Assent	17	3,87,846	7,75,692
e) Votes with Dissent	0	0	0

### **A2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	247	12,02,50,303	24,05,00,606
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	247	12,02,50,303	24,05,00,606
d) Votes with Assent	242	12,02,49,286	24,04,98,572
e) Votes with Dissent	5	1,017	2,034



**Annexure- B**

Details of e-voting during the AGM & remote e-voting for Resolution No.-2 are as under:

**B1. E-VOTING DURING THE AGM:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	17	3,87,846	7,75,692
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	17	3,87,846	7,75,692
d) Votes with Assent	17	3,87,846	7,75,692
e) Votes with Dissent	0	0	0

**B2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	247	12,03,09,688	24,06,19,376
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	247	12,03,09,688	24,06,19,376
d) Votes with Assent	242	12,03,08,671	24,06,17,342
e) Votes with Dissent	5	1,017	2,034

## Annexure- C

Details of e-voting during the AGM & remote e-voting for Resolution No.-3 are as under:

### **C1. E-VOTING DURING THE AGM:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	16	3,57,846	7,15,692
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	16	3,57,846	7,15,692
d) Votes with Assent	16	3,57,846	7,15,692
e) Votes with Dissent	0	0	0

### **C2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	235	11,62,55,788	23,25,11,576
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	235	11,62,55,788	23,25,11,576
d) Votes with Assent	202	11,41,72,667	22,83,45,334
e) Votes with Dissent	33	20,83,121	41,66,242

## Annexure-D

Details of e-voting during the AGM & remote e-voting for Resolution No.4 are as under:

### **D1. E-VOTING DURING THE AGM:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	17	3,87,846	7,75,692
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	17	3,87,846	7,75,692
d) Votes with Assent	17	3,87,846	7,75,692
e) Votes with Dissent	0	0	0

### **D2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	247	12,03,09,688	24,06,19,376
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	247	12,03,09,688	24,06,19,376
d) Votes with Assent	213	11,82,26,547	23,64,53,094
e) Votes with Dissent	34	20,83,141	41,66,282

## Annexure-E

Details of e-voting during the AGM & remote e-voting for Resolution No.-5 are as under:

### **E1. E-VOTING DURING THE AGM:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	17	3,87,846	7,75,692
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	17	3,87,846	7,75,692
d) Votes with Assent	17	3,87,846	7,75,692
e) Votes with Dissent	0	0	0

### **E2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	247	12,03,09,688	24,06,19,376
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	247	12,03,09,688	24,06,19,376
d) Votes with Assent	241	12,03,08,211	24,06,16,422
e) Votes with Dissent	6	1,477	2,954

Details of e-voting during the AGM & remote e-voting for Resolution No.-6 are as under:

**F1. E-VOTING DURING THE AGM:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	17	3,87,846	7,75,692
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	17	3,87,846	7,75,692
d) Votes with Assent	17	3,87,846	7,75,692
e) Votes with Dissent	0	0	0

**F2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	247	12,03,09,688	24,06,19,376
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	247	12,03,09,688	24,06,19,376
d) Votes with Assent	209	11,81,51,573	23,63,03,146
e) Votes with Dissent	38	21,58,115	43,16,230

## **Annexure-G**

Details of e-voting during the AGM & remote e-voting for Resolution No.-7 are as under:

### **G1. E-VOTING DURING THE AGM:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	17	3,87,846	7,75,692
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	17	3,87,846	7,75,692
d) Votes with Assent	17	3,87,846	7,75,692
e) Votes with Dissent	0	0	0

### **G2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	242	11,85,82,408	23,71,64,816
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	242	11,85,82,408	23,71,64,816
d) Votes with Assent	233	11,85,79,831	23,71,59,662
e) Votes with Dissent	9	2,577	5,154

Details of e-voting during the AGM & remote e-voting for Resolution No.-8 are as under:

**H1. E-VOTING DURING THE AGM:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	17	3,87,846	7,75,692
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	17	3,87,846	7,75,692
d) Votes with Assent	17	3,87,846	7,75,692
e) Votes with Dissent	0	0	0

**H2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	242	11,85,82,408	23,71,64,816
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	242	11,85,82,408	23,71,64,816
d) Votes with Assent	234	11,85,80,831	23,71,61,662
e) Votes with Dissent	8	1,577	3,154

Details of e-voting during the AGM & remote e-voting for Resolution No.-9 are as under:

**11. E-VOTING DURING THE AGM:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	17	3,87,846	7,75,692
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	17	3,87,846	7,75,692
d) Votes with Assent	17	3,87,846	7,75,692
e) Votes with Dissent	0	0	0

**12. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	247	12,03,09,688	24,06,19,376
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	247	12,03,09,688	24,06,19,376
d) Votes with Assent	213	11,83,32,066	23,66,64,132
e) Votes with Dissent	34	19,77,622	39,55,244



Details of e-voting during the AGM& remote e-voting for Resolution No.-10 are as under:

**J1. E-VOTING DURING THE AGM:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	17	3,87,846	7,75,692
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	17	3,87,846	7,75,692
d) Votes with Assent	17	3,87,846	7,75,692
e) Votes with Dissent	0	0	0

**J2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	247	12,03,09,688	24,06,19,376
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	247	12,03,09,688	24,06,19,376
d) Votes with Assent	240	12,03,08,191	24,06,16,382
e) Votes with Dissent	7	1,497	2,994

Details of e-voting during the AGM & remote e-voting for Resolution No.-11 are as under:

**K1. E-VOTING DURING THE AGM:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	17	3,87,846	7,75,692
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	17	3,87,846	7,75,692
d) Votes with Assent	17	3,87,846	7,75,692
e) Votes with Dissent	0	0	0

**K2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	246	1,20,30,9671	24,06,19,342
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	246	12,03,09,671	24,06,19,342
d) Votes with Assent	239	12,03,08,174	24,06,16,348
e) Votes with Dissent	7	1,497	2,994