



KEC INTERNATIONAL LTD.
RPG House
463, Dr. Annie Besant Road
Worli, Mumbai 400030, India
+91 22 66670200
www.kecrpg.com

July 30, 2018

National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (East), Mumbai – 400 051

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

Symbol: KEC

Script Code: 532714

Dear Sir/Madam

Sub: Disclosure under Regulation 30 and 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) – Brief Proceeding and details of the voting results of the Thirteenth Annual General Meeting of the Company.

Pursuant to Regulation 30 read with Para A of Part A in Schedule III of the Listing Regulations, we enclose herewith the brief of the proceedings of the Thirteenth Annual General Meeting of the Company held on Monday, July 30, 2018 at 03:00 p.m. at Ravindra Natya Mandir, P.L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai – 400 025 as **Annexure A**

Further, pursuant to Regulation 44(3) of the Listing Regulations, we are also submitting herewith the details regarding the voting results of the businesses transacted at the AGM in the prescribed format along with the Consolidated report of the Scrutinizer on the remote e-voting and e-voting conducted at the AGM as **Annexure B** and **Annexure C** respectively.

All the resolutions at AGM were passed with requisite majority.

The above information will be uploaded on the website of the Company and on the website of Central Depository Services (India) Limited.

You are requested to take the same on records.

Thanking you,

Yours sincerely
For **KEC International Limited**


Amit Kumar Gupta
Head – Secretarial & Compliance Officer



Encl.: a/a



Proceedings of the AGM

The Thirteenth Annual General Meeting of the Company was held on Monday, July 30, 2018 at 03:00 p.m. at Ravindra Natya Mandir, P.L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai – 400 025 (“the AGM”)

Mr. H. V. Goenka, Chairman of the Company, chaired the meeting and after ascertaining the quorum, called the meeting to order at 03:00 p.m. The Chairman welcomed the shareholders to the AGM and introduced the Directors on dais. Thereafter, with the permission of shareholders, the Notice already sent to the members was taken as read. He mentioned that the Auditors Report as well as Secretarial Auditors Report did not contain any qualification, observation or comment, hence, it was not required to read these Report at the meeting.

The Chairman addressed the shareholders highlighting *inter-alia* the financial performance of the Company for the financial year 2017-18, performance of various businesses, order book position etc.

He then invited the shareholders to raise any queries or comments on the financial performance of the Company or in general, if any. Few shareholders addressed the meeting and raised certain queries on the Company’s performance which were answered by the Chairman.

The Chairman informed the shareholders that pursuant to Section 108 of the Companies Act, 2013 and Rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, the Company had provided the facility of “remote e-voting” for voting on the resolutions contained in the Notice calling the AGM. He also informed about tablet based e-voting facility made available at AGM venue to facilitate those shareholders who did not exercise their vote through remote e-voting (Collectively referred to as “e-voting”). He further informed that Mr. P.N. Parikh (FCS-327) and failing him Ms. Jigyasa Ved (FCS-6488) of M/s. Parikh Parekh & Associates, Practicing Company Secretaries were appointed as the Scrutinizer to scrutinize the process of e-voting.





Thereafter, the Chairman announced the availability of facility of tablet based e-voting at meeting on the following resolutions as set out in the Notice convening the AGM:

Sr. No.	Businesses conducted at the AGM	Type of Resolution
1.	Adoption of Audited Financial Statements (including the Consolidated Financial Statements) and Reports of Directors and Auditors thereon.)	Ordinary
2.	Declaration of Dividend for the financial year 2017-18	Ordinary
3.	Re-appointment of Mr. R.D. Chandak (DIN:00026581) as Director of the Company.	Ordinary
4.	Authority for appointment of Branch Auditors	Ordinary
5.	Ratification of remuneration payable to Cost Auditors	Ordinary
6.	Appointment of Ms. Manisha Girotra (DIN:00774574) as Independent Director.	Ordinary
7.	Continuation of Directorship of Mr. A.T. Vaswani (DIN:00057953) post attainment of age of seventy-five years	Special
8.	Continuation of Directorship of Mr. S. M.Kulkarni (DIN: 00003640) post attainment of age of seventy-five years.	Special
9.	Continuation of Directorship of Mr. G.L. Mirchandani (DIN:00026664) post attainment of age of seventy -five years	Special
10.	Issuance of Non- Convertible Debentures on Private Placement basis	Special

The Chairman declared the AGM as concluded.

All the Resolutions set out in the Notice of Annual General Meeting have been duly approved by the members with requisite majority.



KEC International Limited

Details regarding the voting results of the business transacted at the AGM

in terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the Annual General Meeting	Monday, July 30, 2018
Total number of shareholders on record date	89,928
No. of shareholders present in the meeting either in person or through proxy:	101
Promoters and Promoters Group:	22
Public:	79
No. of shareholders attended the meeting through Video Conferencing:	0
Promoters and Promoters Group:	0
Public:	0



KEC International Limited

Resolution Required : (Ordinary)			Item No. 1: Adoption of Audited Financial Statements (including the Consolidated Financial Statements) and Reports of 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 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	131231710	131231710	100.00	131231710	0	100.00	0.00
	Poll (e-voting at the AGM)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		131231710	100.00	131231710	0	100.00	0.00
Public Institutions	E-Voting	80015221	55542405	69.41	55542405	0	100.00	0.00
	Poll (e-voting at the AGM)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		55542405	69.41	55542405	0	100.00	0.00
Public Non Institutions	E-Voting	45841439	13727	0.03	13705	22	99.84	0.16
	Poll (e-voting at the AGM)		1312	0.00	1312	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		15039	0.03	15017	22	99.85	0.15
Total		257088370	186789154	72.66	186789132	22	100.00	0.00



KEC International Limited

Resolution Required : (Ordinary)			Item No. 2 - Declaration of Dividend for the financial year 2017-18					
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	131231710	131231710	100.00	131231710	0	100.00	0.00
	Poll (e-voting at the AGM)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		131231710	100.00	131231710	0	100.00	0.00
Public Institutions	E-Voting	80015221	55575104	69.46	55575104	0	100.00	0.00
	Poll (e-voting at the AGM)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		55575104	69.46	55575104	0	100.00	0.00
Public Non Institutions	E-Voting	45841439	13727	0.03	13705	22	99.84	0.16
	Poll (e-voting at the AGM)		1312	0.00	1312	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		15039	0.03	15017	22	99.85	0.15
Total		257088370	186821853	72.67	186821831	22	100.00	0.00



KEC International Limited

Resolution Required : (Ordinary)			Item No. 3 - Re-appointment of Mr. R. D. Chandak (DIN: 00026581) as 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 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	131231710	131231710	100.00	131231710	0	100.00	0.00
	Poll (e-voting at the AGM)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		131231710	100.00	131231710	0	100.00	0.00
Public Institutions	E-Voting	80015221	55575104	69.46	43033480	12541624	77.43	22.57
	Poll (e-voting at the AGM)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		55575104	69.46	43033480	12541624	77.43	22.57
Public Non Institutions	E-Voting	45841439	13727	0.03	13705	22	99.84	0.16
	Poll (e-voting at the AGM)		1312	0.00	1312	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		15039	0.03	15017	22	99.85	0.15
Total		257088370	186821853	72.67	174280207	12541646	93.29	6.71



KEC International Limited

Resolution Required : (Ordinary)			Item No. 4 - Authority for appointment of Branch Auditors					
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	131231710	131231710	100.00	131231710	0	100.00	0.00
	Poll (e-voting at the AGM)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		131231710	100.00	131231710	0	100.00	0.00
Public Institutions	E-Voting	80015221	55575104	69.46	55550331	24773	99.96	0.04
	Poll (e-voting at the AGM)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		55575104	69.46	55550331	24773	99.96	0.04
Public Non Institutions	E-Voting	45841439	13127	0.03	13095	32	99.76	0.24
	Poll (e-voting at the AGM)		1312	0.00	1312	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		14439	0.03	14407	32	99.78	0.22
Total		257088370	186821253	72.67	186796448	24805	99.99	0.01



KEC International Limited

Resolution Required : (Ordinary)			Item No. 5 - Ratification of remuneration payable to Cost Auditors					
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	131231710	131231710	100.00	131231710	0	100.00	0.00
	Poll (e-voting at the AGM)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		131231710	100.00	131231710	0	100.00	0.00
Public Institutions	E-Voting	80015221	55575104	69.46	55522568	52536	99.91	0.09
	Poll (e-voting at the AGM)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		55575104	69.46	55522568	52536	99.91	0.09
Public Non Institutions	E-Voting	45841439	13727	0.03	12755	972	92.92	7.08
	Poll (e-voting at the AGM)		1312	0.00	1312	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		15039	0.03	14067	972	93.54	6.46
Total		257088370	186821853	72.67	186768345	53508	99.97	0.03



KEC International Limited

Resolution Required : (Ordinary)			Item No. 6 - Appointment of Ms. Manisha Girotra (DIN: 00774574) as Independent Director					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	131231710	131231710	100.00	131231710	0	100.00	0.00
	Poll (e-voting at the AGM)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		131231710	100.00	131231710	0	100.00	0.00
Public Institutions	E-Voting	80015221	55575104	69.46	55410082	165022	99.70	0.30
	Poll (e-voting at the AGM)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		55575104	69.46	55410082	165022	99.70	0.30
Public Non Institutions	E-Voting	45841439	13727	0.03	12830	897	93.47	6.53
	Poll (e-voting at the AGM)		1312	0.00	1312	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		15039	0.03	14142	897	94.04	5.96
Total		257088370	186821853	72.67	186655934	165919	99.91	0.09



KEC International Limited

Resolution Required : (Special)			Item No. 7 - Continuation of Directorship of Mr. A. T. Vaswani (DIN: 00057953) post attainment of age of seventy five 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	131231710	131231710	100.00	131231710	0	100.00	0.00
	Poll (e-voting at the AGM)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		131231710	100.00	131231710	0	100.00	0.00
Public Institutions	E-Voting	80015221	55182427	68.96	39005774	16176653	70.69	29.31
	Poll (e-voting at the AGM)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		55182427	68.96	39005774	16176653	70.69	29.31
Public Non Institutions	E-Voting	45841439	13727	0.03	12820	907	93.39	6.61
	Poll (e-voting at the AGM)		1312	0.00	1312	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		15039	0.03	14132	907	93.97	6.03
Total		257088370	186429176	72.52	170251616	16177560	91.32	8.68



KEC International Limited

Resolution Required : (Special)		Item No. 8 - Continuation of Directorship of Mr. S. M. Kulkarni (DIN: 00003640) post attainment of age of seventy five 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	131231710	131231710	100.00	131231710	0	100.00	0.00
	Poll (e-voting at the AGM)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		131231710	100.00	131231710	0	100.00	0.00
Public Institutions	E-Voting	80015221	55182427	68.96	39005774	16176653	70.69	29.31
	Poll (e-voting at the AGM)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		55182427	68.96	39005774	16176653	70.69	29.31
Public Non Institutions	E-Voting	45841439	13727	0.03	12820	907	93.39	6.61
	Poll (e-voting at the AGM)		1312	0.00	1312	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		15039	0.03	14132	907	93.97	6.03
Total		257088370	186429176	72.52	170251616	16177560	91.32	8.68



KEC International Limited

Resolution Required : (Special)		Item No. 9 - Continuation of Directorship of Mr. G. L. Mirchandani (DIN: 00026664) post attainment of age of seventy five 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	131231710	131231710	100.00	131231710	0	100.00	0.00
	Poll (e-voting at the AGM)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		131231710	100.00	131231710	0	100.00	0.00
Public Institutions	E-Voting	80015221	55182427	68.96	50663263	4519164	91.81	8.19
	Poll (e-voting at the AGM)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		55182427	68.96	50663263	4519164	91.81	8.19
Public Non Institutions	E-Voting	45841439	13727	0.03	12820	907	93.39	6.61
	Poll (e-voting at the AGM)		1312	0.00	1312	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		15039	0.03	14132	907	93.97	6.03
Total		257088370	186429176	72.52	181909105	4520071	97.58	2.42



KEC International Limited

Resolution Required : (Special)		Item No. 10 - Issuance of Non-Convertible Debentures on private placement basis						
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	131231710	131231710	100.00	131231710	0	100.00	0.00
	Poll (e-voting at the AGM)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		131231710	100.00	131231710	0	100.00	0.00
Public Institutions	E-Voting	80015221	55575104	69.46	55575104	0	100.00	0.00
	Poll (e-voting at the AGM)		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		55575104	69.46	55575104	0	100.00	0.00
Public Non Institutions	E-Voting	45841439	13727	0.03	12105	1622	88.18	11.82
	Poll (e-voting at the AGM)		1312	0.00	1312	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		15039	0.03	13417	1622	89.21	10.79
Total		257088370	186821853	72.67	186820231	1622	100.00	0.00



PARIKH PAREKH & ASSOCIATES (Regd.)
COMPANY SECRETARIES

Office :
111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

To,
The Chairman
KEC International Limited
RPG House,
463, Dr. Annie Besant Road,
Worli, Mumbai - 400 030

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting by electronic voting system at the 13th Annual General Meeting of KEC International Limited held on Monday, July 30, 2018 at 3.00 p.m.

I, Jigyasa N Ved, of M/s. Parikh Parekh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of KEC International Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 13th Annual General Meeting (AGM) of KEC International Limited on Monday, July 30, 2018 at 3.00 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on July 30, 2018.

The notice dated May 14, 2018 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the below mentioned resolutions proposed at the AGM of the Company.



The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company.

The Company had also provided voting by electronic voting system to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the company holding shares as on the "cut-off" date of Monday, July 23, 2018 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Friday, July 27, 2018 at 9.00 a.m. (IST) and ended on Sunday, July 29, 2018 at 5.00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the AGM the votes cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system and voting by electronic voting system at the AGM.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the voting conducted through electronic voting system at the venue of the meeting on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and the voting conducted through electronic voting system at the venue of the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting and voting by electronic voting system at the AGM in respect of the said resolutions.



Resolution 1: Ordinary Resolution

Adoption of Audited Financial Statements (including the Consolidated Financial Statements) and Reports of Directors and Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
287	18,67,89,132	100.00 (Rounded off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	22	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 2: Ordinary Resolution**Declaration of Dividend for the financial year 2017-2018.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
287	18,68,21,831	100.00 (Rounded off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	22	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 3: Ordinary Resolution

Re-appointment of Mr. R. D. Chandak (DIN: 00026581) as Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
198	17,42,80,207	93.29

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
92	1,25,41,646	6.71

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 4: Ordinary Resolution**Authority for appointment of Branch Auditors.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
283	18,67,96,448	99.99

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	24,805	0.01

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 5: Ordinary Resolution**Ratification of remuneration payable to Cost Auditors.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
282	18,67,68,345	99.97

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	53,508	0.03

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 6: Ordinary Resolution**Appointment of Ms. Manisha Girotra (DIN: 00774574) as Independent Director.**(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
283	18,66,55,934	99.91

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
7	1,65,919	0.09

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 7: Special Resolution

Continuation of Directorship of Mr. A.T. Vaswani (DIN: 00057953) post attainment of age of seventy five years.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
182	17,02,51,616	91.32

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
106	1,61,77,560	8.68

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 8: Special Resolution

Continuation of Directorship of Mr. S. M. Kulkarni (DIN: 00003640) post attainment of age of seventy five years.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
182	17,02,51,616	91.32

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
106	1,61,77,560	8.68

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 9: Special Resolution

Continuation of Directorship of Mr. G. L. Mirchandani (DIN: 00026664) post attainment of age of seventy five years.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
269	18,19,09,105	97.58

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
19	45,20,071	2.42

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 10: Special Resolution**Issuance of Non-Convertible Debentures on private placement basis.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
282	18,68,20,231	100.00 (Rounded off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	1,622	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Thanking you,
Yours faithfully,


Jigyasa N Ved
Parikh Parekh & Associates
Practising Company Secretaries
FCS: 6488 CP No.: 6018
111,11th Floor, Sai Dwar CHS Ltd
Sab TV Lane, Opp. Laxmi Indl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri West, Mumbai - 400053



Place: Mumbai

Dated: July 30, 2018