

# BF UTILITIES

SECT/BFUL/Regulation 44(3)/

September 26, 2018

The Secretary,  
National Stock Exchange of India Ltd.  
Exchange Plaza, Bandra-Kurla Complex  
Bandra (E), Mumbai – 400 051  
SYMBOL – BFUTILITIE

Dept. of Corporate Services,  
BSE Ltd.  
Phiroze Jeejeebhoy Tower  
Dalal Street, Mumbai – 400 001  
Scrip Code – 532430

Dear Sir,

**Sub: Disclosure of Voting Results of the 18<sup>th</sup> Annual General Meeting (AGM) held on 25<sup>th</sup> September, 2018.**

With reference to 18<sup>th</sup> Annual General Meeting (AGM) of the Company held on 25<sup>th</sup> September, 2018, please find enclosed herewith, the Disclosure of Voting Results of the AGM (along with Scrutinizer's Report), in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking You,

Yours Faithfully,  
For BF Utilities Limited



B. S. Mitkari  
Company Secretary

Encl : as above.

c.c. – National Securities Depository Limited  
Mumbai – 400 013.

CIN:L40108PN2000PLC015323



**KALYANI**  
GROUP COMPANY

Correspondence Address:  
Cyber City, Tower 15, Level 6, Office 602,  
Magarpatta City, Hadapsar, Pune 411013.  
Phone: +91-20-6629 2550/26

BF UTILITIES LIMITED, MUNDHWA, PUNE CANTONMENT, PUNE 411 036, MAHARASHTRA, INDIA  
Phone : +91-20-26822552, 26702777 Fax : +91-20-26823061  
Email : bfutilitiesltd@vsnl.net Website : www.bfutilities.com

# BF UTILITIES

## Format of Voting Results

Date of 18 <sup>th</sup> Annual General Meeting	:	25 September, 2018
Total number of Shareholders on Cut-off Date (Record Date) i.e.18th September, 2018	:	48,424
No. of shareholders present in the meeting either in person or through proxy :		
Promoter and Promoter Group	:	9
Public	:	32
No. of Shareholders attended the meeting through Video Conferencing		
Promoter and Promoter Group	:	N.A.
Public	:	N.A.

### Agenda-wise disclosure

#### Resolution No.1

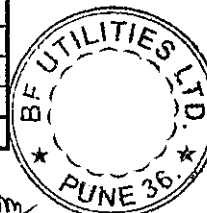
To consider and adopt  
a) the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.  
b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 and the Report of the Auditors thereon.

Resolution Required		:	Ordinary Resolution						
Whether promoter/promoter group are interested in the agenda/resolution ?		:	No						
Result		:	Passed unanimously						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	0	20060769	95.14	20060769	0	100.00	0.00	
	Poll	0	0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00	
	<b>Total</b>	<b>21085215</b>	<b>20060769</b>	<b>95.14</b>	<b>20060769</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	
Public – Institutions	E-Voting	0	213776	42.52	213776	0	100.00	0.00	
	Poll	0	0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00	
	<b>Total</b>	<b>502738</b>	<b>213776</b>	<b>42.52</b>	<b>213776</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	
Public – Non Institutions	E-Voting	0	1599104	9.94	1599104	0	100.00	0.00	
	Poll *	0	16	0.00	16	0	100.00	0.00	
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00	
	<b>Total</b>	<b>16079675</b>	<b>1599120</b>	<b>9.94</b>	<b>1599120</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	
<b>Total</b>		<b>37667628</b>	<b>21873665</b>	<b>58.07</b>	<b>21873665</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	

#### Resolution No.2

Appointment of Mr. B. N. Kalyani, (DIN : 0089340) as a Director, who retires by rotation, and being eligible, offers himself for re-appointment

Resolution Required		:	Ordinary Resolution						
Whether promoter/promoter group are interested in the		:	Yes						
Result		:	Passed with Requisite Majority						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	0	20053565	95.11	20053565	0	100.00	0.00	
	Poll	0	0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00	
	<b>Total</b>	<b>21085215</b>	<b>20053565</b>	<b>95.11</b>	<b>20053565</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	
Public – Institutions	E-Voting	0	213776	42.52	10000	203776	4.68	95.32	
	Poll	0	0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00	
	<b>Total</b>	<b>502738</b>	<b>213776</b>	<b>42.52</b>	<b>10000</b>	<b>203776</b>	<b>4.68</b>	<b>95.32</b>	
Public – Non Institutions	E-Voting	0	1599104	9.94	1599104	0	100.00	0.00	
	Poll *	0	16	0.00	16	0	100.00	0.00	
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00	
	<b>Total</b>	<b>16079675</b>	<b>1599120</b>	<b>9.94</b>	<b>1599120</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	
<b>Total</b>		<b>37667628</b>	<b>21866461</b>	<b>58.05</b>	<b>21662685</b>	<b>203776</b>	<b>99.07</b>	<b>0.93</b>	



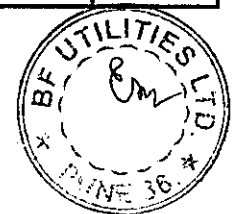
# BF UTILITIES

## Resolution No.3

Appointment of M/s. Joshi Apte & Co, Chartered Accountants, Pune as Statutory Auditor of the Company								
Resolution Required				: Ordinary Resolution				
Whether promoter/promoter group are interested in the				: No				
Result				: Passed unanimously				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	20060769	95.14	20060769	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>21085215</b>	<b>20060769</b>	<b>95.14</b>	<b>20060769</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Institutions	E-Voting	0	213776	42.52	213776	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>502738</b>	<b>213776</b>	<b>42.52</b>	<b>213776</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Non Institutions	E-Voting	0	1599104	9.94	1599104	0	100.00	0.00
	Poll *	0	16	0.00	16	0	100.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>16079675</b>	<b>1599120</b>	<b>9.94</b>	<b>1599120</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>37667628</b>	<b>21873665</b>	<b>58.07</b>	<b>21873665</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

## Resolution No.4

Re-appointment of Mr. B. B. Hattarki (DIN : 00145710) as an Independent Director								
Resolution Required				: Special Resolution				
Whether promoter/promoter group are interested in the				: No				
Result				: Passed with Requisite Majority				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	20060769	95.14	20060769	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>21085215</b>	<b>20060769</b>	<b>95.14</b>	<b>20060769</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public – Institutions	E-Voting	0	213776	42.52	136222	77554	63.72	36.28
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>502738</b>	<b>213776</b>	<b>42.52</b>	<b>136222</b>	<b>77554</b>	<b>63.72</b>	<b>36.28</b>
Public – Non Institutions	E-Voting	0	1599104	9.94	1598954	150	99.99	0.01
	Poll *	0	16	0.00	16	0	100.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>16079675</b>	<b>1599120</b>	<b>9.94</b>	<b>1598970</b>	<b>150</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>37667628</b>	<b>21873665</b>	<b>58.07</b>	<b>21795961</b>	<b>77704</b>	<b>99.64</b>	<b>0.36</b>



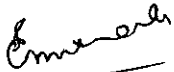
# BF UTILITIES

## Resolution No.5

Appointment of Mr. S. K. Adivarekar (DIN : 06928271) as an Independent Director								
Resolution Required				:	Ordinary Resolution			
Whether promoter/promoter group are interested in the				:	No			
Result				:	Passed unanimously			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	20060769	95.14	20060769	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>21085215</b>	<b>20060769</b>	<b>95.14</b>	<b>20060769</b>	<b>0</b>	<b>100.00</b>
Public – Institutions	E-Voting	0	213776	42.52	213776	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>502738</b>	<b>213776</b>	<b>42.52</b>	<b>213776</b>	<b>0</b>	<b>100.00</b>
Public – Non Institutions	E-Voting	0	1599104	9.94	1599104	0	100.00	0.00
	Poll *	0	16	0.00	16	0	100.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>16079675</b>	<b>1599120</b>	<b>9.94</b>	<b>1599120</b>	<b>0</b>	<b>100.00</b>
<b>Total</b>		<b>37667628</b>	<b>21873665</b>	<b>58.07</b>	<b>21873665</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

Thanking You,

Yours Faithfully,  
For BF Utilities Limited



B. S. Mitkari  
Company Secretary  
Place : Pune

Date : September 26, 2018






# SVD & Associates

Company Secretaries

4th Floor, Vedwati Apartments, Shivajinagar, Pune – 411005  
Ph. : 020 67634700, E-mail: deulkarcs@gmail.com



To  
The Chairman,  
BF Utilities Limited,  
Mundhwa, Pune Cantonment,  
Pune- 411036

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

Dear Sir,

I undersigned, Sridhar Mudaliar, Partner, SVD & Associates, Company Secretaries, have been appointed as Scrutinizer of BF Utilities Limited (“the Company”) for scrutinizing the e-voting process (during September 22, 2018 to September 24, 2018) and voting by poll at 18<sup>th</sup> Annual General Meeting (AGM) held on September 25, 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 there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting through electronic voting system (by remote e-voting) and voting by poll by the shareholders on the resolutions proposed in the Notice of the 18<sup>th</sup> AGM 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 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 National Securities Depository Limited (NSDL) and report on poll at the meeting.

I hereby enclose below reports relating to the voting on the resolutions proposed at the 18<sup>th</sup> AGM of the Company held on September 25, 2018.

- a) Report on E-voting;
- b) Report on Poll; and
- c) Combined report of e-voting and Poll



I hereby declare that the Resolution Nos. 1, 3 and 5 have been passed unanimously and Resolution No. 2 and 4 have been passed with requisite majority as per the aforesaid Notice of the AGM of the Company.

Thanking you,  
Yours faithfully,

*Srihar*



Srihar Mudaliar

Practicing Company Secretary

FCS. No. 6156

C. P. No. 2664

Place: Pune

Date: September 25, 2018

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

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

Combined Report

BF UTILITIES LIMITED (CIN: L40108PN2000PLC015323)

Annual General Meeting held on September 25, 2018

Sr. No	Resolutions	E - voting		Voting by poll		Total		Result
		No. of Votes		No. of Votes		No. of Votes		
		For	Against	For	Against	For	Against	
1	<b>Ordinary Resolution:</b> To receive, consider and adopt: a) the Audited Financial Statements of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon. b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 and the Report of the Auditors thereon.	21873649	0	16	0	21873665	0	Resolution passed Unanimously
2	<b>Ordinary Resolution:</b> To appoint a Director in place of Mr. B. N. Kalyani, (DIN: 00089380), who retires by rotation and being eligible offers himself for re-appointment.	21662669	203776	16	0	21662685	203776	Resolution passed by requisite majority
3	<b>Ordinary Resolution:</b> To consider ratification of appointment of M/s Joshi Apte & Co. (Firm Registration No. 104370W) as Statutory Auditors of the Company for 4 years till conclusion of 21st Annual General Meeting.	21873649	0	16	0	21873665	0	Resolution passed Unanimously
4	<b>Special Resolution:</b> To re-appoint Mr. B. B. Hattarki (DIN: 00145710) as an Independent Director.	21795945	77704	16	0	21795961	77704	Resolution passed by requisite majority
5	<b>Ordinary Resolution:</b> To appoint Mr. Shrikrishna K. Adivarekar (DIN: 06928271) as an Independent Director.	21873649	0	16	0	21873665	0	Resolution passed Unanimously
Date: September 25, 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

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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,  
18<sup>th</sup> Annual General Meeting of the Equity shareholders of BF Utilities Limited held on Tuesday, September 25, 2018 at 11.00 a.m. (IST) at Kalyani Steels Limited at Mundhwa, Pune 411036.

Dear Sir,

I, Sridhar Mudaliar, Partner, SVD & Associates, Company Secretaries, have been appointed as scrutinizer of BF Utilities 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 18<sup>th</sup> Annual General Meeting of the Equity shareholders of the Company held on Tuesday, September 25, 2018 at 11.00 a.m. (IST) at Kalyani Steels Limited at Mundhwa, Pune 411036. I submit my report as under:

1. The e-voting period remained open from September 22, 2018 (9.00a.m.) to September 24, 2018 (5.00 p.m.)
2. The shareholders holding shares as on the "cut off" date i.e. September 18, 2018 were entitled to vote on the proposed resolutions (item no. 1 to 5) as set out in the Notice of the 18<sup>th</sup> Annual General Meeting (AGM) of the Company.





3. The votes were unblocked on September 25, 2018 at around 11.25am in the presence of two witnesses, Ms.Aakanksha Kelkar residing at Prabhat Road, Pune- 411004 and Ms. Gargi Ghatpande residing at Kothrud, Pune- 411038 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 National Securities Depository Limited (URL: <https://www.evoting.nsdl.com/>)

*Akelkar*

Name: Aakanksha Kelkar  
Prabhat Road,  
Pune-411004.

*GP*

Name: Gargi Ghatpande  
Kothrud Pune- 411038.



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

**a. Ordinary Resolution No. 1 – To receive, consider and adopt:**

- a) the Audited Financial Statements of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon.
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 and the Report of the Auditors 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
41	21873649	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

- b. Ordinary Resolution No. 2 – To appoint a Director in place of Mr. B. N. Kalyani, (DIN: 00089380), 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	21662669	99.06809



(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
3	203776	0.93191

(iii) Not voted/Invalid votes:

Total number of members who have not voted /whose votes were declared invalid	Total Number of shares involved
1	7204

- c. **Ordinary Resolution No. 3** – To consider ratification of appointment of M/s Joshi Apte & Co.(Firm Registration No. 104370W) as Statutory Auditors of the Company for 4years till conclusion of 21<sup>st</sup> Annual General Meeting.

(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
41	21873649	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



d. **Special Resolution No. 4** – To re-appoint Mr. B. B. Hattarki (DIN: 00145710) as an Independent Director.

(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
39	21795945	99.64476

(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
2	77704	0.35524

(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** – To appoint Mr. Shrikrishna K. Adivarekar (DIN: 06928271) as an Independent Director.

(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
41	21873649	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

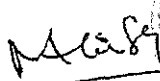
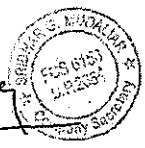


(iii) Not voted/Invalid votes:

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

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: September 25, 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

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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,  
18<sup>th</sup> Annual General Meeting of the Equity shareholders of BF Utilities Limited held on Tuesday, September 25, 2018 at 11.00 a.m. (IST) at Kalyani Steels Limited at Mundhwa, Pune 411036.

Dear Sir,

I, Sridhar Mudaliar, Partner, SVD & Associates, Company Secretaries, have been appointed as scrutinizer of BF Utilities Limited ("the Company") for the purpose of the poll taken on below mentioned resolutions, at the 18<sup>th</sup> Annual General Meeting of the Equity shareholders of the Company held on Tuesday, September 25, 2018 at 11.00 a.m. (IST) at Kalyani Steels Limited at Mundhwa, Pune 411036. I submit my report as under:

1. After the time fixed for discussion by the Chairman, a ballot box kept for polling was locked in my presence with due identification marks placed.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
3. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.



4. The result of the Poll is as under:

a. **Ordinary Resolution No. 1** – To receive, consider and adopt:

- a) the Audited Financial Statements of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon.
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018 and the Report of the Auditors thereon.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
16	16	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% 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

b. **Ordinary Resolution No. 2** – To appoint a Director in place of Mr. B. N. Kalyani, (DIN: 00089380), who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
16	16	100



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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% 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 consider ratification of appointment of M/s Joshi Apte & Co. Chartered Accountants (Firm Registration No. 104370W) as Statutory Auditors of the Company for 4 years till conclusion of 21<sup>st</sup> Annual General Meeting.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
16	16	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% 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





d. **Special Resolution No. 4** – To re-appoint Mr. B. B. Hattarki (DIN: 00145710) as an Independent Director.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
16	16	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% 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

e. **Ordinary Resolution No. 5** – To appoint Mr. Shrikrishna K. Adivarekar (DIN: 06928271) as an Independent Director.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
16	16	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

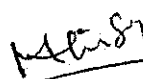



(iii) Not voted/Invalid votes:

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

5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The register, all other papers and relevant records relating to poll 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: September 25, 2018