



# HIND RECTIFIERS LIMITED

REGD. & H.O. LAKE ROAD, BHANDUP (W), MUMBAI - 400 078. • TEL.: +91 22 2569 6789 • FAX: +91 22 2596 4114  
• [www.hirect.com](http://www.hirect.com) • [corporate@hirect.com](mailto:corporate@hirect.com) / [marketing@hirect.com](mailto:marketing@hirect.com) • CIN: L28900MH1958PLC011077

Ref. No. HIRECT/SEC/166

14<sup>th</sup> August, 2018

The General Manager  
Corporate Relations Department  
BSE Ltd.  
1st Floor, New Trading Ring  
Phiroz Jeejeebhoy Towers  
Dalal Street Mumbai 400 001

The General Manager  
Listing Department  
The National Stock Exchange of India  
Ltd. "Exchange Plaza", C-1, Block 'G'  
Bandra Kurla Complex  
Bandra (East) Mumbai 400 051

Security Code No. 504036/HIRECT  
Type of Security: Equity

**Sub: Voting Results of 60<sup>th</sup> Annual General Meeting of the Company held on 13<sup>th</sup> August, 2018, along with Scrutinizer Report under Regulation 44(3) of SEBI LODR, 2015**

Dear Sir(s),

We enclose the Voting Results of the 60<sup>th</sup> Annual General Meeting of the Company held on Monday, 13<sup>th</sup> August, 2018.

We are also enclosing the consolidated report of the Scrutinizer on e-voting and voting through ballot paper at the AGM. The above are also being uploaded on the Company's website viz. [hirect.com](http://hirect.com).

This is for your information and record.

Thanking you,

Yours faithfully,  
For Hind Rectifiers Limited  
*Meenakshi Anchlia*  
Meenakshi Anchlia  
(Compliance Officer)



Encl: As above

Voting Results

Date of the AGM	13 <sup>th</sup> August, 2018
Total number of shareholders on record date (cut off date)	6224 on 6 <sup>th</sup> August, 2018
No. of shareholders (including HUF) present in the meeting either in person or through proxy:	52
Promoters and Promoter Group:	8
Public:	44
No. of Shareholders attended the meeting through Video Conferencing	Not applicable
Promoters and Promoter Group:	
Public	



Hind Rectifiers Limited

To consider and adopt the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2018 along with the reports of the Board of Directors' and Auditors' thereon.

Resolution required: (Ordinary / Special) : Ordinary

Whether promoter/ promoter group are interested in the agenda/ resolution: No

Resolution No. 1

Promoter/Public	Mode of Voting	Total 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 polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
1 Promoter and Promoter Group	E-Voting	6962124	0	0	0	0	0	0
	Poll*		6706274	96.33	6706274	0	100	0
	Total		6706274	96.33	6706274	0	100	0
2 Public-Institutions	E-Voting	3000	0	0	0	0	0	0
	Poll*		0	0	0	0	0	0
	Total		0	0	0	0	0	0
3 Public- Non Institutions	E-Voting	9598599	908913	9.47	908913	0	100	0
	Poll*		57509	0.60	57509	0	100	0
	Total		966422	10.07	966422	0	100	0
Total		16563723	7672696	46.32	7672696	0	100	0

\*Voting through ballot paper at the AGM



Hind Rectifiers Limited

Re-appointment of Shri Vandana Shah a Director liable to retire by rotation.

Resolution required: (Ordinary / Special) : Ordinary

Whether promoter/ promoter group are interested in the agenda/ resolution: No

Resolution No. 2

Promoter/Public	Mode of Voting	Total 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 polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
1 Promoter and Promoter Group	E-Voting	6962124	0	0	0	0	0	0
	Poll*		6706274	96.33	6706274	0	100	0
	Total		6706274	96.33	6706274	0	100	0
2 Public-Institutions	E-Voting	3000	0	0	0	0	0	0
	Poll*		0	0	0	0	0	0
	Total		0	0	0	0	0	0
3 Public-Non Institutions	E-Voting	9598599	908913	9.47	908913	0	100	0
	Poll*		5534	0.06	5534	0	100	0
	Total		914447	9.53	914447	0	100	0
Total		16563723	7620721	46.01	7620721	0	100	0

\*Voting through ballot paper at the AGM

Note: Veena Sitaram Shah, Suditi Shah, Vandana Shah, Members being interested in the resolution at Item No. 2 abstained from voting.





Hind Rectifiers Limited

Appointment of Branch Auditor for Dehradun Plants to fill Casual Vacancy

Resolution required: (Ordinary / Special) : Ordinary

Whether promoter/ promoter group are interested in the agenda/ resolution: No

Resolution No. 3

Promoter/Public	Mode of Voting	Total 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
1 Promoter and Promoter Group	E-Voting	6962124	0	0	0	0	0	0
	Poll*		6706274	96.33	6706274	0	100	0
	Total		6706274	96.33	6706274	0	100	0
2 Public-Institutions	E-Voting	3000	0	0	0	0	0	0
	Poll*		0	0	0	0	0	0
	Total		0	0	0	0	0	0
3 Public- Non Institutions	E-Voting	9598599	908913	9.47	908913	0	100	0
	Poll*		57509	0.60	57509	0	100	0
	Total		966422	10.07	966422	0	100	0
Total		16563723	7672696	46.32	7672696	0	100	0

\*Voting through ballot paper at the AGM



Hind Rectifiers Limited

Ratification of remuneration to Cost Auditors

Resolution required: (Ordinary / Special) : Ordinary

Whether promoter/ promoter group are interested in the agenda/ resolution: No

Resolution No. 4

Promoter/Public	Mode of Voting	Total 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 polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
1 Promoter and Promoter Group	E-Voting	6962124	0	0	0	0	0	0
	Poll*		6706274	96.33	6706274	0	100	0
	Total		6706274	96.33	6706274	0	100	0
2 Public-Institutions	E-Voting	3000	0	0	0	0	0	0
	Poll*		0	0	0	0	0	0
	Total		0	0	0	0	0	0
3 Public- Non Institutions	E-Voting	9598599	908913	9.47	908913	0	100	0
	Poll*		57509	0.60	57509	0	100	0
	Total		966422	10.07	966422	0	100	0
Total		16563723	7672696	46.32	7672696	0	100	0

\*Voting through ballot paper at the AGM



Hind Rectifiers Limited

Approval to continuation of office by Shri Vijay Kumar Bhartia as an Independent Director of the Company

Resolution required: (Ordinary / Special) : Special

Whether promoter/ promoter group are interested in the agenda/ resolution: No

Resolution No. 5

Promoter/Public	Mode of Voting	Total 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 polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
1 Promoter and Promoter Group	E-Voting	6962124	0	0	0	0	0	0
	Poll*		6706274	96.33	6706274	0	100	0
	Total		6706274	96.33	6706274	0	100	0
2 Public-Institutions	E-Voting	3000	0	0	0	0	0	0
	Poll*		0	0	0	0	0	0
	Total		0	0	0	0	0	0
3 Public- Non Institutions	E-Voting	9598599	908913	9.47	908913	0	100	0
	Poll*		57509	0.60	57509	0	100	0
	Total		966422	10.07	966422	0	100	0
Total		16563723	7672696	46.32	7672696	0	100	0

\*Voting through ballot paper at the AGM





Hind Rectifiers Limited

Re-appointment of Shri Parimal Rameshchandra Merchant as an Independent Director

Resolution required: (Ordinary / Special) : Special

Whether promoter/ promoter group are interested in the agenda/ resolution: No

Resolution No. 6

Promoter/Public	Mode of Voting	Total 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 polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
1 Promoter and Promoter Group	E-Voting	6962124	0	0	0	0	0	0
	Poll*		6706274	96.33	6706274	0	100	0
	Total		6706274	96.33	6706274	0	100	0
2 Public-Institutions	E-Voting	3000	0	0	0	0	0	0
	Poll*		0	0	0	0	0	0
	Total		0	0	0	0	0	0
3 Public- Non Institutions	E-Voting	9598599	908913	9.47	908913	0	100	0
	Poll*		57509	0.60	57509	0	100	0
	Total		966422	10.07	966422	0	100	0
Total		16563723	7672696	46.32	7672696	0	100	0

\*Voting through ballot paper at the AGM





Hind Rectifiers Limited

Re-appointment of Shri Pradeep Vedprakash Goyal as an Independent Director

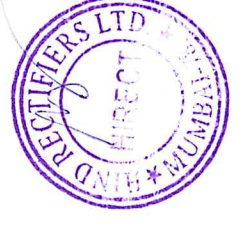
Resolution required: (Ordinary / Special) : Special

Whether promoter/ promoter group are interested in the agenda/ resolution: No

Resolution No. 7

Promoter/Public	Mode of Voting	Total 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
1 Promoter and Promoter Group	E-Voting	6962124	0	0	0	0	0	0
	Poll*		6706274	96.33	6706274	0	100	0
	Total		6706274	96.33	6706274	0	100	0
2 Public-Institutions	E-Voting	3000	0	0	0	0	0	0
	Poll*		0	0	0	0	0	0
	Total		0	0	0	0	0	0
3 Public-Non Institutions	E-Voting	9598599	908913	9.47	908913	0	100	0
	Poll*		57509	0.60	57509	0	100	0
	Total		966422	10.07	966422	0	100	0
Total		16563723	7672696	46.32	7672696	0	100	0

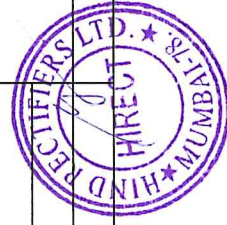
\*Voting through ballot paper at the AGM



Hind Rectifiers Limited  
 Re-appointment of Shri Vijay Kumar Bhartia as an Independent Director  
 Resolution required: (Ordinary / Special) : Special  
 Whether promoter/ promoter group are interested in the agenda/ resolution: No  
 Resolution No. 8

Promoter/Public	Mode of Voting	Total 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 polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
1 Promoter and Promoter Group	E-Voting	6962124	0	0	0	0	0	0
	Poll*		6706274	96.33	6706274	0	100	0
	Total		6706274	96.33	6706274	0	100	0
2 Public-Institutions	E-Voting	3000	0	0	0	0	0	0
	Poll*		0	0	0	0	0	0
	Total		0	0	0	0	0	0
3 Public- Non Institutions	E-Voting	9598599	908913	9.47	908913	0	100	0
	Poll*		57509	0.60	57509	0	100	0
	Total		966422	10.07	966422	0	100	0
Total		16563723	7672696	46.32	7672696	0	100	0

\*Voting through ballot paper at the AGM



Hind Rectifiers Limited

Re-appointment of Shri Binod Kumar Patodia as an Independent Director

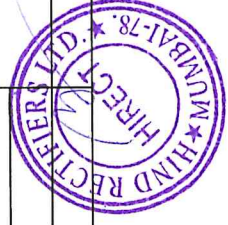
Resolution required: (Ordinary / Special) : Special

Whether promoter/ promoter group are interested in the agenda/ resolution: No

Resolution No. 9

Promoter/Public	Mode of Voting	Total 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
1 Promoter and Promoter Group	E-Voting	6962124	0	0	0	0	0	0
	Poll*		6706274	96.33	6706274	0	100	0
	Total		6706274	96.33	6706274	0	100	0
2 Public-Institutions	E-Voting	3000	0	0	0	0	0	0
	Poll*		0	0	0	0	0	0
	Total		0	0	0	0	0	0
3 Public- Non Institutions	E-Voting	9598599	908913	9.47	908913	0	100	0
	Poll*		57509	0.60	57509	0	100	0
	Total		966422	10.07	966422	0	100	0
Total		16563723	7672696	46.32	7672696	0	100	0

\*Voting through ballot paper at the AGM





Hind Rectifiers Limited									
Re-appointment of Shri Sushil Kumar Rameshwarprasad Nevatia as Chairman and Managing Director and approval of remuneration									
Resolution required: (Ordinary / Special) : Special									
Whether promoter/ promoter group are interested in the agenda/ resolution: Yes									
Resolution No. 10									
Promoter/Public	Mode of Voting	Total 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	
1 Promoter and Promoter Group	E-Voting	6962124	0	0	0	0	0	0	
	Poll*		0	0	0	0	0	0	
	Total		0	0	0	0	0	0	
2 Public-Institutions	E-Voting	3000	0	0	0	0	0	0	
	Poll*		0	0	0	0	0	0	
	Total		0	0	0	0	0	0	
3 Public- Non Institutions	E-Voting	9598599	908913	9.47	908913	0	100	0	
	Poll*		8834	0.09	8834	0	100	0	
	Total		917747	9.56	917747	0	100	0	
Total		16563723	917747	5.54	917747	0	100	0	

\*Voting through ballot paper at the AGM

Note: Bharti Nevatia, Saurabh Nevatia, Saurabh Nevatia(HUF), Shriya Saurabh Nevatia, Suramya Saurabh Nevatia, Suryansh Saurabh Nevatia, Sushil Kumar Nevatia, Sushil Kumar Nevatia (HUF), Veena Sitaram Shah, Members interested in resolution at Item No. 10 abstained from voting.





Hind Rectifiers Limited

Approval to payable remuneration to Smt. Akshada Suramya Nevatia, Executive Director

Resolution required: (Ordinary / Special) : Special

Whether promoter/ promoter group are interested in the agenda/ resolution: Yes

Resolution No. 11

Promoter/Public	Mode of Voting	Total 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
1 Promoter and Promoter Group	E-Voting	6962124	0	0	0	0	0	0
	Poll*		0	0	0	0	0	0
	Total		0	0	0	0	0	0
2 Public-Institutions	E-Voting	3000	0	0	0	0	0	0
	Poll*		0	0	0	0	0	0
	Total		0	0	0	0	0	0
3 Public- Non Institutions	E-Voting	9598599	908913	9.47	908913	0	100	0
	Poll*		57509	0.60	57509	0	100	0
	Total		966422	10.07	966422	0	100	0
Total		16563723	966422	5.83	966422	0	100	0

\*Voting through ballot paper at the AGM.

Note: Bharti Nevatia, Saurabh Nevatia, Saurabh Nevatia (HUF), Shriya Saurabh Nevatia, Suramya Saurabh Nevatia, Suramya Saurabh Nevatia, Suryansh Saurabh Nevatia, Sushil Kumar Nevatia, Sushil Kumar Nevatia (HUF), Members interested in resolution at Item No. 11 abstained from voting.



Hind Rectifiers Limited

Approval of Related Party Transaction

Resolution required: (Ordinary / Special) : Ordinary

Whether promoter/ promoter group are interested in the agenda/ resolution: Yes

Resolution No. 12

Promoter/Public	Mode of Voting	Total 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 polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
1 Promoter and Promoter Group	E-Voting	6962124	0	0	0	0	0	0
	Poll*		0	0	0	0	0	0
	Total		0	0	0	0	0	0
2 Public-Institutions	E-Voting	3000	0	0	0	0	0	0
	Poll*		0	0	0	0	0	0
	Total		0	0	0	0	0	0
3 Public- Non Institutions	E-Voting	9598599	908913	9.47	908913	0	100	0
	Poll*		57509	0.60	57509	0	100	0
	Total		966422	10.07	966422	0	100	0
Total		16563723	966422	5.84	966422	0	100	0

\*Voting through ballot paper at the AGM.

Note: Bharti Nevatia, Saurabh Nevatia, Saurabh Nevatia (HUF), Shriya Saurabh Nevatia, Suramya Saurabh Nevatia, Suryansh Saurabh Nevatia, Sushil Kumar Nevatia, Sushil Kumar Nevatia (HUF), Members interested in resolution at Item No. 12 abstained from voting



Hind Rectifiers Limited

Approval of HIRECT Employees Stock Option Plan-2018

Resolution required: (Ordinary / Special) : Special

Whether promoter/ promoter group are interested in the agenda/ resolution: No

Resolution No. 13

Promoter/Public	Mode of Voting	Total 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
1 Promoter and Promoter Group	E-Voting	6962124	0	0	0	0	0	0
	Poll*		6706274	96.33	6706274	0	100	0
	Total		6706274	96.33	6706274	0	100	0
2 Public-Institutions	E-Voting	3000	0	0	0	0	0	0
	Poll*		0	0	0	0	0	0
	Total		0	0	0	0	0	0
3 Public- Non Institutions	E-Voting	9598599	908913	9.47	908890	23	100	0
	Poll*		57509	0.60	57509	0	100	0
	Total		966422	10.07	966399	23	100	0
Total		16563723	7672696	46.32	7672673	23	100	0

\*Voting through ballot paper at the AGM



**Voting Results of the 60<sup>th</sup> Annual General Meeting of the Company held on 13<sup>th</sup> August, 2018.**

Item no of the Notice	Particulars	Votes in favour	Votes against	Invalid votes
1.	Consider and adopt the Audited Financial Statement of the Company for the financial year ended 31 <sup>st</sup> March, 2018 along with the reports of the Board of Directors' and Auditors' thereon.	7672696	-	-
2.	Re-appointment of Shri Vandan Shah a Director liable to retire by rotation.	7620721	-	-
3.	Appointment of Branch Auditor for Dehradun Plants to fill Casual Vacancy	7672696	-	-
4.	Ratification of remuneration to Cost Auditors	7672696	-	-
5.	Approval to continuation of office by Shri Vijay Kumar Bhartia as an Independent Director of the Company	7672696	-	-
6.	Re-appointment of Shri Parimal Rameshchandra Merchant as an Independent Director	7672696	-	-
7.	Re-appointment of Shri Pradeep Vedprakash	7672696	-	-



## HIND RECTIFIERS LTD

	Goyal as an Independent Director			
8.	Re-appointment of Shri Vijay Kumar Bhartia as an Independent Director	7672696	-	-
9.	Re-appointment of Shri Binod Kumar Patodia as an Independent Director	7672696	-	-
10.	Re-appointment of Shri Sushil Kumar Rameshwarprasad Nevatia as Chairman and Managing Director and approval of remuneration	917747	-	-
11.	Approval to payable remuneration to Smt. Akshada Suramya Nevatia, Executive Director	966422	-	-
12.	Approval of Related Party Transaction	966422	-	-
13.	Approval of HIRECT Employees Stock Option Plan-2018	7672673	23	-

### Notes:

1. The mode of voting for all resolutions was e-voting at remote place and poll at the meeting.
2. All the aforesaid resolutions were passed with requisite majority.

### For Hind Rectifiers Limited

S. K. Nevatia  
(Chairman and Managing Director)  
Date: 14<sup>th</sup> August, 2018  
Place: Mumbai



**FORM No. MGT-13**

**Combined Report of Scrutinizer for Remote e-voting & Poll Process**  
[Pursuant to Section 108/109 of the Companies Act, 2013 read with the Rule 20(4) (xii) of  
the Companies (Management and Administration) Rules, 2014 as amended]

To,  
The Chairman,  
Hind Rectifiers Limited,  
Lake Road, Bhandup West,  
Mumbai - 400078.

**Subject: 60<sup>th</sup> Annual General Meeting of the Shareholders of Hind Rectifiers Limited held on Monday, August 13, 2018 at 12:00 noon at Odyssey, Mayfair Banquet, 254-C, Dr. Annie Besant Road, Worli, Mumbai - 400 030.**

Dear Sir,

We, M/s. GMJ & Associates, Company Secretaries, represented by Mr. Mahesh Soni, Partner have been duly appointed by the Board of Directors for the purpose of scrutinizing the Remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment thereof and voting through Poll at the venue of the Annual General Meeting (AGM) in a fair and transparent manner in respect of the Resolutions contained in the Notice of the 60<sup>th</sup> AGM of Equity Shareholders of Hind Rectifiers Limited at their Meeting held on Monday, August 13, 2018 at 12:00 noon at Odyssey, Mayfair Banquet, 254-C, Dr. Annie Besant Road, Worli, Mumbai - 400 030.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to voting through electronic means (Remote e-voting) and voting by Poll at the venue of AGM on the Resolutions contained in the Notice of the 60<sup>th</sup> AGM of the Members of the Company. Our responsibility as a Scrutinizer for the Remote e-voting process and for the Poll at the 60<sup>th</sup> AGM is restricted to make a Scrutinizer's Report of the Votes Cast "in favour" or "against" the Resolutions as stated below on the report generated from the Remote e-voting system provided



by Central Depository Services (India) Limited (CDSL), the authorised agency engaged by Company to provide Remote e-voting facility and the Report generated electronically for voting by Poll at the venue of AGM.

After the time fixed for closing of Poll by the Chairman, Ballot box kept for polling was locked in our presence with due identification marks placed by us.

The locked Ballot box was subsequently opened by us in the presence of two witnesses, who are not in employment of the Company, thereafter; the Poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Registrar and Transfer Agents/ the Company and the authorizations/ proxies lodged with the Company. Duplicate, incomplete, invalid and defective Poll papers were rejected by us.

The Consolidated Scrutinizer's Report on the resolutions proposed in the Notice of the AGM with respect to Remote e-voting and Poll Process is as under:

**ITEM NO. 1: ORDINARY RESOLUTION:**

Adoption of Audited Financial Statements of the Company for the Financial Year ended March 31, 2018, along with the Reports of the Board of Directors' and Auditor's thereon.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	908913	9	908913	100	-	-	-	-
Poll/ Ballot voting	6763783	19	6763783	100	-	-	-	-
<b>Total</b>	<b>7672696</b>	<b>28</b>	<b>7672696</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**ITEM NO. 2: ORDINARY RESOLUTION:**

Appointment of a Director in place of Shri Vandan Sitaram Shah (DIN: 00759570), who retires from office by rotation and being eligible, offers himself for reappointment.





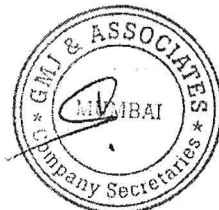
Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	908913	9	908913	100	-	-	-	-
*Poll/Ballot voting	6711808	16	6711808	100	-	-	-	-
<b>Total</b>	<b>7620721</b>	<b>25</b>	<b>7620721</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Note: Veena Sitaram Shah, Suditi Shah, Vandan Shah, Members being interested in the resolution at Item No. 2 abstained from voting.

**ITEM NO. 3: ORDINARY RESOLUTION:**

Appointment of M/s. Gada Chheda & Co. LLP, Chartered Accountants as Branch Auditor for Dehradun Plants to fill casual vacancy for a term of Five (5) years.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	908913	9	908913	100	-	-	-	-
Poll/Ballot voting	6763783	19	6763783	100	-	-	-	-
<b>Total</b>	<b>7672696</b>	<b>28</b>	<b>7672696</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>





**ITEM NO. 4: ORDINARY RESOLUTION:**

Ratification of Remuneration paid to Cost Auditors of the Company

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	908913	9	908913	100	-	-	-	-
Poll/ Ballot voting	6763783	19	6763783	100	-	-	-	-
<b>Total</b>	<b>7672696</b>	<b>28</b>	<b>7672696</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**ITEM NO. 5: SPECIAL RESOLUTION:**

Approval to Continuation of office by Shri Vijay Kumar Bhartia as an Independent Director of the Company.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			*Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	908913	9	908913	100	-	-	-	-
Poll/ Ballot voting	6763783	19	6763783	100	-	-	-	-
<b>Total</b>	<b>7672696</b>	<b>28</b>	<b>7672696</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>



**ITEM NO. 6: SPECIAL RESOLUTION:**

Re-appointment of Shri Parimal Rameshchandra Merchant as an Independent Director.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	908913	9	908913	100	-	-	-	-
Poll/ Ballot voting	6763783	19	6763783	100	-	-	-	-
<b>Total</b>	<b>7672696</b>	<b>28</b>	<b>7672696</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**ITEM NO. 7: SPECIAL RESOLUTION:**

Re-appointment of Shri Pradeep Vedprakash Goyal as an Independent Director

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	908913	9	908913	100	-	-	-	-
Poll/ Ballot voting	6763783	19	6763783	100	-	-	-	-
<b>Total</b>	<b>7672696</b>	<b>28</b>	<b>7672696</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>



**ITEM NO. 8: SPECIAL RESOLUTION:**

Re-appointment of Shri Vijay Kumar Bhartia as an Independent Director:

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	908913	9	908913	100	-	-	-	-
*Poll/Ballot voting	6763783	19	6763783	100	-	-	-	-
<b>Total</b>	<b>7672696</b>	<b>28</b>	<b>7672696</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**ITEM NO. 9: SPECIAL RESOLUTION:**

Re-appointment of Shri Binod Kumar Patodia as an Independent Director of the Company.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	
E-voting	908913	9	908913	100	-	-	-	-
*Poll/Ballot voting	6763783	19	6763783	100	-	-	-	-
<b>Total</b>	<b>7672696</b>	<b>28</b>	<b>7672696</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>





**ITEM NO. 10: SPECIAL RESOLUTION:**

Re-appointment of Shri Sushil Kumar Rameshwarprasad Nevatia as Chairman and Managing Director and approval of Remuneration:

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			*Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	Nos.
E-voting	908913	9	908913	100	-	-	-	-
*Poll/Ballot voting	8834	10	8834	100	-	-	-	-
<b>Total</b>	<b>917747</b>	<b>19</b>	<b>917747</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**\*Note: Bharti Nevatia, Saurabh Nevatia, Saurabh Nevatia(HUF), Shriya Saurabh Nevatia, Suramya Saurabh Nevatia, Suryansh Saurabh Nevatia, Sushil Kumar Nevatia, Sushil Kumar Nevatia (HUF), Veena Sitaram Shah, Members interested in resolution at Item No. 10 abstained from voting.**

**ITEM NO. 11: SPECIAL RESOLUTION:**

Approval to payable remuneration to Smt.Akshada Suramya Nevatia, Executive Director :

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/e-voting entry	Nos.	% to total valid	No of ballot/e-voting entry	Nos.	% to total valid	Nos.
E-voting	908913	9	908913	100	-	-	-	-
*Poll/Ballot voting	57509	11	57509	100	-	-	-	-
<b>Total</b>	<b>966422</b>	<b>20</b>	<b>966422</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>



\*Note: Bharti Nevatia, Saurabh Nevatia, Saurabh Nevatia (HUF), Shriya Saurabh Nevatia, Suramya Saurabh Nevatia, Suryansh Saurabh Nevatia, Sushil Kumar Nevatia, Sushil Kumar Nevatia (HUF), Members interested in resolution at Item No. 11 abstained from voting.

**ITEM NO. 12: SPECIAL RESOLUTION:**

Approval of Related Party Transaction.

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/ e-voting entry	Nos.	% to total valid	No of ballot/ e-voting entry	Nos.	% to total valid	Nos.
E-voting	908913	9	908913	100	-	-	-	-
*Poll/Ballot voting	57509	11	57509	100	-	-	-	-
<b>Total</b>	<b>966422</b>	<b>20</b>	<b>966422</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

\*Note: Bharti Nevatia, Saurabh Nevatia, Saurabh Nevatia (HUF), Shriya Saurabh Nevatia, Suramya Saurabh Nevatia, Suryansh Saurabh Nevatia, Sushil Kumar Nevatia, Sushil Kumar Nevatia (HUF), Members interested in resolution at Item No. 12 abstained from voting.

**ITEM NO. 13: SPECIAL RESOLUTION:**

Approval of Hirect Employees Stock Option Plan - 2018:

Mode of voting	Total Valid Votes	Votes in Favor of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot/ e-voting	Nos.	% to total valid	No of ballot/ e-voting	Nos.	% to total valid	Nos.



		entry			entry			
E-voting	908913	8	908890	99.997	1	23	0.003	-
*Poll/Ballot voting	6763783	19	6763783	100	-	-	-	-
Total	7672696	27	7672673	-	1	23	-	-

All the resolutions voted through Remote e-voting and Poll Process were passed with **REQUISITE MAJORITY**. The Poll papers and all other relevant records were sealed and handed over to the Chairman of the Company for safe keeping.

For GMJ & ASSOCIATES  
Company Secretaries



[CS MAHESH SONI]  
PARTNER  
FCS: 3706; COP: 2324

Countersigned by

A handwritten signature in black ink, appearing to read "S. K. NEVATIA".

S. K. NEVATIA  
CHAIRMAN OF THE AGM

PLACE: MUMBAI  
DATE: AUGUST 14, 2018.