

Date: August 10, 2018

BSE Limited

Corporate Service Department,
01st Floor, P. J. Towers,
Dalal Street,
Mumbai 400 001

Fax: (022) 2272 2039/2272 3121

Scrip ID: ZENSARTECH

Scrip Code: 504067

The National Stock Exchange of India Ltd.

Exchange Plaza, 03rd floor,
Plot No. C/1, 'G' block,
Bandra Kurla Complex, Bandra (E),
Mumbai 400 051

Fax: (022) 26598237/26598238

Symbol: ZENSARTECH

Series: EQ

Sub: Voting Results for 55th Annual General Meeting (E-voting and Poll).

Dear Sir(s),

This is in furtherance to our letter dated 09th August, 2018 regarding outcome submitted to the Exchanges of 55th Annual General Meeting of the Company held at the Registered Office in pursuance of Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the voting results (E-voting and poll) of the 55th Annual General Meeting is attached herewith along with the Report of Scrutinizer.

You are requested to kindly take the same on your record.

Thanking you,

Yours Sincerely,
For **Zensar Technologies Limited**


Gaurav Tongia
Company Secretary

Encl: As above



To
The Chairman,
55th Annual General Meeting,
Zensar Technologies.Limited,
Zensar Knowledge Park, Plot # 4, MIDC,
Kharadi, Off. Nagar Road,
Pune - 411014.

Sub: Results of E-voting and voting by Insta Poll

Dear Sir,

I undersigned, Sridhar Mudaliar, Partner, SVD & Associates, Company Secretaries, have been appointed as Scrutinizer of Zensar Technologies Limited (“the Company”) for scrutinizing the e-voting process (during August 05, 2018 to August 07, 2018) and poll through electronic voting system (Insta Poll) (at 55th Annual General Meeting (AGM) held on August 08, 2018) conducted as per the provisions of the Companies Act, 2013.

The Compliance with the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting through electronic voting system (by remote e-voting) and Insta Poll by the shareholders on the resolutions proposed in the Notice of the 55th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process through electronic voting system and by Insta Poll at the AGM are conducted in a fair and transparent manner and render consolidated scrutinizer’s report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services (India) Limited (“CDSL”) and report of Insta Poll at the meeting.:

I hereby enclose below reports relating to the voting on the resolutions proposed at the 55th Annual General Meeting of the Company held on August 08, 2018:

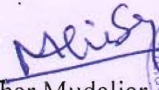
- a) Report on E-voting;
- b) Report on Insta Poll; and

c) Combined report of e-voting and Insta Poll

I hereby declare that the Resolution Nos. 1,2,9 and 10 have been passed unanimously and Resolution Nos.3,4,5,6,7,8,11,12 and 13 have been passed by requisite majority as per the aforesaid Notice of the Annual General Meeting of the Company.

Thanking you,
Yours faithfully,

For **SVD & Associates**


Sridhar Mudaliar



Partner

FCS No. 6156

C. P. No. 2664

Place: Pune

Date: August 09,2018

Sridhar Mudaliar								
Practicing Company Secretary								
22-A, Hanuman Nagar, Off. Senapati Bapat Road, Model Colony, Pune-411016								
Combined Report								
ZENSAR TECHNOLOGIES LIMITED (CIN: L72200PN1963PLC012621)								
Annual General Meeting held on August 08, 2018								
Sr. No	Resolutions	E - voting		Voting by Insta Poll		Total		Result
		No. of Votes		No. of Votes		No. of Votes		
		For	Against	For	Against	For	Against	
1	Ordinary Resolution: To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018 and the Auditors' Report thereon and the Report of the Directors along with the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 and the Auditors' Report thereon	38168954	0	3273	0	38172227	0	Passed Unanimously
2	Ordinary Resolution: To confirm payment of Interim Dividend and to declare a Final Dividend on equity share capital of the company for financial year ended March 31, 2018	38181903	0	3273	0	38185176	0	Passed Unanimously
3	Ordinary Resolution To appoint a Director in place of Mr. H.V. Goenka (DIN: 00026726), who retires by rotation and being eligible, offers himself for re-appointment	21010712	49194	3273	0	21013985	49194	Passed by requisite majority
4	Ordinary Resolution: To ratify appointment of M/s Deloitte Haskins and Sells LLP as Statutory Auditors, Chartered Accountants, having ICAI Firm Registration No 117366W/W-100018, as the Auditors of the Company and fix their remuneration.	38118368	63535	3273	0	38121641	63535	Passed by requisite majority
5	Ordinary Resolution: Appointment of Mr. Ketan Dalal (DIN: 0003236) as Non-Executive Independent Director, not liable to retire by rotation	38179015	2888	3273	0	38182288	2888	Passed by requisite majority
6	Ordinary Resolution: Appointment of Mr. Ben Druskin (DIN: 07935711) as Non-Executive Independent Director, not liable to retire by rotation	38181481	422	3273	0	38184754	422	Passed by requisite majority
7	Ordinary Resolution: Appointment of Ms. Tanuja Randery (DIN: 08014909) as Non-Executive Independent Director, not liable to retire by rotation	38180581	1322	3273	0	38183854	1322	Passed by requisite majority
8	Ordinary Resolution: Appointment of Mr. Harsh Mariwala (DIN: 00210342) as Non-Executive Independent Director, not liable to retire by rotation	38105676	72723	3273	0	38108949	72723	Passed by requisite majority



Sridhar Mudaliar								
Practicing Company Secretary								
22-A, Hanuman Nagar, Off. Senapati Bapat Road, Model Colony, Pune-411016								
Combined Report								
ZENSAR TECHNOLOGIES LIMITED (CIN: L72200PN1963PLC012621)								
Annual General Meeting held on August 08, 2018								
Sr. No	Resolutions	E - voting		Voting by Insta Poll		Total		Result
		No. of Votes		No. of Votes		No. of Votes		
		For	Against	For	Against	For	Against	
9	Ordinary Resolution: Approval of sub- division of shares	38181903	0	3273	0	38185176	0	Passed Unanimously
10	Special Resolution: Alteration of the capital clause of Memorandum of Association.	38181903	0	3273	0	38185176	0	Passed Unanimously
11	Special Resolution: Approval for amendments in Employee Performance Award Unit Plan, 2016 for options granted/to be granted to the employees of the Company	33677408	4504495	3273	0	33680681	4504495	Passed by requisite majority
12	Special Resolution: Approval for amendments in Employee Performance Award Unit Plan, 2016 for options granted/to be granted to the employees of the subsidiary(ies) of the company	33677408	4504495	3273	0	33680681	4504495	Passed by requisite majority
13	Special Resolution: Approval for payment of commission to Non-Executive Directors.	20105518	6722	3273	0	20108791	6722	Passed by requisite majority

Date: August 09, 2018
Place: Pune



Sridhar Mudaliar
M.Com, LL.B., F.C.S.

Company Secretary

22-A, Hanuman Nagar.
Off: Senapati Bapat Road,
Model Colony, Pune- 411016
Tel: 25655319

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 (Amendments Rules 2015)]

To,

The Chairman,

55th Annual General Meeting of the Equity shareholders of Zensar Technologies Limited held on Wednesday, August 08, 2018 at 12:00 noon at Zensar Knowledge Park, Plot # 4, MIDC, Kharadi, Off. Nagar Road, Pune - 411014.

Dear Sir,

I, Sridhar Mudaliar, Partner, SVD & Associates, Company Secretaries, have been appointed as scrutinizer of Zensar Technologies Limited ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner & ascertaining the requisite majority on e-voting carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (Amendments Rules 2015) on below mentioned resolutions, at the 55th Annual General Meeting of the Equity shareholders of Zensar Technologies Limited held on Wednesday, August 08, 2018 at 12:00 noon. at Zensar Knowledge Park, Plot # 4, MIDC, Kharadi, Off. Nagar Road, Pune - 411014. I submit my report as under:

1. The e-voting period remained open from August 05, 2018 (9.00 a.m.) to August 07, 2018 (5.00 p.m.)
2. The shareholders holding shares as on the "cut off" date i.e. August 01, 2018 were entitled to vote on the proposed resolutions (Item no. 1 to 13 as set out in the Notice of the 55th Annual General Meeting (AGM) of the Company).



3. The votes were unblocked on August 08, 2018 at around 2.22 pm in the presence of two witnesses, Mr. Mohit Gupta residing at S. B. Road, Pune 411005 and Ms. Gargi Ghatpande residing at Sinhagad Road, Pune 411051 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited (CDSL) (URL: <https://www.evotingindia.com>)



Name: Mohit Gupta
S.B. Road, Pune-411005



Name: Gargi Ghatpande
Sinhagad road 411051



5. The result of the e-voting is as under:

- a) **Ordinary Resolution No. 1** – To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018 and the Auditors' Report thereon and the Report of the Directors along with the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 and the Auditors Report thereon.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
123*	38168954	99.97

*One shareholder has partly voted.

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

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
1*	12949

*One shareholder has partly not voted.



- b) **Ordinary Resolution No.2** – To confirm payment of Interim Dividend and to declare a Final Dividend on equity share capital of the Company for financial year ended March 31, 2018

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
123	38181903	100

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

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
NIL	NIL

- c) **Ordinary Resolution No. 3:** - To appoint a Director in place of Mr. H.V. Goenka, DIN: 00026726), who retires by rotation and being eligible, offers himself for re-appointment.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
106	21010712	99.76



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

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
7	49194	0.23

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
10#	17121997

Votes cast by ten shareholders not considered being related party.

- d) **Ordinary Resolution No. 4** – To ratify appointment of M/s. Deloitte Haskins and Sells I.L.P as Statutory Auditors, Chartered Accountants, having ICAI Firm Registration No. 117366W/W-100018, as the Auditors of the Company and fix their remuneration.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
116	38118368	99.83

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

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
7	63535	0.17



(iii) **Not voted/Invalid** votes:

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
NIL	NIL

- e) **Ordinary Resolution No. 5** – Appointment of Mr. Ketan Dalal (DIN: 00003236) as Non-Executive Independent Director, not liable to retire by rotation.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
118	38179015	99.99

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

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
5	2888	0.01

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
NIL	NIL

- f) **Ordinary Resolution No. 6** – Appointment of Mr. Ben Druskin (DIN:07935711) as Non-Executive Independent Director, not liable to retire by rotation.



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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
119	38181481	99.998

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

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
4	422	0.001

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
NIL	NIL

g) **Ordinary Resolution No. 7** – Appointment of Ms. Tanuja Randery (DIN:08014909) as Non-Executive Independent Director, not liable to retire by rotation.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
118	38180581	99.997

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

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
5	1322	0.003



(iii) **Not voted/Invalid** votes:

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
NIL	NIL

- h) **Ordinary Resolution No. 8** – Appointment of Mr. Harsh Mariwala (DIN:00210342) as Non-Executive Independent Director, not liable to retire by rotation.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
109	38105676	99.81

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

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
13	72723	0.19

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
1#	3504

#One shareholder being a related party abstained from voting.



i) **Ordinary Resolution No. 9** Approval for sub-division of shares.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
123	38181903	100

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

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
NIL	NIL

j) **Special Resolution No. 10** – Alteration of the capital clause of the Memorandum of Association.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
123	38181903	100



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

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
NIL	NIL

- k) **Special Resolution No. 11** – Approval for amendments in Employee Performance Award Unit Plan, 2016 for options granted/to be granted to the employees of the Company.

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

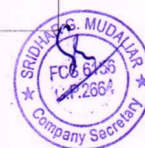
Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
65	33677408	88.20

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

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
58	4504495	11.80

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
NIL	NIL



- l) **Special Resolution No. 12** – Approval for amendments in Employee Performance Award Unit Plan, 2016 for options granted/to be granted to the employees of the subsidiary(ies) of the Company.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
65	33677408	88.20

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

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
58	4504495	11.80

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
NIL	NIL

- m) **Special Resolution No. 13** – Approval for payment of commission to Non-Executive Directors.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
102	20105518	99.96



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

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
5	6722	0.04

(iii) **Not voted/Invalid** votes:

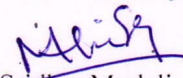
Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
16*	18069663

*Six shareholders abstained from voting and votes cast by ten shareholders not considered being related party.

6. The register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves, signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully


Sridhar Mudaliar



Practicing Company Secretary

FCS No. 6156

C. P. No. 2664

Place: Pune

Date: August 09, 2018

Sridhar Mudaliar
M.Com, LL.B., F.C.S.

Company Secretary

22-A, Hanuman Nagar.
Off: Senapati Bapat Road.
Model Colony, Pune- 411016
Tel: 25655319

Scrutinizer's Report

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman,

55th Annual General Meeting of the Equity shareholders of Zensar Technologies Limited held on Wednesday, August 08, 2018 at 12:00 noon at Zensar Knowledge Park, Plot # 4, MIDC, Kharadi, Off. Nagar Road, Pune - 411014.

Dear Sir,

I, Sridhar Mudaliar, Partner, SVD & Associates, Company Secretaries have been appointed as scrutinizer of Zensar Technologies Limited ("the Company") for the purpose of the poll through electronic voting system (hereinafter referred as "Insta Poll") on below mentioned resolution (s), at the 55th Annual General Meeting of the Equity shareholders of Zensar Technologies Limited held on Wednesday, August 08, 2018 at 12:00 noon at Zensar Knowledge Park, Plot # 4, MIDC, Kharadi, Off. Nagar Road, Pune - 411014. The mode of voting for all resolutions was through Insta Poll. I submit my Insta Poll report as under:

I. The result of Insta Poll is as under:

- a) **Ordinary Resolution No. 1** – To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018 and the Auditors' Report thereon and the Report of the Directors along with the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 and the Auditors' Report thereon.



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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
37	3273	100

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

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
1**	300

**Vote of one shareholder considered as invalid due to signature mismatch.

- b) **Ordinary Resolution No.2** – To confirm payment of Interim Dividend and to declare a Final Dividend on equity share capital of the Company for financial year ended March 31, 2018

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
37	3273	100

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

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL



(iii) **Not voted/Invalid** votes:

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
1**	300

**Vote of one shareholder considered as invalid due to signature mismatch.

- c) **Ordinary Resolution No. 3:** - To appoint a Director in place of Mr. H.V. Goenka (DIN: 00026726), who retires by rotation and being eligible, offers himself for re-appointment.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
37	3273	100

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

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
1**	300

**Vote of one shareholder considered as invalid due to signature mismatch.



- d) **Ordinary Resolution No. 4** – To ratify appointment of M/s. Deloitte Haskins and Sells LLP as Statutory Auditors, Chartered Accountants, having ICAI Firm Registration No. 117366W/W-100018, as the Auditors of the Company and fix their remuneration.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
37	3273	100

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

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
1**	300

**Vote of one shareholder considered as invalid due to signature mismatch.

- e) **Ordinary Resolution No. 5** – Appointment of Mr. Ketan Dalal (DIN: 00003236) as Non-Executive Independent Director, not liable to retire by rotation.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
37	3273	100



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

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
1**	300

**Vote of one shareholder considered as invalid due to signature mismatch.

f) **Ordinary Resolution No. 6** – Appointment of Mr. Ben Druskin (DIN: 07935711) as Non-Executive Independent Director, not liable to retire by rotation.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
37	3273	100

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

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL



(iii) **Not voted/Invalid** votes:

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
1**	300

**Vote of one shareholder considered as invalid due to signature mismatch.

- g) **Ordinary Resolution No. 7** – Appointment of Ms. Tanuja Randeery (DIN:08014909) as Non-Executive Independent Director, not liable to retire by rotation.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
37	3273	100

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

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
1**	300

**Vote of one shareholder considered as invalid due to signature mismatch.



- h) **Ordinary Resolution No. 8** – Appointment of Mr. Harsh Mariwala (DIN: 00210342) as Non-Executive Independent Director, not liable to retire by rotation.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
37	3273	100

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

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
1**	300

**Vote of one shareholder considered as invalid due to signature mismatch.

- i) **Ordinary Resolution No. 9** Approval of sub- division of shares.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
37	3273	100



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

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
1**	300

**Vote of one shareholder considered as invalid due to signature mismatch.

j) **Special Resolution No. 10** – Alteration of the capital clause of the Memorandum of Association.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
37	3273	100

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

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
1**	300

**Vote of one shareholder considered as invalid due to signature mismatch.



- k) **Special Resolution No. 11** – Approval for amendments in Employee Performance Award Unit Plan, 2016 for options granted/to be granted to the employees of the Company.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
37	3273	100

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

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
1**	300

**Vote of one shareholder considered as invalid due to signature mismatch.

- l) **Special Resolution No. 12** – Approval for amendments in Employee Performance Award Unit Plan, 2016 for options granted/to be granted to the employees of the subsidiary (ies) of the company.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
37	3273	100



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

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Not voted/Invalid** votes:

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
1**	300

**Vote of one shareholder considered as invalid due to signature mismatch.

m) **Special Resolution No. 13** – Approval for payment of commission to Non-Executive Directors.

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

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
37	3273	100

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

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL



(iii) **Not voted/Invalid** votes:

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
1**	300

**Vote of one shareholder considered as invalid due to signature mismatch.

2. The Insta Poll facility was provided by Central Depository Services (India) Limited.
3. A list of equity shareholders who voted “ FOR”, “AGAINST” and those whose votes were declared invalid for each resolution is enclosed
4. The electronic data and other relevant records relating to voting shall remain in my safe custody until the Chairman considers, approves, signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping

Thanking you,
Yours faithfully,



Sridhar Mudaliar
Practicing Company Secretary
FCS No. 6156
C. P. No. 2664
Place: Pune
Date: August 09, 2018