



BHANSALI ENGINEERING POLYMERS LIMITED

CIN : L27100MH1984PLC032637

Registered Office : 401, 4th Floor, Peninsula Heights, C. D. Barfiwala Road, Andheri (West), Mumbai - 400 058.
Tel. : (91-22) 2621 6060/61/62/63/64 • Fax : (91-22) 2621 6077
E-mail : abstron@bhansaliabs.com • Website : www.bhansaliabs.com

17th July, 2017

To,
The Manager,
BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400 001.

To,
The Manager, (Listing Department)
National Stock Exchange of India Limited,
Exchange Plaza, Bandra-Kurla Complex,
Bandra (East),
Mumbai – 400 051

Security Code: 500052

Scrip Id: BEPL-EQ

Sub: Submission of Voting Result as declared/ announced by the Managing Director of company Mr. B. M. Bhansali being Authorised person with regard to 8 (Eight) Resolutions proposed at the 33rd Annual General Meeting of Company held on Saturday, 15th July, 2017 at 12.30 P.M.

Dear Sir(s),

Pursuant to the provisions of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the Listing Regulations**”), please find herewith attached following documents related to the 33rd Annual General Meeting (AGM) of Company held on Saturday, 15th July, 2017 at 12.30 P.M.. at Walchand Hirachand Hall, 4th Floor, Indian Merchants’ Chamber, Veer Nariman Road, Churchgate, Mumbai – 400 020.

1. The Voting Results declaration/ announcement dated 17th July, 2017 as made and duly announced by Managing Director & Authorized person Mr. B. M. Bhansali the pertaining to proposed 8 (Eight) Resolutions (**Annexure-A**);
2. Details regarding voting result in prescribed format pursuant to Regulation 44 of the Listing Regulations (**Annexure-B**);
3. The Scrutinizer Report dated 17th July 2017 as issued by the appointed Scrutinizer Mr. Himanshu S Kamdar of M/s Rathi & Associates, Practicing Company Secretaries for ballot voting and e-voting results (**Annexure-C**).

We would like to inform further that all the 8 (Eight) Resolutions placed in AGM have been duly passed with requisite majority.

Kindly take above on your records and obliged

Thanking You,

Yours’ faithfully,



For **BHANSALI ENGINEERING POLYMERS LIMITED**

D. N. Mishra
G. M. (Legal) & Company Secretary
(FCS: 5506)

Encl: as above

Satnoor Plant : Bhansali Nagar, Taluka - Sausar, Dist. Chhindwara, Madhya Pradesh - 480 108.
Tel. : (07165) 226376-79 • Fax : (07165) 226380 / 81 • E-mail : beplchw@bhansaliabs.com

Abu Road Plant : Plot No. SP-138-143, Ambaji Industrial Area, Abu Road, Dist. Sirohi (Rajasthan) - 307 026
Tel. : (02974) 226781/82/83/84 • Fax : (02974) 226737 • E-mail : beplabr@bhansaliabs.com



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17th July, 2017

To,
 The Members,
 Bhansali Engineering Polymers Limited,
 401, 4th Floor, Peninsula Heights,
 C.D. Barfiwala Road,
 Andheri (West),
 Mumbai – 400 058

Sub: Declaration of Voting Results related to 8 (Eight) Resolutions placed before Members at 33rd Annual General Meeting of the Company

Dear Sir(s),

I am pleased to declare/ announce that the following Resolutions have been passed with requisite majority as stated in front of each of them, on the basis of report of Mr. Himanshu S. Kamdar of M/s Rathi & Associates, Practicing Company Secretaries, dated 17th July, 2017 (viz. the Scrutinizer appointed by the Board of Directors of Company in their meeting held on 16.04.2017 to deal with the entire voting process of Members through remote E-voting and Ballot Papers).

In view of above, I hereby announce and declare the resolutions, as mentioned hereunder, duly passed with the requisite majority.

Sr No	Particulars	Resolution	Votes Cast in Favor/ Against (No. of Shares)	Votes Cast in Favor/ Against (%)
1.	To receive, consider and adopt the Standalone Audited Annual Financial Statements as well as Consolidated Audited Annual Financial Statements of the Company for the financial year ended 31 st March, 2017 together with the Report of the Board of Directors and the Auditors thereon.	Ordinary Resolution	Favor : 96,094,080 Against : 250	Favor : 99.9997% Against : 0.0003%
2.	To declare Final Dividend on Equity Shares of the Company for the financial year ended 31 st March, 2017, considering 20% final dividend as recommended by the Board.	Ordinary Resolution	Favor : 96,096,230 Against : 250	Favor : 99.9997% Against : 0.0003%



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3.	To appoint a Director in place of Mr. Jayesh B. Bhansali (DIN: 01062853), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	Favor : 96,095,870 Against : 410	Favor : 99.9996% Against : 0.0004%
4.	Appointment of M/s Azad Jain & Co., Chartered Accountants (Firm Registration No. 006251C) as the Statutory Auditors of Company to hold office from the conclusion of 33 rd AGM till the conclusion of 38 th AGM of Company for a period of 5 Years and authorize the Board to fix their remuneration.	Ordinary Resolution	Favor : 96,088,880 Against : 4,400	Favor : 99.9954% Against : 0.0046%
5.	Revision/Partial modification in the remuneration of Mr. Jayesh B. Bhansali, Executive Director Cum CFO of the Company.	Ordinary Resolution	Favor : 96,088,950 Against : 6,710	Favor : 99.9930% Against : 0.0070%
6.	Ratification of remuneration of Cost Auditors of Company viz. M/s Joshi Apte & Associates, Cost Accountants [having Firm Registration No. 000240] for conducting Audit of cost records of Company for the Financial Year 2017-18, for an annual audit fee/remuneration of Rs. 75,000/- plus applicable taxes and reimbursement of other allied expenses etc.	Ordinary Resolution	Favor : 96,095,730 Against : 550	Favor : 99.9994% Against : 0.0006%
7.	Re-Classification/Modification of Promoter and Promoter Group Shareholders of the Company	Special Resolution	Favor : 96,091,410 Against : 4,300	Favor : 99.9955% Against : 0.0045%

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8.	Borrowing Limits of Company	Special Resolution	Favor : 96,093,263 Against : 3,017	Favor : 99.9969% Against : 0.0031%
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* Rounded off to the nearest number

Kindly take note of above.

Thanking You,

Yours' faithfully,
For **Bhansali Engineering Polymers Limited**

B. M. Bhansali
DIN – 00102930
Managing Director/Authorised Person

Satnoor Plant : Bhansali Nagar, Taluka - Sausar, Dist. Chhindwara, Madhya Pradesh - 480 108.

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Bhansali Engineering Polymers Limited								
Resolution Required : (Ordinary)			1 - To Consider, approve and adopt Standalone and Consolidated Audited Financial Statement, Reports of the Board of Directors and Auditors pertaining to F. Y. 2016-17.					
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	93708527	93350000	99.6174	93350000	0	100.0000	0.0000
	Poll		279947	0.2987	279947	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		93629947	99.9161	93629947	0	100.0000	0.0000
Public Institutions	E-Voting	1600159	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
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	70596954	101155	0.1433	100905	250	99.7529	0.2471
	Poll		2363228	3.3475	2363228	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2464383	3.4908	2464133	250	99.9899	0.0101
Total		165905640	96094330	57.9211	96094080	250	99.9997	0.0003



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Bhansali Engineering Polymers Limited								
Resolution Required : (Ordinary)			2 - To declare dividend on Equity Shares of the Company.					
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	93708527	93350000	99.6174	93350000	0	100.0000	0.0000
	Poll		279947	0.2987	279947	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		93629947	99.9161	93629947	0	100.0000	0.0000
Public Institutions	E-Voting	1600159	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
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	70596954	103305	0.1463	103055	250	99.7580	0.2420
	Poll		2363228	3.3475	2363228	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2466533	3.4938	2466283	250	99.9899	0.0101
Total		165905640	96096480	57.9224	96096230	250	99.9997	0.0003



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Bhansali Engineering Polymers Limited								
Resolution Required : (Ordinary)			3 - To re-appoint Mr. Jayesh B. Bhansali, Director, retiring by rotation and who has offered 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 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	93708527	93350000	99.6174	93350000	0	100.0000	0.0000
	Poll		279947	0.2987	279947	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		93629947	99.9161	93629947	0	100.0000	0.0000
Public Institutions	E-Voting	1600159	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
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	70596954	103105	0.1460	102695	410	99.6023	0.3977
	Poll		2363228	3.3475	2363228	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2466333	3.4935	2465923	410	99.9834	0.0166
Total		165905640	96096280	57.9223	96095870	410	99.9996	0.0004



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Bhansali Engineering Polymers Limited								
Resolution Required : (Ordinary)			4 - Appointment of new Auditor Azad Jain & Co., Chartered Accountants, Mumbai for the period of 5 years.					
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	93708527	93350000	99.6174	93350000	0	100.0000	0.0000
	Poll		279947	0.2987	279947	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		93629947	99.9161	93629947	0	100.0000	0.0000
Public Institutions	E-Voting	1600159	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
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	70596954	100105	0.1418	99505	600	99.4006	0.5994
	Poll		2363228	3.3475	2359428	3800	99.8392	0.1608
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2463333	3.4893	2458933	4400	99.8214	0.1786
Total		165905640	96093280	57.9204	96088880	4400	99.9954	0.0046



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Bhansali Engineering Polymers Limited								
Resolution Required : (Ordinary)			5 - Revision/ partial modification in the remuneration of Mr. Jayesh B. Bhansali, Executive Director & CFO of the Company.					
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	93708527	93350000	99.6174	93350000	0	100.0000	0.0000
	Poll		279947	0.2987	279947	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		93629947	99.9161	93629947	0	100.0000	0.0000
Public Institutions	E-Voting	1600159	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
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	70596954	102485	0.1452	99575	2910	97.1606	2.8394
	Poll		2363228	3.3475	2359428	3800	99.8392	0.1608
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2465713	3.4927	2459003	6710	99.7279	0.2721
Total		165905640	96095660	57.9219	96088950	6710	99.9930	0.0070



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Bhansali Engineering Polymers Limited								
Resolution Required : (Ordinary)			6 - Ratification for remuneration of Cost Auditor.					
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	93708527	93350000	99.6174	93350000	0	100.0000	0.0000
	Poll		279947	0.2987	279947	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		93629947	99.9161	93629947	0	100.0000	0.0000
Public Institutions	E-Voting	1600159	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
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	70596954	103105	0.1460	102555	550	99.4666	0.5334
	Poll		2363228	3.3475	2363228	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2466333	3.4935	2465783	550	99.9777	0.0223
Total		165905640	96096280	57.9223	96095730	550	99.9994	0.0006



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Bhansali Engineering Polymers Limited								
Resolution Required : (Ordinary)			7 - Re-classification/modification of certain Promoter and Promoter Group shareholders of the Company.					
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	93708527	93350000	99.6174	93350000	0	100.0000	0.0000
	Poll		279947	0.2987	279947	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		93629947	99.9161	93629947	0	100.0000	0.0000
Public Institutions	E-Voting	1600159	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
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	70596954	102535	0.1452	98235	4300	95.8063	4.1937
	Poll		2363228	3.3475	2363228	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2465763	3.4927	2461463	4300	99.8256	0.1744
Total		165905640	96095710	57.9219	96091410	4300	99.9955	0.0045



Satnoor Plant : Bhansali Nagar, Taluka - Sausar, Dist. Chhindwara, Madhya Pradesh - 480 108.

Tel. : (07165) 226376-79 • Fax : (07165) 226380 / 81 • E-mail : beplchw@bhansaliabs.com

Abu Road Plant : Plot No. SP-138-143, Ambaji Industrial Area, Abu Road, Dist. Sirohi (Rajasthan) - 307 026

Tel. : (02974) 226781/82/83/84 • Fax : (02974) 226737 • E-mail : beplabr@bhansaliabs.com



BHANSALI ENGINEERING POLYMERS LIMITED

CIN : L27100MH1984PLC032637

Registered Office : 401, 4th Floor, Peninsula Heights, C. D. Barfiwala Road, Andheri (West), Mumbai - 400 058.

Tel. : (91-22) 2621 6060/61/62/63/64 • Fax : (91-22) 2621 6077

E-mail : abstron@bhansaliabs.com • Website : www.bhansaliabs.com

Bhansali Engineering Polymers Limited								
Resolution Required : (Ordinary)			8 - Authorization for borrowings to the extent of Rs 1000 crore (One thousand crore only).					
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	93708527	93350000	99.6174	93350000	0	100.0000	0.0000
	Poll		279947	0.2987	279947	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		93629947	99.9161	93629947	0	100.0000	0.0000
Public Institutions	E-Voting	1600159	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
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	70596954	103105	0.1460	100088	3017	97.0739	2.9261
	Poll		2363228	3.3475	2363228	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2466333	3.4935	2463316	3017	99.8777	0.1223
Total		165905640	96096280	57.9223	96093263	3017	99.9969	0.0031



Satnoor Plant : Bhansali Nagar, Taluka - Sausar, Dist. Chhindwara, Madhya Pradesh - 480 108.

Tel. : (07165) 226376-79 • Fax : (07165) 226380 / 81 • E-mail : beplchw@bhansaliabs.com

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Tel. : (02974) 226781/82/83/84 • Fax : (02974) 226737 • E-mail : beplabr@bhansaliabs.com

Annexure - C

Rathi & Associates

COMPANY SECRETARIES

A-303 Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
Tel.: 4076 4444 / 2491 1222 • Fax: 4076 4466 • E-mail: associates.rathi8@gmail.com
17th July, 2017

To,
The Chairman,
Bhansali Engineering Polymers Limited
401, 4th Floor, Peninsula Heights,
C.D. Barfiwala Road, Andheri (West),
Mumbai-400 058

Dear Sir,

Sub: **Scrutinizer's Report on the remote e-voting and physical voting through ballots at 33rd Annual General Meeting of the members of Bhansali Engineering Polymers Limited**

Bhansali Engineering Polymers Limited ("the Company") at their Board meeting held on 16th April, 2017 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and physical voting through ballots on the resolutions contained in the Notice dated 26th April, 2017 of the 33rd Annual General Meeting of the Company held on 15th July, 2017, as prescribed under Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed for the approval of members of the Company, be carried out in a fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with Rules made thereunder and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and physical ballots voting on the resolutions as contained in the aforesaid Notice of the 33rd Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and physical ballots is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system of National Securities Depository Limited, the agency engaged by the Company to provide remote e-voting facilities and physical voting through ballots as provided by Link Intime India Private Limited.

As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act for the 33rd Annual General Meeting was sent to the Members by permitted means, for seeking approval of members on following resolutions:



1. **Resolution No. 1** as an Ordinary Resolution for consideration and adoption of the Audited Financial statements of the Company for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and the Auditors thereon;
2. **Resolution No. 2** as an Ordinary Resolution to declared dividend on Equity shares of the Company for the financial year ended 31st March, 2017;
3. **Resolution No. 3** as an Ordinary Resolution for re-appointment of Mr. Jayesh B. Bhansali (DIN: 01062853), who retired by rotation at 33rd Annual General Meeting and being eligible, had offered himself for re-appointment;
4. **Resolution No. 4** as an Ordinary Resolution for appointment of M/s Azad Jain & Co., Chartered Accountants (Firm Registration No. 006251C) as the Statutory Auditors of the Company, to hold office from conclusion of 33rd Annual General Meeting until the conclusion of 38th Annual General Meeting of the Company and to authorize Board of Directors to fix their remuneration;
5. **Resolution No. 5** as an Ordinary Resolution for revision/ partial modification in the remuneration of Mr. Jayesh B. Bhansali, Executive Director & CFO of the Company pursuant to provisions of Section 197 read with Part II, Section I of Schedule V of the Companies Act, 2013;
6. **Resolution No. 6** as an Ordinary Resolution for ratification of remuneration payable to M/s Joshi Apte & Associates, Cost Accountants (Firm Registration No. 000240) for conducting the audit of the cost records of the Company for the financial year 2017-18 pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014;
7. **Resolution No. 7** as an Ordinary Resolution for re-classification of certain promoter and promoter group shareholders of the Company pursuant to provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
8. **Resolution No. 8** as a Special Resolution for increasing the borrowing powers of the Board of Directors of the Company up to Rs. 1000 Crore (Rupees One Thousand Crore Only) pursuant to Section 180(1)(c) of the Companies Act, 2013;

The Company provided the remote e-voting facility offered by National Securities Depository Limited to cast votes on aforesaid resolutions by the members of the Company.

Remote e-voting facility was made available to Shareholders of the Company to exercise their voting rights from 10.00 a.m. of Monday, 10th July, 2017 up to 5.00 p.m. of Friday, 14th July, 2017. Accordingly, e-votes casted up to 5.00 p.m. of Friday, 14th July, 2017 have been considered for my scrutiny.

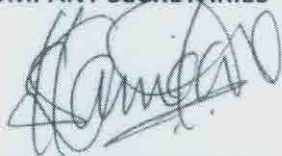


After the conclusion of the 33rd Annual General Meeting, first the voting conducted through physical ballots at the meeting was unlocked in the presence of two witnesses not in employment of the Company, namely Mr. Anil Parekh and Mr. Jahangir and thereafter through remote e-voting was unlocked in the presence of two witnesses not in employment of the Company, namely Mr. Manoj Dhamal and Mr. Nihar Shah. A summary of the votes cast by shareholders through remote e-voting and physical ballots at the 33rd Annual General Meeting with their pattern of voting is as per Annexure enclosed to this Report.

The results of the voting by members through remote e-voting and physical ballots at the 33rd Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Meeting.

Thanking you,

Yours sincerely,
For RATHI & ASSOCIATES
COMPANY SECRETARIES



HIMANSHU S. KAMDAR
PARTNER
FCS NO. 5171
COP NO. 3030



ANNEXURE

The summary of the votes cast through e-Voting and physical ballots received for each of the resolutions is given below:

For Resolution No. 1:

Sr. No.	Particulars	Resolution 1	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	235	2,802,824
b.	Remote e-Voting Confirmations received	100	93,451,155
	Total	335	96,253,979
c.	Less: Invalid Ballot / Remote e-Voting confirmations	5	159,649
d.	Net Valid Physical Ballot Forms / Remote e-Voting	330	96,094,330
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	329	96,094,080
% of Assent			*100
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	1	250
% of Dissent			-

*Rounded off to nearest number

For Resolution No.2:

Sr. No.	Particulars	Resolution 2	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	235	2,802,824
b.	Remote e-Voting Confirmations received	102	93,453,305
	Total	337	96,256,129
c.	Less: Invalid Ballot / Remote e-Voting confirmations	5	159,649
d.	Net Valid Physical Ballot Forms / Remote e-Voting	332	96,096,480
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	331	96,096,230
% of Assent			*100
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	1	250
% of Dissent			-

*Rounded off to nearest number



For Resolution No. 3:

Sr. No.	Particulars	Resolution 3	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	235	2,802,824
b.	Remote e-Voting Confirmations received	101	93,453,105
	Total	336	96,255,929
c.	Less: Invalid Ballot / Remote e-Voting confirmations	5	159,649
d.	Net Valid Physical Ballot Forms / Remote e-Voting	331	96,096,280
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	328	96,095,870
% of Assent			*100
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	3	410
% of Dissent			-

*Rounded off to nearest number

For Resolution No. 4:

Sr. No.	Particulars	Resolution 4	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	235	2,802,824
b.	Remote e-Voting Confirmations received	99	93,450,105
	Total	334	96,252,929
c.	Less: Invalid Ballot / Remote e-Voting confirmations	5	159,649
d.	Net Valid Physical Ballot Forms / Remote e-Voting	329	96,093,280
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	325	96,088,880
% of Assent			*100
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	4	4,400
% of Dissent			-

*Rounded off to nearest number



For Resolution No. 5:

Sr. No.	Particulars	Resolution 5	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	235	2,802,824
b.	Remote e-Voting Confirmations received	100	93,452,485
	Total	335	96,255,309
c.	Less: Invalid Ballot / Remote e-Voting confirmations	5	159,649
d.	Net Valid Physical Ballot Forms / Remote e-Voting	330	96,095,660
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	323	96,088,950
% of Assent			*99.99
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	7	6,710
% of Dissent			*0.01

*Rounded off to nearest number

For Resolution No. 6:

Sr. No.	Particulars	Resolution 6	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	235	2,802,824
b.	Remote e-Voting Confirmations received	101	93,453,105
	Total	336	96,255,929
c.	Less: Invalid Ballot / Remote e-Voting confirmations	5	159,649
d.	Net Valid Physical Ballot Forms / Remote e-Voting	331	96,096,280
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	329	96,095,730
% of Assent			*100
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	2	550
% of Dissent			-

*Rounded off to nearest number



For Resolution No. 7:

Sr. No.	Particulars	Resolution 7	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	235	2,802,824
b.	Remote e-Voting Confirmations received	99	93,452,535
	Total	334	96,255,359
c.	Less: Invalid Ballot / Remote e-Voting confirmations	5	159,649
d.	Net Valid Physical Ballot Forms / Remote e-Voting	329	96,095,710
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	323	96,091,410
	% of Assent		*100
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	6	4,300
	% of Dissent		-

*Rounded off to nearest number

For Resolution No. 8:

Sr. No.	Particulars	Resolution 8	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	235	2,802,824
b.	Remote e-Voting Confirmations received	101	93,453,105
	Total	336	96,255,929
c.	Less: Invalid Ballot / Remote e-Voting confirmations	5	159,649
d.	Net Valid Physical Ballot Forms / Remote e-Voting	331	96,096,280
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	327	96,093,263
	% of Assent		*100
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	4	3,017
	% of Dissent		-

*Rounded off to nearest number

