

September 9, 2019

BSE Ltd. Floor 25, P.J. Towers Dalal Street <u>Mumbai – 400 001</u>  <b>Scrip Code:500540</b>	The Manager Listing Department National Stock Exchange of India Ltd. 'Exchange Plaza', C-1, Block G Bandra-Kurla Complex Bandra (East) <u>Mumbai – 400 051</u>  <b>Scrip Code:PREMIER</b>	Central Depository Services (India) Limited Phiroze Jeejeebhoy Towers, 17 <sup>th</sup> Floor, Dalal Street, <u>Mumbai - 400 001</u>  <b>Scrip Code:INE342A01018</b>
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Dear Sirs,

**Intimation under Regulation-44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

**Details of voting Results – 73<sup>rd</sup> AGM held on 9<sup>TH</sup> September, 2019**

Pursuant to Regulation-30 of **SEBI (Listing Obligations & Disclosure) Regulations, 2015** (Listing Regulations, 2015), we wish to inform you that the 73<sup>rd</sup> Annual General Meeting (AGM) of the Company was held on 9<sup>th</sup> September, 2019 at 10.30 a.m. and was concluded at 11.15 a.m. at the Hotel Kala Sagar, P-4, Kasarwadi, MIDC, Mumbai-Pune Road, Pimpri, Pune – 411 034.

Pursuant to Section 108 of the Companies Act, 2013, read with Rule-20 of the Companies (Management and Administration) Rules, 2014, all the shareholders of the Company were given an opportunity to exercise their right to vote on all the resolutions set out in the Notice of the AGM through electronic voting (remote e-voting) during the period commencing from 05.09.2019 (9.00 a.m. IST) to 07.09.2019 (5.00 p.m. IST).

Further, the Company provided voting facility at the AGM venue through a ballot voting for those who had not exercised remote e-voting.

All the resolutions contained in the Notice of the above AGM and given below, were approved by requisite majority of shareholders through remote e-voting and ballot voting at the venue of the AGM. Accordingly, all the resolutions were declared to be passed on 9<sup>th</sup> September, 2019, which is the date of the Annual General Meeting.

[Continued]



# PREMIER LTD.

[ 2 ]

Item No.	Resolutions	Resolution required
1	Adoption of the Audited Financial Statements including the statement of Profit and Loss for the year ended 31 <sup>st</sup> March, 2019 and Balance Sheet as at that date, report of the Board of Directors and Auditors.	Ordinary
2	Reappointment of Mrs. Rohita M. Doshi (holding DIN 00246388) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers herself for reappointment.	Ordinary
3	Re-appointment of Mr. S.Padmanabhan as a Non-executive Independent Director	Special
4	Re-appointment of Mr. Dilip J.Thakkar as a Non-executive Independent Director	Special
5	Re-appointment of Dr. Udo Weigel as a Non-executive Independent Director	Special
6	Re-appointment of Mr. Asit Javeri as a Non-executive Independent Director	Special
7	Re-appointment of Mr. Ramesh Adige as a Non-executive Independent Director	Special
8	Shifting of Registered Office of the Company	Special
9	Issue of Corporate Guarantee	Special
10	Remuneration payable to M/s ABK & Associates, the Cost Auditors.	Ordinary

In accordance with the Regulation-44 of SEBI (LODR), we enclose the consolidated voting results in the prescribed format along with the combined Scrutinizer's Report for remote e-voting and voting conducted physically through ballot forms at the AGM venue. The voting details are also being uploaded on the Company's website as well as CDSL's website.

Thanking you,

Yours faithfully,  
For Premier Ltd.

Umesh Mistry  
Company Secretary

## Premier Limited

Resolution Required : (Ordinary)		1 - To adopt the Audited Financial Statements including the statement of Profit and Loss for the year ended 31st March, 2019 and the Balance Sheet as at that date, report of the Board of Directors and Auditors.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	13659113	13653202	99.9567	13653202	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>13653202</b>	<b>99.9567</b>	<b>13653202</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	2948400	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	13759357	80507	0.5851	80507	0	100.0000	0.0000
	Poll		346	0.0025	326	20	94.2197	5.7803
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>80853</b>	<b>0.5876</b>	<b>80833</b>	<b>20</b>	<b>99.9753</b>	<b>0.0247</b>
<b>Total</b>		<b>30366870</b>	<b>13734055</b>	<b>45.2271</b>	<b>13734035</b>	<b>20</b>	<b>99.9999</b>	<b>0.0001</b>

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**Premier Limited**

Resolution Required : (Ordinary)

2 - Re-appointment of Mrs. Rohita M. Doshi, who retires by rotation.

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

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
Promoter and Promoter Group	E-Voting	13659113	13653202	99.9567	13653202	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>13653202</b>	<b>99.9567</b>	<b>13653202</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	2948400	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	13759357	80507	0.5851	80007	500	99.3789	0.6211
	Poll		346	0.0025	346	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>80853</b>	<b>0.5876</b>	<b>80353</b>	<b>500</b>	<b>99.3816</b>	<b>0.6184</b>
<b>Total</b>		<b>30366870</b>	<b>13734055</b>	<b>45.2271</b>	<b>13733555</b>	<b>500</b>	<b>99.9964</b>	<b>0.0036</b>

*U. J. MISHRA*

**Premier Limited**

Resolution Required : (Special)		3 - Re-appointment of Mr. S. Padmanabhan as an Non-executive Independent Directors.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	13659113	13653202	99.9567	13653202	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>13653202</b>	<b>99.9567</b>	<b>13653202</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	2948400	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	13759357	80507	0.5851	80007	500	99.3789	0.6211
	Poll		346	0.0025	326	20	94.2197	5.7803
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>80853</b>	<b>0.5876</b>	<b>80333</b>	<b>520</b>	<b>99.3569</b>	<b>0.6431</b>
<b>Total</b>		<b>30366870</b>	<b>13734055</b>	<b>45.2271</b>	<b>13733535</b>	<b>520</b>	<b>99.9962</b>	<b>0.0038</b>

*U. J. M. S. K.*

**Premier Limited**

Resolution Required : (Special)

4 - Re-appointment of Mr. Dilip J. Thakkar as an Non-executive Independent Directors

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

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	13659113	13653202	99.9567	13653202	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>13653202</b>	<b>99.9567</b>	<b>13653202</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	2948400	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	13759357	80507	0.5851	80007	500	99.3789	0.6211
	Poll		346	0.0025	326	20	94.2197	5.7803
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>80853</b>	<b>0.5876</b>	<b>80333</b>	<b>520</b>	<b>99.3569</b>	<b>0.6431</b>
<b>Total</b>		<b>30366870</b>	<b>13734055</b>	<b>45.2271</b>	<b>13733535</b>	<b>520</b>	<b>99.9962</b>	<b>0.0038</b>

*U. J. Thakkar*

**Premier Limited**

Resolution Required : (Special)		5 - Re-appointment of Dr. Udo Weigel as an Non-executive Independent Directors						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	13659113	13653202	99.9567	13653202	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>13653202</b>	<b>99.9567</b>	<b>13653202</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	2948400	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	13759357	80507	0.5851	80007	500	99.3789	0.6211
	Poll		346	0.0025	326	20	94.2197	5.7803
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>80853</b>	<b>0.5876</b>	<b>80333</b>	<b>520</b>	<b>99.3569</b>	<b>0.6431</b>
<b>Total</b>		<b>30366870</b>	<b>13734055</b>	<b>45.2271</b>	<b>13733535</b>	<b>520</b>	<b>99.9962</b>	<b>0.0038</b>

*U. Weigel*

**Premier Limited**

Resolution Required : (Special)

6 - Re-appointment of Mr. Asit Javeri as a Non-executive Independent Directors

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

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
Promoter and Promoter Group	E-Voting	13659113	13653202	99.9567	13653202	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>13653202</b>	<b>99.9567</b>	<b>13653202</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	2948400	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	13759357	80507	0.5851	80007	500	99.3789	0.6211
	Poll		346	0.0025	326	20	94.2197	5.7803
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>80853</b>	<b>0.5876</b>	<b>80333</b>	<b>520</b>	<b>99.3569</b>	<b>0.6431</b>
<b>Total</b>		<b>30366870</b>	<b>13734055</b>	<b>45.2271</b>	<b>13733535</b>	<b>520</b>	<b>99.9962</b>	<b>0.0038</b>

*U.S. MISH*



**Premier Limited**

Resolution Required : (Special)		7 - Re-appointment of Mr. Ramesh Adige as an Non-executive Independent Directors						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	13659113	13653202	99.9567	13653202	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>13653202</b>	<b>99.9567</b>	<b>13653202</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	2948400	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	13759357	80507	0.5851	80007	500	99.3789	0.6211
	Poll		346	0.0025	326	20	94.2197	5.7803
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>80853</b>	<b>0.5876</b>	<b>80333</b>	<b>520</b>	<b>99.3569</b>	<b>0.6431</b>
<b>Total</b>		<b>30366870</b>	<b>13734055</b>	<b>45.2271</b>	<b>13733535</b>	<b>520</b>	<b>99.9962</b>	<b>0.0038</b>

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**Premier Limited**

Resolution Required : (Special)

**8 - Shifting of Registered Office of the Company**

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

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
Promoter and Promoter Group	E-Voting	13659113	13653202	99.9567	13653202	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>13653202</b>	<b>99.9567</b>	<b>13653202</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	2948400	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	13759357	80507	0.5851	80507	0	100.0000	0.0000
	Poll		346	0.0025	326	20	94.2197	5.7803
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>80853</b>	<b>0.5876</b>	<b>80833</b>	<b>20</b>	<b>99.9753</b>	<b>0.0247</b>
<b>Total</b>		<b>30366870</b>	<b>13734055</b>	<b>45.2271</b>	<b>13734035</b>	<b>20</b>	<b>99.9999</b>	<b>0.0001</b>

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**Premier Limited**

Resolution Required : (Special)

9 - Issue of Corporate Guarantee

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

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
Promoter and Promoter Group	E-Voting	13659113	13653202	99.9567	13653202	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>13653202</b>	<b>99.9567</b>	<b>13653202</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	2948400	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	13759357	80507	0.5851	80207	300	99.6274	0.3726
	Poll		346	0.0025	346	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>80853</b>	<b>0.5876</b>	<b>80553</b>	<b>300</b>	<b>99.6290</b>	<b>0.3710</b>
<b>Total</b>		<b>30366870</b>	<b>13734055</b>	<b>45.2271</b>	<b>13733755</b>	<b>300</b>	<b>99.9978</b>	<b>0.0022</b>

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**Premier Limited**

Resolution Required : (Ordinary)

10 - Remuneration payable to the Cost Auditors

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

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes – In favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	13659113	13653202	99.9567	13653202	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>13653202</b>	<b>99.9567</b>	<b>13653202</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	2948400	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	13759357	80507	0.5851	80507	0	100.0000	0.0000
	Poll		346	0.0025	346	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>80853</b>	<b>0.5876</b>	<b>80853</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>30366870</b>	<b>13734055</b>	<b>45.2271</b>	<b>13734055</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

*Ug mis 1*



**Scrutinizer's Report**

*[Pursuant to section 108 of the Companies Act, 2013 and rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

Mr. Maitreya V. Doshi  
Chairman  
Premier Limited  
Mumbai- Pune Road  
Chinchwad, Pune-411019  
Maharashtra

Dear Sir,

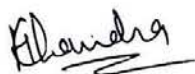
1. I, Mr. N. L. Bhatia, Partner, M/s. N. L. Bhatia & Associates, firm of Practicing Company Secretaries (UIN: P1996MH055800), have been appointed as scrutinizer, by the Board of Directors of Premier Limited, for the purpose of scrutinizing the e-voting and physical ballot process at the 73<sup>rd</sup> Annual General Meeting (AGM) and ascertaining the requisite majority on e-voting and physical ballot process carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolutions contained in the notice of the 73<sup>rd</sup> AGM of the Members of the Company, held on Monday, September 9, 2019 at Hotel Kalasagar, P-4 Kasarwadi, MIDC, Mumbai- Pune Road, Pimpri, Pune- 411034.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and physical ballot process on the resolutions contained in the Notice of the 73<sup>rd</sup> AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting and physical ballot process at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolutions stated in the Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company and voting through Ballot Paper at the AGM.
3. Further to above, I submit my report as under:

3.1 The Company has provided the e-voting facility through CDSL, on their website



[www.evotingindia.com](http://www.evotingindia.com). The Company had uploaded all the items of businesses to be transacted at the AGM on the website of the Company and also on CDSL's website to facilitate their shareholders to cast their vote through e-voting;

- 3.2 The 73<sup>rd</sup> AGM Notice sent (both through email and physical form) contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto;
- 3.3 As prescribed in the said Rules, the Company has also published an advertisement in newspapers on August the 15<sup>th</sup>, 2019 in The Free Press Journal (in English) and Navshakti (in Marathi) and it carried the required information as specified in the said Rules;
- 3.4 The members of the Company as on the "cut-off" date i.e. Monday, September 2<sup>nd</sup>, 2019 were entitled to vote on the resolutions (item nos. 1 to 5) as set out in the notice of the 73<sup>rd</sup> AGM;
- 3.5 The Chairman of the 73<sup>rd</sup> AGM, held on Monday, the 9<sup>th</sup> September, 2019 had announced that members who have not exercised their votes through e-voting, if they wish to; exercise their votes through ballot at the AGM;
- 3.6 The Company had arranged for Ballot Papers which were duly distributed to the members and proxies present at the AGM on September 9, 2019; in case of joint shareholders, the Ballot Paper was given to the first named holder or in his / her absence, to the joint holder attending the meeting as appearing in the chronological order in the folio;
- 3.7 The e-voting commenced from Thursday, September 05, 2019 (09:00 a.m.) and ended on Saturday, September 07, 2019 (5:00 p.m.);
- 3.8 After the closure of the voting at AGM, the report on voting was prepared and scrutinized;
- 3.9 The votes cast under e-voting facility were unblocked after the conclusion of voting by physical ballot process at the AGM and votes cast were counted in the presence of 2 witnesses, Mr. Hardik Chandra and Mr. Bhavik Pandya, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:

  
\_\_\_\_\_

  
\_\_\_\_\_



- 3.10 My combined report on the results of voting through e-voting and Ballot Paper at the AGM is as under:

**ORDINARY BUSINESS:**

➤ **Item No. 1 - As an Ordinary Resolution:**

To receive, consider and adopt the Directors' Report, the Audited Financial Statements including the Statement of Profit and Loss for the year ended March 31, 2019 and the Balance Sheet as at that date and the Auditors' Report thereon.

No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
				Favour	Against	
13734055	13734055	13734035	20	99.9999	0.0001	0

➤ **Item No. 2 - As an Ordinary Resolution:**

To appoint a Director in place of Mrs. Rohita M. Doshi (holding DIN 00246388) who retires by rotation in terms of section 152(6) of the Companies Act, 2013, and being eligible, offers herself for reappointment.

No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
				Favour	Against	
13734055	13734055	13733555	500	99.9964	0.0036	0

**SPECIAL BUSINESS:**

➤ **Item No. 3 – As an Special Resolution:**

Re-appointment of Mr. S Padmanabhan (DIN:00001207) as Non- Executive Independent Director for a term of 5 years with effect from September 9<sup>th</sup>, 2019.

No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
				Favour	Against	
13734055	13734055	13733535	520	99.9962	0.0038	0



➤ **Item No. 4 - As a Special Resolution:**

Re-appointment of Mr. Dilip J Thakkar (DIN:00007339) as Non- Executive Independent Director for a term of 5 years with effect from September 9<sup>th</sup>, 2019.

No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
				Favour	Against	
13734055	13734055	13733535	520	99.9962	0.0038	0

➤ **Item No. 5 - As a Special Resolution:**

Re-appointment of Dr. Udo Weigel (DIN:02142276) as Non- Executive Independent Director for a term of 5 years with effect from September 9<sup>th</sup>, 2019.

No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
				Favour	Against	
13734055	13734055	13733535	520	99.9962	0.0038	0

➤ **Item No. 6 - As a Special Resolution:**

Re-appointment of Mr. Asit Javeri (DIN:00268114) as Non- Executive Independent Director for a term of 5 years with effect from September 9<sup>th</sup>, 2019.

No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
				Favour	Against	
13734055	13734055	13733535	520	99.9962	0.0038	0

➤ **Item No. 7 - As a Special Resolution:**

Re-appointment of Mr. Ramesh Adige (DIN:00101276) as Non- Executive Independent Director for a term of 5 years with effect from September 9<sup>th</sup>, 2019.

No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
				Favour	Against	
13734055	13734055	13733535	520	99.9962	0.0038	0





➤ **Item No. 8 - As a Special Resolution:**

Change of Registered Office of the Company

No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
				Favour	Against	
13734055	13734055	13734035	20	99.9999	0.0001	0

➤ **Item No. 9 - As a Special Resolution:**

Corporate guarantee in favour of Global Icon Projects LLP

No of Shares held	No of Shares cast	No. of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
				Favour	Against	
13734055	13734055	13733755	300	99.9978	0.0022	0

➤ **Item No. 10 - As an Ordinary Resolution:**

Re-appointment of Cost Auditor

No of Shares held	No of Shares cast	No of Votes in Favor	No of Votes against	% of votes		No of Invalid Votes
				Favour	Against	
13734055	13734055	13734055	0	100	0	0

4. A register, and all other papers and relevant records containing details of equity shareholders, who voted "IN FAVOUR", or "AGAINST" and those whose votes were declared invalid for each resolution under e-voting and voting done at the AGM through ballot paper shall remain in our safe custody until the Chairman approves and signs the Minutes of the aforesaid AGM and the same would thereafter be handed over to Mr. Umesh Mistry, Company Secretary for safe keeping.



5. Based on the foregoing, the Resolution Nos. 1 to 10 shall be deemed to have been passed with the requisite majority on the date of the AGM i.e., September 9, 2019.

Thanking you,

Place: Mumbai

Date: September 9, 2019.



Yours faithfully,

*Naveen Lal Bhatia*

**N.L. Bhatia**  
**Practising Company Secretary**  
**Scrutinizer**  
**FCS:-1176**  
**C.P NO. 422**

Countersigned

*Maitreya V. Doshi*

**Mr. Maitreya V. Doshi**  
**Chairman**