

Date: 20<sup>th</sup> September, 2019

1. Listing Department (Fax: 022-22723719 /22722037/  
BSE Limited 22722041 /22722061/  
Phiroze Jeejeebhoy Towers 22722039 /22658121)  
Dalal Street, Mumbai 400001
  
2. Listing Department (Fax: 022-26598237/26598238)  
National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No. C/1, G Block,  
Bandra-Kurla Complex  
Bandra (East), Mumbai 400051

**Subject: Voting Results under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Scrutinizers' Report pursuant to Section 108 of the Companies Act, 2013**

Dear Sir/ Ma'am,

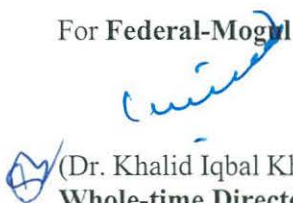
Pursuant to Regulation 44(3) of the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed the Voting Results of the 64<sup>th</sup> Annual General Meeting of the Company held on Thursday, 19<sup>th</sup> September, 2019 at 11:00 a.m. at Hotel Mapple Emerald, Crystal Hall, National Highway-8, Rajokri, New Delhi-110038 along with the Scrutinizers' Report pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014.

Please take the same on your records.

Thanking you,

Yours faithfully,

For Federal-Mogul Goetze (India) Limited

  
(Dr. Khalid Iqbal Khan)  
Whole-time Director-Legal & Company Secretary

Encl.: As above

CC:

National Securities Depository Limited  
Trade World, 4<sup>th</sup> Floor  
Kamala Mills Compound  
Senapati Bapat Marg  
Lower Parel, Mumbai 400 013

Central Depository Services (India) Limited  
Marathon Futurex A-Wing  
25<sup>th</sup> Floor NM Joshi Marg,  
Lower Parel, Mumbai 400 013

Voting Results of AGM	
Details of poll at AGM and e-voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:	
Date of the AGM	19.09.2019
Total number of shareholders on record date	16,569
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:	2 46
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:	N.A

**1. Ordinary Resolution:** To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 and Reports of the Directors' and Auditors' thereon.

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	41,715,454	41,715,454	100.0000	41,715,454	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>41,715,454</b>	<b>100.0000</b>	<b>41,715,454</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	7,925,681	6,139,052	77.4577	6,139,052	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>6139052</b>	<b>77.4577</b>	<b>6,139,052</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-voting	5,990,995	2,949	0.0492	2,949	0	100.0000	0.0000
	Poll		641	0.0107	641	0	100.0000	0.0000
	<b>Total</b>		<b>3,590</b>	<b>0.0599</b>	<b>3,590</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>55,632,130</b>	<b>47,858,096</b>	<b>86.0260</b>	<b>47,858,096</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



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**2. Ordinary Resolution:** To appoint a Director in place of Mr. Rajesh Sinha (DIN:07358567) 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	41,715,454	41,715,454	100.0000	41,715,454	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>41,715,454</b>	<b>100.0000</b>	<b>41,715,454</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	7,925,681	5,939,052	74.9343	5,878,401	60,651	98.9788	1.0212
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5939052</b>	<b>74.9343</b>	<b>5,878,401</b>	<b>60,651</b>	<b>98.9788</b>	<b>1.0212</b>
Public-Non Institutions	E-voting	5,990,995	2,949	0.0492	2,449	500	83.0451	16.9549
	Poll		641	0.0107	641	0	100.0000	0.0000
	<b>Total</b>		<b>3,590</b>	<b>0.0599</b>	<b>3,090</b>	<b>500</b>	<b>86.0724</b>	<b>13.9276</b>
<b>Total</b>		<b>55,632,130</b>	<b>47,658,096</b>	<b>85.6665</b>	<b>47,596,945</b>	<b>61,151</b>	<b>99.8717</b>	<b>0.1283</b>

**3. Ordinary Resolution:** -To appoint a Director in place of Mr. Manish Chadha (DIN: 07195652) 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	41,715,454	41,715,454	100.0000	41,715,454	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>41,715,454</b>	<b>100.0000</b>	<b>41,715,454</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	7,925,681	5,939,052	74.9343	5,939,052	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5939052</b>	<b>74.9343</b>	<b>5,939,052</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-voting	5,990,995	2,949	0.0492	2,449	500	83.0451	16.9549
	Poll		641	0.0107	641	0	100.0000	0.0000
	<b>Total</b>		<b>3,590</b>	<b>0.0599</b>	<b>3,090</b>	<b>500</b>	<b>86.0724</b>	<b>13.9276</b>
<b>Total</b>		<b>55,632,130</b>	<b>47,658,096</b>	<b>85.6665</b>	<b>47,657,596</b>	<b>500</b>	<b>99.9990</b>	<b>0.0010</b>

**4. Ordinary Resolution:** Ratification of Remuneration to Cost Auditor for the financial year 2019-20.

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	41,715,454	41,715,454	100.0000	41,715,454	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>41,715,454</b>	<b>100.0000</b>	<b>41,715,454</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	7,925,681	5,939,052	74.9343	5,939,052	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5939052</b>	<b>74.9343</b>	<b>5,939,052</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



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Public-Non Institutions	E-voting	5,990,995	2,949	0.0492	2,949	0	100.0000	0.0000
	Poll		641	0.0107	641	0	100.0000	0.0000
	<b>Total</b>		<b>3,590</b>	<b>0.0599</b>	<b>3,590</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>55,632,130</b>	<b>47,658,096</b>	<b>85.6665</b>	<b>47,658,096</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

5. Ordinary Resolution: Appointment of Ms. Nalini Jolly (DIN:08520132) as an Independent Director of the Company.

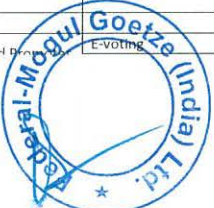
Whether promoter/ promoter group are interested in the Agenda/resolution							NO	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	41,715,454	41,715,454	100.0000	41,715,454	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>41,715,454</b>	<b>100.0000</b>	<b>41,715,454</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	7,925,681	5,939,052	74.9343	5,939,052	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5939052</b>	<b>74.9343</b>	<b>5,939,052</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-voting	5,990,995	2,949	0.0492	2,449	500	83.0451	16.9549
	Poll		641	0.0107	641	0	100.0000	0.0000
	<b>Total</b>		<b>3,590</b>	<b>0.0599</b>	<b>3,090</b>	<b>500</b>	<b>86.0724</b>	<b>13.9276</b>
<b>Total</b>		<b>55,632,130</b>	<b>47,658,096</b>	<b>85.6665</b>	<b>47,657,596</b>	<b>500</b>	<b>99.9990</b>	<b>0.0010</b>

6. Special Resolution: Re-Appointment of Mr. Vinod Kumar Hans (DIN : 03328309) as Whole-Time Managing Director of the 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	41,715,454	41,715,454	100.0000	41,715,454	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>41,715,454</b>	<b>100.0000</b>	<b>41,715,454</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	7,925,681	5,939,052	74.9343	5,939,052	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>5939052</b>	<b>74.9343</b>	<b>5,939,052</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-voting	5,990,995	2,949	0.0492	2,449	500	83.0451	16.9549
	Poll		641	0.0107	641	0	100.0000	0.0000
	<b>Total</b>		<b>3,590</b>	<b>0.0599</b>	<b>3,090</b>	<b>500</b>	<b>86.0724</b>	<b>13.9276</b>
<b>Total</b>		<b>55,632,130</b>	<b>47,658,096</b>	<b>85.6665</b>	<b>47,657,596</b>	<b>500</b>	<b>99.9990</b>	<b>0.0010</b>

7. Special Resolution: Re-appointment of Mr. Rajesh Sinha (DIN: 07358567) as the Whole-Time Director of the 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	41,715,454	41,715,454	100.0000	41,715,454	0	100.0000	0.0000



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Group	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
Promoters and Promoter Group	Poll	41,715,454	0	0.0000	0	0	0.0000	0.0000
	Total		41,715,454	100.0000	41,715,454	0	100.0000	0.0000
Public-Institutions	E-voting	7,925,681	5,939,052	74.9343	5,939,052	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		5939052	74.9343	5,939,052	0	100.0000	0.0000
Public-Non Institutions	E-voting	5,990,995	2,949	0.0492	2,449	500	83.0451	16.9549
	Poll		641	0.0107	641	0	100.0000	0.0000
	Total		3,590	0.0599	3,090	500	86.0724	13.9276
<b>Total</b>		<b>55,632,130</b>	<b>47,658,096</b>	<b>85.6665</b>	<b>47,657,596</b>	<b>500</b>	<b>99.9990</b>	<b>0.0010</b>

**8. Special Resolution: Re-Appointment of Mr. Mahendra Kumar Goyal (DIN: 02605616) as an Independent Director of the 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	41,715,454	41,715,454	100.0000	41,715,454	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		41,715,454	100.0000	41,715,454	0	100.0000	0.0000
Public-Institutions	E-voting	7,925,681	5,939,052	74.9343	439,147	5,499,905	7.3942	92.6058
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		5939052	74.9343	439,147	5,499,905	7.3942	92.6058
Public-Non Institutions	E-voting	5,990,995	2,949	0.0492	2,449	500	83.0451	16.9549
	Poll		641	0.0107	641	0	100.0000	0.0000
	Total		3,590	0.0599	3,090	500	86.0724	13.9276
<b>Total</b>		<b>55,632,130</b>	<b>47,658,096</b>	<b>85.6665</b>	<b>42,157,691</b>	<b>5,500,405</b>	<b>88.4586</b>	<b>11.5414</b>

**9. Special Resolution: Re-appointment of Mr. Manish Chadha (DIN: 07195652) as CFO & Finance Director of the Company effective from February 5, 2019.**

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	41,715,454	41,715,454	100.0000	41,715,454	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		41,715,454	100.0000	41,715,454	0	100.0000	0.0000
Public-Institutions	E-voting	7,925,681	5,939,052	74.9343	5,939,052	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		5939052	74.9343	5,939,052	0	100.0000	0.0000
Public-Non Institutions	E-voting	5,990,995	2,949	0.0492	2,449	500	83.0451	16.9549
	Poll		641	0.0107	641	0	100.0000	0.0000
	Total		3,590	0.0599	3,090	500	86.0724	13.9276
<b>Total</b>		<b>55,632,130</b>	<b>47,658,096</b>	<b>85.6665</b>	<b>47,657,596</b>	<b>500</b>	<b>99.9990</b>	<b>0.0010</b>



TS

# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

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  
website : 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]

To,

The Chairman

**FEDERAL- MOGUL GOETZE (INDIA) LIMITED**

(CIN: L74899DL1954PLC002452)

DLF Prime Towers, 10 Ground Floor,  
F-79 & 80, Okhla Phase - I, New Delhi- 110020

Dear Sir,

I, Sanjay Grover, Managing Partner of M/s Sanjay Grover & Associates, Practicing Company Secretaries having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer for the purpose of scrutinizing the voting process, i.e. remote e-voting and voting through polling paper (Poll) at 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) on the resolution(s) mentioned in Notice dated August 13, 2019 for 64<sup>th</sup> AGM of the Company held on Thursday, 19<sup>th</sup> September, 2019 at 11:00 am at Hotel Mapple Emerald, Crystal Hall, National Highway-8, Rajokri, New Delhi-110038.

I submit my report as under:-

1. The remote e-voting period commenced on Monday, September 16, 2019 at 09:00 A.M. and ended on Wednesday, September 18, 2019 at 05:00 P.M. via remote e-voting platform on the designated website of National Securities Depositories Limited, Authorized Agency to provide remote e-voting facility viz.: <https://www.evoting.nsdl.com/>.



2. The Members of the Company as on the "cut off" date i.e. Thursday, September 12, 2019 were entitled to avail the facility of remote e-voting as well as voting through poll at the 64<sup>th</sup> Annual General Meeting on the proposed resolution(s) as set out in the Notice dated August 13, 2019.
3. The total paid up Equity Share Capital of the Company as on Thursday, September 12, 2019 was Rs. 55,63,21,300/- (Rupees Fifty Five Crore Sixty Three Lacs Twenty One Thousand Three Hundred Only) divided into 5,56,32,130 (Five Crore Fifty Six Lacs Thirty Two Thousand One Hundred Thirty) equity shares of Rs. 10/- (Rupees Ten Only) each.
4. The Chairman ordered for poll at AGM as per Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time. Further, Pursuant to Article 81(3) of Article of Association of the Company, Mr. Abhishek Bansal was appointed as an additional Scrutinizer on behalf of shareholders who has also signed this report.
5. 1 (One) ballot box was kept for polling and the ballot box was locked in my presence.
6. After completion of Poll at the AGM, the ballot box was opened in my presence and polling papers were diligently scrutinized. Thereafter, polling papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company. Detailed registers were maintained containing the summary of results of remote e-voting and poll at AGM.
7. Thereafter, the votes cast through remote e-voting were unblocked after completion of poll at the AGM in the presence of two witnesses, Mr. Lokesh Vats and Ms. Shweta Sharma who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:

  
Lokesh Vats

  
Shweta Sharma



8. The polling papers and remote e-voting were matched with the Register of Members of the Company as on cut-off date. The cases where the members have voted for higher number of shares as compared to their entitlement as on cut-off date, the number of their shares held by them as on the cut-off date has been considered.
9. The polling papers, which were incomplete and/or which were otherwise found defective or where signature of any member did not matched with the records maintained by Registrar & Transfer Agent of the Company, have been treated as invalid and were kept separately.
10. The members exercised their voting right either by remote e-voting or by polling papers. However, there were 3 (three) members holding 4,17,15,459 (Four Crore Seventeen Lakh Fifteen Thousand Four Hundred Fifty Nine Only) equity shares who voted through remote e-voting as well as through poll, hence, their voting through poll have been considered as invalid.
11. The consolidated summary of results of poll at the AGM and remote e-voting are as under:

**Resolution No. 1-** To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 and Reports of the Directors' and Auditors' thereon.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	641	4,78,57,455	4,78,58,096	100
Dissent	0	0	0	0
Total	641	4,78,57,455	4,78,58,096	100

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





**Resolution No. 2-** To appoint a Director in place of Mr. Rajesh Sinha (DIN: 07358567) who retires by rotation and being eligible, offers himself for re-appointment.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	641	4,75,96,304	4,75,96,945	99.8717
Dissent	0	61,151	61,151	0.1283
Total	641	4,76,57,455	4,76,58,096	100

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

**Resolution No. 3-** To appoint a Director in place of Mr. Manish Chadha (DIN: 07195652) who retires by rotation and being eligible, offers himself for re-appointment.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	641	4,76,56,955	4,76,57,596	99.9990
Dissent	0	500	500	0.0010
Total	641	4,76,57,455	4,76,58,096	100

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



**Resolution No. 4-** Ratification of Remuneration to Cost Auditor for the financial year 2019-20.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	641	4,76,57,455	4,78,58,096	100
Dissent	0	0	0	0
Total	641	4,76,57,455	4,78,58,096	100

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

**Resolution No.5-** Appointment of Ms. Nalini Jolly (DIN: 08520132) as an Independent Director of the Company.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	641	4,76,56,955	4,76,57,596	99.9990
Dissent	0	500	500	0.0010
Total	641	4,76,57,455	4,76,58,096	100

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



**Resolution No. 6-** Re-Appointment of Mr. Vinod Kumar Hans (DIN: 03328309) as Whole-Time Managing Director of the Company.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	641	4,76,56,955	4,76,57,596	99.9990
Dissent	0	500	500	0.0010
Total	641	4,76,57,455	4,76,58,096	100

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

**Resolution No. 7-** Re-appointment of Mr. Rajesh Sinha (DIN: 07358567) as the Whole-Time Director of the Company.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	641	4,76,56,955	4,76,57,596	99.9990
Dissent	0	500	500	0.0010
Total	641	4,76,57,455	4,76,58,096	100

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



**Resolution No. 8-** Re-Appointment of Mr. Mahendra Kumar Goyal (DIN: 02605616) as an Independent Director of the Company.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	641	4,21,57,050	4,21,57,691	88.4586
Dissent	0	55,00,405	55,00,405	11.5414
Total	641	4,76,57,455	4,76,58,096	100

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

**Resolution No. 9-** Re-appointment of Mr. Manish Chadha (DIN: 07195652) as CFO & Finance Director of the Company effective from February 5, 2019.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	641	4,76,56,955	4,76,57,596	99.9990
Dissent	0	500	500	0.0010
Total	641	4,76,57,455	4,76,58,096	100

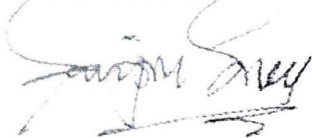
Therefore, the Resolution No. 9 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in Annexure-I.



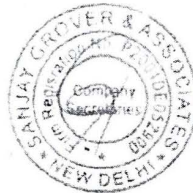
12. The register, polling papers and all other related papers shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I, shall hand over the register, polling papers and all other related papers to the Company Secretary.

Thanking you,

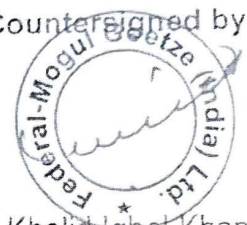
For SANJAY GROVER & ASSOCIATES  
COMPANY SECRETARIES



(Sanjay Grover)  
Managing Partner  
Scrutinizer  
CP No.: 3850  
M. No. : 4223  
Date: 20<sup>th</sup> September, 2019  
Place: New Delhi



Countersigned by



Dr. Khalid Iqbal Khan  
Authorized Signatory

Additional Scrutinizer (On behalf of shareholder)



Mr. Abhishek Bansal

Annexure - A

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

**A1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	24	4,17,16,110	41,71,61,100
b) Less: Invalid Votes	4	4,17,15,469	41,71,54,690
c) Net Valid votes	20	641	6,410
d) Votes with Assent	20	641	6,410
e) Votes with Dissent	0	0	0

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

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	33	4,78,57,455	47,85,74,550
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	33	4,78,57,455	47,85,74,550
d) Votes with Assent	33	4,78,57,455	47,85,74,550
e) Votes with Dissent	0	0	0



Annexure - B

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

**B1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	24	4,17,16,110	41,71,61,100
b) Less: Invalid Votes	4	4,17,15,469	41,71,54,690
c) Net Valid votes	20	641	6,410
d) Votes with Assent	20	641	6,410
e) Votes with Dissent	0	0	0

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

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	32	4,76,57,455	47,65,74,550
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	32	4,76,57,455	47,65,74,550
d) Votes with Assent	27	4,75,96,304	47,59,63,040
e) Votes with Dissent	5	61,151	6,11,510



Annexure - C

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

**C1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	24	4,17,16,110	41,71,61,100
b) Less: Invalid Votes	4	4,17,15,469	41,71,54,690
c) Net Valid votes	20	641	6,410
d) Votes with Assent	20	641	6,410
e) Votes with Dissent	0	0	0

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

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	32	4,76,57,455	47,65,74,550
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	32	4,76,57,455	47,65,74,550
d) Votes with Assent	31	4,76,56,955	47,65,69,550
e) Votes with Dissent	1	500	5,000





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

**D1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	24	4,17,16,110	41,71,61,100
b) Less: Invalid Votes	4	4,17,15,469	41,71,54,690
c) Net Valid Votes	20	641	6,410
d) Votes with Assent	20	641	6,410
e) Votes with Dissent	0	0	0

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

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	32	4,76,57,455	47,65,74,550
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	32	4,76,57,455	47,65,74,550
d) Votes with Assent	32	4,76,57,455	47,65,74,550
e) Votes with Dissent	0	0	0



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

**E1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	24	4,17,16,110	41,71,61,100
b) Less: Invalid Votes	4	4,17,15,469	41,71,54,690
c) Net Valid Votes	20	641	6,410
d) Votes with Assent	20	641	6,410
e) Votes with Dissent	0	0	0

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

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	32	4,76,57,455	47,65,74,550
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	32	4,76,57,455	47,65,74,550
d) Votes with Assent	31	4,76,56,955	47,65,69,550
e) Votes with Dissent	1	500	5,000



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

**F1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	24	4,17,16,110	41,71,61,100
b) Less: Invalid Votes	4	4,17,15,469	41,71,54,690
c) Net Valid Votes	20	641	6,410
d) Votes with Assent	20	641	6,410
e) Votes with Dissent	0	0	0

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

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	32	4,76,57,455	47,65,74,550
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	32	4,76,57,455	47,65,74,550
d) Votes with Assent	31	4,76,56,955	47,65,69,550
e) Votes with Dissent	1	500	5,000



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

**G1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	24	4,17,16,110	41,71,61,100
b) Less: Invalid Votes	4	4,17,15,469	41,71,54,690
c) Net Valid Votes	20	641	6,410
d) Votes with Assent	20	641	6,410
e) Votes with Dissent	0	0	0

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

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	32	4,76,57,455	47,65,74,550
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	32	4,76,57,455	47,65,74,550
d) Votes with Assent	31	4,76,56,955	47,65,69,550
e) Votes with Dissent	1	500	5,000



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

**H1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	24	4,17,16,110	41,71,61,100
b) Less: Invalid Votes	4	4,17,15,469	41,71,54,690
c) Net Valid Votes	20	641	6,410
d) Votes with Assent	20	641	6,410
e) Votes with Dissent	0	0	0

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

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	32	4,76,57,455	47,65,74,550
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	32	4,76,57,455	47,65,74,550
d) Votes with Assent	22	4,21,57,050	42,15,70,500
e) Votes with Dissent	10	55,00,405	5,50,04,050



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

**I1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	24	4,17,16,110	41,71,61,100
b) Less: Invalid Votes	4	4,17,15,469	41,71,54,690
c) Net Valid Votes	20	641	6,410
d) Votes with Assent	20	641	6,410
e) Votes with Dissent	0	0	0

**I2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	32	4,76,57,455	47,65,74,550
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	32	4,76,57,455	47,65,74,550
d) Votes with Assent	31	4,76,56,955	47,65,69,550
e) Votes with Dissent	1	500	5,000

