

7 October 2019



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
<b>Scrip:</b> Equity 500135. NCDs 957238	<b>Trading Symbol:</b> ESSELPACK

**Ref.: EsseL Propack Limited**

**Sub.: Declaration of result and voting of postal ballot.**

Dear Sirs,

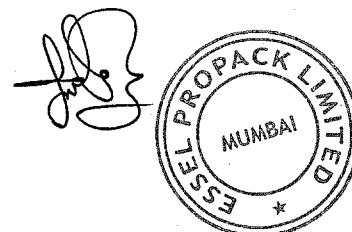
We refer our letter dated 1 October 2019, submitting voting result of postal ballot. Kindly note the corrected voting result attached herewith. There was some minor arithmetical typo error oversight in print or scan copy of the voting result. Note that voting result already filed in xbrl is correct and there is no change or error in XBRL already filed on 1 October 2019. There is no change in total number of votes casted in favor to all the resolutions.

In continuation of our letter dated 1 October 2019 and in reference to postal ballot notice dated 22 August 2019 seeking approval of members of the Company, submitted to you, this is to further inform you that based on the report dated 1 October 2019 submitted by Mr. Dharmesh Zaveri of D M Zaveri & Co., Practicing Company Secretary, the scrutinizer appointed under section 110 of the Companies Act 2013 read with the Rules, the result of the postal ballot is declared on 1 October 2019 and accordingly resolutions as contained in the said postal ballot notice are declared as duly passed by the members of the Company with requisite majority.

Following is the detail voting result of the said postal ballot including e-voting.

Date of declaration of result of postal ballot	1 October 2019
Total number of shareholders as on 23 August 2019 (cutoff date for reckoning of voting rights of shareholders)	32874
No. of Shareholders present in the meeting either in person or through proxy.	Not applicable. Resolution passed through postal ballot
No. of Shareholders attended the meeting through Video Conferencing.	Not applicable. Resolution passed through postal ballot

Detail voting results are as under. Number of votes polled includes voting through e-voting.



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**Registered Office:**  
P. O. Vasind  
Taluka Shahpur  
Dist. Thane, Maharashtra 421 604, India  
CIN: L74950MH1982PLC028947

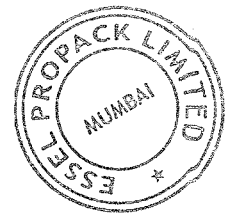
**Essel Propack Limited**

<b>Item No 1</b>	Ordinary Resolution pursuant to section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (the Act), Rules and Schedule thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 to approve appointment of Mr. Davinder Singh Brar as an Independent Director.							
<b>Resolutions required</b>	As mentioned above							
<b>Mode of voting</b>	Postal ballot including voting through electronic mode.							
<b>Votes casted in favors of the resolution</b>	27,35,15,396							
<b>Votes casted against the resolution</b>	5,535							
<b>Whether promoter/promoter group are interested in the agenda/Resolution?</b>			<b>No</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>Total no. of shares held (1)</b>	<b>No. of Valid Votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)] *100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)] *100</b>
Promoter and Promoter Group	E-Voting	23,65,53,956	23,65,53,956	100.0000	23,65,53,956	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	<b>Total</b>		<b>23,65,53,956</b>	<b>100.0000</b>	<b>23,65,53,956</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public – Institutional holders	E-Voting	1,84,24,483	89,46,485	48.5576	89,46,485	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	<b>Total</b>		<b>89,46,485</b>	<b>48.5576</b>	<b>89,46,485</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public-Non Institutional*	E-Voting	6,04,26,836	2,79,03,472	46.1773	2,78,97,942	5,530	99.9802	0.0198
	Poll/Postal ballot		1,17,018	0.1937	1,17,013	5	99.9957	0
	<b>Total</b>		<b>2,80,20,490</b>	<b>46.3709</b>	<b>2,80,14,955</b>	<b>5,535</b>	<b>99.9802</b>	<b>0.0198</b>
<b>Total</b>	E-voting	<b>31,54,05,275</b>	27,34,03,913	86.6834	27,33,98,383	5,530	99.9980	0.0020
	Poll/Postal ballot		1,17,018	0.0371	1,17,013	5	99.9957	0
	<b>Total</b>		<b>27,35,20,931</b>	<b>86.7205</b>	<b>27,35,15,396</b>	<b>5,535</b>	<b>99.9980</b>	<b>0.0020</b>

\* included Ashok Goel and his affiliates, holding 8% shares, have submitted requests for reclassification of their status as public shareholders. The Board of the Company has approved the said reclassification request and the same has been intimated to the Stock Exchanges. Further procedures in this respect is underway.

<b>Item No 2</b>	Ordinary Resolution pursuant to section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (the Act), Rules and Schedule thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 to approve appointment of Mr. Uwe Ferdinand Roehrhoft as an Independent Director.							
<b>Resolutions required</b>	As mentioned above							
<b>Mode of voting</b>	Postal ballot including voting through electronic mode.							
<b>Votes casted in favors of the resolution</b>	27,35,16,543							
<b>Votes casted against the resolution</b>	4,388							
<b>Whether promoter/promoter group are interested in the agenda/Resolution?</b>			<b>No</b>					
<b>Category</b>	<b>Mode of Voting</b>	<b>Total no. of shares held (1)</b>	<b>No. of Valid Votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)] *100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)] *100</b>
Promoter and Promoter Group	E-Voting	23,65,53,956	23,65,53,956	100.0000	23,65,53,956	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	<b>Total</b>		<b>23,65,53,956</b>	<b>100.0000</b>	<b>23,65,53,956</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public – Institutional holders	E-Voting	1,84,24,483	89,46,485	48.5576	89,46,485	-	100.0000	-
	Poll/Postal ballot		-	-	-	-	-	-
	<b>Total</b>		<b>89,46,485</b>	<b>48.5576</b>	<b>89,46,485</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>
Public-Non Institutional*	E-Voting	6,04,26,836	2,79,03,472	46.1773	2,78,99,085	4,387	99.9843	0.0157
	Poll/Postal ballot		1,17,018	0.1937	1,17,017	1	99.9991	0
	<b>Total</b>		<b>2,80,20,490</b>	<b>46.3709</b>	<b>2,80,16,102</b>	<b>4,388</b>	<b>99.9843</b>	<b>0.0157</b>
<b>Total</b>	E-voting	<b>31,54,05,275</b>	27,34,03,913	86.6834	27,33,99,526	4,387	99.9984	0.0016
	Poll/Postal ballot		1,17,018	0.0371	1,17,017	1	99.9991	0
	<b>Total</b>		<b>27,35,20,931</b>	<b>86.7205</b>	<b>27,35,16,543</b>	<b>4,388</b>	<b>99.9984</b>	<b>0.0016</b>

\* included Ashok Goel and his affiliates, holding 8% shares, have submitted requests for reclassification of their status as public shareholders. The Board of the Company has approved the said reclassification request and the same has been intimated to the Stock Exchanges. Further procedures in this respect is underway.



*[Handwritten signature]*

**Essel Propack Limited**

<b>Item No 3</b>	Ordinary Resolution pursuant to section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (the Act), Rules and Schedule thereunder, the SEBI (Listing Obligations and								
<b>Resolutions required</b>	As mentioned above								
<b>Mode of voting</b>	Postal ballot including voting through electronic mode.								
<b>Votes casted in favors of the resolution</b>	27,35,15,270								
<b>Votes casted against the resolution</b>	5,661								
<b>Whether promoter/promoter group are interested in the agenda/Resolution?</b>			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	23,65,53,956	23,65,53,956	100.0000	23,65,53,956	-	100.0000	-	
	Poll/Postal ballot		-	-	-	-	-	-	
	<b>Total</b>		<b>23,65,53,956</b>	<b>100.0000</b>	<b>23,65,53,956</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>	
Public – Institutional holders	E-Voting	1,84,24,483	89,46,485	48.5576	89,46,485	-	100.0000	-	
	Poll/Postal ballot		-	-	-	-	-	-	
	<b>Total</b>		<b>89,46,485</b>	<b>48.5576</b>	<b>89,46,485</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>	
Public-Non Institutional*	E-Voting	6,04,26,836	2,79,03,472	46.1773	2,78,97,812	5,660	99.9797	0.0203	
	Poll/Postal ballot		1,17,018	0.1937	1,17,017	1	99.9991	0	
	<b>Total</b>		<b>2,80,20,490</b>	<b>46.3709</b>	<b>2,80,14,829</b>	<b>5,661</b>	<b>99.9798</b>	<b>0.0202</b>	
Total	E-voting	31,54,05,275	27,34,03,913	86.6834	27,33,98,253	5,660	99.9979	0.0021	
	Poll/Postal ballot		1,17,018	0.0371	1,17,017	1	99.9991	0	
	<b>Total</b>		<b>27,35,20,931</b>	<b>86.7205</b>	<b>27,35,15,270</b>	<b>5,661</b>	<b>99.9979</b>	<b>0.0021</b>	
* included Ashok Goel and his affiliates, holding 8% shares, have submitted requests for reclassification of their status as public shareholders. The Board of the Company has approved the said reclassification request and the same has been intimated to the Stock Exchanges. Further procedures in this respect is underway.									

<b>Item No 4</b>	Special Resolution pursuant to Section 14 and other applicable provisions of Companies Act, 2013 and the rules made thereunder to adopt new set of regulations of Articles of Association.								
<b>Resolutions required</b>	As mentioned above								
<b>Mode of voting</b>	Postal ballot including voting through electronic mode.								
<b>Votes casted in favors of the resolution</b>	27,35,09,028								
<b>Votes casted against the resolution</b>	11,548								
<b>Whether promoter/promoter group are interested in the agenda/Resolution?</b>			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	23,65,53,956	23,65,53,956	100.0000	23,65,53,956	-	100.0000	-	
	Poll/Postal ballot		-	-	-	-	-	-	
	<b>Total</b>		<b>23,65,53,956</b>	<b>100.0000</b>	<b>23,65,53,956</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>	
Public – Institutional holders	E-Voting	1,84,24,483	89,46,455	48.5574	89,46,455	-	100.0000	-	
	Poll/Postal ballot		-	-	-	-	-	-	
	<b>Total</b>		<b>89,46,455</b>	<b>48.5574</b>	<b>89,46,455</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>	
Public-Non Institutional*	E-Voting	6,04,26,836	2,79,03,122	46.1767	2,78,91,575	11,547	99.9586	0.0414	
	Poll/Postal ballot		1,17,043	0.1937	1,17,042	1	99.9991	0	
	<b>Total</b>		<b>2,80,20,165</b>	<b>46.3704</b>	<b>2,80,08,617</b>	<b>11,548</b>	<b>99.9588</b>	<b>0.0412</b>	
Total	E-voting	31,54,05,275	27,34,03,533	86.6832	27,33,91,986	11,547	99.9958	0.0042	
	Poll/Postal ballot		1,17,043	0.0371	1,17,042	1	99.9991	0	
	<b>Total</b>		<b>27,35,20,576</b>	<b>86.7204</b>	<b>27,35,09,028</b>	<b>11,548</b>	<b>99.9958</b>	<b>0.0042</b>	
* included Ashok Goel and his affiliates, holding 8% shares, have submitted requests for reclassification of their status as public shareholders. The Board of the Company has approved the said reclassification request and the same has been intimated to the Stock Exchanges. Further procedures in this respect is underway.									

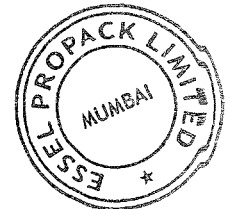
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**Essel Propack Limited**

<b>Item No 5</b>	Special Resolution pursuant to sections 196, 197, 198 to read with Schedule V and all other applicable provisions of the Companies Act 2013 (the Act) and Rules made thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to appoint Mr. Vinay Mokashi as a Whole-time Director								
<b>Resolutions required</b>	As mentioned above								
<b>Mode of voting</b>	Postal ballot including voting through electronic mode.								
<b>Votes casted in favors of the resolution</b>	27,22,97,353								
<b>Votes casted against the resolution</b>	12,23,603								
<b>Whether promoter/promoter group are interested in the agenda/Resolution?</b>			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	23,65,53,956	23,65,53,956	100.0000	23,65,53,956	-	100.0000	-	
	Pol/Postal ballot		-	-	-	-	-	-	
	<b>Total</b>		<b>23,65,53,956</b>	<b>100.0000</b>	<b>23,65,53,956</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>	
Public – Institutional holders	E-Voting	1,84,24,483	89,46,485	48.5576	77,38,848	12,07,637	86.5015	13.4985	
	Pol/Postal ballot		-	-	-	-	-	-	
	<b>Total</b>		<b>89,46,485</b>	<b>48.5576</b>	<b>77,38,848</b>	<b>12,07,637</b>	<b>86.5015</b>	<b>13.4985</b>	
Public-Non Institutional*	E-Voting	6,04,26,836	2,79,03,472	46.1773	2,78,87,507	15,965	99.9428	0.0572	
	Pol/Postal ballot		1,17,043	0.1937	1,17,042	1	99.9991	0	
	<b>Total</b>		<b>2,80,20,515</b>	<b>46.3710</b>	<b>2,80,04,549</b>	<b>15,966</b>	<b>99.9430</b>	<b>0.0570</b>	
<b>Total</b>	E-voting	31,54,05,275	27,34,03,913	86.6834	27,21,80,311	12,23,602	99.5525	0.4475	
	Pol/Postal ballot		1,17,043	0.0371	1,17,042	1	99.9991	0	
	<b>Total</b>		<b>27,35,20,956</b>	<b>86.7205</b>	<b>27,22,97,353</b>	<b>12,23,603</b>	<b>99.5526</b>	<b>0.4474</b>	
* included Ashok Goel and his affiliates, holding 8% shares, have submitted requests for reclassification of their status as public shareholders. The Board of the Company has approved the said reclassification request and the same has been intimated to the Stock Exchanges. Further procedures in this respect is underway.									

<b>Item No 6</b>	Special Resolution pursuant to provision of sections 197, 198 and all other applicable provisions of the Companies Act, 2013 (the Act) and Rules made thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to approve Remuneration to Directors.								
<b>Resolutions required</b>	As mentioned above								
<b>Mode of voting</b>	Postal ballot including voting through electronic mode.								
<b>Votes casted in favors of the resolution</b>	26,91,14,190								
<b>Votes casted against the resolution</b>	44,06,609								
<b>Whether promoter/promoter group are interested in the agenda/Resolution?</b>			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	23,65,53,956	23,65,53,956	100.0000	23,65,53,956	-	100.0000	-	
	Pol/Postal ballot		-	-	-	-	-	-	
	<b>Total</b>		<b>23,65,53,956</b>	<b>100.0000</b>	<b>23,65,53,956</b>	<b>-</b>	<b>100.0000</b>	<b>-</b>	
Public – Institutional holders	E-Voting	1,84,24,483	89,46,455	48.5574	45,69,721	43,76,734	51.0786	48.9214	
	Pol/Postal ballot		-	-	-	-	-	-	
	<b>Total</b>		<b>89,46,455</b>	<b>48.5574</b>	<b>45,69,721</b>	<b>43,76,734</b>	<b>51.0786</b>	<b>48.9214</b>	
Public-Non Institutional*	E-Voting	6,04,26,836	2,79,03,370	46.1771	2,78,73,500	29,870	99.8930	0.1070	
	Pol/Postal ballot		1,17,018	0.1937	1,17,013	5	99.9957	0	
	<b>Total</b>		<b>2,80,20,388</b>	<b>46.3708</b>	<b>2,79,90,513</b>	<b>29,875</b>	<b>99.8934</b>	<b>0.1066</b>	
<b>Total</b>	E-voting	31,54,05,275	27,34,03,781	86.6833	26,89,97,177	44,06,604	98.3882	1.6118	
	Pol/Postal ballot		1,17,018	0.0371	1,17,013	5	99.9957	0	
	<b>Total</b>		<b>27,35,20,799</b>	<b>86.7204</b>	<b>26,91,14,190</b>	<b>44,06,609</b>	<b>98.3889</b>	<b>1.6111</b>	
* included Ashok Goel and his affiliates, holding 8% shares, have submitted requests for reclassification of their status as public shareholders. The Board of the Company has approved the said reclassification request and the same has been intimated to the Stock Exchanges. Further procedures in this respect is underway.									



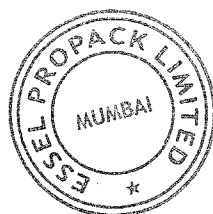
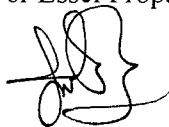
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*Total no. of shareholders taken is as on cut-off date 23 August 2019.*

Enclosed herewith the above referred scrutinizer's report on postal ballot.

This is in compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 applicable laws and for your information.

Thanking you  
Yours faithfully  
For Essel Propack Limited



*A* Suresh Savaliya  
Head - Legal & Company Secretary

Filed on online

**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 ON POSTAL BALLOT**

[Pursuant to Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014]

To,  
The Company Secretary  
Essel Propack Limited  
P.O. Vasind,  
Taluka Shahapur,  
Thane - 421604

**Sub: Report on passing of resolution through Postal Ballot Process**

Dear Sir,

I, **Dharmesh Zaveri, proprietor of D. M. ZAVERI & Co., Practising Company Secretaries**, Mumbai, was appointed as Scrutinizer in the Board Meeting held on Thursday, 22<sup>nd</sup> August, 2019 for the purpose of scrutinizing the physical postal ballot papers received by post and e-voting done through platform provided by National Securities Depository Limited, in a fair and transparent manner and ascertaining the requisite majority as per the provisions of Section 110 of the Companies Act 2013 read with Rule 22 and 20 of Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for time being in force as amended from time to time) by the Board of Directors of the Company on the resolution contained in the Postal Ballot Notice dated 22<sup>nd</sup> August, 2019 of the Company.

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 e-voting and voting done through postal ballot received on the resolution contained in the Notice dated 22<sup>nd</sup> August, 2019 of the Company. My responsibility as a scrutinizer for the e-voting and for the postal ballot voting is as per my engagement in this respect including to conduct e-voting, physical ballots voting process in fair and transparent manner and to make a Scrutinizer report of the Votes Cast "in favour" or "against" the resolution as stated below, based on the report generated from the e-voting system provided by National Securities Depository Limited ('NSDL'), the authorised agency engaged by the Company to provide e-voting facilities and for voting done by postal ballots.



**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

I submit my report as under;

- 1.1. The Company has completed the dispatch/ e-mailing of Notice of Postal Ballot along with the Postal Ballot Forms and self-addressed pre-paid business reply envelopes through courier on Friday, 30<sup>th</sup> August, 2019 to the members of the Company, whose names appeared on the register of Members/ List of beneficiaries and by emails to those members whose email ID are registered either with depositories or with the Company as on 23<sup>rd</sup> August, 2019.
- 1.2. As prescribed in the said Rules, the Company has also published an advertisement on Saturday, 31<sup>st</sup> August, 2019 and it carried the required information as specified in the said rules.
- 1.3. The Remote e-voting period commenced on 01 September 2019 (9:00 a.m.) and ended on 30 September 2019 (5:00 p.m.)
- 1.4. As mentioned in the Postal ballot notice all postal ballot forms received up to the closure of working hours i.e. 5.00 p.m. on Monday, 30<sup>th</sup> September, 2019 being the last date and time fixed by the Company for receipt of the forms were considered and the e-voting module was disabled by National Securities Depository Limited for voting thereafter.
- 1.5. The particulars of all Postal ballot forms received from the members have been entered into register maintained for the same.
- 1.6. All postal ballot forms received up to close of working hours i.e. 5.00 P.M. on Monday, 30<sup>th</sup> September, 2019 were duly opened in my presence and the same were scrutinized and processed with the computer statement containing the shareholders name, Folio Number/ Client ID No. / DP ID, Postal Ballot No, No of Shares held, No of votes polled, assented, dissented and rejected if any, were generated. The shareholding and the signature of shareholders who have exercised their vote through postal ballot were verified with the records maintained by the Registrar & Share Transfer Agent namely M/s. Bigshare Services Private Limited (BIGSHARE).
- 1.7. Envelopes containing postal ballot forms which were returned undelivered were also not opened.
- 1.8. I have found two ballot forms which were considered to be invalid due to either signature mismatch/ no signature/ not voted and duplicate voting.



# D. M. ZAVERI & Co.

## Company Secretaries

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

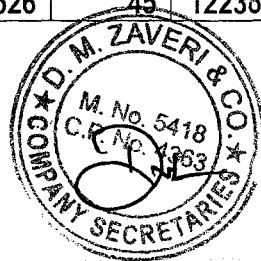
Office No.145, 1st Floor, Kesar Residency, Charkop Sector 3, Kandivali (W), Mumbai - 400 067

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

1.9. I have also received a complete record of votes cast by electronic mode from National Securities Depository Limited, the agency for providing and supervising electronic platform on Monday, 30<sup>th</sup> September, 2019 at 5.30 p.m. and which was closed by NSDL on Monday, 30<sup>th</sup> September, 2019 at 5.00 p.m.

1.10. The details containing *inter alia*, list of Equity shareholders, who voted "FOR"/ "AGAINST" of the resolution that was put to vote, were generated from the physical ballot forms received by post and from report generated from e-voting platform provided by National Securities Depository Limited 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	No of ballot / e-voting entry	Nos
<b>Item No 1: Appointment of Mr. Davinder Singh Brar as an Independent Director. (Ordinary Resolution)</b>									
E-voting	273403913	209	273398383	99.9980	13	5530	0.0020	0	0
Postal Ballot	117018	40	117013	99.9957	2	5	0.0043	2	430
<b>Total</b>	<b>273520931</b>	<b>249</b>	<b>273515396</b>	<b>99.9980</b>	<b>15</b>	<b>5535</b>	<b>0.0020</b>	<b>2</b>	<b>430</b>
<b>Item No 2: Appointment of Mr. Uwe Ferdinand Rohrhoﬀ as an Independent Director (Ordinary Resolution)</b>									
E-voting	273403913	211	273399526	99.9984	11	4387	0.0016	0	0
Postal Ballot	117018	41	117017	99.9991	1	1	0.0009	2	430
<b>Total</b>	<b>273520931</b>	<b>252</b>	<b>273516543</b>	<b>99.9984</b>	<b>12</b>	<b>4388</b>	<b>0.0016</b>	<b>2</b>	<b>430</b>
<b>Item No 3: Appointment of Ms. Sharmila Abhay Karve as an Independent Director. (Ordinary Resolution)</b>									
E-voting	273403913	207	273398253	99.9979	15	5660	0.0021	0	0
Postal Ballot	117018	41	117017	99.9991	1	1	0.0009	2	430
<b>Total</b>	<b>273520931</b>	<b>248</b>	<b>273515270</b>	<b>99.9979</b>	<b>16</b>	<b>5661</b>	<b>0.0021</b>	<b>2</b>	<b>430</b>
<b>Item No 4: Alteration or Amendment in Articles of Association. (Special Resolution)</b>									
E-voting	273403533	203	273391986	99.9958	16	11547	0.0042	0	0
Postal Ballot	117043	41	117042	99.9991	1	1	0.0009	2	430
<b>Total</b>	<b>273520576</b>	<b>244</b>	<b>273509028</b>	<b>99.9958</b>	<b>17</b>	<b>11548</b>	<b>0.0042</b>	<b>2</b>	<b>430</b>
<b>Item No 5: Appointment of Mr. Vinay Mokashi as a Whole-time Director. (Special Resolution)</b>									
E-voting	273403913	178	272180311	99.5525	44	1223602	0.4475	0	0
Postal Ballot	117043	41	117042	99.9991	1	1	0.0009	2	430
<b>Total</b>	<b>273520956</b>	<b>219</b>	<b>272297353</b>	<b>99.5526</b>	<b>45</b>	<b>1223603</b>	<b>0.4474</b>	<b>2</b>	<b>430</b>





# D. M. ZAVERI & Co.

## Company Secretaries

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

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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	No of ballot / e-voting entry	Nos
<b>Item No 6: Remuneration to Directors (Special Resolution)</b>									
E-voting	273403781	156	268997177	98.3882	64	4406604	1.6118	0	0
Postal Ballot	117018	40	117013	99.9957	2	5	0.0043	2	430
<b>Total</b>	<b>273520799</b>	<b>196</b>	<b>269114190</b>	<b>98.3889</b>	<b>66</b>	<b>4406609</b>	<b>1.6111</b>	<b>2</b>	<b>430</b>

The ordinary/special resolution passed by requisite majority is as under;

Reference to provisions of Companies Act, 2013	Type and description of special resolution
<b>Ordinary Resolution:</b> pursuant to Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (the Act), Rules and Schedule thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.	Approval for appointment of Mr. Davinder Singh Brar as an Independent Director.
<b>Ordinary Resolution:</b> pursuant to Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (the Act), Rules and Schedule thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.	Approval for appointment of Mr. Uwe Ferdinand Rohrhoff as an Independent Director.
<b>Ordinary Resolution:</b> pursuant to Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (the Act), Rules and Schedule thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.	Approval for appointment of Ms. Sharmila Abhay Karve as an Independent Director.
<b>Special Resolution:</b> pursuant to Section 14 and other applicable provisions of Companies Act, 2013 and the rules made thereunder.	Approval for alteration or Amendment in Articles of Association.
<b>Special Resolution:</b> pursuant to Section 196, 197, 198 to read with Schedule V and all other applicable provisions of the Companies Act 2013 (the Act) and Rules made thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the SEBI (Listing Obligations	Approval for appointment of Mr. Vinay Mokashi as a Whole-time Director.



# D. M. ZAVERI & Co.

## Company Secretaries

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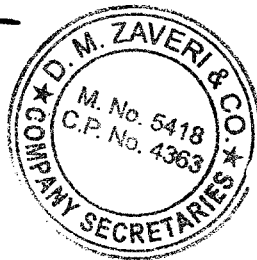
and Disclosure Requirements) Regulations, 2015 .	
<b>Special Resolution:</b> pursuant to Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 (the Act) and Rules made thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to approve Remuneration to Directors	Approval for Remuneration to Directors

- 1.11. The Register, all other papers and relevant record relating to postal ballot shall remain in our safe custody until the Company Secretary considers, approves and signs the Minutes and thereafter the same will be handed over to the Company.
- 1.12. The above mentioned special resolution is deemed to be passed by requisite majority as on the last date of receipt of postal ballot/ closing of e-voting i.e. 30<sup>th</sup> September, 2019.
- 1.13. You may accordingly declare the results of voting by postal ballot.

For D. M. Zaveri & Co  
Practising Company Secretary



Dharmesh Zaveri  
(Proprietor)  
Membership No.: 5418  
C.P. No.: 4363  
Place: Mumbai  
Date: 1<sup>st</sup> October, 2019.



Company Secretary of the Company