

### Texmaco Rail & Engineering Ltd.

Belgharia Works

CIN No.: L29261WB1998PLC087404 GSTIN No. 19AABCT2592E1ZA

16<sup>th</sup> September, 2017

The Corporate Relation
Department
BSE Limited,
1<sup>st</sup> Floor, P. J. Towers,
Dalal Street, Fort,
Mumbai – 400 001

The Listing Department
National Stock Exchange of
India Limited,
5th Floor, Exchange Plaza,
Bandra - Kurla Complex,
Bandra (E),
Mumbai – 400 051

The Secretary The Calcutta Stock Exchange Limited 7, Lyons Range, Kolkata – 700 001

Dear Sir(s),

We wish to inform you that in terms of the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting and e-voting at the venue of Annual General Meeting (AGM). We would like to advise that all the Resolutions in terms of Notice dated 22<sup>nd</sup> May, 2017, placed at the 19<sup>th</sup> AGM of the Company held on Saturday, 16<sup>th</sup> September, 2017 at 2:00 P.M. at K. K. Birla Kala Kendra, Texmaco Estate, Belgharia, Kolkata - 700 056, have been approved by the Members through remote e-voting and e-voting at the AGM venue with the requisite majority.

We enclose the summary of the proceedings of the AGM along with the details of the voting results in respect of the aforesaid Resolutions in the prescribed format, as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Annexure I and the Scrutiniser's Report - Annexure 2.

Thanking You,

Yours Faithfully,

For Texmaco Rail & Engineering Limited

Ravi Varma

Company Secretary

Encl: a/a

# SUMMARY OF THE PROCEEDINGS OF THE ANNUAL GENERAL MEETING HELD ON 16<sup>TH</sup> SEPTEMBER, 2017

Mr. S. K. Poddar, Chairman, chaired the 19<sup>th</sup> Annual General Meeting (AGM) of the Company.

The Meeting commenced at 2.00 P.M. The Chairman welcomed the Members to the AGM. The Chairman announced that the requisite quorum for the Meeting being present, the Meeting was called to order.

The other Directors who attended the meeting were Messrs A. C. Chakrabortti, D. R. Kaarthikeyan, Sunil Mitra, Sabyasachi Hajara, V. K. Sharma, D. H. Kela, Sandeep Fuller, A. K. Vijay and Ms .Mridula Jhunjhunwala.

The Chairman informed the Members that Statutory documents / Registers of the Company remained open and accessible for inspection during the Meeting.

The Chairman briefly covered the items of business before the AGM and then invited the Members (other than those present in proxy) to make comments, offer suggestions and seek clarifications, if any. The items of business as per the AGM Notice dated 22<sup>nd</sup> May, 2017 were transacted as follows:

Number of Shareholders participated in the discussions: 14

#### **ORDINARY BUSINESS:**

#### Item No. 1: Ordinary Resolution:

Adoption of Audited Financial Statements including the Audited Consolidated Financial Statements of the Company, Directors' and Auditors' Report thereon for the year ended 31<sup>st</sup> March, 2017.

#### Item No. 2: Ordinary Resolution:

Declaration of Dividend on Equity Shares for the year ended 31st March, 2017.

#### Item No. 3: Ordinary Resolution:

Re-appointment of Mr. A. K. Vijay, Executive Director, who retires by rotation and offers himself for re-election.

Belgharia

#### **Item No. 4: Ordinary Resolution:**

Appointment of Messrs L. B. Jha & Co., Chartered Accountants, as the Statutory Auditors and fixing their remuneration.

#### SPECIAL BUSINESS

#### **Item No. 5: Ordinary Resolution:**

Appointment of Messrs S. S. Kothari Mehta & Co., Chartered Accountants, as the Branch Auditors and fixing their remuneration.

#### **Item No. 6: Ordinary Resolution:**

Ratification of remuneration to be paid to Messrs DGM & Associates, Cost Auditors for the year ending 31<sup>st</sup> March, 2018.

#### **Item No. 7: Special Resolution:**

Re-appointment of Ms. Mridula Jhunjhunwala as an Independent Director.

#### **Item No. 8: Special Resolution:**

Approval for the terms of re-appointment of Mr. A. K. Vijay as the Executive Director.

#### Item No. 9: Special Resolution:

Approval for payment of remuneration to the Executive Chairman for the year ended 31<sup>st</sup> March, 2017 in excess of the limits prescribed under the Companies Act, 2013.

The Chairman thanked all the Shareholders and informed that as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had provided remote e-voting facility to the Shareholders to cast their votes to each of the Resolutions proposed in the AGM. The Chairman advised that those Shareholders who had not been able to cast their votes by remote e-voting, may avail the facility of e-voting (Insta Poll) provided at the AGM venue.

The Chairman announced that combined Results of remote e-voting and Insta Poll would be available on website of the Company and also on the website of Stock Exchange(s). All the Resolutions in terms of the AGM Notice dated 22<sup>nd</sup> May, 2017, placed at the AGM of the Company have been approved by the Members through remote e-voting and Insta Poll with the requisite majority.

For Texmaco Rail & Engineering Limited

Ravi Varma
Company Secretary

TEXMACO	RAIL & ENGINEERING LIMITED
Date of the AGM/EGM	16-09-2017
Total number of shareholders on record date	68780
No. of shareholders present in the meeting either in person or through	
Promoters and Promoter Group:	24
Public:	636
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1										
Resolution required: (Ordinary/ Special)		RDINARY - Adoption of Audited Financial Statements including the Audited Consolidated Financial Statements of the Company, Directors' and Auditors' Report thereon for the year ended 31st March 2017.									
Whether promoter/ promoter group are	No										
interested in the agenda/resolution?	INO			% of Votes							
				Polled on			% of Votes in	% of Votes			
				outstanding			favour on votes	against on votes			
				shares			polled	polled			
		No. of shares	No. of votes	(3)=[(2)/(1)]*	No. of Votes -	No. of Votes –	(6)=[(4)/(2)]*10	(7)=[(5)/(2)]*10			
Category	Mode of Voting	held (1)	polled (2)	100	in favour (4)	against (5)	0	0			
	E-Voting		115127010	100.00	115127010	0	100.00				
	Poll		0	0.00	00	0	0.00	0.00			
	Postal Ballot (if	115127010		E							
Promoter and Promoter Group	applicable)		0	0.00			0.00				
	Total	100	115127010				100.00				
	E-Voting		46179728		4		100.00				
	Poll	55363704	0	0.00	00	0	0.00	0.00			
	Postal Ballot (if			0.00	00		0.00	0.00			
Public- Institutions	applicable)		0	.0.00			100.00				
	Total		46179728 403544			-	100.00				
	E-Voting	-	403344		4248						
	Poll	49112129	4337	0.01	4240	109	77.50	2.30			
Datin Non-Institutions	Postal Ballot (if		0	0.00	00	0	0.00	0.00			
Public- Non Institutions	applicable) Total		407901	0.83			1	0.03			
	Total	219602843									
	2.0144	217072010			I .			7.60 Nov. 5			

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - D	eclaration of div	idend on Equity	Shares for the y	ear ended 31st M	Iarch 2017.		
Whether promoter/ promoter group are							and the second	
interested in the agenda/resolution?	No							
				% of Votes				
				Polled on			% of Votes in	% of Votes
				outstanding	xii		favour on votes	against on votes
				shares			polled	polled
				(3)=[(2)/(1)]*	1	No. of Votes –	(6)=[(4)/(2)]*10	(7)=[(5)/(2)]*10
Category	Mode of Voting	held (1)	polled (2)	100		against (5)	0	0
	E-Voting		115127010				100.00	
	Poll	115127010 <sup>-</sup>	0	0.00	00	0	0.00	0.00
	Postal Ballot (if	113127010						
Promoter and Promoter Group	applicable)		0	0.00			0.00	
	Total		115127010					
*	E-Voting		46179728		46179728		100.00	
	Poll	55363704	0	0.00	00	0	0.00	0.00
	Postal Ballot (if	33303704					9	
Public- Institutions	applicable)		0	0.00			0.00	
	Total		46179728				100.00	
	E-Voting		403720				100.00	
	Poll	49112129	4357	0.01	4248	109	97.50	2.50
	Postal Ballot (if	1)11212)						
Public- Non Institutions	applicable)		0	0.00			0.00	0.00
	Total		408077	0.83				0.03
	Total	219602843	161714815	73.64	161714706	109	100.00	0.00

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esolution No.	3						ffor himself for	r re-election.
esolution required: (Ordinary/ Special)	ORDINARY - R	e-appointment o	f Mr A. K. Vijay	, Executive Direc	tor, who retires	by rotation and c	offers infiniscia to	
hether promoter/ promoter group are				47.5				
terested in the agenda/resolution?	No keep keep keep			% of Votes Polled on outstanding shares			favour on votes	% of Votes against on votes polled
	CAV	No. of shares	No. of votes polled (2)		140. 01 1 0000	against (5)	(6)=[(4)/(2)]*10 0	0
Category	Mode of Voting	neid (1)	115127010		115127010		2.22	
	E-Voting Poll		0	0.00	00	0	0.00	
	Postal Ballot (if	115127010		0.00	00	0	0.00	
Promoter and Promoter Group	applicable) Total		115127010	100.00			100.00	
	E-Voting		46179728	83.41	46179728		0.00	1
	Poll Postal Ballot (if	55363704	1	0.00	00		0.00	
Public- Institutions	applicable)		4617972	83.4			1000	7
	Total E-Voting		40346	2 2		10		9
	Poll	4011212	435	7 0.0	1 4248	8 10	97.5	9
,	Postal Ballot (if applicable)	4911212	9	0.0			0 0.0	The same of the sa
Public- Non Institutions	Total	21960284	40782 3 16171456			<u> </u>		1

	4 ORDINARY - Appointment of Messrs L. B. Jha & Co, Chartered Accountants, as Statutory Auditors and fixing their remuneration.								
esolution required: (Ordinary/ Special)	remuneration.					43711		100 (100)	
Whether promoter/ promoter group are	No								
nterested in the agenda/resolution?	110			% of Votes Polled on outstanding			favour on votes	% of Votes against on votes polled	
		No. of shares		1(2) [(-) (-)]	110.01	against (5)	(6)=[(4)/(2)]*10 0	(7)=[(5)/(2)]*1( 0	
Category	Mode of Voting	neid (1)	115127010			0		2.0	
	E-Voting		0	0.00	00	0	0.00	0.0	
	Poll Postal Ballot (if	115127010		0.00	00	4	0.00		
Promoter and Promoter Group	applicable)		115127010	100.00	115127010	(			
	Total		46179728		46179728	(	100.00		
	E-Voting		40177726	0.00	00		0.00	0.0	
	Poll Postal Ballot (if applicable)	55363704		0.00	00		0.00		
Public- Institutions	Total		4617972	8 83.4		,	$\frac{0}{9}$ $\frac{100.00}{100.00}$	1	
	E-Voting		40354	4 0.82			1	-	
	Poll		435	7 0.0	1 424	3 10	97.3	2.	
	Postal Ballot (if	4911212	9	0.0	0	J	0.0		
Public- Non Institutions	applicable) Total	21960284	40790 3 16171463				g 100.0	<u> </u>	

	5						1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	Eving their		
Resolution No.	ODDINARY - A	ORDINARY - Appointment of Messrs S. S. Kothari Mehta & Co, Chartered Accountants, as Branch Auditors and fixing their								
(C :- 1)		ppointment or								
Resolution required: (Ordinary/ Special)	remuneration.									
Whether promoter/ promoter group are										
nterested in the agenda/resolution?	No			% of Votes						
		*		Polled on	*		,001	% of Votes		
				outstanding				against on votes		
				shares			polled	polled		
			N. C	(3)=[(2)/(1)]*	No. of Votes -	No. of Votes -	(6)=[(4)/(2)]*10	(7)=[(5)/(2)]*1		
		No. of shares	No. of votes	100	110.0-	against (5)	0	0		
Category	Mode of Voting	held (1)	polled (2)				100.00	0.0		
3	E-Voting		115127010	0.00		0	0.00	0.0		
	Poll	115127010	0	0.00	00					
	Postal Ballot (if	113127010	1	0.00	00	0	0.00	0.0		
Promoter and Promoter Group	applicable)		0				100.00	0.0		
Tromoter and Fromette	Total		115127010			0	100.00			
	E-Voting		46179728			0	1			
	Poll	55363704	1	0.00	00	0	0.00			
	Postal Ballot (if	33303704					0.00	0.0		
Public- Institutions	applicable)		(	0.00			100.00	0.0		
Public- Histitutions	Total		46179728							
	E-Voting		403544			100	1			
	Poll	40112120	435	7 0.0	1 4248	109	91.30	<u> </u>		
	Postal Ballot (if	49112129	7		200 - 1		0.00	0.0		
Dati al I dictions	applicable)			0.00				1		
Public- Non Institutions	Total		40790	1 0.8						
	Total	21960284	3 16171463	9 73.6	4 16171452	118	100.0	Rail & E		

Resolution No.	6				OCM & Associate	es Cost Auditors	for the year end	ding			
		RDINARY - Ratification of remuneration to be paid to Messrs DGM & Associates, Cost Auditors for the year ending									
Whether promoter/ promoter group are	Dist March 201							19 / 人方有			
	No										
micresicu ii iic agenda (esolares)		No. of shares	No. of votes	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes –		favour on votes	% of Votes against on votes polled (7)=[(5)/(2)]*10			
	Mode of Voting	110. 01 51141.05	polled (2)	100	in favour (4)	against (5)	0	0			
Category		neid (1)	115127010			0	100.00				
**	E-Voting Poll		0	0.00		0	0.00	0.00			
Duranten and Duranatar Graup	Postal Ballot (if applicable)	115127010	0	0.00		0	0.00				
Promoter and Promoter Group	Total		115127010	100.00	115127010	0					
	E-Voting		46179728	83.41	46179728	0	100.00				
	Poll	1	C	0.00	00	0	0.00	0.00			
Public- Institutions	Postal Ballot (if applicable)	55363704	. (	0.00			0.00	1			
	Total		46179728				100.00				
	E-Voting	1	403544								
Public- Non Institutions	Poll Postal Ballot (if applicable)	49112129	4337	0.00	00	0	0.00				
A done A toll Montane	Total Total	219602843	40790 16171463								



Resolution No.	7				- demondant Dire	etor		
Resolution required: (Ordinary/ Special)	SPECIAL - Re-a	ppointment of M	Is Mridula Jhun	jhunwala as an l	ndependent Dite	ector.		11.0
Whether promoter/ promoter group are				10.00		1000		
interested in the agenda/resolution?	No			% of Votes				
	Α.			% of votes Polled on			/U OI 1 0000 III	% of Votes
							favour on votes	against on votes
				outstanding shares			polled	polled
a .			N. Countag		No. of Votes -	No. of Votes -	(6)=[(4)/(2)]*10	(7)=[(5)/(2)]*10
		No. of shares	No. of votes	1(~) [(-), (-)]		against (5)	0	0
Category	Mode of Voting	held (1)	polled (2) 115127010				100.00	
	E-Voting		113127010	0.00			0.00	0.00
	Poll	115127010	-					
¥	Postal Ballot (if			0.00	00	0	0.00	
Promoter and Promoter Group	applicable)		115127010			0	100.00	
	Total		46179728			0	100.00	
	E-Voting	1	40177720	0.00		0	0.00	0.00
	Poll	55363704	·	,				0.00
	Postal Ballot (if			0.00	00	0	0.00	0.00
Public- Institutions	applicable)		46179721			0	100.00	
	Total		403469		2 403465		. 100.00	7
	E-Voting Poll	-	435		1 4248	109	97.50	2.30
	Postal Ballot (if	49112129	)					0.00
				0.0			0.00	7
Public- Non Institutions	applicable) Total		40782	6 0.8				1
	Total	21960284			4 16171445	113	100.0	
	IUtai						12	exmaco Po

Resolution No.	8				V Vijov as an E	xecutive Director	r.	
Resolution required: (Ordinary/ Special)	SPECIAL - App	roval for the ter	ms of re - appoin	tment of Mr. A.	K. Vijay as an D	Accus		1211111111111
Whether promoter/ promoter group are	No	47777		14/1/21		111111111111		
nterested in the agenda/resolution?	No	No. of shares		% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	140. 01 . 0100	No. of Votes –	favour on votes polled (6)=[(4)/(2)]*10	% of Votes against on vote polled (7)=[(5)/(2)]*1
	Mode of Voting		polled (2)	100		agamst (5)	100.00	0.0
Category	E-Voting		115127010	100.00		- °	2.20	
L Doom atom Group	Poll Postal Ballot (if applicable)	115127010	C	0.00	00	0	0.00	
Promoter and Promoter Group	Total		115127010				98.63	
	E-Voting		46179728	83.41		1	0.00	0.
Public- Institutions	Poll Postal Ballot (if applicable)	55363704	4617972	0.00	00			3 1
	Total		40346	·		· ·	9 100.00	
	E-Voting Poll	_	435		1 424	8 109	9 97.50	2
a tivo Ny a Yaributiana	Postal Ballot (in applicable)	4911212		0.0			0 0.0	
Public- Non Institutions	Total	21960284	40782 3 16171456		~	9		1 (exmaco
	Total	21700204					(	* Koll Koll

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	T <sub>a</sub>							
Resolution No.	9					and all 21 of	Morch 2017 in	excess of the
	SPECIAL - App	roval for payme	nt of remuneration	on to Executive (	Chairman for the	year ended 518t	March, 2017 III	CACCOS OF THE
Resolution required: (Ordinary/ Special)			-ing A at 2013					
Whether promoter/ promoter group are	Yes, Mr. S. K. Po	ddar & Mr. Aksh	ay Poddar and the	eir relatives are in	terested to the ext	ent of their Share	Rolling	
interested in the agenda/resolution?								
micrested in the against				% of Votes			% of Votes in	% of Votes
				Polled on			favour on votes	against on votes
	ri.			outstanding			polled	polled
				shares	21 - CV-4			(7)=[(5)/(2)]*10
		No. of shares	No. of votes	(3)=[(2)/(1)]*	No. of Votes –		0 [(1)/(2)] 10	0
Category	Mode of Voting	held (1)	polled (2)	100		against (5)	100.00	0.00
Catogory	E-Voting		115127010		115127010	0	0.00	2.00
	Poll	115127010	0	0.00	00	U.	0.00	
	Postal Ballot (if	113127010			00	0	0.00	0.00
Promoter and Promoter Group	applicable)		0	0.00			100.00	
Tromotor una Tromoto	Total		115127010			11973153		
	E-Voting		46179728				0.00	1
	Poll	55363704	C	0.00	00		0.55	
	Postal Ballot (if	3550570		0.00	oc	.]	0.00	0.00
Public- Institutions	applicable)		(	0.00	/			
	Total		46179728					
	E-Voting		403469			100		
,	Poll	49112129	4357	7 0.01	4240	102		
	Postal Ballot (if	1,711212		0.00	00		0.00	0.00
Public- Non Institutions	applicable)		(	0.00				
2 55 2 500 000	Total		40782					
	Total	21960284.	3 16171456	73.6	4 147/4100			



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# S.R. & ASSOCIATES

**Company Secretaries** 

16A, Shakespeare Sarani, 5th Floor,
New B. K. Market, Kolkata -700 071
P. No. 2282-6807/6809/6776
Gmail: cs.srassociates@gmail.com
sr\_associates I7@re diffmail.com

### 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]

To
The Chairman
Texmaco Rail & Engineering Limited
Belgharia,
Kolkata - 700 056

E-voting (remote e-voting and Insta Poll) at the 19<sup>th</sup> Annual General Meeting of the Equity Shareholders of Texmaco Rail & Engineering Limited held on Saturday, 16<sup>th</sup> September, 2017 at 2.00 PM at K. K. Birla Kala Kendra, Texmaco Estate, Belgharia, Kolkata -700 056.

Dear Sir,

- I, Geeta Roy Chowdhury, appointed as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting and e-voting at the venue of the 19<sup>th</sup> Annual General Meeting of Texmaco Rail & Engineering Limited held on Saturday, 16<sup>th</sup> September, 2017 at 2.00 PM at K. K. Birla Kala Kendra, Texmaco Estate, Belgharia, Kolkata 700 056, submit my report as under:
- 1. The e-voting service was provided by M/s. Karvy Computershare Private Limited.
- 2. Voting rights were reckoned on the Shares registered in the name of Members as on Saturday, 9<sup>th</sup>September, 2017.
- 3. The remote e-voting period commenced at 9.00 AM on Tuesday, 12th September, 2017 and ended at 5.00 PM on Friday, 15<sup>th</sup>September, 2017.
- 4. The e-voting was unblocked on Saturday, 16<sup>th</sup>September, 2017 in the presence of two witnesses namely, Ms. Puja Kothary and Ms. Bijal Modi who are not in the employment of the Company.
- 5. The Company also provided the facility of Insta Poll, i.e., e-voting at the venue of Annual General Meeting.

**Company Secretaries** 

16A, Shakespeare Sarani, 5th Floor, New B. K. Market, Kolkata -700 071 P. No. 2282-6807/6809/6776 Gmail: cs.srassociates@gmail.com sr\_associates I 7@re diffmail.com

6. Based on the reports generated at Karvy Portal, i.e. www.evoting@karvy.com, the consolidated report of remote e-voting and Insta Poll is as under (rounded off to two decimal):

#### **ORDINARY BUSINESS**

#### Item No. 1: Ordinary Resolution:

Adoption of Audited Financial Statements including the Audited Consolidated Financial Statements of the Company, Directors' and Auditors' Report thereon for the year ended 31st March, 2017.

	Remote	E- Voting	Voting at	the AGM	Consol	idated Voting	g Results
	20		Ve	Venue			
	No. of	No. of	No. of	No. of	Total no.	Total no.	Percentage
	Members	Shares for	Members	Shares for	of	of Shares	of votes to
	who	which	who	which	Members	for which	the total
	voted	votes	voted	votes	who	votes	no. of valid
		casted		casted	voted	casted	votes
Voted in	163	16171027	158	4248	321	16171452	100
favour of the		8		7		6 •	
Resolution							
Voted	1	4	9	109	10	113	0
against the				100			:
Resolution							
Abstained	1	176	2	104	3	280	0
			5-				

#### Item No. 2: Ordinary Resolution:

Declaration of Dividend on Equity Shares for the year ended31st March, 2017.

	Remote	E- Voting	Voting at the AGM		Consol	idated Voting	g Results
			Venue				
	No. of	No. of	No. of	No. of	Total no.	Total no.	Percentage
	Members	Shares for	Members	Shares for	of	of Shares	of votes to
	who	which	who	which	Members	for which	the total
	voted	votes	voted	votes	who	votes	no. of valid
		casted		casted	voted	casted	votes
Voted in	165	16171045	158	4248	323	16171470	100
favour of the		8				6	-
Resolution							
Voted	-	-	9	109	9	109	0
against the							
Resolution							
Abstained	-	-	2	104	2	104	0
M 					28		



**Company Secretaries** 

16A, Shak espeare Sarani, 5th Floor, New B. K. Market, Kolkata -700 071 P. No. 2282-6807/6809/6776 Gmail: cs.srassociates@gmail.com sr\_associates I 7@re diffmail.com

#### Item No. 3: Ordinary Resolution:

Re-appointment of Mr. A. K. Vijay, Executive Director, who retires by rotation and offers himself for re-election.

	Remote E- Voting		Voting at the AGM Venue		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	Total no. of Members who voted	Total no. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	161	16171019 8	158	4248	319	16171444 6	100
Voted against the Resolution	2	9	9	109	11	118	0
Abstained	2	251	2	104	4	355	0

#### Item No. 4: Ordinary Resolution:

Appointment of Messers L. B. Jha & Co., Chartered Accountants, as the Statutory Auditors and fixing their remuneration.

	Remote E- Voting		_	Voting at the AGM Venue		Consolidated Voting Results		
	No. of	No. of	No. of	No. of	Total no.	Total no.	Percentage	
	Members	Shares for	Members	Shares for	of	of Shares	of votes to	
	who	which	who	which	Members	for which	the total	
	voted	votes	voted	votes	who	votes	no. of valid	
	125	casted		casted	voted	casted	votes	
Voted in	162	16171027	158	4248	320	16171452	100	
favour of the		3				1		
Resolution			0	100	11 .	118	0	
Voted against the Resolution	2	9	9	109	11	110	0	
Abstained	1	176	2	104	3	280	0	



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sr\_associates I 7@re diffmail.com

#### SPECIAL BUSINESS

#### Item No. 5: Ordinary Resolution:

Appointment of Messers S. S. Kothari Mehta & Co., as the Branch Auditors and fixing their remuneration.

	Remote E- Voting		Voting at the AGM		Consolidated Voting Results		
			Venue				
	No. of	No. of	No. of	No. of	Total no.	Total no.	Percentage
	Members	Shares for	Members	Shares for	of	of Shares	of votes to
	who	which	who	which	Members	for which	the total
12	voted	votes	voted	votes	who	votes	no. of valid
		casted		casted	voted	casted	votes
Voted in	162	16171027	158	4248	320	16171452	100
favour of the		3			21	1.	
Resolution							
Voted	2	9	9	109	11	118	0
against the		s					
Resolution							
Abstained	1	176	2	104	3	280	0

#### Item No. 6: Ordinary Resolution:

Ratification of remuneration to be paid to Messers DGM & Associates, Cost Auditors, for the year ending 31<sup>st</sup> March, 2018.

	Remote E- Voting		Voting at the AGM Venue		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	Total no. of Members who voted	Total no. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	162	16170273	158	4248	320	16171452 1	100
Voted against the Resolution	2	9	9	109	11	118	0
Abstained	1	176	2	104	3	280	0



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#### Item No. 7: Special Resolution:

### Re-appointment of Ms. Mridula Jhunjhunwala as an Independent Director.

	Remote E- Voting		Voting at the AGM Venue		Consolidated Voting Results		
Walin	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted 4248	Total no. of Members who voted 320	Total no. of Shares for which votes casted 16171445	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	162	3	136	4240	320	1	
Voted against the Resolution	1	4	9	109	10	113	0
Abstained	2	251	2	104	4	355	0

### Item No. 8: Special Resolution:

### Approval for the terms of re-appointment of Mr. A. K. Vijay as the Executive Director.

	Remote E- Voting		Voting at the AGM Venue		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted 4248	Total no. of Members who voted 320	Total no. of Shares for which votes casted 16108266	Percentage of votes to the total no. of valid votes 99.61
Voted in favour of the Resolution	162	16107841 8	158	4248	320	6	
Voted against the Resolution	3	631789	9	109	12	631898	0.39
Abstained	2	251	2	104	4	355	0.00



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sr\_associates I 7@re diffmail.com

#### Item No. 9: Special Resolution:

Approval for payment of remuneration to the Executive Chairman for the year ended 31<sup>st</sup> March, 2017 in excess of the limits prescribed under the Companies Act, 2013.

	Remote E- Voting		Voting at the AGM Venue		Consolidated Voting Results		
	No. of Members who voted	No. of Shares for which votes casted	No. of Members who voted	No. of Shares for which votes casted	Total no. of Members who voted	Total no. of Shares for which votes casted	Percentage of votes to the total no. of valid votes
Voted in favour of the Resolution	144	14973675	158	4248	302	14974100	92.60
Voted against the Resolution	19	11973454	9	109	28	11973563	7.40
Abstained	2	251	2	104	4	355	0.00

Based on above, the Resolutions as stated in the Notice shall be deemed to have been passed with requisite majority.

Place: Kolkata

Date: 16th September, 2017

Thanking You, Yours faithfully

(Geeta Roy Chowdhury)

FCS: 7040

Witnesses:

Puja Kothory

Name: Puja Kothary

Name: Bijal Modi

Address: 16 A, Shakepeare Sarani, Address: 16 A, New B. K. Market, 5<sup>th</sup> Floor, Kolkata - New B. K. Market

700071

Address: 16 A, Shakepeare Sarani, New B. K. Market, 5<sup>th</sup> Floor, Kolkata -700071