

14 June 2018

Corporate Service Department <b>BSE Limited</b> 25 <sup>th</sup> Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	The Listing Department <b>National Stock Exchange of India Ltd</b> Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E) Mumbai 400 051
corp.relations@bseindia.com	cm1ist@nse.co.in
<b>Scrip:</b> Equity 500135. NCDs 957238	<b>Trading Symbol:</b> ESSELPACK

**Ref.: Essel Propack Limited**

**Sub.: Voting results of the Annual General Meeting held on 13 June 2018**

Dear Sir,

In reference to notice dated 26 April 2018 submitted to the exchange for convening Annual General Meeting, this is to inform the exchange that pursuant to Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, based on the report submitted by Mr. Dharmesh Zaveri of M/s. D. M. Zaveri & Co., the scrutinizer appointed for this purpose, Mr. Ashok Goel, Chairman & Managing Director of the Company has declared the result and accordingly resolutions as contained in AGM Notice are declared as duly passed by the members of the Company with requisite majority, without any modification.

We enclose herewith the voting results of the Annual General Meeting on the ordinary and special resolutions mentioned in the notice of AGM and scrutinizer's report in this regard.

Thanking You

Yours faithfully,  
For Essel Propack Limited

  
Suresh Savaliya  
Head - Legal & Company Secretary

Encl.: As above.



**Essel Propack Limited**

Date of declaration of results: 14th June, 2018.

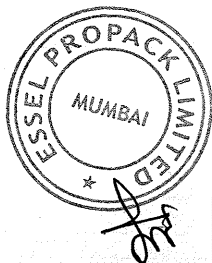
Date of the AGM/EGM	13th June, 2018.
Total Number of Shareholders on record date i.e. 7th June, 2018	34852
No. of shareholders present in the meeting either in person or through proxy:	69
Promoter and Promoter Group:	6
Public:	63
No. of shareholders attended the the meeting through Video Conferencing:	Not Applicable
Promoter and Promoter Group:	Not Applicable
Public:	Not Applicable

**Resolution 1: Adoption of audited financial statements for the financial year ended on 31st March 2018 and the Report of the Board of Directors and Auditor's thereon and the audited consolidated financial statements for the financial year ended 31st March 2018 together with the Auditors Report thereon.**

Resolution required: Ordinary/Special			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	Total no. of shares held (1)	No. of Valid 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	8,98,87,993	8,98,87,993	100.0000	8,98,87,993	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	
	<b>Total</b>		<b>8,98,87,993</b>	<b>100.0000</b>	<b>8,98,87,993</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public – Institutional holders	E-Voting	3,18,86,006	1,63,26,273	5120%	1,63,26,273	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	
	<b>Total</b>		<b>1,63,26,273</b>	<b>51.2020</b>	<b>1,63,26,273</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public-Non Institutional	E-Voting	3,54,07,665	78,35,637	22.1298	78,35,637	-	100.0000	-
	Poll/Postal ballot		11,487	0.0324	11,487	-	100.0000	-
	<b>Total</b>		<b>78,47,124</b>	<b>22.1622</b>	<b>78,47,124</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Total	E-voting	15,71,81,664	11,40,49,903	72.5593	11,40,49,903	-	100.0000	-
	Poll/Postal ballot		11,487	0.0073	11,487	-	100.0000	-
	<b>Total</b>		<b>11,40,61,390</b>	<b>72.5666</b>	<b>11,40,61,390</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>

**Resolution 2: Declaration of final Dividend on equity shares for the financial year 2017 -2018**

Resolution required: Ordinary/Special			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	Total no. of shares held (1)	No. of Valid 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	8,98,87,993	8,98,87,993	100.00	8,98,87,993	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	
	<b>Total</b>		<b>8,98,87,993</b>	<b>100.00</b>	<b>8,98,87,993</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public – Institutional holders	E-Voting	3,18,86,006	1,63,26,273	51.2020	1,63,26,273	-	100.0000	-
	Poll/Postal ballot		-	0.00%	-	-	-	
	<b>Total</b>		<b>1,63,26,273</b>	<b>51.2020</b>	<b>1,63,26,273</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>



Essel Propack Limited								
Public-Non Institutional	E-Voting	3,54,07,665	78,35,637	22.1298	78,35,637	-	100.0000	-
	Poll/Postal ballot		11,487	0.0324	11,487	-	100.0000	-
	<b>Total</b>		<b>78,47,124</b>	<b>22.1622</b>	<b>78,47,124</b>	-	<b>100.0000</b>	-
Total	E-voting	15,71,81,664	114049903.00	72.5593	11,40,49,903	-	100.0000	-
	Poll/Postal ballot		11,487	0.0073	11,487	-	100.0000	-
	<b>Total</b>		<b>11,40,61,390</b>	<b>72.5666</b>	<b>11,40,61,390</b>	-	<b>100.0000</b>	-

**Resolution 3: Re-appointment of Mr. Ashok Goel , who retires by rotation and being eligible, offers himself for re-appointment.**

Resolution required: Ordinary/Special

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	Total no. of shares held (1)	No. of Valid 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	8,98,87,993	8,98,87,993	100.0000	8,98,87,993	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	<b>Total</b>		<b>8,98,87,993</b>	<b>100.0000</b>	<b>8,98,87,993</b>	-	<b>100.0000</b>	-
Public – Institutional holders	E-Voting	3,18,86,006	1,63,26,273	51.2020	1,35,56,554	27,69,719	83.0352	16.9648
	Poll/Postal ballot		-	-	-	-	-	-
	<b>Total</b>		<b>1,63,26,273</b>	<b>51.2020</b>	<b>1,35,56,554</b>	<b>27,69,719</b>	<b>83.0352</b>	<b>16.9648</b>
Public-Non Institutional	E-Voting	3,54,07,665	78,34,994	22.1280	78,34,894	100	99.9987	0.0013
	Poll/Postal ballot		11,487	0.0324	11,487	-	100.0000	-
	<b>Total</b>		<b>78,46,481</b>	<b>22.1604</b>	<b>78,46,381</b>	<b>100</b>	<b>99.9987</b>	<b>0.0013</b>
Total	E-voting	15,71,81,664	11,40,49,260	72.5589	11,12,79,441	27,69,819	97.5714	2.4286
	Poll/Postal ballot		11,487	0.0073	11,487	-	100.0000	-
	<b>Total</b>		<b>11,40,60,747</b>	<b>72.5662</b>	<b>11,12,90,928</b>	<b>27,69,819</b>	<b>97.5716</b>	<b>2.4284</b>

**Resolution 4: Ratification of appointment of M/s. Ford Rhodes Parks & Co. LLP as auditors of the Company**

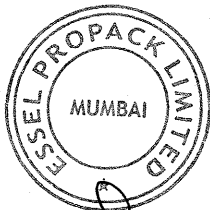
Resolution required: Ordinary/Special

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	Total no. of shares held (1)	No. of Valid 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	8,98,87,993	8,98,87,993	100.0000	8,98,87,993	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	<b>Total</b>		<b>8,98,87,993</b>	<b>100.0000</b>	<b>8,98,87,993</b>	-	<b>100.0000</b>	-
Public – Institutional holders	E-Voting	3,18,86,006	1,63,26,273	51.2020	1,63,26,273	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	<b>Total</b>		<b>1,63,26,273</b>	<b>51.2020</b>	<b>1,63,26,273</b>	-	<b>100.0000</b>	-
Public-Non Institutional	E-Voting	3,54,07,665	78,34,979	22.1279	78,34,979	-	100.0000	-
	Poll/Postal ballot		11,487	0.0324	11,487	-	100.0000	-
	<b>Total</b>		<b>78,46,466</b>	<b>22.1604</b>	<b>78,46,466</b>	-	<b>100.0000</b>	-
Total	E-voting	15,71,81,664	11,40,49,245	72.5589	11,40,49,245	-	100.0000	-
	Poll/Postal ballot		11,487	0.0073	11,487	-	100.0000	-
	<b>Total</b>		<b>11,40,60,732</b>	<b>72.5662</b>	<b>11,40,60,732</b>	-	<b>100.0000</b>	-



**Essel Propack Limited**

**Resolution 5: Ratification of Remuneration of M/s R. Nanabhoj & Co. Cost Accountants appointed as Cost Auditors of the Company for the financial Year 2018-19.**

Resolution required: Ordinary/Special

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	Total no. of shares held (1)	No. of Valid 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	8,98,87,993	8,98,87,993	100.0000	8,98,87,993	-	100.0000	-
	Poll/Pestal ballot		-	-	-	-	-	-
	Total		8,98,87,993	100.0000	8,98,87,993	-	100.0000	-
Public – Institutional holders	E-Voting	3,18,86,006	1,63,26,273	51.2020	1,63,26,273	-	100.0000	-
	Poll/Pestal ballot		-	-	-	-	-	-
	Total		1,63,26,273	51.2020	1,63,26,273	-	100.0000	-
Public-Non Institutional	E-Voting	3,54,07,665	78,34,994	22.1280	78,34,994	-	100.0000	-
	Poll/Pestal ballot		11,487	0.0324	11,487	-	100.0000	-
	Total		78,46,481	22.1604	78,46,481	-	100.0000	-
Total	E-voting	15,71,81,664	11,40,49,260	72.5589	11,40,49,260	-	100.0000	-
	Poll/Pestal ballot		11,487	0.0073	11,487	-	100.0000	-
	Total		11,40,60,747	72.5662	11,40,60,747	-	100.0000	-

**Resolution 6: Approval of Private Placement of NCD's and/or Debt Securities.**

Resolution required: Ordinary/Special

Special

Whether promoter/promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	Total no. of shares held (1)	No. of Valid 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	8,98,87,993	8,98,87,993	100.0000	8,98,87,993	-	100.0000	-
	Poll/Pestal ballot		-	-	-	-	-	-
	Total		8,98,87,993	100.0000	8,98,87,993	-	100.0000	-
Public – Institutional holders	E-Voting	3,18,86,006	1,63,26,273	51.2020	1,63,26,273	-	100.0000	-
	Poll/Pestal ballot		-	-	-	-	-	-
	Total		1,63,26,273	51.2020	1,63,26,273	-	100.0000	-
Public-Non Institutional	E-Voting	3,54,07,665	78,34,994	22.1280	78,34,768	226	99.9971	0.0029
	Poll/Pestal ballot		11,487	0.0324	11,487	-	100.0000	-
	Total		78,46,481	22.1604	78,46,255	226	99.9971	0.0029
Total	E-voting	15,71,81,664	11,40,49,260	72.5589	11,40,49,034	226	99.9998	0.0002
	Poll/Pestal ballot		11,487	0.0073	11,487	-	100.0000	-
	Total		11,40,60,747	72.5662	11,40,60,521	226	99.9998	0.0002

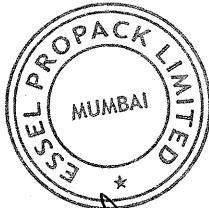
**Resolution 7: Approval for Increase in Authorised Share Capital**

Resolution required: Ordinary/Special

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

No



**Essel Propack Limited**

Category	Mode of Voting	Total no. of shares held (1)	No. of Valid 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	8,98,87,993	8,98,87,993	100.0000	8,98,87,993	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	<b>Total</b>		<b>8,98,87,993</b>	<b>100.0000</b>	<b>8,98,87,993</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public – Institutional holders	E-Voting	3,18,86,006	1,63,26,273	51.2020	1,63,26,273	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	<b>Total</b>		<b>1,63,26,273</b>	<b>51.2020</b>	<b>1,63,26,273</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public-Non Institutional	E-Voting	3,54,07,665	78,35,634	22.1298	78,35,455	179	99.9977	0.0023
	Poll/Postal ballot		11,487	0.0324	11,487	-	100.0000	-
	<b>Total</b>		<b>78,47,121</b>	<b>22.1622</b>	<b>78,46,942</b>	<b>179</b>	<b>99.9977</b>	<b>0.0023</b>
Total	E-voting	15,71,81,664	11,40,49,900	72.5593	11,40,49,721	179	99.9998	0.0002
	Poll/Postal ballot		11,487	0.0073	11,487	-	100.0000	-
	<b>Total</b>		<b>11,40,61,387</b>	<b>72.5666</b>	<b>11,40,61,208</b>	<b>179</b>	<b>99.9998</b>	<b>0.0002</b>

**Resolution 8: Approval for Issue of Bonus Shares**

Resolution required: Ordinary/Special

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	Total no. of shares held (1)	No. of Valid 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	8,98,87,993	8,98,87,993	100.0000	8,98,87,993	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	<b>Total</b>		<b>8,98,87,993</b>	<b>100.0000</b>	<b>8,98,87,993</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public – Institutional holders	E-Voting	3,18,86,006	1,63,26,273	51.2020	1,63,26,273	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	<b>Total</b>		<b>1,63,26,273</b>	<b>51.2020</b>	<b>1,63,26,273</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public-Non Institutional	E-Voting	3,54,07,665	78,35,637	22.1298	78,35,458	179	99.9977	0.0023
	Poll/Postal ballot		11,487	0.0324	11,487	-	100.0000	-
	<b>Total</b>		<b>78,47,124</b>	<b>22.1622</b>	<b>78,46,945</b>	<b>179</b>	<b>99.9977</b>	<b>0.0023</b>
Total	E-voting	15,71,81,664	11,40,49,903	72.5593	11,40,49,724	179	99.9998	0.0002
	Poll/Postal ballot		11,487	0.0073	11,487	-	100.0000	-
	<b>Total</b>		<b>11,40,61,390</b>	<b>72.5666</b>	<b>11,40,61,211</b>	<b>179</b>	<b>99.9998</b>	<b>0.0002</b>

**Resolution 9: Approval of Re-appointment of Mr. Ashok Goel as Managing Director.**

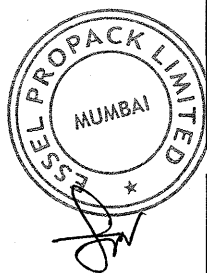
Resolution required: Ordinary/Special

Special

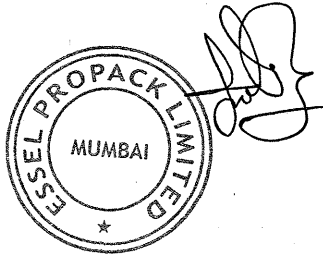
Whether promoter/promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	Total no. of shares held (1)	No. of Valid 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	8,98,87,993	8,98,87,993	100.0000	8,98,87,993	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	<b>Total</b>		<b>8,98,87,993</b>	<b>100.0000</b>	<b>8,98,87,993</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>



Essel Propack Limited								
Public – Institutional holders	E-Voting		1,63,26,273	51.2020	1,31,33,438	31,92,835	80.4436	19.5564
	Poll/Postal ballot	3,18,86,006	-	-	-	-	-	-
	<b>Total</b>		<b>1,63,26,273</b>	<b>51.2020</b>	<b>1,31,33,438</b>	<b>31,92,835</b>	<b>80.4436</b>	<b>19.5564</b>
Public-Non Institutional	E-Voting		78,35,634	22.1298	78,35,499	135	99.9983	0.0017
	Poll/Postal ballot	3,54,07,665	11,487	0.0324	11,487	-	100.0000	-
	<b>Total</b>		<b>78,47,121</b>	<b>22.1622</b>	<b>78,46,986</b>	<b>135</b>	<b>99.9983</b>	<b>0.0017</b>
Total	E-voting		11,40,49,900	72.5593	11,08,56,930	31,92,970	97.2004	2.7996
	Poll/Postal ballot		11,487	0.0073	11,487	-	100.0000	-
	<b>Total</b>	<b>15,71,81,664</b>	<b>11,40,61,387</b>	<b>72.5666</b>	<b>11,08,68,417</b>	<b>31,92,970</b>	<b>97.2007</b>	<b>2.7993</b>



# D. M. ZAVERI & Co.

## Company Secretaries

**Dharmesh Zaveri**  
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067  
**Email:** dmz@dmzaveri.com **Tel.:** 022-28679660 **Mobile:** 98203 20503 **Website:** www.dmzaveri.com

### Combined Report of Scrutinizer for e-voting & voting through ballot process

[Pursuant to Section 108/109 of the Companies Act, 2013 read with Rule 20(4)(xii) of  
Companies (Management and Administration) Rules, 2014 as amended]

To,  
The Chairman  
35<sup>th</sup> Annual General Meeting of Equity Shareholders of  
**Essel Propack Limited,**  
held on 13th June, 2018 at,  
P.O. Vasind, Taluka Shahapur,  
District-Thane, Maharashtra-421604.

Dear Sir,

I, **Dharmesh Zaveri, proprietor of D. M. Zaveri & Co., Company Secretaries, Mumbai,** was appointed as Scrutinizer by the Board of Directors for the purpose of scrutinizing the remote e-voting process under the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment thereof and voting through ballot process at the venue of the Annual General Meeting (AGM) in a fair and transparent manner in respect of the below mentioned resolutions contained in the Notice of the 35<sup>th</sup> AGM of the Equity Shareholders of Essel Propack Limited (**Company**), held on Wednesday, 13<sup>th</sup> June, 2018, at P.O. Vasind, Taluka Shahapur, District Thane, Maharashtra-421604.

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 use of physical ballots by the shareholders at the venue of AGM on the resolution contained in the Notice of the 35<sup>th</sup> AGM of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and for the physical ballot voting at the 35<sup>th</sup> AGM is restricted to make a Scrutinizer report of the Votes Cast "in favour" or "against" the resolutions as stated below, based on the



# D. M. ZAVERI & Co.

Company Secretaries

**DS** Dharmesh Zaveri  
B.Com., F.C.S.

Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067

Email: dmz@dmzaveri.com Tel.: 022-28679660 Mobile: 98203 20503 Website: www.dmzaveri.com

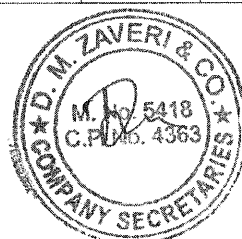
Scrutinizer report of the Votes Cast "in favour" or "against" the resolutions as stated below, based on the report generated from the remote e-voting system provided by National Securities Depository Limited (NSDL), the authorised agency engaged by the Company to provide remote e-voting facilities and the report generated electronically for voting by use of physical ballots at the venue of AGM.

At the 35<sup>th</sup> AGM of the Company held on 13<sup>th</sup> June, 2018, facility of voting through ballot process was given to the members present in the meeting.

I hereby submit consolidated scrutinizer's report pursuant to Rule 20(4)(xii) on the resolutions proposed in the Notice of the 35<sup>th</sup> AGM. I have issued separate Scrutinizer's Report dated 13<sup>th</sup> June, 2018, on the remote e-voting and on the Poll through physical ballot.

The Result of remote e-voting together with that of the Poll is as under;

Mode of voting	Total valid votes	Votes in favour of Resolution			Votes against the Resolution			Invalid Votes
		No of ballot / e-voting entry	Nos	% to total valid votes	No of ballot / e-voting entry	Nos	% to total valid votes	Nos
<b>Item 1: Adoption of audited financial statements for the financial year ended on 31st March 2018 and the Report of the Board of Directors and Auditor's thereon and the audited consolidated financial statements for the financial year ended 31st March 2018 together with the Auditors Report thereon.(Ordinary Resolution)</b>								
E-voting	114049903	98	114049903	100	0	0	0	0
Poll	11487	50	11487	100	0	0	0	83
<b>Total</b>	<b>114061390</b>	<b>148</b>	<b>114061390</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>83</b>
<b>Item 2: Declaration of final dividend on equity shares for the financial year 2017-18 (Ordinary Resolution)</b>								
E-voting	114049903	98	114049903	100	0	0	0	0
Poll	11487	50	11487	100	0	0	0	83
<b>Total</b>	<b>114061390</b>	<b>148</b>	<b>114061390</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>83</b>
<b>Item 3: Re-appointment of Mr. Ashok Goel, who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)</b>								
E-voting	114049260	93	111279441	97.5714	3	2769819	2.4286	0
Poll	11487	50	11487	100	0	0	0	83





# D. M. ZAVERI & Co.

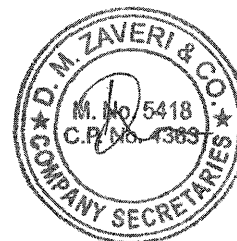
Company Secretaries

**DS** Dharmesh Zaveri  
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Mode of voting	Total valid votes	Votes in favour of Resolution			Votes against the Resolution			Invalid Votes Nos
		No of ballot / e-voting entry	Nos	% to total valid votes	No of ballot / e-voting entry	Nos	% to total valid votes	
<b>Total</b>	<b>114060747</b>	<b>143</b>	<b>111290928</b>	<b>97.5716</b>	<b>3</b>	<b>2769819</b>	<b>2.4284</b>	<b>83</b>
<b>Item 4: Ratification of appointment of M/s. Ford Rhodes Parks &amp; Co. LLP as auditors of the Company. (Ordinary Resolution)</b>								
E-voting	114049245	95	114049245	100	0	0	0	0
Poll	11487	50	11487	100	0	0	0	83
<b>Total</b>	<b>114060732</b>	<b>145</b>	<b>114060732</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>83</b>
<b>Item 5: Ratification of Remuneration of M/s R. Nanabhoj &amp; Co. Cost Accountants appointed as Cost Auditors of the Company for the financial Year 2018-19 (Ordinary Resolution)</b>								
E-voting	114049260	96	114049260	100	0	0	0	0
Poll	11487	50	11487	100	0	0	0	83
<b>Total</b>	<b>114060747</b>	<b>146</b>	<b>114060747</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>83</b>
<b>Item 6: Approval of Private Placement of NCD's and/or Debt Securities (Special Resolution)</b>								
E-voting	114049260	94	114049034	99.9998	2	226	0.0002	0
Poll	11487	50	11487	100	0	0	0.0000	83
<b>Total</b>	<b>114060747</b>	<b>144</b>	<b>114060521</b>	<b>99.9998</b>	<b>2</b>	<b>226</b>	<b>0.0002</b>	<b>83</b>
<b>Item 7: Approval for Increase in Authorised Share Capital (Ordinary Resolution)</b>								
E-voting	114049900	96	114049721	99.9998	1	179	0.0002	0
Poll	11487	50	11487	100	0	0	0.0000	70
<b>Total</b>	<b>114061387</b>	<b>146</b>	<b>114061208</b>	<b>99.9998</b>	<b>1</b>	<b>179</b>	<b>0.0002</b>	<b>70</b>
<b>Item 8: Approval for Issue of Bonus Shares (Ordinary Resolution)</b>								
E-voting	114049903	97	114049724	99.9998	1	179	0.0002	0
Poll	11487	50	11487	100	0	0	0.0000	83
<b>Total</b>	<b>114061390</b>	<b>147</b>	<b>114061211</b>	<b>99.9998</b>	<b>1</b>	<b>179</b>	<b>0.0002</b>	<b>83</b>
<b>Item 9: Approval for Re- Appointment of Mr. Ashok Goel as Managing Director (Special Resolution)</b>								
E-voting	114049900	87	110856930	97.2004	10	3192970	2.7996	0
Poll	11487	50	11487	100	0	0	0	83
<b>Total</b>	<b>114061387</b>	<b>137</b>	<b>110868417</b>	<b>97</b>	<b>10</b>	<b>3192970</b>	<b>3</b>	<b>83</b>



# D. M. ZAVERI & Co.

## Company Secretaries

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All the resolutions voted through under remote e-voting and ballot/poll were passed with requisite majority. The Register, all other papers and relevant record relating to remote e-voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid 35<sup>th</sup> Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company.

For D. M. Zaveri & Co  
Practising Company Secretary


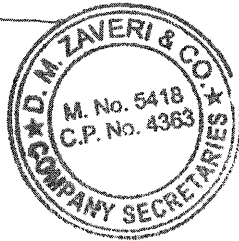
Accepted by:-



Dharmesh Zaveri  
(Proprietor)

Membership No.: 5418  
C.P. No.: 4363

Place: Mumbai  
Date: 13<sup>th</sup> June, 2018



Mr. Ashok Goel.  
Chairman and Managing Director.