



PRICE "LESS" FASHION

2nd August, 2019

Ref. No. CS/S/L- 360/2019-20

To:
The Listing Department
**NATIONAL STOCK EXCHANGE OF
INDIA LIMITED**
"Exchange Plaza"
Bandra-Kurla Complex
Bandra (E), Mumbai-400 051
Scrip Code: VMART
Fax: 022-26598120
Email: cmlist@nse.co.in

To:
The Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001
Scrip code: 534976
Fax: 022-22723121
Email: corp.relations@bseindia.com

Sub: Outcome (voting results) of 17th AGM of the Company & Scrutinizer Report

Dear Sir/Madam,

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, please find enclosed herewith the Outcome (voting results) of the 17th Annual General Meeting of the Company held on Friday i.e. August 2, 2019 along with Scrutinizer's Report.

We request you to kindly take the same on record.

Thanking you,

For V-Mart Retail Limited



Megha Pandon
Company Secretary

Encl: As above

V-MART RETAIL LTD.

CIN- L51909DL2002PLC163727

Corporate Office : Plot No. 862, Udyog Vihar, Industrial Area Phase V, Gurgaon - 122 016 (Haryana)
Tel. : 0124-4640030, Fax No. : 0124-4640046 * Email : info@vmart.co.in * Website : www.vmart.co.in
Registered Office : 610-611, Guru Ram Dass Nagar, Main Market, Opp. SBI Bank, Laxmi Nagar, New Delhi - 110092

VASHIST M & ASSOCIATES
COMPANY SECRETARIES

**CONSOLIDATED SCRUTINIZER'S REPORT OF REMOTE E-VOTING AND VOTING THROUGH
POLL AT AGM**

To,
The Chairman,
V-Mart Retail Limited
610-611, Guru Ram Dass Nagar, Main Market,
Opp. SBI Bank, Laxmi Nagar,
New Delhi-110092

Sub.: Consolidated Scrutinizer's Report of remote e-voting and voting through poll at AGM.

Reference: 17th Annual General Meeting of the Equity Shareholders of V-Mart Retail Limited held on 02nd, August, 2019 at 09:30 am at India Islamic Cultural Centre, 87-88 Lodhi Road, Near Lodhi Gardens, New Delhi - 110003, India

Dear Sir,

I, Mayank Vashist, (Proprietor) of Vashist M & Associates, a Company Secretaries Firm having its office at 373, 3rd floor, Vardhman Grand Plaza, Mangalam Place, Sector-3, Rohini, Delhi - 110085, appointed as Scrutinizer by the Board of Directors of V-Mart Retail Limited ("the Company") vide resolution dated 10th May, 2019 for the purpose of scrutinizing the poll and electronic ("remote e-voting") in a fair and transparent manner pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, on the below mentioned resolution(s), at the 17th Annual General Meeting of the Equity Shareholders of V-Mart Retail Limited held on 02nd, August, 2019 at 09:30 am at India Islamic Cultural Centre, 87-88 Lodhi Road, Near Lodhi Gardens, New Delhi - 110003, India submit my report as under:

1. Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and other applicable provisions of Companies Act, 2013 and pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company has engaged Karvy Fintech Private Limited to provide the facility of casting the votes by the members using an electronic voting system from a place other than venue of AGM ("Remote E-Voting");
2. The Shareholders holding shares as on the "cut off" date i.e. 25th July, 2019, were entitled to vote on the proposed resolutions (item no. 1 to 9) as set out in the Notice dated 10th May, 2019 of the 17th Annual General Meeting of V-Mart Retail Limited.
3. The remote e-voting period commenced on Tuesday, 30th July, 2019 (9:00 am) and ended on Thursday, 01st August, 2019 (5:00 pm) and the karvy Remote e-voting platform was blocked thereafter.
4. The Company has also provided voting through ballot papers to the members present at the AGM (either in person or proxy) who had not cast their vote through remote e-voting;
5. The votes cast under remote E-Voting facility were then unblocked in the presence of the following two witnesses not being in the employment of the Company:

**373, 3rd floor, Vardhman Grand Plaza, Mangalam Place, Sector-3, Rohini,
Delhi - 110085, Tel No. 011-4050799**



Mayank Vashist

[Signature]

VASHIST M & ASSOCIATES

COMPANY SECRETARIES

- a. Ms. Khushboo Rohilla, R/o. H. No. 373, Saraswati Enclave, Gopal Nagar, Najafgarh, New Delhi - 110043
 - b. Mr. Akshay Kumar, R/o. H. No. B-57, Avantika, Sector-1, Rohini, Delhi - 110085
6. Immediately after the conclusion of AGM through ballot papers, the ballot boxes having votes casted at the AGM through ballot paper were opened in the presence of scrutinizer and Ms. Khushboo Rohilla not being in the employment of the Company.
 7. The Registers, relevant records and all other papers relating to electronic voting (Remote e-voting) shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and the shall be handed over to the Company Secretary/Director who was authorized by the Board for safe keeping.

Resolution 1-To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, along with the reports of the Auditors and the Board thereon. (Ordinary Resolution)

Particulars (Mode of Voting)	Votes in favour of resolution		Votes against the resolution		Invalid votes Nos.
	No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	
Remote E-Voting	1,28,29,410	100	--	--	--
Physical Ballot	7,88,357	100	--	--	--
Total	1,36,17,767	100	--	--	--

This Resolution has been passed with requisite majority

Resolution 2- To declare a dividend at the rate of Rs. 1.70- per equity share for the financial year 2018-19 (Ordinary Resolution).

Particulars (Mode of Voting)	Votes in favour of resolution		Votes against the resolution		Invalid votes Nos.
	No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	
Remote E-Voting	1,28,29,410	100	--	--	--
Physical Ballot	7,88,357	100	--	--	--
Total	1,36,17,767	100	--	--	--

This Resolution has been passed with requisite majority

**373, 3rd floor, Vardhman Grand Plaza, Mangalam Place, Sector-3, Rohini,
Delhi - 110085, Tel No. 011-4050799**



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VASHIST M & ASSOCIATES

COMPANY SECRETARIES

Resolution 3- To appoint Mr. Madam Gopal Agarwal DIN 02249947 as Director, liable to retire by rotation (Ordinary Resolution).

Particulars (Mode of Voting)	Votes in favour of resolution		Votes against the resolution		Invalid votes Nos.
	No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	
Remote E-Voting	1,28,29,380	99.9998	30	0.0002	--
Physical Ballot	7,88,357	100	--	--	--
Total	1,36,17,737	99.9998	30	0.0002	--

This Resolution has been passed with requisite majority

Resolution 4- To appoint Mr. Govind S. Shrikhane DIN 00029419 as an Independent Director of the Company (Ordinary Resolution).

Particulars (Mode of Voting)	Votes in favour of resolution		Votes against the resolution		Invalid votes Nos.
	No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	
Remote E-Voting	1,28,29,401	99.9999	09	0.0001	--
Physical Ballot	7,88,357	100	--	--	--
Total	1,36,17,758	99.9999	09	0.0001	--

This Resolution has been passed with requisite majority

Resolution 5- To re-appoint Mr. Aakash Moondhra DIN 02654599 as an Independent Director of the Company (Special Resolution)

Particulars (Mode of Voting)	Votes in favour of resolution		Votes against the resolution		Invalid votes Nos.
	No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	
Remote E-Voting	1,26,67,795	98.8132	1,61,615	1.1868	--
Physical Ballot	7,88,357	100	--	--	--

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Delhi - 110085, Tel No. 011-4050799**



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COMPANY SECRETARIES

Total	1,34,56,152	98.8132	1,61,615	1.1868	--
This Resolution has been passed with requisite majority					

Resolution 6- To approve the revision variation in the remuneration of Mr. Lalit Agarwal, DIN 00900900 Managing Director of the Company (Special Resolution)

Particulars (Mode of Voting)	Votes in favour of resolution		Votes against the resolution		Invalid votes Nos.
	No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	
Remote E-Voting	1,28,29,360	99.9996	50	0.0004	--
Physical Ballot	7,88,357	100	--	--	--
Total	1,36,17,717	99.9996	50	0.0004	--
This Resolution has been passed with requisite majority					

Resolution 7- To approve the revision/variation in the remuneration of Mr. Madan Gopal Agarwal, DIN 02249947 Whole Time Director of the Company (Special Resolution).

Particulars (Mode of Voting)	Votes in favour of resolution		Votes against the resolution		Invalid votes Nos.
	No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	
Remote E-Voting	1,28,29,360	99.9996	50	0.0004	--
Physical Ballot	7,88,357	100	--	--	--
Total	1,36,17,717	99.9996	50	0.0004	--
This Resolution has been passed with requisite majority					



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VASHIST M & ASSOCIATES

COMPANY SECRETARIES

Resolution 8- Increase in Borrowing limits under Section 180 (1)(c) upto Rs 750 Crore, over and above the aggregate, for the time being, of the paid-up capital and free reserves of the Company. (Special Resolution).

Particulars (Mode of Voting)	Votes in favour of resolution		Votes against the resolution		Invalid votes
	No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	Nos.
Remote E-Voting	1,23,11,440	96.1964	5,17,970	3.8036	--
Physical Ballot	7,88,357	100	--	--	--
Total	1,30,99,797	96.1964	5,17,970	3.8036	--

This Resolution has been passed with requisite majority

Resolution 9- To approve the increase in the limits applicable for making investment extending loans and giving guarantees or providing securities in connection with loans to persons/Bodies Corporates. (Special Resolution)

Particulars (Mode of Voting)	Votes in favour of resolution		Votes against the resolution		Invalid votes
	No. of Votes	% of total number of valid votes cast	No. of votes	% of total number of valid votes cast	Nos.
Remote E-Voting	1,03,60,882	88.1399	15,00,240	11.8601	--
Physical Ballot	7,88,357	100	--	--	--
Total	1,11,49,239	88.1399	15,00,240	11.8601	--

This Resolution has been passed with requisite majority

Thanking you,
Yours faithfully,

For Vashist M & Associates
(Company Secretaries)



M. Vashist

Mayank Vashist (Prop.)
C.P. No.: 19885
Membership No.: 48820

Place: New Delhi
Dated: 02nd August, 2019

**373, 3rd floor, Vardhman Grand Plaza, Mangalam Place, Sector-3, Rohini,
Delhi - 110085, Tel No. 011-4050799**

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VASHIST M & ASSOCIATES
COMPANY SECRETARIES

MGT-13

Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,

The Chairman

17th Annual General Meeting of the Equity Shareholders of V-Mart Retail Limited held on 02nd, August, 2019 at 09:30 am at India Islamic Cultural Centre, 87-88 Lodhi Road, Near Lodhi Gardens, New Delhi - 110003, India

Dear Sir,

I, Mayank Vashist, (Proprietor) of Vashist M & Associates, a Company Secretaries Firm having its office at 373, 3rd floor, Vardhman Grand Plaza, Mangalam Place, Sector-3, Rohini, Delhi - 110085, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 17th Annual General Meeting of the Equity Shareholders of V-Mart Retail Limited held on 02nd, August, 2019 at 09:30 am at India Islamic Cultural Centre, 87-88 Lodhi Road, Near Lodhi Gardens, New Delhi - 110003, India submit my report as under:

1. After the time fixed for closing of the Ballot by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in the presence of the scrutiniser, namely, Mayank Vashist and Ms. Khushboo Rohilla, R/o. H. No. 373, Saraswati Enclave, Gopal Nagar, Najafgarh, New Delhi - 110043 and Ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The Ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the voting through Ballot is as under:
 - a) **Resolution 1-To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, along with the reports of the Auditors and the Board thereon. (Ordinary Resolution)**



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Delhi - 110085, Tel No. 011-4050799

VASHIST M & ASSOCIATES
COMPANY SECRETARIES

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	7,88,357	100

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
--	--

b) Resolution 2-To declare a dividend at the rate of Rs. 1.70- per equity share for the financial year 2018-19 (Ordinary Resolution)

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	7,88,357	100

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--



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VASHIST M & ASSOCIATES
COMPANY SECRETARIES

(iii) **Invalid votes:**

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
--	--

c) **Resolution 3-To appoint Mr. Madam Gopal Agarwal DIN 02249947 as Director, liable to retire by rotation (Ordinary Resolution)**

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	7,88,357	100

(ii) **Voted against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) **Invalid votes :**

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
--	--

d) **Resolution 4-To appoint Mr. Govind S. Shrikhane DIN 00029419 as an Independent Director of the Company(Ordinary Resolution)**

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	7,88,357	100



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VASHIST M & ASSOCIATES
COMPANY SECRETARIES

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
--	--

e) Resolution 5--To re-appoint Mr. Aakash Moondhra DIN 02654599 as an Independent Director of the Company (Special Resolution)

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	7,88,357	100

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
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VASHIST M & ASSOCIATES

COMPANY SECRETARIES

f) Resolution 6-To approve the revision/variation in the remuneration of Mr. Lalit Agarwal, DIN 00900900 Managing Director of the Company(Special Resolution)

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	7,88,357	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
--	--

g) Resolution 7-To approve the revision/variation in the remuneration of Mr. Madan Gopal Agarwal, DIN 02249947 Whole Time Director of the Company(Special Resolution)

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	7,88,357	100



VASHIST M & ASSOCIATES
COMPANY SECRETARIES

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
--	--

h) Resolution 8-Increase in Borrowing limits under Section 180 (1)(c) upto Rs 750 Crore, over and above the aggregate, for the time being, of the paid-up capital and free reserves of the Company. (Special Resolution)

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

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	7,88,357	100

(ii) Voted **against** the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) **Invalid** votes :

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
--	--



VASHIST M & ASSOCIATES

COMPANY SECRETARIES

- i) Resolution 9-To approve the increase in the limits applicable for making investment extending loans and giving guarantees or providing securities in connection with loans to persons/Bodies Corporates. (Special Resolution)

(i) Voted in favour of the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	7,88,357	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
--	--	--

(iii) Invalid votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
--	--

5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The Ballot papers and all other relevant records are handed over to the Company Secretary/Director who was authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,



For Vashist M & Associates
(Company Secretaries)

Mayank Vashist (Prop.)
C.P. No.: 19885
Membership No.: 48820

Place: New Delhi
Dated: 02nd August, 2019

VASHIST M & ASSOCIATES

COMPANY SECRETARIES

Report of Scrutinizer(s)

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

To,

The Chairman

17th Annual General Meeting of the Equity Shareholders of V-Mart Retail Limited held on 02nd, August, 2019 at 09:30 am at India Islamic Cultural Centre, 87-88 Lodhi Road, Near Lodhi Gardens, New Delhi – 110003, India

Dear Sir,

I, Mayank Vashist, (Proprietor) of Vashist M & Associates, a Company Secretaries Firm having its office at 373, 3rd floor, Vardhman Grand Plaza, Mangalam Place, Sector-3, Rohini, Delhi – 110085, appointed as Scrutinizer for the purpose of scrutinizing the remote e-voting process in a fair and transparent manner and ascertaining the requisite majority in respect of resolutions put to vote through e-voting carried out as per provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, on the below mentioned resolution(s), at the 17th Annual General Meeting of the Equity Shareholders of V-Mart Retail Limited held on 02nd, August, 2019 at 09:30 am at India Islamic Cultural Centre, 87-88 Lodhi Road, Near Lodhi Gardens, New Delhi – 110003, India submits our report as under:

1. The Company has availed the remote e-voting facility offered by Karvy Fintech Private Limited for conducting remote e-voting by the Shareholders of the Company.
2. The Shareholders holding shares as on the "cut off" date i.e. 25th July, 2019 were entitled to vote on the proposed resolutions (item no. 1 to 9) as set out in the Notice dated 10th May, 2019 of the 17th Annual General Meeting of **V-Mart Retail Limited**.
3. The remote e-voting period commenced on Tuesday, 30th July, 2019 (9:00 am) and ended on Thursday, 01st August, 2019 (5:00 pm) and the karvy Remote e-voting platform was blocked thereafter and the votes cast under Remote E-Voting facility were then unblocked in the presence of the following two witnesses not being in the employment of the Company:
 - a. Ms. Khushboo Rohilla, R/o. H. No. 373, Saraswati Enclave, Gopal Nagar, Najafgarh, New Delhi – 110043.
 - b. Mr. Akshay Kumar, R/o. H. No. B-57, Avantika, Sector-1, Rohini, Delhi-110085.
4. I have scrutinized and reviewed the remote e-voting results along with the list of shareholders who voted "FOR" and "AGAINST" the below resolutions as were downloaded from the karvy remote e-voting system.
5. The result of the E-voting is as under:



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VASHIST M & ASSOCIATES

COMPANY SECRETARIES

- a) **Resolution 1**-To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31st, 2019 along with the reports of the Auditors and the Board thereon. (Ordinary Resolution)

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

Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
102	1,28,29,410	100

- (ii) Voted **against** the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
--	--	--

- (iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA

- (iv) **Abstain**votes:

Number of Members voted through electronic voting system	Total number of votes cast (Shares) by them
1	26

- b) **Resolution 2**-To declare a dividend at the rate of Rs. 1.70- per equity share for the financial year 2018-19 (Ordinary Resolution)

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

Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
102	1,28,29,410	100



VASHIST M & ASSOCIATES

COMPANY SECRETARIES

(ii) Voted **against** the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
--	--	--

(iii) **Invalid** votes :

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA

(i) **Abstain**votes:

Number of Members voted through electronic voting system	Total number of votes cast (Shares) by them
1	26

c) **Resolution 3**-To appoint Mr. Madam Gopal Agarwal DIN 02249947 as Director, liable to retires by rotation (Ordinary Resolution)

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

Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
99	1,28,29,380	99.9998

(v) Voted **against** the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
03	30	0.0002

(vi) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA



VASHIST M & ASSOCIATES
COMPANY SECRETARIES

(ii) **Abstainvotes:**

Number of Members voted through electronic voting system	Total number of votes cast (Shares) by them
1	26

d) **Resolution 4–To appoint Mr. Govind S. Shrikhane DIN 00029419 as an Independent Director of the Company (Ordinary Resolution)**

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

Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
100	1,28,29,401	99.9999

(viii) **Voted against** the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
02	09	0.0001

(ix) **Invalid votes:**

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA

(iii) **Abstainvotes:**

Number of Members voted through electronic voting system	Total number of votes cast (Shares) by them
1	26



VASHIST M & ASSOCIATES

COMPANY SECRETARIES

e) Resolution 5-To re-appoint Mr. Aakash Moondhra DIN 02654599 as an Independent Director of the Company (Special Resolution)

(i) Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
95	12667795	98.8132

(ii) Voted against the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
7	161615	1.1868

(iii) Invalid votes :

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA

(iv) Abstain votes:

Number of Members voted through electronic voting system	Total number of votes cast (Shares) by them
1	26

f) Resolution 6-To approve the revision/variation in the remuneration of Mr. Lalit Agarwal, DIN 00900900 Managing Director of the Company (Special Resolution)

(i) Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
98	12829360	99.9996



VASHIST M & ASSOCIATES

COMPANY SECRETARIES

(ii) Voted against the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
04	50	0.0004

(iii) Invalid votes :

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA

(iv) Abstain votes:

Number of Members voted through electronic voting system	Total number of votes cast (Shares) by them
1	26

g) Resolution 7-To approve the revision/variation in the remuneration of Mr. Madan Gopal Agarwal, DIN 02249947 Whole Time Director of the Company (Special Resolution)

(i) Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
98	12829360	99.9996

(ii) Voted against the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
04	50	0.0004

(iii) Invalid votes :

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA



VASHIST M & ASSOCIATES
COMPANY SECRETARIES

(iv) **Abstain votes:**

Number of Members voted through electronic voting system	Total number of votes cast (Shares) by them
1	26

h) Resolution 8-Increase in Borrowing limits under Section 180 (1)(c) upto Rs 750 Crore, over and above the aggregate, for the time being, of the paid-up capital and free reserves of the Company. (Special Resolution)

(i) Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
90	12311440	96.1964

(ii) Voted against the resolution:
m

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
12	5,17,970	3.8036

(iii) **Invalid votes :**

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA

(iv) **Abstain votes:**

Number of Members voted through electronic voting system	Total number of votes cast (Shares) by them
1	26

i) Resolution 9-To approve the increase in the limits applicable for making investment extending loans and giving guarantees or providing securities in connection with loans to persons /Bodies Corporates. (Special Resolution)



(Handwritten signature)

VASHIST M & ASSOCIATES

COMPANY SECRETARIES

(i) Voted in favour of the resolution:

Number of Members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
46	10360882	88.1399

(ii) Voted against the resolution:

Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
50	15,00,240	11.8601

(iii) Invalid votes :

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
NA	NA

(iv) Abstain votes:

Number of Members voted through electronic voting system	Total number of votes cast (Shares) by them
07	968314

6. The Registers, relevant records and all other papers relating to electronic voting (Remote e-voting) shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and the shall be handed over to the Company Secretary/Director who was authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,

For Vashist M & Associates
(Company Secretaries)



M. Vashist

Mayank Vashist (Prop.)
C.P. No.: 19885
Membership No.: 48820

Place: New Delhi
Dated: 02nd August, 2019

[Signature]