### SUMMARY OF VOTING AT THE 55TH ANNUAL GENERAL MEETING OF SHRIRAM PISTONS & RINGS LTD. HELD ON 09.07.2019

Resolution No.	Total No. of Total No. of Votes cast Invalid Votes*	Votes cast ir Resolu	1					
			No. of Valid Votes No. of Votes		% of votes	No. of Votes	% of votes	Voting Result
1	2,06,57,144		2,06,57,144	2,06,57,014	99.999	130	0.001	Passed
2#	2,06,57,144		2,06,57,144	2,06,57,014	99.999	130	0.001	Passed
3	2,06,57,141	4:	2,06,57,141	2,06,57,014	99.999	127	0.001	Passed
4	2,06,57,144	1,05,94,638	1,00,62,506	1,00,62,376	99.999	130	0.001	Passed
5	2,06,57,144		2,06,57,144	2,06,57,014	99.999	130	0.001	Passed
6	2,06,57,144		2,06,57,144	2,06,57,014	99.999	130	0.001	Passed
7	2,06,57,144		2,06,57,144	2,06,57,014	99.999	130	0.001	Passed
8	2,06,57,144	-	2,06,57,144	2,06,57,014	99.999	130	0.001	Passed
9	2,06,57,144		2,06,57,144	2,06,57,014	99.999	130	0.001	Passed
10	2,06,57,144		2,06,57,144	2,06,57,014	99.999	130	0.001	Passed
11	2,06,57,144	48	2,06,57,096	2,06,56,966	99.999	130	0.001	Passed
12	2,06,57,144	1,05,94,638	1,00,62,506	1,00,62,376	99.999	130	0.001	Passed
13	2,06,53,908		2,06,53,908	2,06,53,778	99.999	. 130	0.001	Passed
14	2,06,57,144		2,06,57,144	2,06,57,014	99.999	130	0.001	Passed

Notes:

11th July, 2019 New Delhi (Deepak Juneja) Scrutinizer (R. Srinivasan) Company Secretary (Pradeep Dinodia) Chairman

Shri R. Srinivasan, Company Secretary, is hereby authorised to announce the voting results and to arrange to get the same uploaded on the website of the Company and forward the same to National Stock Exchange.

11th July, 2019 New Delhi



(Pradeep Pinodia) Chairn an

<sup>1. \*</sup>Votes cast by the Related Parties.

<sup>2. \*</sup> In addition to above, 6 Nos. Preference Shareholders holding 23,08,608 (80% of total Preference Share Capital of the Company) had voted (through poll) in favour of this resolution and none of the Preference Shareholder had voted against the resolution. Further, there was no invalid vote(s).

### **DEEPAK JUNEJA**Company Secretaries

C-54, Nizamuddin East, New Delhi – 110013 Tel: 9810047686, 41684236

E-mail: deepak\_juneja@yahoo.com

July 11, 2019

### COMBINED SCRUTINIZER REPORT FOR E-VOTING AND POLL FOR SHRIRAM PISTONS & RINGS LTD

To,
The Chairman
M/s Shriram Pistons and Rings Limited
3<sup>rd</sup> Floor, Himalaya House,
23, Kasturba Gandhi Marg,
New Delhi-110001

# Sub.: Passing of Resolution through electronic voting and poll conducted at the 55<sup>th</sup> Annual General Meeting (AGM) of Shriram Pistons & Rings Ltd (The Company) held on 09<sup>th</sup> July, 2019

Dear Sir,

The Board of Directors of M/s Shriram Pistons and Rings Limited, at its meeting held on 10<sup>th</sup> May, 2019, has appointed me as the Scrutinizer for the Remote E-Voting process and poll held at the venue of AGM pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

The Company had availed the E-Voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting E-voting by the members of the Company.

At the venue of the 55<sup>th</sup> AGM of the Company held on 09<sup>th</sup> July, 2019, the facility to vote through Ballot Papers had been provided to facilitate those members present in the meeting but could not participate in the Remote E-voting to record their votes.

On 10<sup>th</sup> July, 2019, Remote E-voting facility was duly unblocked by me in the presence of Ms. Shraddha Basnet and Mr. Joginder Singh who acted as the witnesses as prescribed in Sub Rule 4(xii) of the said Rule 20 of Companies (Management and Administration) Rules, 2014.

After the voting at the AGM was conducted, 1 (One) ballot box kept for the purpose of casting of votes was locked in my presence with due identification mark placed by me. The locked ballot box was subsequently presence and in presence of two witnesses, as mentioned

above, and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

Thereafter, I as a Scrutinizer duly compiled details of Poll and Remote E-voting (Please refer to my report on E-voting received from the shareholder dated 11<sup>th</sup> July, 2019) and voting through poll held at the venue of the AGM (Please refer to my report MGT-13 dated 11<sup>th</sup> July, 2019)

#### The result of e-voting together with that of the Poll is as under:

#### I. Resolution No.1:-

To consider and adopt the annual financial statements (standalone and consolidated) of the Company for the financial year ended March 31, 2019 and the Report of Directors' and Auditors' thereon – as an ordinary resolution

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

,	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	10	8,91,644	100
Poll	54	1,97,65,370	99.999
Total	64	2,06,57,014	99.999

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

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	NIL	NIL	NIL
Poll	6	130	0.001
Total	6	130	0.001

#### (iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Poll	NIL	NIL
Total	NIL	NIL



#### II. Resolution No. 2:-

#### To declare dividend on Preference Shares - as an ordinary resolution

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

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	10	8,91,644	100
Poll	54	1,97,65,370	99.999
Total	64	2,06,57,014	99.999

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

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	NIL	NIL	NIL
Poll	6	130	0.001
Total	6	130	0.001

#### (iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Poll	NIL	NIL
Total	NIL	NIL

Note: In addition to above, 6 Nos. Preference Shareholders holding 23,08,608 (80% of total Preference Share Capital of the Company) had voted (through poll) in favour of this resolution and none of the Shareholder had voted against the resolution. Further, there was no invalid vote(s).

#### III. Resolution No. 3:-

#### To declare dividend on Equity Shares - as an ordinary resolution

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

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	10	8,91,644	100
Poll	54	1,97,65,370	99.999
Total	64	2,06,57,014	99.999

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

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	NIL	NIL	NIL
Poll	3	127	0.001
Total	3	127	0.001

#### (iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Poll	NIL	NIL
Total	NIL	NIL

#### IV. Resolution No. 4:-

To appoint a Director in place of Smt. Meenakshi Dass (DIN 00524865), who retires by rotation and being eligible, offers herself for re-appointment – as an ordinary resolution

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

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	10	8,91,644	100
Poll	45	91,70,732	99.999
Total	55	1,00,62,376	99.999

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

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	NIL	NIL	NIL
Poll	6	130	0.001
Total	6	130	0.001



#### (iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Poll	9	1,05,94,638
Total	9	1,05,94,638
*Votes cast by th	e Related Parties.	1

#### V. Resolution No. 5:-

To appoint a Director in place of Shri Pradeep Dinodia (DIN 00027995), who retires by rotation and being eligible, offers himself for re-appointment - as an ordinary resolution

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

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	10	8,91,644	100
Poll	54	1,97,65,370	99.999
Total	64	2,06,57,014	99.999

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

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	NIL	NIL	NIL
Poll	6	130	0.001
Total	6	130	0.001

#### (iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Poll	NIL	NIL
Total	NIL	NIL



#### VI. Resolution No. 6:-

"RESOLVED THAT M/s Chandra Wadhwa & Co., Cost Accountants, (Firm Registration No. 00239) appointed by the Board of Directors as Cost Auditors of the Company for the financial year ending March 31, 2020 be paid remuneration of Rs. 2.9 lacs plus applicable taxes" – as an ordinary resolution

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

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	10	8,91,644	100
Poll	54	1,97,65,370	99.999
Total	64	2,06,57,014	99.999

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

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	NIL	NIL	NIL
Poll	6	130	0.001
Total	6	130	0.001

#### (iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Poll	NIL	NIL
Total	NIL	NIL

#### VII. Resolution No.7:-

"RESOLVED THAT, pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and Rules framed thereunder read with Schedule IV of the Act, as amended from time to time, Shri Alok Ranjan (DIN 08254398), a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act & Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and who is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company w.e.f. 30.03.2019 upto 29.03.2024 and whose office shall not be liable to retire by rotation". – as an ordinary resolution

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

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	10	8,91,644	100
Poll	54	1,97,65,370	99.999
Total	64	2,06,57,014	99.999

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

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	NIL	NIL	NIL
Poll	6	130	0.001
Total	6	130	0.001

#### (iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Poll	NIL	NIL
Total	NIL	NIL

#### VIII. Resolution No. 8:-

"RESOLVED THAT, pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and Rules framed thereunder read with Schedule IV of the Act, as amended from time to time, Smt. Ferida Avnish Chopra (DIN 08415847), a Non-Executive Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act & Regulation 16 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company w.e.f. 30.03.2019 upto 29.03.2024 and whose office shall not be liable to retire by rotation"—as an ordinary resolution

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

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	10	8,91,644	100
Poll	54	1,97,65,370	99.999
Total	64 RA	JU 2,06,57,014	99.999

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

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	NIL	NIL	NIL
Poll	6	130	0.001
Total	6	130	0.001

#### (iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Poll	NIL	NIL
Total	NIL	NIL

#### IX. Resolution No. 9:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations ("Listing Regulations"), 2015, as amended from time to time, Shri Inderdeep Singh (DIN 00173538), a Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of Listing Regulations, and who is eligible for reappointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for the second term of five consecutive years w.e.f. 29.07.2019 upto 28.07.2024 and whose office shall not be liable to retire by rotation"—as a special resolution

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

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	10	8,91,644	100
Poll	54	1,97,65,370	99.999
Total	64	2,06,57,014	99.999

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

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	NIL	NIL	NIL
Poll	6	130	0.001
Total	6/PAKJU	130	0.001

#### (iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Poll	NIL	NIL
Total	NIL	NIL

#### X. Resolution No. 10:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations ("Listing Regulations"), 2015, as amended from time to time, Shri Kiyoto Tone (DIN 08154738), a Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of Listing Regulations, and who is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for the second term of five consecutive years w.e.f. 29.07.2019 upto 28.07.2024 and whose office shall not be liable to retire by rotation"—as a special resolution

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

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	10	8,91,644	100
Poll	54	1,97,65,370	99.999
Total	64	2,06,57,014	99.999

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

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	. NIL	NIL	NIL
Poll	6	130	0.001
Total	6	130	0.001



#### (iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Poll	NIL	NIL
Total	NIL	NIL

#### XI. Resolution No. 11:-

"RESOLVED THAT, pursuant to the provisions of Sections 203, 197, 198 and other applicable provisions of the Companies Act, 2013, and Rules framed thereunder, the reappointment of Shri A.K. Taneja (DIN 00124814) as Managing Director & CEO of the Company for a period of 3 years w.e.f. 01.04.2019 on the terms and remuneration, as set out in the Explanatory Statement attached to this Notice be and is hereby approved"— as a special resolution

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

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	9	8,91,596	100
Poll	54	1,97,65,370	99.999
Total	63	2,06,56,996	99.999

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

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	NIL	NIL	NIL
Poll	6	130	0.001
Total	6	130	0.001

#### (iii) Invalid Votes\*:

	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	1	48
Poli	NIL	NIL
Total	1	48
*Votes cast by th	e Related Parties.	

#### XII. Resolution No. 12:-

"RESOLVED THAT, pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013, and Rules framed thereunder, the reappointment of Shri Luv D. Shriram (DIN 00051065) as Wholetime Director of the Company for a period of 5 years w.e.f. 05.05.2019 on the terms and remuneration, as set out in the Explanatory Statement attached to this Notice be and is hereby approved"— as an ordinary resolution

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

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	10	8,91,644	100
Poll	45	91,70,732	99.999
Total	55	1,00,62,376	99.999

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

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	NIL	NIL	NIL
Poll	6	130	0.001
Total	6	130	0.001

#### (iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Poll	9	1,05,94,638
Total	9	1,05,94,638
*Votes cast by the	e Related Parties.	

#### XIII. Resolution No. 13:-

"RESOLVED THAT, pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013, and Rules framed thereunder, the revision in remuneration of Shri R. Srinivasan (DIN 00124760), Joint Managing Director, as set out in the Explanatory Statement attached to this Notice be and is hereby approved"— as an ordinary resolution

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

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	10	8,91,644	100
Poll	53	1,97,62,134	99.999
Total	63	2,06,53,778	99.999

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

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	NIL	NIL	NIL
Poll	6	130	0.001
Total	6	130	0.001

#### (iii) Invalid Votes:

,	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Poll	NIL	NIL
Total	NIL	NIL

#### XIV. Resolution No. 14:-

"RESOLVED THAT, pursuant to provisions of Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Section 197, 198 and Rules made there under and other applicable provisions, if any, of the Companies Act, 2013 and approval given by Shareholders in their meeting held on 26.06.2015 to pay profit commission of upto 1% of net profits of the Company to all Non-Executive Directors calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, approval be and is hereby accorded to payment of remuneration @ 0.6% to Chairman and upto 0.4% to all other Non-Executive Directors of net profits calculated in accordance with the provisions of Section 198 of the Companies Act, 2013"—as a special resolution

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

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	10	8,91,644	100
Poll	54	1,97,65,370	99.999
Total	64	2,06,57,014	99.999

(ii) Voted against the resolution:

	Numbers of members voted	Numbers of Votes casted (Shares)	% of the total number of valid votes casted
E-Voting	NIL	NIL	NIL
Poll	6	130	0.001
Total	6	130	0.001

#### (iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes casted (Shares)
E-Voting	NIL	NIL
Poll	NIL	NIL
Total	NIL	NIL

I hereby confirm that the registers received from the service provider and other relevant records relating to the remote e-voting and poll are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

Yours faithfully,

Practising Company Secretary

FCS: 6895 CP: 4371

Dated: 11th July 2019

Place: New Delhi

Witnesses to the unblocking of votes:

1. Shraddha Basnet

D/o: Mr. Puran Basnet R/o: 205, Block E-1

Sector – 11, Rohini, Delhi -110085

2. Joginder Singh

S/o: Mr. Balwant Singh

R/o: 162, Block-E, Sector-11,

Faridabad, Haryana

## **DEEPAK JUNEJA**Company Secretaries

C-54, Nizamuddin East, New Delhi – 110013 Tel: 9810047686, 41684236 E-mail: deepak\_juneja@yahoo.com

July 11, 2019

#### FORM NO. MGT – 13 REPORT OF SCRUTINIZER:

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014, as amended]

To
The Chairman
M/s Shriram Pistons and Rings Limited
3<sup>rd</sup> Floor, Himalaya House,
23, Kasturba Gandhi Marg,
New Delhi-110001

Sub.: 55<sup>th</sup> Annual General Meeting of Shriram Pistons & Rings Limited held on Tuesday,

9<sup>th</sup> July, 2019 at PHD Chamber of Commerce and Industry, PHD House 4/2, Siri

Institutional Area, August Kranti Marg, New Delhi- 110016

Dear Sir,

- I, Deepak Juneja, Practicing Company Secretary, Membership No- F-6895 and Certificate of Practice No- 4371, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the Annual General meeting of Shriram Pistons & Rings Limited, held on 09<sup>th</sup> July 2019 at PHD Chamber of Commerce and Industry, PHD House 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016, submit my report as under:
  - 1. After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked in my presence with due identification marks placed by me.
  - 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. There were no poll papers which were incomplete and/or which were otherwise invalid.
  - 4. The result of the Poll as under:

#### I. Resolution No.1:-



To consider and adopt the annual financial statements (standalone and consolidated) of the Company for the financial year ended March 31, 2019 and the Report of Directors' and Auditors' thereon – as an ordinary resolution

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

Numbers of	Numbers of Votes	% of the total
members voted	Cast (Shares)	number of valid
through Poll.		votes Cast
54	1,97,65,370	99.999

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

Numbers of	Numbers of Votes	% of the total
members voted	Cast (Shares)	number of valid
through Poll.		votes Cast
6	130	0.001

#### (iii) Invalid Votes:

Total Number of members whose votes were declared invalid	Total number of votes Cast (Shares)
NIL	NIL

#### II. Resolution No. 2:-

#### To declare dividend on Preference Shares - as an ordinary resolution

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

Numbers of	Numbers of Votes	% of the total
members voted through Poll.	Cast (Shares)	number of valid votes Cast
54	1,97,65,370	99.999

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

Numbers of	Numbers of Votes	% of the total
members voted	Cast (Shares)	number of valid
through Poll.		votes Cast
6	130	0.001

#### (iii) Invalid Votes:

Total Number of members whose votes were declared invalid	Total number of votes Cast (Shares)
NIL	NIL

Note: In addition to above, 6 Nos. Preference Shareholders holding 23,08,608 (80% of total Preference Share Capital of the Company) had voted in favour of this resolution and none of the Shareholder had voted against the resolution. Further, there was no invalid vote(s).

#### III. Resolution No. 3:-

#### To declare dividend on Equity Shares – as an ordinary resolution

(i) Voted in favour of the resolution:

Numbers of	Numbers of Votes	% of the total
members voted	Cast (Shares)	number of valid
through Poll.		votes Cast
. 54	1,97,65,370	99.999

(ii) Voted against the resolution:

Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid
through Poll.		votes Cast
3	127	0.001

(iii) Invalid Votes:

Total Number of members whose votes were declared invalid	Total number of votes Cast (Shares)
NIL	NIL

#### IV. Resolution No. 4:-

To appoint a Director in place of Smt. Meenakshi Dass (DIN 00524865), who retires by rotation and being eligible, offers herself for re-appointment - as an ordinary resolution

(i) Voted in favour of the resolution:

Numbers of	Numbers of Votes	% of the total
members voted	Cast (Shares)	number of valid
through Poll.		votes Cast
45	91,70,732	99.999

(ii) Voted against the resolution:

Numbers of	Numbers of Votes	% of the total
members voted	Cast (Shares)	number of valid
through Poll.		votes Cast
6	130	0.001

#### (iii) Invalid Votes\*:

Total Number of members whose votes were declared invalid	Total number of votes Cast (Shares)
9	1,05,94,638
* Votes cast by related parties.	

#### V. Resolution No. 5:-

To appoint a Director in place of Shri Pradeep Dinodia (DIN 00027995), who retires by rotation and being eligible, offers himself for re-appointment - as an ordinary resolution

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

Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid
through Poll.	Cast (Shares)	votes Cast
54	1,97,65,370	99.999

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

Numbers of	Numbers of Votes	% of the total
members voted	Cast (Shares)	number of valid
through Poll.		votes Cast
6	130	0.001

#### (iii) Invalid Votes:

Total Number of members whose votes were declared	Total number of votes Cast (Shares)
invalid	
NIL	NIL

#### VI. Resolution No. 6:-

"RESOLVED THAT M/s Chandra Wadhwa & Co., Cost Accountants, (Firm Registration No. 00239) appointed by the Board of Directors as Cost Auditors of the Company for the financial year ending March 31, 2020 be paid remuneration of Rs. 2.9 lacs plus applicable taxes" — as an ordinary resolution

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

Numbers of	Numbers of Votes	% of the total
members voted	Cast (Shares)	number of valid
through Poll.		votes Cast
54	1,97,65,370	99.999

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

Numbers of	Numbers of Votes	% of the total
members voted through Poll.	Cast (Shares)	number of valid votes Cast
6	130	0.001

#### (iii) Invalid Votes:



Total Number of members whose votes were declared invalid	Total number of votes Cast (Shares)
NIL	NIL

#### VII. Resolution No. 7:-

"RESOLVED THAT, pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and Rules framed thereunder read with Schedule IV of the Act, as amended from time to time, Shri Alok Ranjan (DIN 08254398), a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act & Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and who is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company w.e.f. 30.03.2019 upto 29.03.2024 and whose office shall not be liable to retire by rotation". – as an ordinary resolution

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

Numbers of	Numbers of Votes	% of the total
members voted	Cast (Shares)	number of valid
through Poll.		votes Cast
54	1,97,65,370	99.999

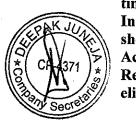
#### (ii) Voted against the resolution:

Numbers of	Numbers of Votes	% of the total
members voted	Cast (Shares)	number of valid
through Poll.		votes Cast
6	130	0.001

#### (iii) Invalid Votes:

Total Number of members whose votes were declared invalid	Total number of votes Cast (Shares)
NIL	NIL

#### VIII. Resolution No. 8:-



"RESOLVED THAT, pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and Rules framed thereunder read with Schedule IV of the Act, as amended from time to time, Smt. Ferida Avnish Chopra (DIN 08415847), a Non-Executive Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act & Regulation 16 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for appointment, be and is hereby appointed as a Non-Executive

Independent Director of the Company w.e.f. 30.03.2019 upto 29.03.2024 and whose office shall not be liable to retire by rotation"— as an ordinary resolution

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

Numbers of	Numbers of Votes	% of the total
members voted	Cast (Shares)	number of valid
through Poll.	<u> </u>	votes Cast
54	1,97,65,370	99.999

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

	Numbers of Votes Cast (Shares)	% of the total number of valid
through Poll.		votes Cast
6	130	0.001

#### (iii) Invalid Votes:

Total Number of members whose votes were declared invalid	Total number of votes Cast (Shares)
NIL	NIL

#### IX. Resolution No. 9:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations ("Listing Regulations"), 2015, as amended from time to time, Shri Inderdeep Singh (DIN 00173538), a Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of Listing Regulations, and who is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for the second term of five consecutive years w.e.f. 29.07.2019 upto 28.07.2024 and whose office shall not be liable to retire by rotation"— as a special resolution

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



Numbers of	Numbers of Votes	% of the total
members voted	Cast (Shares)	number of valid
through Poll.		votes Cast
54	1,97,65,370	99.999

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

Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid
through Poll.		votes Cast
6	130	0.001

#### (iii) Invalid Votes:

Total Number of members whose votes were declared, invalid	Total number of votes Cast (Shares)
NIL	NIL

#### X. Resolution No. 10:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations ("Listing Regulations"), 2015, as amended from time to time, Shri Kiyoto Tone (DIN 08154738), a Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of Listing Regulations, and who is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for the second term of five consecutive years w.e.f. 29.07.2019 upto 28.07.2024 and whose office shall not be liable to retire by rotation"— as a special resolution

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

Numbers of	Numbers of Votes	% of the total
members voted	Cast (Shares)	number of valid
through Poll.		votes Cast
54	1,97,65,370	99.999

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

Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid
through Poll.		votes Cast
6	130	0.001

#### (iii) Invalid Votes:



Total Number of members whose votes were declared invalid	Total number of votes Cast (Shares)
NIL	NIL

#### XI. Resolution No. 11:-

"RESOLVED THAT, pursuant to the provisions of Sections 203, 197, 198 and other applicable provisions of the Companies Act, 2013, and Rules framed thereunder, the re-appointment of Shri A.K. Taneja (DIN 00124814) as Managing Director & CEO of the Company for a period of 3 years w.e.f. 01.04.2019 on the terms and remuneration, as set out in the Explanatory Statement attached to this Notice be and is hereby approved"— as a special resolution

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

Numbers of	Numbers of Votes	% of the total
members voted	Cast (Shares)	number of valid
through Poll.		votes Cast
54	1,97,65,370	99.999

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

Numbers of	Numbers of Votes	% of the total
members voted	Cast (Shares)	number of valid
through Poll.		votes Cast
6	130	0.001

#### (iii) Invalid Votes:

Total Number of members whose votes were declared invalid	Total number of votes Cast (Shares)
NIL	NIL

#### XII. Resolution No. 12:-

"RESOLVED THAT, pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013, and Rules framed thereunder, the re-appointment of Shri Luv D. Shriram (DIN 00051065) as Wholetime Director of the Company for a period of 5 years w.e.f. 05.05.2019 on the terms and remuneration, as set out in the Explanatory Statement attached to this Notice be and is hereby approved"—as an ordinary resolution



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

Numbers of	Numbers of Votes	% of the total
members voted	Cast (Shares)	number of valid
through Poll.		votes Cast
45	91,70,732	99.999

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

Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid
through Poll.	(5.14.7.05)	votes Cast
6	130	0.001

#### (iii) Invalid Votes\*:

Total Number of members whose votes were declared invalid	Total number of votes Cast (Shares)
9	1,05,94,638
* Votes cast by related parties.	

#### XIII. Resolution No. 13:-

"RESOLVED THAT, pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013, and Rules framed thereunder, the revision in remuneration of Shri R. Srinivasan (DIN 00124760), Joint Managing Director, as set out in the Explanatory Statement attached to this Notice be and is hereby approved"—as an ordinary resolution

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

Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid
through Poll.		votes Cast
53	1,97,62,134	99.999

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

Numbers of		% of the total
members voted through Poll.	Cast (Shares)	number of valid votes Cast
till ought tom.	·	voics Cast
6	130	0.001

#### (iii) Invalid Votes:

Total Number of members whose votes were declared invalid	Total number of votes Cast (Shares)
NIL	NIL

#### XIV. Resolution No. 14:-

"RESOLVED THAT, pursuant to provisions of Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Section 197, 198 and Rules made there under and other applicable provisions, if any, of the Companies Act, 2013 and approval given by Shareholders in their meeting held on 26.06.2015 to pay profit commission of upto 1% of net profits of the Company to all Non-Executive Directors calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, approval be and is hereby accorded to payment of remuneration @ 0.6% to Chairman and upto 0.4% to all other Non-Executive Directors of net profits calculated in accordance with the provisions of Section 198 of the Companies Act, 2013"— as a special resolution

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

Numbers of	Numbers of Votes	% of the total
members voted	Cast (Shares)	number of valid
through Poll.		votes Cast
54	1,97,65,370	99.999

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

Numbers of	Numbers of Votes	% of the total
members voted	Cast (Shares)	number of valid
through Poll.		votes Cast
6	130	0.001

#### (iii) Invalid Votes:

Total Number of members whose votes were declared invalid	Total number of votes Cast (Shares)
NIL	NIL

- 5. A report containing a list of equity shareholders who voted "FOR" and "Against" for each resolution is enclosed. There are no equity shareholders whose votes were declared invalid.
- 6. I hereby confirm that all relevant records relating to the poll are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you

Yours faithfully

FCS NO- 6895; CP No- 4371

Place: New Delhi

#### ANNEXURE TO MGT-13

S. No. Name of the Shareholder(s)	Folio No./ DP ID &		Resolut	ion No. 1		T	Resolutio	n No. 2		l	Resolution	No. 3		Τ	Pacali	ition No. 4		1	Resoluti	on No. E	<del></del>	Г	Desal d	lan No. C		I	Dec-1	- N- 7
5. No. Name of the Shareholder(s)	Client ID	Assent	T	Invalid*	Total	Assent	Dissent	Invalid*	Total	Assent	1	T	T	<del> </del>	1	T	Τ	+ .	1 "			<del>                                     </del>	1	ion No. 6			Resolutio	
1 Surender Kumar Arora	IN300118/11485891	1	Disseit	HIVANU	1	Assemt 1	Dissent	invalid	10tai	Assent 1	Dissent	Invalid*	Total	Assent	Dissent	Invalid*	Total	Assent	Dissent	Invatid*	Total	Assent	Dissent	Invalid*	Total	Assent	Dissent	
2 HARJEET SINGH	IN300940/10389271	1	<del> </del>	1	1	1		1	1	1	<del> </del>	-	1	1	ļ	1	1	1			1	11			1	1		
3 RATNESH KUMAR DUBEY	IN300118/10941808		115	<del>                                     </del>	115	<del>                                     </del>	115	<del>  </del>	115	<del>-</del>	115	-	1 115	1			1	1			1	1	ļ		1	1		
4 GULSHAN RAI	IN301143/10910558	1	<del> </del>	+	1	1	1113	<del>                                     </del>	113	1	113	-	115	<del></del> -	115		115		115		115	<u> </u>	115		115		115	1
5 GULSHAN RAI	IN300118/11516590	1		1	1	1	<del> </del>	<del>                                     </del>	1	1	<del> </del>	-	1	1	<del> </del>	ļ	1	11		ļ	1_{	1			1	1		
6 MANJIT SINGH	IN300206/10907641	1	+	<del> </del> -	1 -	1	-	<del>                                     </del>	1			<del> </del> :	1	1	<del> </del>		1 1	. 1	ļ	ļ	1	1			1	1		
7 INDER MOHAN PANDEY	IN301313/2159429	1	<del>                                     </del>	<del> </del>	1	1	-		-	1			1	1		ļ <u>.</u>	1	1 1	ļ		1	1			1 -	1		
8 SANJAY KATHPAL.	1201090008597948	1	<del>  -</del>	+	1	1			1	1	<del> </del>		1	1_1		<del> </del>	1	1			1	1	1		1 .	1		
9 OM PARKASH	1201910102067601	1	<del> </del>	<del>                                     </del>	1	1	l	-	1	1	<del> </del>		1	1		<u> </u>	1	1			1	1			1	1		
10 KIRAN GHAI	1201410000021007	1	-	<del> </del>	1 -	1	-	<del>                                     </del>	1	1	<u></u>	<del>   </del>	1	1	ļ		1	1 1			1	1	1		1	1		
11 SANDEEP SINGH	1201910103078366	2	<del>                                     </del>	+	2		-	<del>  </del>	1	1		-	1	1	ļ	<del> </del>	1	11			11	1			1	1		
12 SARVIEET SINGH	1201910102090517	1	<del> </del>	1.	1	2	<del> </del>	<del>                                     </del>	2	2			2	2		1	2	2			2	. 2		1 1	2	2		
13 GAGAN KUMAR	IN300206/11044542	1	-	<del> </del>	<del></del>	1			1	1		<u> </u>	1	1			1	1			1	1	1		1	1		
14 KRISHAN LAL CHADHA	1201410000010073		1	┿	1	1			1	1			1	1		<u></u>	1 1	1	]		1	1			1	1		1
15 CHETAN CHADHA	IN300118/10826627		<del> </del>		1		1		1				. 0		1		1	1	1		1		1		1	. 1	1	
16 Harmohan Singh Sawhney			11	<del> </del> -	11	ļ	11	<del>                                     </del>	11		11		11	<u> </u>	.11		11		11		11		11		11		11	
17 D K Kapoor	IN300118/11508900	1	<del> </del>	—	1	1			1	1			1	1			1	1			1	1			1	1		-
18 Sneh Mohnot	IN303778/10006845	10	ļ	-	10	10			10	10			10	10		1	10	10			10	10	1		10	10		
19 Nirmal Kumar	IN300708/10012329	80	-	<del> </del> _	80	. 80			80	80	ļ		80	80			80	80			80	80 .	1		80	80		
20 SHYAM KR. AGARWAL	1201410000027689	1	ļ	-	1	1			1	1			' 1	1			1	1		· 1	1	1	1		1	1		
	IN300118/10082855	1		<u> </u>	1	1			1	. 1			1	1		T	1	1			1	1			1	1		
21 Sushma Agarwal	IN300118/10088802	1		<u> </u>	1	1			1	1			1	1			1	1			1	1	1 .		1	1	-	
22 Ankit Agrawal	IN300118/10088819	1			1	1		<u>.</u>	1	1		T	1	1	1	-	1	1 .			1	1	<del> </del>	<del> </del>	1	1		
23 Rakesh Kumar	120140000010225	1			1	1			1	1		1	1	1			1	1			1	1	<del></del>	1	1	1 1		
24 Ankur Chanda	IN302365/10914729		1		1		1		1		1	<u> </u>	1	i	1		1	<del>                                     </del>	1		1	<del> </del>	+ -	<del>                                     </del>	1	<del>                                     </del>	1	
25 Virpal Singh	IN300394/13008295	15			15	15			15	15			15	15	<u> </u>	l	15	15	<del></del>		15	15	+		15	15		
26 Inder Mohan Pandey	1203840000204439	1			1	1	1		1	1			1	1		<del></del>	1	1	-	-	1	1	<del> </del>	<del>                                     </del>	1 1	1		
27 GEETU CHADHA	IN3023651103407		1		1		1		1				0	┝╌╌	1		1	+	1		1 .	<del> </del>	╀.	-	1 1	<del>                                     </del>		
28 ARVIND KUMAR JAIN	IN30046810103661	1		T	1	1	-		1	1	_	<del>                                     </del>	1	1			1	1	<del> </del>	- 1			1	<del> </del>		<b> </b>	1	
29 HIMANSHU CHADHA	IN300118/11404807		1	T	1	_	1 1		1		-	<del>                                     </del>	0	<del>                                     </del>	1			<u> </u>	<del>   </del>		1	1	<del> </del>	-	1	1		
30 YASH PAL CHOPRA	IN300513/82570454	39		1.	39	39	<del> </del>		39	39	·		39	39	1		1		1		1		1	$\vdash$	1		1	
31 RAMESH BABU SHARMA	342	4			4	4	<del></del>		4	4		<del>  </del>	4	4	<del> </del>		39	39	<del> </del>		39	39	<del>                                     </del>		39	39		
32 SIPRA SEN	527	4		<del> </del>	4	4	<del>                                     </del>		4	4		<del>  </del>	4				4	4			4	4	ļ	ļ	4	4		
33 SUNDER SINGH	IN300513/80812620	2		<del>                                     </del>	2	2	<del>  </del>	-	2	2	· · · · · · ·	<del>   </del>		4		ļ	4	4			4	4			4	4		
34 RAMAN SINGH	1204470006242193	1			1	1	<del>   </del>		1	1			2	2			2	2	<u> </u>		2	2			2	2		
35 RAVI KANT PAI	1203800000083904	30		<del> </del>	30	30	<del>-</del>		30		_		1	1			_ 1	1			1	1			1	1		
36 VIRENDRA KUMAR JAYASWAL	IN301549/58818302	50			50	50	<del></del>			30			30	30		·	30	30			30	30	<u> </u>		30	30		
37 MUKULJAIN	IN300513/13221307	1	-	<del>                                     </del>	1		<del>  </del>	-	50	50	_		50	50			50	50			50 .	50			50	50		!
38 ANJANA ARADHYE	IN30154955107923	5		<del> </del>		1 -	-		1	1			1	1			. 1	1	. ·		1	1			1	1		
39 PRADEEP PAYAL	1204470005402494	20		-	5	5			5	5			. 5	5			5	5	] ]		5	5			5	5		1 -
40 RAVI KANT PAI				<del> </del>	20	20	<u> </u>		20	20			20	20			20	20			20	20			20	20		
41 DEEPIKA	IN302902/43479865	10			10	10			10	10			10	10		i	10	10			10	10			10	10	,	
42 VINEET JAIN .	1203230001795958	1			1	1		<u> </u>	1	1	_		1	. 1			1	1			1	1			1	1		1
	1201090009078062	5			5	5	<u> </u>		. 5	5			5	5		_	5	5			5	- 5			5	5	· · · · · · · · · · · · · · · · · · ·	
43 VINAY BALODI	(N301549/55273519	5			5	5			5	5			5	5			5	5			5	5			5	5		
44 TAPISH GARG 45 RAVI KANT PAI	IN302814/10329834	5		ļ	5	5			5	5		T	5	5			5	5	1		5	- 5			5	5	1	
	1203480000030094	27	ļ	ļ	27	27			27	27			27	27			27	27			27	27			27	27		
46 RAVI KANT PAI	IN301549/3659869	123			123	123			123	123			123	123			123	123		1	123	123	<del> </del>		123	123	1	1
47 KUSUM JAIN	IN301774/18455866	1			1	1			1	1			1	1			1	1			1 .	1	1		1	1		
48 MANMOHAN SINGH DANG	IN300966/10474434	. 6			6	6			6	6			6	6			6	6		1	6	6	<del> </del>		6	6	- 1	
49 KS Kolbenschmidt GmbH	457	44,74,974				44,74,974			44,74,974	44,74,974			44,74,974	44,74,974		-	44,74,974	44,74,974		-	44,74,974	44,74,974	†		44,74,974	44,74,974		44,7
50 USHA SRINIVASAN .	1201090006334130	3,236			3,236	3,236			3,236	3,236			3,236	3,236			3,236	3,236	<del>                                     </del>		3,236	3,236	-	<del>                                     </del>	3,236	3,236		3,
51 Riken	170	46,92,057			46,92,057	46,92,057	i		46,92,057	46,92,057			46,92,057	46,92,057			46,92,057	46,92,057	<del>  </del>	-	46,92,057	46,92,057	<del> </del>	<del>       </del>	46,92,057	46,92,057		46,9
52 MEENAKSHI DASS	IN300468/10077754	11,46,100			11,46,100	11,46,100		$\overline{}$	11,46,100	11,46,100			11,46,100		<del></del>	11,46,100	11,46,100	11,46,100			11,46,100	11,46,100	1		11,46,100	11,46,100		
53 MEENAKSHI DASS	IN300468/10077771	33,35,668		:	33,35,668	33,35,668			33,35,668	33,35,668			33,35,668			33,35,668	33,35,668	33,35,668	<del></del>	$\overline{}$	33,35,668	33,35,668	+		33,35,668	33,35,668		11,4
54 LUV D SHRIRAM	IN300468/10077762	33,35,668			33,35,668	33,35,668			33,35,668	33,35,668			33,35,668		<del></del>	33,35,668	33,35,668	33,35,668			33,35,668	33,35,668	<del> </del>			33,35,668		33,3
55 NANDISHI SRIRAM	IN300468/10094243	943		1	943	943		-	. 943	943		-	943			943	943	943					-	<del>                                     </del>	33,35,668			33,3
56 KUSH D SHRIRAM	IN300468/10050840	1			1	1	· •		1.	1		<del></del>	1								943	943	<del> </del>	<b>-</b>	943	943		9
57 SERA COM PRIVATE LTD.	IN300468/10016662	9,46,441			9,46,441	9,46,441	<del></del>	<del></del>	9,46,441	9,46,441			9,46,441	<b> </b>		0.45.441	1 0.46.441	1 0 15 4 17			1	1	-	<b> </b>	1	1		
58 SARVA COMMERCIAL PVT LTD	IN300468/10093710	10,62,561			10,62,561	10,62,561	<del>                                     </del>		10,62,561	10,62,561						9,46,441	9,46,441	9,46,441			9,46,441	9,46,441	<u> </u>		9,46,441	9,46,441	1	9,4
MANISHA COMMERCIAL PRIVATE									10,02,301				10,62,561			10,62,561	10,62,561	10,62,561	<b></b> ]	1	10,62,561	10,62,561			10,62,561	10,62,561		10,6
59 LIMITED	IN300468/10093904	6,64,936			6,64,936	6,64,936			6,64,936	6,64,936	ļ		6,64,936			6,64,936	6,64,936	6,64,936			6,64,936	6,64,936			6,64,936	6,64,936		6,64
60 SHABNAM COMMERCIAL PVT LTD	IN300468/10093701	1,02,320		$\vdash$	1.02.220	1.00.000																	<u></u> .		J,V-1,J30	0,04,330		
TOTAL - POLL			130	<u> </u>	1,02,320	1,02,320			1,02,320	1,02,320			1,02,320			1,02,320	1,02,320	1,02,320			1,02,320	1,02,320			1,02,320	1,02,320	. 1	1,0
IVIAL-PUIL	1	1,97,65,370	130	0	1,97,65,500	1,97,65,370	130	· 0   1	1.97.65.500	1,97,65,370	127	0 1:	1 97 65 497	91,70,732	130	1 05 04 639	1 07 65 500	1,97,65,370	120	0	1 07 EF FOO	1,97,65,370	130	0		1,97,65,370		0 1,97,



#### ANNEXURE TO MGT-13

5. No.	Name of the Shareholder(s)	Folio No./ DP ID &		Kesolut	tion No. 8		<u> </u>	Resoluti	on No. 9			Resoluti	on No. 10		1	Resolutio	on No. 11		Τ.	Possil-	tion No. 12		T	Da1	N					
		Client ID	Assent	Dissent	Invalid*	Total	Assent	Dissent	invalid*	Total	Assent	Dissent	T	Total	4	1	1	·	<del>                                     </del>	1	T		┿┈┈	7	on No. 13			Resolutio	n No. 14	<del></del>
_	Surender Kumar Arora	IN300118/11485891	1		1	1	1	Disseile	invalia.	1	1	Dissent	Invalid.	1 1	Assent 1	Dissent	Invalid*	Total 1	Assent	Dissent	Invalid*	Total	Assent	Dissent	Invalid*	Total	Assent	Dissent	Invalid*	Tota
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	GULSHAN RAI	IN301143/10910558	1	1	1	1	1	<u> </u>	<del>                                     </del>	1	1	<del> </del>	<del> </del>	1	1	113		115	<del>  -</del>	115	ļ	115	<del> </del>	115		115		115		115
-	GULSHAN RAI	IN300118/11516590	1		1	. 1	1	<del>                                     </del>	<del>                                     </del>	1	1	<del>                                     </del>	<del> </del>	1	1	<del> </del>		1	1		ļ	1	1		<u> </u>	1	1	<u> </u>		1
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11 3	SANDEEP SINGH	1201910103078366	2		1	2	2	_	<del>                                     </del>	7	2	<del> </del>	<del> </del> -	- 2	2	<del> </del>		1	1			1	1 1	<b>↓</b>	ļ	1	1		L	1
_	SARVJEET SINGH	1201910102090517	1	1		1	1			1	1	-	<del> </del>	1	1	-	-	2	2			2	2	ļ		2	2		igspace	2
13 (	GAGAN KUMAR	IN300206/11044542	1	1		1	1	<del>                                     </del>	<del>                                     </del>	1	1	<del> </del>	<del>                                     </del>	1	1			1	1			11	1			1	1			1
14 H	KRISHAN LAL CHADHA	1201410000010073		1		1		1	<del>                                     </del>	1	<del></del>	1	<del> </del>	1	<del> </del>	<del>                                     </del>		1	1			1	1			1	1			1
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16 }	Harmohan Singh Sawhney	IN300118/11508900	1			1	1			1	1	<del> </del>	-		<del> </del>	11		11		11		11	<u> </u>	11		11		11	لــــــا	11
17 [	D K Kapoor	IN303778/10006845	10	<del> </del>		10	10	_	<del>                                     </del>	10	10	-	<del> </del>	1	1	-		_1	1			1	_ 1	<u> </u>	1	1	1			1
18 9	Sneh Mohnot	IN300708/10012329	80	<del>                                     </del>		80	80		<del></del>	80	80	<del> </del>		10	10		<u> </u>	10	10	i		10	10		<u> </u>	10	10			10
19 N	Nirmal Kumar	1201410000027689	1	t		1	1	-	<del>  -</del>	1		<del></del>	<del> </del>	80	80	<u> </u>		80	. 80			80	80	L .		80	80			80
20 5	SHYAM KR. AGARWAL	IN300118/10082855	1		1	1	1	-	<del>                                     </del>	1	1		<del> </del>	1	1			1	1			1	1			1	1			· 1
21 S	Sushma Agarwal	IN300118/10088802	1	<del> </del>	_	1	1		<del>  </del>		1	<del> </del>	$\vdash$	1	1		$\vdash \vdash \vdash$	1	1			1	1			1	1			1
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24 A	Ankur Chanda	IN302365/10914729		1	1 -	1	<del>- '</del>	1		1	1			1	1			1	1			1	1			1	1			1
25 V	/irpal Singh	IN300394/13008295	15	<del></del> -	<del> </del>	15	15		-	1		1		1		1		1		1		1	1	1		. 1		1	$\Box$	1
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27 G	SEETU CHADHA	IN3023651103407		1	<del>                                     </del>	1	<del></del>			1	1			1	1			1	1			1	1	1		1	1			1
28 A	RVIND KUMAR JAIN	IN30046810103661	1	<del>                                     </del>	<del> </del>	1		_ 1	-	1		_1_		1		1		1		1		1	1	1		1		1		1
29 H	IMANSHU CHADHA	IN300118/11404807		1	<del>                                     </del>	1	1			1	1		ļ	1	1			1	. 1			1	1			1	1		1	1
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	UNDER SINGH	IN300513/80812620		ļ		4	4			4	4			4	4			4	4			4	4			4	4		<del></del>	4
	AMAN SINGH	1204470006242193	1	-	<del>                                     </del>	. 2	2			2	2			2	_ 2			Ş	2			2	2			2	2		-	2
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	RADEEP PAYAL	IN30154955107923	5			5	5			5	5			5	. 5			5	5			5	5	-		5	5	<del>                                     </del>		5
	AVI KANT PAI	1204470005402494	20			20	20			20	20			20	20			20	20			20	20		<del>   </del>	20	20	<del></del>	$\rightarrow$	20
	EEPIKA.	IN302902/43479865	10		$\sqcup$	10	10			10	10			10	10			10	10	.		10	10		<del>                                     </del>	10	10	$\vdash$		10
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	INAY BALODI	1201090009078062	5		<u> </u>	5	5			5	5			5	5	-		5	5			5	5	<del> </del>	-	<u>+</u>	5	<del> </del>		5
	INAY BALODI APISH GARG	IN301549/55273519	5			5	5			5	5			5	5			5	5		- 1	5	5	<del>                                     </del>	<del> </del>	5	5		<del></del>	5
_		IN302814/10329834	5			5 .	5			5	5			5	5			5	5		- 1	5	. 5	<del> </del>	1	5	5	<del>                                     </del>		5
	AVI KANT PAI	1203480000030094	27			27	27			27	27			27	27			27	27			27	27		-	27	27	$\vdash$		27
	AVI KANT PAI USUM IAIN	IN301549/3659869	123	. <u> </u>		123	123			123	123			123	123		-	123	123		-	123	123			123	123	<del>                                     </del>		123
		IN301774/18455866	-1			1	1			1	1			1	1			1	1	- 1		1	1	_	<del>                                     </del>	123	123	<del>- 1</del>		123
	IANMOHAN SINGH DANG	IN300966/10474434	6			6	6			6	6			6	6			6	6			6	6		<del>                                     </del>			$\vdash$		
		457	44,74,974				44,74,974			44,74,974	44,74,974			44,74,974	44,74,974				44,74,974				44,74,974		$\vdash$	6 44,74,974	44.74.074			6
	SHA SRINIVASAN .	1201090006334130	3,236		1	3,236	3,236			3,236	3,236			3,236	3,236			3,236	3,236			3,236	44,74,374		-	<del>~4</del> ,/4,9/4	44,74,974	<del></del>		44,74,9
51 Ri		170	46,92,057			46,92,057	46,92,057			46,92,057	46,92,057	i		46,92,057	46,92,057	+			46,92,057			46,92,057	46,92,057	ļ	<del></del>	45.03.057	3,236	<del></del>		3,23
	IEENAKSHI DASS		11,46,100		T	11,46,100	11,46,100			11,46,100	11,46,100		1	11,46,100	11,46,100			11,45,100	10,52,057			11,46,100	11,46,100		-	46,92,057	46,92,057	<del></del>		46,92,
	IEENAKSHI DASS		33,35,668			33,35,668	33,35,668			33,35,668	33,35,668			33,35,668	33,35,668			33,35,668								11,46,100	11,46,100	$\longrightarrow$		11,46,
	JV D SHRIRAM	IN300468/10077762	33,35,668			33,35,668	33,35,668			33,35,668	33,35,668			33,35,668	33,35,668			33,35,668			<del></del>	33,35,668 33,35,668	33,35,668		$\overline{}$	33,35,668	33,35,668	<del></del>		33,35,0
	ANDISHI SRIRAM	IN300468/10094243	943			943	943		-  -	943	943			943	943			943							<del>                                     </del>	33,35,668	33,35,668	$\longrightarrow$		33,35,
	JSH D SHRIRAM	IN300468/10050840	1			1	1			1	1		+	1	1		-+	1	-		943	943	943		-	943	943			94
	RA COM PRIVATE LTD.	IN300468/10016662	9,46,441			9,46,441	9,46,441			9,46,441	9,46,441			9,46,441	9,46,441			9,46,441			1 0.46.441	1 0 46 441	1 046441			1	1	$\longrightarrow$		1
	RVA COMMERCIAL PVT LTD	IN300468/10093710	10,62,561			10,62,561	10,62,561			10,62,561	10,62,561		-	10,62,561	10,62,561		-	10,62,561				9,46,441	9,46,441		<b>—</b> — }	9,46,441	9,46,441			9,46,4
	ANISHA COMMERCIAL PRIVATE	1	6.54.026					- 1								- +		10,02,301			10,62,561	10,62,561	10,62,561			10,62,561	10,62,561	$\longmapsto$		10,62,
	MITED	IN300468/10093904	6,64,936			6,64,936	6,64,936	.		6,64,936	6,64,936		-	6,64,936	6,64,936	İ	[	6,64,936	İ	1	6,64,936	6,64,936	6,64,936			6,64,936	6,64,936	i I	. 1	6,64,9
60 SH	IABNAM COMMERCIAL PVT LTD	IN300468/10093701	1,02,320			1,02,320	1,02,320			1,02,320	1,02,320			1,02,320	1 02 220		-		<u> </u> -											
			1,97,65,370	130	0		1,97,65,370	130		,97,65,500	1,02,320			1,02,320	1,02,320		- 1	1,02,320			1,02,320	1,02,320	1,02,320	. ]	1	1,02,320	1,02,320	, T		1,02,3



## **DEEPAK JUNEJA**Company Secretaries

C-54, Nizamuddin East, New Delhi – 110013 Tel: 9810047686, 41684236

E-mail: deepak\_juneja@yahoo.com

July 11, 2019

To,
The Chairman
Shriram Pistons & Rings Limited
3<sup>rd</sup> Floor, Himalaya House,
23, Kasturba Gandhi Marg,
New Delhi-110001

Dear Sir,

# Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended

I, Deepak Juneja, Practising Company Secretary, had been appointed as the scrutinizer by the Board of Directors of Shriram Pistons & Rings Limited in their meeting held on 10<sup>th</sup> May, 2019, pursuant to Section 108 of the Companies Act, 2013, to conduct the electronic voting process in respect of the below mentioned resolutions to be passed at the 55<sup>th</sup> Annual General Meeting (AGM) of the Company to be held on 09th July, 2019.

The Notice dated May 10, 2019 convening Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on 09<sup>th</sup> July, 2019.

The Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the shareholders of the Company.

The Shareholders of the Company holding shares as on "the cut-off" date i.e.  $02^{nd}$  July, 2019, were entitled to vote on the proposed resolutions as set out at Items Nos. 1 to 14 in the Notice of the  $55^{th}$  AGM of Shriram Pistons & Rings Limited.

The voting period for e-voting commenced on Saturday, July 06, 2019 (10:00 AM) and ended on Monday, July 08, 2019 (5:00 PM) and the CDSL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the company.

I have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the CDSL, e-voting system received.

I now submit my Report as under on the result of the voting through electronic means in respect of the said Resolutions.

#### I. Resolution No.1:-

To consider and adopt the annual financial statements (standalone and consolidated) of the Company for the financial year ended March 31, 2019 and the Report of Directors' and Auditors' thereon – as an ordinary resolution

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

	Numbers of members	Numbers of Votes	% of the total number
	voted	Cast (Shares)	of valid votes Cast
E-Voting	10	8,91,644	100
Postal Ballot	NA	NA	NA
Total	10	8,91,644	100

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

	Numbers of members	Numbers of Votes	% of the total number
	voted	Cast (Shares)	of valid votes Cast
E-Voting	NIL	NIL	NIL
Postal Ballot	NA	NA	NA
Total	NIL	NIL	NIL

#### (iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes Cast (Shares)
E-Voting	NIL	NIL
Postal Ballot	NA	NA
Total	NIL	NIL

#### II. Resolution No. 2:-

#### To declare dividend on Preference Shares - as an ordinary resolution

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

	Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
E-Voting	10	8,91,644	100
Postal Ballot	NA	NA	NA
Total	10	8,91,644	100

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

	Numbers of members	Numbers of Votes	% of the total number
711/2	voted	Cast (Shares)	of valid votes Cast
E-Voting	NIL	NIL	NIL
Postal Ballot	NA	NA	NA
Total	NIL	NIL	NIL



#### (iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes Cast (Shares)
E-Voting	NIL	NIL
Postal Ballot	NA NA	NA
Total	NIL	NIL

#### III. Resolution No. 3:-

#### To declare dividend on Equity Shares - as an ordinary resolution

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

	Numbers of members	Numbers of Votes	% of the total number
	voted	Cast (Shares)	of valid votes Cast
E-Voting	10	8,91,644	100
Postal Ballot	NA	NA	NA
Total	. 10	8,91,644	100

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

	Numbers of members	Numbers of Votes	% of the total number
	voted	Cast (Shares)	of valid votes Cast
E-Voting	NIL	NIL	NIL
Postal Ballot	NA	NA	NA
Total	NIL	NIL	NIL

#### (iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes Cast (Shares)
E-Voting	NIL	NIL
Postal Ballot	NA	NA
Total	NIL	NIL

#### IV. Resolution No. 4:-

To appoint a Director in place of Smt. Meenakshi Dass (DIN 00524865), who retires by rotation and being eligible, offers herself for re-appointment – as an ordinary resolution

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

	Numbers of members	Numbers of Votes	% of the total number
	voted	Cast (Shares)	of valid votes Cast
E-Voting	10	8,91,644	100
Postal Ballot	NA	NA	NA
Total	10	8,91,644	100



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

	Numbers of members	Numbers of Votes	% of the total number
	voted	Cast (Shares)	of valid votes Cast
E-Voting	NIL	NIL	NIL
Postal Ballot	NA	NA	NA
Total	NIL	NIL	NIL

#### (iii) Invalid Votes:

	Total Number of members whose	Total number of votes Cast
	votes were declared invalid	(Shares)
E-Voting	NIL	NIL
Postal Ballot	NA	NA
Total	NIL	NIL

#### V. Resolution No. 5:-

To appoint a Director in place of Shri Pradeep Dinodia (DIN 00027995), who retires by rotation and being eligible, offers himself for re-appointment – as an ordinary resolution

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

	***	Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
. [	E-Voting	10	8,91,644	100
	Postal Ballot	NA	NA	NA
	Total	10	8,91,644	100

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

	Numbers of members	Numbers of Votes	% of the total number
	voted	Cast (Shares)	of valid votes Cast
E-Voting	NIL	NIL	NIL
Postal Ballot	NA	NA	NA
Total	NIL	NIL	NIL

#### (iii) Invalid Votes:

	Total Number of members whose	Total number of votes Cast
	votes were declared invalid	(Shares)
E-Voting	NIL	NIL
Postal Ballot	NA	NA
Total	NIL	NIL

#### VI. Resolution No.6:-

"RESOLVED THAT M/s Chandra Wadhwa & Co., Cost Accountants, (Firm Registration No. 00239) appointed by the Board of Directors as Cost Auditors of the Company for the financial year ending March 31, 2020 be paid remuneration of Rs. 2.9 lacs plus applicable taxes" – as an ordinary resolution

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

	Numbers of members	Numbers of Votes	% of the total number
	voted	Cast (Shares)	of valid votes Cast
E-Voting	10	8,91,644	100
Postal Ballot	NA	NA	NA ·
Total	10	8,91,644	100

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

- 100	Numbers of members	Numbers of Votes	% of the total number
	voted	Cast (Shares)	of valid votes Cast
E-Voting	NIL	NIL	NIL
Postal Ballot	NA	NA	NA
Total	NIL	NIL	NIL

#### (iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes Cast (Shares)
E-Voting	NIL	NIL
Postal Ballot	NA	NA
Total	NIL	NIL

#### VII. Resolution No.7:-

"RESOLVED THAT, pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and Rules framed thereunder read with Schedule IV of the Act, as amended from time to time, Shri Alok Ranjan (DIN 08254398), a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act & Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and who is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company w.e.f. 30.03.2019 upto 29.03.2024 and whose office shall not be liable to retire by rotation". — as an ordinary resolution

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

	Numbers of members	Numbers of Votes	% of the total number
	voted	Cast (Shares)	of valid votes Cast
E-Voting	10	8,91,644	100
Postal Ballot	NA	NA	NA
Total	10	8,91,644	100

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

	Numbers of members	Numbers of Votes	% of the total number
•	voted	Cast (Shares)	of valid votes Cast
E-Voting	NIL	NIL	NIL
Postal Ballot	NA	NA	NA
Total	NIL	NIL	NIL

#### (iii) Invalid Votes:

	Total Number of members whose	Total number of votes Cast
	votes were declared invalid	(Shares)
E-Voting	NIL	NIL
Postal Ballot	NA	NA
Total	NIL	NIL

#### VIII. Resolution No.8:-

"RESOLVED THAT, pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and Rules framed thereunder read with Schedule IV of the Act, as amended from time to time, Smt. Ferida Avnish Chopra (DIN 08415847), a Non-Executive Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act & Regulation 16 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company w.e.f. 30.03.2019 upto 29.03.2024 and whose office shall not be liable to retire by rotation"— as an ordinary resolution

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

	·		
	Numbers of members	Numbers of Votes	% of the total number
	voted	Cast (Shares)	of valid votes Cast
E-Voting	10	8,91,644	100
Postal Ballot	NA	NA	NA
Total	10	8,91,644	100

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

	Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
E-Voting	NIL	NIL	NIL ·
Postal Ballot	NA	NA	NA
Total	NIL	NIL	NIL

#### (iii) Invalid Votes:

	Total Number of members whose	Total number of votes Cast
	votes were declared invalid	(Shares)
E-Voting	NIL	NIL
Postal Ballot	NA NA	NA
Total	NIL	NIL

#### IX. Resolution No. 9:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 provising any statutory modification(s) or re-

enactment thereof for the time being in force) read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations ("Listing Regulations"), 2015, as amended from time to time, Shri Inderdeep Singh (DIN 00173538), a Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of Listing Regulations, and who is eligible for reappointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for the second term of five consecutive years w.e.f. 29.07.2019 upto 28.07.2024 and whose office shall not be liable to retire by rotation"—as a special resolution

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

	Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
E-Voting	10	8,91,644	100
Postal Ballot	NA	NA	NA
Total	10	8,91,644	100

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

	Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
E-Voting	NIL	NIL NIL	NIL
Postal Ballot	NA	NA	NA
Total	NIL	NIL	NIL

#### (iii) Invalid Votes:

	Total Number of members whose	Total number of votes Cast
	votes were declared invalid	(Shares)
E-Voting	NIL	NIL
Postal Ballot	NA	NA
Total	NIL	NIL

#### X. Resolution No. 10:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) read with Schedule IV of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations ("Listing Regulations"), 2015, as amended from time to time, Shri Kiyoto Tone (DIN 08154738), a Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of Listing Regulations, and who is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for the second term of five consecutive years w.e.f. 29.07.2019 upto 28.07.2024 and whose office shall not be liable to retire by rotation and the second term of five consecutive years w.e.f. 29.07.2019 upto 28.07.2024 and whose

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

	Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
E-Voting	10	8,91,644	100
Postal Ballot	NA	NA	NA
Total	10	8,91,644	100

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

	Numbers of members	Numbers of Votes	% of the total number
	voted	Cast (Shares)	of valid votes Cast
E-Voting	NIL	NIL	NIL
Postal Ballot	NA	NA	NA
Total	NIL	NIL	NIL

#### (iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes Cast (Shares)
E-Voting	NIL	NIL
Postal Ballot	NA	NA
Total	NIL	NIL

#### XI. Resolution No. 11:-

"RESOLVED THAT, pursuant to the provisions of Sections 203, 197, 198 and other applicable provisions of the Companies Act, 2013, and Rules framed thereunder, the reappointment of Shri A.K. Taneja (DIN 00124814) as Managing Director & CEO of the Company for a period of 3 years w.e.f. 01.04.2019 on the terms and remuneration, as set out in the Explanatory Statement attached to this Notice be and is hereby approved"—as a special resolution

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

	Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
E-Voting	9	8,91,596	100
Postal Ballot	NA	NA	NA
Total	10	8,91,596	100

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

	Numbers of members	Numbers of Votes	% of the total number
	voted	Cast (Shares)	of valid votes Cast
E-Voting	NIL	NIL	NIL
Postal Ballot	NA	NA	NA
Total	NIL	NIL	NIL



#### (iii) Invalid Votes\*:

	Total Number of members whose	Total number of votes Cast
	votes were declared invalid	(Shares)
E-Voting	1	48
Postal Ballot	NA	NA
Total	1	48

#### XII. Resolution No. 12:-

"RESOLVED THAT, pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013, and Rules framed thereunder, the reappointment of Shri Luv D. Shriram (DIN 00051065) as Wholetime Director of the Company for a period of 5 years w.e.f. 05.05.2019 on the terms and remuneration, as set out in the Explanatory Statement attached to this Notice be and is hereby approved"— as an ordinary resolution

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

	Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
E-Voting	10	8,91,644	100
Postal Ballot	NA	NA	NA
Total	10	8,91,644	100

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

	Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
E-Voting	NIL	NIL	NIL
Postal Ballot	NA	NA	NA
Total	NIL	NIL	NIL

#### (iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes Cast (Shares)
E-Voting	NIL	NIL
Postal Ballot	NA	NA
Total	NIL	NIL

#### XIII. Resolution No. 13:-

"RESOLVED THAT, pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder, the revision in

remuneration of Shri R. Srinivasan (DIN 00124760), Joint Managing Director, as set out in the Explanatory Statement attached to this Notice be and is hereby approved"—as an ordinary resolution

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

	Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
E-Voting	10	8,91,644	100
Postal Ballot	NA	NA	NA
Total	10	8,91,644	100

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

	Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
E-Voting	NIL	NIL	NIL
Postal Ballot	NA	NA	NA
Total	NIL	NIL	NIL

#### (iii) Invalid Votes:

·	Total Number of members whose votes were declared invalid	Total number of votes Cast (Shares)
E-Voting	NIL	NIL
Postal Ballot	NA NA	NA
Total	NIL	NIL

#### XIV. Resolution No. 14:-

"RESOLVED THAT, pursuant to provisions of Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Section 197, 198 and Rules made there under and other applicable provisions, if any, of the Companies Act, 2013 and approval given by Shareholders in their meeting held on 26.06.2015 to pay profit commission of upto 1% of net profits of the Company to all Non-Executive Directors calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, approval be and is hereby accorded to payment of remuneration @ 0.6% to Chairman and upto 0.4% to all other Non-Executive Directors of net profits calculated in accordance with the provisions of Section 198 of the Companies Act, 2013"— as a special resolution

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

77	Numbers of members	Numbers of Votes	% of the total number
	voted	Cast (Shares)	of valid votes Cast
E-Voting	10	8,91,644	100
Postal Ballot	NA	NA	NA
Total	10	8,91,644	100



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

	Numbers of members voted	Numbers of Votes Cast (Shares)	% of the total number of valid votes Cast
E-Voting	NIL	NIL	NIL
Postal Ballot	NA	NA	NA
Total	NIL	NIL	NIL

#### (iii) Invalid Votes:

	Total Number of members whose votes were declared invalid	Total number of votes Cast (Shares)
E-Voting	NIL	NIL
Postal Ballot	NA NA	NA
Total	NIL	NIL

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

Thanking you,

Yours faithfully,

Practising Company Secretary

FCS: 6895 CP: 4371

ak Juneja

Date: 11<sup>th</sup> July, 2019 Place: New Delhi

Witnesses to the unblocking of votes:

1. Shraddha Basnet

D/o: Mr. Puran Basnet R/o: 205, Block E-1

Sector – 11, Rohini, Delhi -110085

2. Joginder Singh (

S/o: Mr. Balwant Singh

R/o: 162, Block-E, Sector-11,

Faridabad, Haryana