

**KINETIC ENGINEERING LIMITED**

Regd. Office : Kinetic Innovation Park, D-1 Block,  
Plot No. 18/2, H. K. Firodia Road, MIDC,  
Chinchwad, Pune - 411 019. (India)

Tele. : +91-20-66142049  
Fax : +91-20-66142088 / 89

CIN : L35912MH1970PLC014819

Website : www.kineticindia.com

Date: 29.03.2019

To,  
Corporate Service Department,  
Bombay Stock Exchange Limited,  
P. J. Tower, Dalal Street,  
Mumbai - 400002.

Script Code: 500240

Subject: Results of the Postal Ballot pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Dear Sir(s),

This is in reference to our letter dated 23.02.2019, wherein we have enclosed the postal ballot notice along with the statement annexed thereto. The postal ballot was conducted for seeking approval of the members of the Company for:

1. Re-appointment of Mr. Ajinkya Arun Firodia as Managing Director of the Company.
2. Appointment of Mr. M. Venkataiah (DIN: 00041420) as Non - Executive Independent Director.
3. Appointment of Mr. Rohit Bafana (DIN: 00590469) as Non - Executive Independent Director.
4. Approval of the continuation of Mr. Arun H. Firodia (DIN: 00057324) as Director.
5. Approval of the continuation of Dr. Jayashree Arun Firodia (DIN: 00328499) as Director.
6. Re-appointment of Shri S. R. Kotecha (DIN: 00170659) as Independent Director.
7. Re-appointment of Mr. R.J. Kabra (DIN: 00306688) as Independent Director.

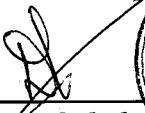
In accordance with the Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we would like to inform you that the Special Resolution for the purposes mentioned above, has been approved by the Members of the Company with requisite majority. The approval is deemed to have been received on the last date for receipt of duly completed postal ballot forms and remote e-voting. i.e. 27.03.2019 which was declared on 28.03.2019.

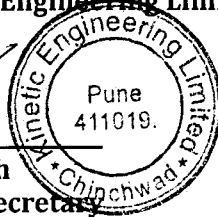
The summarized Voting Results of the Postal Ballot process (through e-voting and postal ballot), in the prescribed format, along with the copy of the Scrutinizer's Report are enclosed herewith.

You are requested to kindly take the same on record.

Thanking you

For Kinetic Engineering Limited

  
Deepal Shah  
Company Secretary



## Kinetic Engineering Limited

Resolution Required : (Special)

1 - Re-appointment of Mr. Ajinkya Arun Firodia as the Managing Director

Whether promoter/ promoter group are interested in the agenda/resolution?

Yes

Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	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	7497534	4471429	59.6387	4471429	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		3026105	40.3613	3026105	0	100.0000	0.0000
	<b>Total</b>		<b>7497534</b>	<b>100.0000</b>	<b>7497534</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	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>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	10211087	1992	0.0195	1989	3	99.8494	0.1506
	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>1992</b>	<b>0.0195</b>	<b>1989</b>	<b>3</b>	<b>99.8494</b>	<b>0.1506</b>
<b>Total</b>		<b>17708621</b>	<b>7499526</b>	<b>42.3496</b>	<b>7499523</b>	<b>3</b>	<b>100.0000</b>	<b>0.0000</b>

For KINETIC ENGINEERING LIMITED

  
 Company Secretary

## Kinetic Engineering Limited

Resolution Required : (Ordinary)			2 - Appointment of Mr. M.Venkataiah (DIN:00041420) as Non-Executive Independent Director					
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	7497534	4471429	59.6387	4471429	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		3026105	40.3613	3026105	0	100.0000	0.0000
	<b>Total</b>		<b>7497534</b>	<b>100.0000</b>	<b>7497534</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	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>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	10211087	1992	0.0195	1989	3	99.8494	0.1506
	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>1992</b>	<b>0.0195</b>	<b>1989</b>	<b>3</b>	<b>99.8494</b>	<b>0.1506</b>
<b>Total</b>		<b>17708621</b>	<b>7499526</b>	<b>42.3496</b>	<b>7499523</b>	<b>3</b>	<b>100.0000</b>	<b>0.0000</b>

For KINETIC ENGINEERING LIMITED

  
 Company Secretary

## Kinetic Engineering Limited

Resolution Required : (Ordinary)

3 - Appointment of Mr. Rohit Bafana (DIN:00590469) as Non-Executive Independent Director

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	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	7497534	4471429	59.6387	4471429	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		3026105	40.3613	3026105	0	100.0000	0.0000
	<b>Total</b>		<b>7497534</b>	<b>100.0000</b>	<b>7497534</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	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>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	10211087	1992	0.0195	1989	3	99.8494	0.1506
	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>1992</b>	<b>0.0195</b>	<b>1989</b>	<b>3</b>	<b>99.8494</b>	<b>0.1506</b>
<b>Total</b>		<b>17708621</b>	<b>7499526</b>	<b>42.3496</b>	<b>7499523</b>	<b>3</b>	<b>100.0000</b>	<b>0.0000</b>

For KINETIC ENGINEERING LIMITED

  
 Company Secretary

## Kinetic Engineering Limited

Resolution Required : (Special)		4. Approval of the continuation of Mr. Arun H. Firodia (DIN: 00057324)						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
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	7497534	4471429	59.6387	4471429	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		3026105	40.3613	3026105	0	100.0000	0.0000
	<b>Total</b>		<b>7497534</b>	<b>100.0000</b>	<b>7497534</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	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>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	10211087	1992	0.0195	1989	3	99.8494	0.1506
	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>1992</b>	<b>0.0195</b>	<b>1989</b>	<b>3</b>	<b>99.8494</b>	<b>0.1506</b>
<b>Total</b>		<b>17708621</b>	<b>7499526</b>	<b>42.3496</b>	<b>7499523</b>	<b>3</b>	<b>100.0000</b>	<b>0.0000</b>

For KINETIC ENGINEERING LIMITED

  
 Company Secretary

## Kinetic Engineering Limited

Resolution Required : (Special)

5. Approval of the continuation of Dr. Jayashree Arun Firodia (DIN: 00328499)

Whether promoter/ promoter group are interested in the agenda/resolution?

Yes

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	7497534	4471429	59.6387	4471429	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		3026105	40.3613	3026105	0	100.0000	0.0000
	<b>Total</b>		<b>7497534</b>	<b>100.0000</b>	<b>7497534</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	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>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	10211087	1992	0.0195	1989	3	99.8494	0.1506
	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>1992</b>	<b>0.0195</b>	<b>1989</b>	<b>3</b>	<b>99.8494</b>	<b>0.1506</b>
<b>Total</b>		<b>17708621</b>	<b>7499526</b>	<b>42.3496</b>	<b>7499523</b>	<b>3</b>	<b>100.0000</b>	<b>0.0000</b>

For KINETIC ENGINEERING LIMITED

  
 Company Secretary

## Kinetic Engineering Limited

Resolution Required : (Special)


6. Re-appointment of Shri S.R.Kotecha (DIN : 00170659) as Independent Director

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
			polled	on outstanding shares	– in favour	–Against	favour on votes polled	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	7497534	4471429	59.6387	4471429	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		3026105	40.3613	3026105	0	100.0000	0.0000
	<b>Total</b>		<b>7497534</b>	<b>100.0000</b>	<b>7497534</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	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>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	10211087	1992	0.0195	1989	3	99.8494	0.1506
	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>1992</b>	<b>0.0195</b>	<b>1989</b>	<b>3</b>	<b>99.8494</b>	<b>0.1506</b>
<b>Total</b>		<b>17708621</b>	<b>7499526</b>	<b>42.3496</b>	<b>7499523</b>	<b>3</b>	<b>100.0000</b>	<b>0.0000</b>

For KINETIC ENGINEERING LIMITED

  
 Company Secretary

## Kinetic Engineering Limited

Resolution Required : (Special)


7. Re-appointment of Shri R. J. Kabra (DIN : 00306688) as Independent Director

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	7497534	4471429	59.6387	4471429	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		3026105	40.3613	3026105	0	100.0000	0.0000
	<b>Total</b>		<b>7497534</b>	<b>100.0000</b>	<b>7497534</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	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>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	10211087	1992	0.0195	1989	3	99.8494	0.1506
	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>1992</b>	<b>0.0195</b>	<b>1989</b>	<b>3</b>	<b>99.8494</b>	<b>0.1506</b>
<b>Total</b>		<b>17708621</b>	<b>7499526</b>	<b>42.3496</b>	<b>7499523</b>	<b>3</b>	<b>100.0000</b>	<b>0.0000</b>

For KINETIC ENGINEERING LIMITED

  
 Company Secretary





**DINESH BIRLA & ASSOCIATES**  
**COMPANY SECRETARIES**

M-504, MSR Queenstown, Near Lokmanya  
Hospital, behind Chinchwad Railway Station,  
Udyog Nagar, Chinchwad, Pune - 411033.  
Landline: 020 2751 5384, Mob. No. 9766693603  
Email : csdineshbirla@gmail.com

Date: 28<sup>th</sup> March, 2019

To  
The Chairman  
Kinetic Engineering Limited  
D1 Block, Plot No.18/2, M.I.D.C,  
Chinchwad, Pune – 411 019

Dear Sir,

We are submitting herewith the Report of the Scrutinizer in respect of Postal Ballot conducted pursuant to Notice of Postal Ballot dated February 13, 2019.

For Dinesh Birla & Associates  
Company Secretaries

  
Dinesh S Birla  
Proprietor  
Membership No.: FCS-7658  
COP No. 13029





FORM No. MGT-13  
Report of Scrutinizer(s)

[Pursuant to section 110 of the Companies Act, 2013 and rule 22(9) of the Companies (Management and Administration) Rules, 2014]

SCRUTINIZER'S REPORT

To  
The Chairman  
Kinetic Engineering Limited  
D1 Block, Plot No.18/2, M.I.D.C.,  
Chinchwad, Pune – 411 019

Dear Sir,

**Sub.: Scrutinizer's Report on voting through Postal Ballot including voting by electronic means in respect of passing of resolutions contained in the notice dated February 13, 2019.**

I, Dinesh Shivnarayan Birla proprietor of Dinesh Birla & Associates, Practicing Company Secretary appointed as Scrutinizer by the Board of Directors of Kinetic Engineering Limited for the purpose of scrutinizing the votes cast through Postal Ballot including voting by electronic means in respect of passing of the resolutions contained in the Notice of Postal Ballot dated February 13, 2019.

**Responsibility of the Management of the company**

The Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made there under and (ii) the SEBI ( Listing Obligations & Disclosure Requirements) Regulations 2015, (LODR), relating to postal ballot voting including voting by electronic means for the resolutions stated in the Postal Ballot Notice.

**Scrutinizer's Responsibility**

My responsibility as a scrutinizer is restricted to making a Scrutinizer's Report of the votes cast by the members in respect of the resolutions contained in the Postal Ballot Notice. My report is based on the data downloaded from Central Depository Services India Limited (CDSL), Depository for the e-voting system and postal ballot received through post till the time fixed for closing of the voting process i.e, till 5.00 p.m. on March 27, 2019.

I submit my report as under:

1. After the time fixed for closing of e-voting, i.e., 5.00 p.m. on March 27, 2019, an electronic report of the e-voting was generated by me by accessing the data available from the website <https://www.evotingindia.com> of Central Depository Services India Limited (CDSL). Based on such reports generated by CDSL and relied upon me, data regarding the e-votes was scrutinized.
2. The postal ballot received by post by Company till the time fixed for closing of the Postal Ballot i.e., 5.00 p.m. on March 27, 2019, were scrutinized and reconciled with the records maintained by the Company through Link Intime India Private Limited, Registrar and Share Transfer Agent and the authorizations lodged with the Company.

The result of the scrutiny of the above postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in Postal Ballot Notice, is as under:

**Special Resolution – Item No. 1 – Re-appointment of Mr. Ajinkya Firodia as the Managing Director of the Company.**

I. Voted in favour of the resolution;

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	1	30,26,105	40.35060
Electronic (e-voting)	19	44,73,421	59.64936
<b>Total</b>	<b>20</b>	<b>74,99,526</b>	<b>99.99996</b>





II. Voted against the resolution;

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00000
Electronic (e-voting)	1	3	0.00004
<b>Total</b>	<b>1</b>	<b>3</b>	<b>0.00004</b>

III. Invalid Votes;

Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	0	0
Electronic (e-voting)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Ordinary Resolution – Item No. 2 – Appointment of Mr. M. Venkataiah (DIN: 00041420) as Non Executive Independent Director**

I. Voted in favour of the resolution;

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	1	30,26,105	40.35060
Electronic (e-voting)	19	44,73,421	59.64936
<b>Total</b>	<b>20</b>	<b>74,99,526</b>	<b>99.99996</b>

II. Voted against the resolution;

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00000
Electronic (e-voting)	1	3	0.00004
<b>Total</b>	<b>1</b>	<b>3</b>	<b>0.00004</b>

III. Invalid Votes;

Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	0	0
Electronic (e-voting)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Ordinary Resolution – Item No. 3 – Appointment of Mr. Rohit Bafna (DIN: 00590469) as Non Executive Independent Director**

I. Voted in favour of the resolution;

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	1	30,26,105	40.35060
Electronic (e-voting)	19	44,73,421	59.64936
<b>Total</b>	<b>20</b>	<b>74,99,526</b>	<b>99.99996</b>

II. Voted against the resolution;

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00000
Electronic (e-voting)	1	3	0.00004
<b>Total</b>	<b>1</b>	<b>3</b>	<b>0.00004</b>

III. Invalid Votes;





Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	0	0
Electronic (e-voting)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Special Resolution – Item No. 4 – Approval of the continuation of Mr. Arun H. Firodia (DIN: 00057324) as Director**

I. Voted in favour of the resolution;

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	1	30,26,105	40.35060
Electronic (e-voting)	19	44,73,421	59.64936
<b>Total</b>	<b>20</b>	<b>74,99,526</b>	<b>99.99996</b>

II. Voted against the resolution;

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00000
Electronic (e-voting)	1	3	0.00004
<b>Total</b>	<b>1</b>	<b>3</b>	<b>0.00004</b>

III. Invalid Votes;

Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	0	0
Electronic (e-voting)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Special Resolution – Item No. 5 – Approval of the continuation of Dr. Jayshree Arun Firodia (DIN: 00328499) as Director**

I. Voted in favour of the resolution;

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	1	30,26,105	40.35060
Electronic (e-voting)	19	44,73,421	59.64936
<b>Total</b>	<b>20</b>	<b>74,99,526</b>	<b>99.99996</b>

II. Voted against the resolution;

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00000
Electronic (e-voting)	1	3	0.00004
<b>Total</b>	<b>1</b>	<b>3</b>	<b>0.00004</b>

III. Invalid Votes;

Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	0	0
Electronic (e-voting)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Special Resolution – Item No. 6 – Re-appointment of Mr. S. R. Kotecha (DIN: 00170659) as Independent Director**

I. Voted in favour of the resolution;





Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	1	30,26,105	40.35060
Electronic (e-voting)	19	44,73,421	59.64936
<b>Total</b>	<b>20</b>	<b>74,99,526</b>	<b>99.99996</b>

II. Voted against the resolution;

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00000
Electronic (e-voting)	1	3	0.00004
<b>Total</b>	<b>1</b>	<b>3</b>	<b>0.00004</b>

III. Invalid Votes;

Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical		
Electronic (e-voting)		
<b>Total</b>		

**Special Resolution – Item No. 7 – Re-appointment of Mr. R. J. Kabra (DIN: 00306688) as Independent Director**

I. Voted in favour of the resolution;

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	1	30,26,105	40.35060
Electronic (e-voting)	19	44,73,421	59.64936
<b>Total</b>	<b>20</b>	<b>74,99,526</b>	<b>99.99996</b>

II. Voted against the resolution;

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0.00000
Electronic (e-voting)	1	3	0.00004
<b>Total</b>	<b>1</b>	<b>3</b>	<b>0.00004</b>

III. Invalid Votes;

Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	0	0
Electronic (e-voting)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

Notes:

i) Based on the data furnished to me and verified by me as above, the aforesaid resolutions contained in Postal Ballot Notice was passed with the requisite majority of the shareholders as specified under the Companies Act, 2013

ii) The figures in percentage have been rounded off to 5 decimal points.

iii) The Equity Shareholders holding shares as on February 15, 2019, "cut-off date" was entitled to vote on the resolutions stated in the Notice of the Postal Ballot.

The Register of Ballots entered and prepared in electronic mode showing Debenture holders who have voted "FOR" and "AGAINST" and e-voting website of the CDSL (<https://www.evotingindia.com>) are being handed over to the Chairman.





v) The electronic data along with the postal ballots and all other relevant records relating to the e-voting and the Postal Ballot received is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman signs the Minutes.

Thanking you,  
Yours faithfully,

For Dinesh Birla & Associates  
Company Secretaries



Dinesh S. Birla  
Proprietor  
Membership No.: FCS-7658  
COP No. 13029



Date: 28<sup>th</sup> March, 2019  
Place: Pune