



# TALBROS ENGINEERING LIMITED

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QUALITY IS OUR PRIDE

REGD. OFF. & WORKS : PLOT NO. 74-75-76, SEC.-6, FARIDABAD-121006 (HR.) / CIN NO.: L74210HR1986PLC033018 / GST NO.: 06AABCT0247IL2ZD  
29<sup>th</sup> September, 2018

To,

The Manager Listing  
BSE Limited  
P.J. Towers, Dalal Street, Mumbai – 400 001  
Scrip Code: 538987

**Sub: Outcome of 32<sup>nd</sup> Annual General Meeting**

Dear Sir/Madam,

We wish to inform you that the 32<sup>nd</sup> Annual General Meeting (AGM) of the Company was held on Friday, 28<sup>th</sup> September, 2018 at 10:30 A.M at Moti Mahal, SCO 16P, Huda Market, Sector 16, Faridabad, Haryana – 121 002.

Pursuant to section 108 of the Companies Act, 2013 read with Rules made thereunder, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided facility for remote e-voting to the shareholders as on 21<sup>st</sup> September, 2018 (being the cut-off date for the purpose of e-voting), along with physical ballot form (assent/Dissent Form) on AGM venue to cast their votes on the items of business stated in the AGM Notice. The remote e-voting was open from Tuesday, 25<sup>th</sup> September, 2018 (09:00 a.m.) to Thursday, 27<sup>th</sup> September, 2018 (05:00 p.m.)

For the members who attended the Annual General Meeting and who had not casted their votes through e-voting, the Company provided the facility of voting through physical ballot paper.

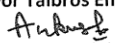
The Company has now received the consolidated report of the Scrutinizer, confirming details of voting through remote e-voting and physical ballot paper. Accordingly, as per the said rules, on account of passing of resolutions with requisite majority, the resolutions are deemed to be passed on the date of the AGM, i.e. on 28<sup>th</sup> September, 2018.


A disclosure of voting results of the meeting in terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the businesses considered and approved by the shareholders with requisite majority is enclosed, together with the Scrutinizer's consolidated report on e-voting and physical ballot paper.

Kindly acknowledge and take the same on your records.

Thanking You,

Yours faithfully,

For Talbro's Engineering Limited  
  
Ankush Jindal  
Company Secretary



**Disclosure of voting results as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Date of the AGM	Friday, 28 <sup>th</sup> September, 2018
Total No. of shareholders on cut-off date	6543
<b>No. of shareholders present in the meeting either in person or through proxy:</b> Promoter and Promoter Group: Public:	 8 31
<b>No. of shareholders attended the meeting through video conferencing:</b> Promoter and Promoter Group: Public:	 NIL NIL



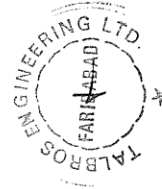
Resolution required: Ordinary		Resolution No. 1: Approval and adoption of Standalone Financial Statements as at 31 <sup>st</sup> March, 2018, including the Audited Balance Sheet as at 31 <sup>st</sup> March, 2018 and the statement of Profit & Loss for the year ended on that date and reports of the Board of Directors and Auditors thereon.						
Whether promoter/ promoter group are interested in the agenda / resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3686855	3686855	100	3686855	NIL	100	NIL
	Poll	3686855	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	3686855	3686855	100	3686855	NIL	100	NIL
Public - Institutions	E-Voting	69292	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	69292	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	69292	NIL	NIL	NIL	NIL	NIL	NIL
Public – Non Institutions	E-Voting	1320357	461753	34.97	461297	456	99.90	0.10
	Poll	1320357	54748	4.15	54735	13	99.98	0.02
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	1320357	516501	39.12	516032	469	99.91	0.09
Total		5076504	4203356	82.80	4202887	469	99.99	0.01



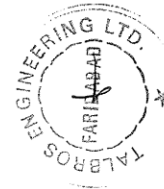
Resolution required: Ordinary		Resolution No. 2: Declaration of Dividend on Equity shares of the Company @ 15% (Rs. 1.50/- per share) for the financial year 2017-18						
Whether promoter/ promoter group are interested in the agenda / resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		3686855	100	3686855	NIL	100	NIL
	Poll	3686855	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>3686855</b>	<b>3686855</b>	<b>100</b>	<b>3686855</b>	<b>NIL</b>	<b>100</b>	<b>NIL</b>
Public - Institutions	E-Voting		NIL	NIL	NIL	NIL	NIL	NIL
	Poll	69292	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>69292</b>	<b>NIL</b>	<b>NIL</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>	<b>NA</b>
Public – Non Institutions	E-Voting		461753	34.97	461297	456	99.90	0.10
	Poll	1320357	54748	4.15	54735	13	99.98	0.02
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>1320357</b>	<b>516501</b>	<b>39.12</b>	<b>516032</b>	<b>469</b>	<b>99.91</b>	<b>0.09</b>
<b>Total</b>		<b>5076504</b>	<b>4203356</b>	<b>82.80</b>	<b>4202887</b>	<b>469</b>	<b>99.99</b>	<b>0.01</b>



Resolution required: Ordinary		Resolution No. 3: Re-appointment of Mr. Vijay Kumar Sharma (DIN: 06394784), who retires by rotation, and being eligible, offers himself for re-appointment						
Whether promoter/ promoter group are interested in the agenda / resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3686855	3686855	100	3686855	NIL	100	NIL
	Poll	3686855	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	3686855	3686855	100	3686855	NIL	100	NIL
Public - Institutions	E-Voting		NIL	NIL	NIL	NIL	NIL	NIL
	Poll	69292	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	69292	NIL	NIL	NIL	NIL	NIL	NIL
Public – Non Institutions	E-Voting		461753	34.97	461297	456	99.90	0.10
	Poll	1320357	54748	4.15	54735	13	99.98	0.02
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	1320357	516501	39.12	516032	469	99.91	0.09
	Total	5076504	4203356	82.80	4202887	469	99.99	0.01



Resolution required: Special		Resolution No. 4: Re-appointment of Mr. Sunil Kumar (holding DIN: 03619831) as an Independent Director of the Company for a period of 5 years						
Whether promoter/ promoter group are interested in the agenda / resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		3686855	100	3686855	NIL	100	NIL
	Poll	3686855	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>3686855</b>	<b>3686855</b>	<b>100</b>	<b>3686855</b>	<b>NIL</b>	<b>100</b>	<b>NIL</b>
Public - Institutions	E-Voting		NIL	NIL	NIL	NIL	NIL	NIL
	Poll	69292	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>69292</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
Public – Non Institutions	E-Voting		461753	34.97	461297	456	99.90	0.10
	Poll	1320357	54748	4.15	54735	13	99.98	0.02
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Total</b>	<b>1320357</b>	<b>516501</b>	<b>39.12</b>	<b>516032</b>	<b>469</b>	<b>99.91</b>	<b>0.09</b>
<b>Total</b>		<b>5076504</b>	<b>4203356</b>	<b>82.80</b>	<b>4202887</b>	<b>469</b>	<b>99.99</b>	<b>0.01</b>



Resolution required: Special		Resolution No. 5: Re-appointment of Ms. Priyanka Khattar (holding DIN: 02991593) as an Independent Director of the Company for a period of 5 years						
Whether promoter/ promoter group are interested in the agenda / resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		3686855	100	3686855	NIL	100	NIL
	Poll	3686855	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	3686855	3686855	100	3686855	NIL	100	NIL
Public - Institutions	E-Voting		NIL	NIL	NIL	NIL	NIL	NIL
	Poll	69292	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	69292	NIL	NIL	NIL	NIL	NIL	NIL
Public – Non Institutions	E-Voting		461753	34.97	461297	456	99.90	0.10
	Poll	1320357	54748	4.15	54735	13	99.98	0.02
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	1320357	516501	39.12	516032	469	99.91	0.09
Total		5076504	4203356	82.80	4202887	469	99.99	0.01



Resolution required: Special		Resolution No. 6: Adoption and approval of new set of Articles of Association of the Company.						
Whether promoter/ promoter group are interested in the agenda / resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3686855	3686855	100	3686855	NIL	100	NIL
	Poll	3686855	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	3686855	3686855	100	3686855	NIL	100	NIL
Public - Institutions	E-Voting	69292	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	69292	NA	NA	NA	NA	NA	NA
	Postal Ballot		NIL	NIL	NIL	NIL	NIL	NIL
	Total	69292	NA	NA	NA	NA	NA	NA
Public – Non Institutions	E-Voting	1320357	461753	34.97	461297	456	99.90	0.10
	Poll	1320357	54748	4.15	54735	13	99.98	0.02
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	1320357	516501	39.12	516032	469	99.91	0.09
Total		5076504	4203356	82.80	4202887	469	99.99	0.01



Resolution required: Special		Resolution No. 7: Increase in borrowing limits of the Company pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013						
Whether promoter/ promoter group are interested in the agenda / resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3686855	3686855	100	3686855	NIL	100	NIL
	Poll	3686855	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	3686855	3686855	100	3686855	NIL	100	NIL
Public - Institutions	E-Voting	69292	NIL	NIL	NIL	NIL	NIL	NIL
	Poll	69292	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	69292	NIL	NIL	NIL	NIL	NIL	NIL
Public – Non Institutions	E-Voting	1320357	461753	34.97	461297	456	99.90	0.10
	Poll	1320357	54748	4.15	54735	13	99.98	0.02
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	1320357	516501	39.12	516032	469	99.91	0.09
	Total	5076504	4203356	82.80	4202887	469	99.99	0.01

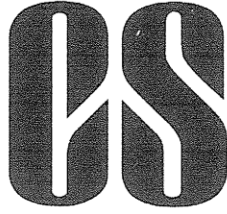


Resolution required: Special		Resolution No. 8: Increase in limits of providing security pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013						
Whether promoter/ promoter group are interested in the agenda / resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		3686855	100	3686855	NIL	100	NIL
	Poll	3686855	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
	Total	3686855	3686855	100	3686855	NIL	100	NIL
Public - Institutions	E-Voting		NIL	NIL	NIL	NIL	NIL	NIL
	Poll	69292	NIL	NIL	NIL	NIL	NIL	NIL
	Postal Ballot		NA	NA	NA	NA	NA	NA
Public - Non Institutions	Total	69292	NIL	NIL	NIL	NIL	NIL	NIL
	E-Voting		461753	34.97	461165	588	99.87	0.13
	Poll	1320357	54748	4.15	54735	13	99.98	0.02
	Postal Ballot		NA	NA	NA	NA	NA	NA
Total	Total	1320357	516501	39.12	515900	601	99.88	0.12
	Total	5076504	4203356	82.80	4202755	601	99.99	0.01

For Talbros Engineering Limited

*Ankush*  
Ankush Jindal  
Company Secretary





## **ANUJ GUPTA & ASSOCIATES**

**(Company Secretaries)**

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Above Easy Day Fair Price, Back Door Entry, New Delhi-110014  
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FORM NO. MGT-13

### **CONSOLIDATED SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND VOTING BY PHYSICAL BALLOT**

*[Pursuant to section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014]*

To  
The Company Secretary  
Talbro Engineering Limited  
(CIN: L74210HR1986PLC033018)  
Regd. Office: - Plot No. 74-75-76, Sector 6,  
Faridabad, Haryana – 121 006

**Sub: 32<sup>nd</sup> Annual General Meeting (AGM) of the Equity Shareholders of Talbro Engineering Limited held on Friday, 28<sup>th</sup> September, 2018 at 10:30 a.m. at Moti Mahal, SCO 16P, Huda Market, Sector 16, Faridabad, Haryana – 121 002**

Dear Sir

I Anuj Gupta, a Company Secretary in Practice, has been appointed by the Board of Directors of Talbro Engineering Limited ("the Company") for the purpose of scrutinizing the e-voting process and to scrutinize the physical Ballot forms received from the shareholders in a fair and transparent manner and ascertaining the requisite majority of voting carried out, as per the provisions of section 108 of the Companies Act, 2013 and rule 20 of Companies (Management and Administration) Rules, 2014.

The notice dated 10<sup>th</sup> August, 2018 of the 32<sup>nd</sup> Annual General Meeting along with the 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 Annual General Meeting held on 28<sup>th</sup> September, 2018 at 10:30 am. at Moti Mahal, SCO 16P, Huda Market, Sector 16, Faridabad, Haryana – 121 002.

1. The company has engaged the service of Central Depository Services (India) Limited (CDSL) as the Authorized Agency to provide secured system of e-voting process.
2. The e-voting period remained open from 09:00 a.m. (IST) on Tuesday, 25<sup>th</sup> September, 2018 up to 05:00 p.m. (IST) on Thursday, 27<sup>th</sup> September, 2018.
3. The cut-off date (i.e. the record date) for the purpose of determining the entitlement for e-vote on the proposed resolutions was 21<sup>st</sup> September, 2018.



*Anuj Gupta*  
CA

4. On September 28<sup>th</sup>, 2018, after counting of the votes conducted at the venue of the AGM, through ballot paper, the votes cast through remote e-voting facility was duly

unblocked by me as a scrutinizer in the presence of Mr. Dilip Kumar, R/o 69/13, Hari Nagar, Ashram, New Delhi – 110014 and Mr. Sushil Pandey, R/o 928, Sunlight Colony Part II, Hari Nagar, Ashram – 110014 who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the Rule 20 of Companies (Management and Administration) Rules, 2014.

5. After the voting at the AGM was concluded, One (1) ballot box kept for the purpose of casting of votes was locked in my presence. The locked ballot box was subsequently opened in my 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. The ballot papers, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately.

6. Thereafter, I as a Scrutinizer duly compiled the details of the Remote E-voting carried out by the members together with the physical voting done at the venue of the AGM by way of ballot paper, the details of which are as follows:

Details	Remote E-voting	Voting by ballot at the AGM	Total Voting
Number of members who cast their votes	19	29	48
Total Number of shares held by them	4148608	54748	4203356

The votes casted in favour and against of the resolution and invalid votes are casted are mentioned under each of the Resolution.

The resolution wise results of the Remote E-voting together with that of the voting conducted at the venue of the AGM by way of Ballot Papers are as under:

#### ORDINARY BUSINESS

I. Resolution No. 1 – Consideration and Adoption of Audited Financial Statements for the year ended on 31<sup>st</sup> March, 2018 and the reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)

(i) Voted in favour of the resolution			
Manner of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote E-voting	18	4148152	99.99%
Voting by ballot at the venue	22	54735	99.98%
<b>Total</b>	<b>40</b>	<b>4202887</b>	



(ii) Voted against the resolution			
Manner of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote E-voting	1	456	0.01
Voting by ballot at the venue	7	13	0.02
<b>Total</b>	<b>8</b>	<b>469</b>	

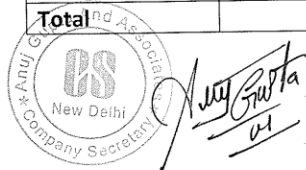
(iii) Invalid Votes		
Manner of Voting	Number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-voting	NIL	NIL
Voting by ballot at the venue	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

**II. Resolution No. 2 – Declaration of Dividend (Rs. 1.5/- per share) on equity shares of for the Financial Year 2017-18**

(i) Voted in favour of the resolution			
Manner of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote E-voting	18	4148152	99.99%
Voting by ballot at the venue	22	54735	99.98%
<b>Total</b>	<b>40</b>	<b>4202887</b>	

(ii) Voted against the resolution			
Manner of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote E-voting	1	456	0.01
Voting by ballot at the venue	7	13	0.02
<b>Total</b>	<b>8</b>	<b>469</b>	

(iii) Invalid Votes		
Manner of Voting	Number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-voting	NIL	NIL
Voting by ballot at the venue	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>



III. Resolution No. 3 – Appointment of Mr. Vijay Kumar Sharma, who retires by rotation and being eligible offers himself for re-appointment as a Director of the Company. (Ordinary Resolution)

(i) Voted in favour of the resolution			
Manner of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote E-voting	18	4148152	99.99%
Voting by ballot at the venue	22	54735	99.98%
<b>Total</b>	<b>40</b>	<b>4202887</b>	

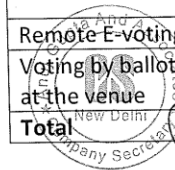
(ii) Voted against the resolution			
Manner of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote E-voting	1	456	0.01
Voting by ballot at the venue	7	13	0.02
<b>Total</b>	<b>8</b>	<b>469</b>	

(iii) Invalid Votes		
Manner of Voting	Number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-voting	NIL	NIL
Voting by ballot at the venue	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

IV. Resolution No. 4 – Re-appointment of Mr. Sunil Kumar (holding DIN: 03619831) as an Independent Director of the Company for a period of 5 years. (Special Resolution)

(i) Voted in favour of the resolution			
Manner of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote E-voting	18	4148152	99.99%
Voting by ballot at the venue	22	54735	99.98%
<b>Total</b>	<b>40</b>	<b>4202887</b>	

(ii) Voted against the resolution			
Manner of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote E-voting	1	456	0.01
Voting by ballot at the venue	7	13	0.02
<b>Total</b>	<b>8</b>	<b>469</b>	



Voting by ballot at the venue	22	54735	99.98%
<b>Total</b>	<b>40</b>	<b>4202887</b>	

(ii) Voted against the resolution			
Manner of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote E-voting	1	456	0.01
Voting by ballot at the venue	7	13	0.02
<b>Total</b>	<b>8</b>	<b>469</b>	

(iii) Invalid Votes		
Manner of Voting	Number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-voting	NIL	NIL
Voting by ballot at the venue	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

**VII. Resolution No. 7 – Increase in borrowing limits of the Company pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013. (Special Resolution)**

(i) Voted in favour of the resolution			
Manner of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote E-voting	18	4148152	99.99%
Voting by ballot at the venue	22	54735	99.98%
<b>Total</b>	<b>40</b>	<b>4202887</b>	

(ii) Voted against the resolution			
Manner of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote E-voting	1	456	0.01
Voting by ballot at the venue	7	13	0.02
<b>Total</b>	<b>8</b>	<b>469</b>	



(iii) Invalid Votes		
Manner of Voting	Number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-voting	NIL	NIL
Voting by ballot at the venue	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

- V. Resolution No. 5 – Re-appointment of Ms. Priyanka Khattar (holding DIN: 02991593) as an Independent Director of the Company for a period of 5 years. (Special Resolution)

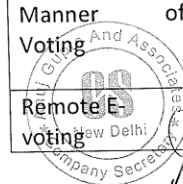
(i) Voted in favour of the resolution			
Manner of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote E-voting	18	4148152	99.99%
Voting by ballot at the venue	22	54735	99.98%
<b>Total</b>	<b>40</b>	<b>4202887</b>	

(ii) Voted against the resolution			
Manner of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote E-voting	1	456	0.01
Voting by ballot at the venue	7	13	0.02
<b>Total</b>	<b>8</b>	<b>469</b>	

(iii) Invalid Votes		
Manner of Voting	Number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-voting	NIL	NIL
Voting by ballot at the venue	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

- VI. Resolution No. 6 – Adoption and approval of new set of Articles of Association of the Company. (Special Resolution)

(i) Voted in favour of the resolution			
Manner of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote E-voting	18	4148152	99.99%



Voting by ballot at the venue	22	54735	99.98%
<b>Total</b>	<b>40</b>	<b>4202887</b>	

(ii) Voted <b>against</b> the resolution			
Manner of Voting	Number of members voted	Number of votes cast in ' <b>Against</b> ' of resolution	% of total number of valid votes cast
Remote E-voting	1	456	0.01
Voting by ballot at the venue	7	13	0.02
<b>Total</b>	<b>8</b>	<b>469</b>	

(iii) Invalid Votes		
Manner of Voting	Number of members whose votes were declared ' <b>Invalid</b> '	Total number of votes cast by them declared ' <b>Invalid</b> '
Remote E-voting	NIL	NIL
Voting by ballot at the venue	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

**VII. Resolution No. 7 – Increase in borrowing limits of the Company pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013. (Special Resolution)**

(i) Voted in <b>favour</b> of the resolution			
Manner of Voting	Number of members voted	Number of votes cast in ' <b>Favour</b> ' of resolution	% of total number of valid votes cast
Remote E-voting	18	4148152	99.99%
Voting by ballot at the venue	22	54735	99.98%
<b>Total</b>	<b>40</b>	<b>4202887</b>	

(ii) Voted <b>against</b> the resolution			
Manner of Voting	Number of members voted	Number of votes cast in ' <b>Against</b> ' of resolution	% of total number of valid votes cast
Remote E-voting	1	456	0.01
Voting by ballot at the venue	7	13	0.02
<b>Total</b>	<b>8</b>	<b>469</b>	



*Anuj Gupta*  
*AG*

<b>(iii) Invalid Votes</b>		
Manner of Voting	Number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-voting	NIL	NIL
Voting by ballot at the venue	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

**VIII. Resolution No. 8 – Increase in limits of providing security pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013. (Special Resolution)**

<b>(i) Voted in favour of the resolution</b>			
Manner of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote E-voting	17	4148020	99.99%
Voting by ballot at the venue	22	54735	99.98%
<b>Total</b>	<b>40</b>	<b>4202887</b>	

<b>(ii) Voted against the resolution</b>			
Manner of Voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote E-voting	2	588	0.01
Voting by ballot at the venue	7	13	0.02
<b>Total</b>	<b>8</b>	<b>469</b>	

<b>(iii) Invalid Votes</b>		
Manner of Voting	Number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-voting	NIL	NIL
Voting by ballot at the venue	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>



*Anuj Gupta*  
*CS*

All the resolutions mentioned in the AGM Notice as per the details above stand passed under Remote E-voting and voting conducted at AGM by way of Ballot Papers with the requisite majority and deemed to be passed as on the date of the AGM

The register, all other papers and relevant records relating to voting shall remain in safe custody until the chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe keeping.

Thanking You,

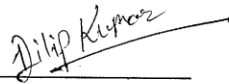
**For Anuj Gupta & Associates  
Company Secretaries**

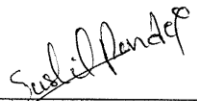


**Anuj Gupta**  
**Proprietor**  
**M. No.: A31025**  
**COP No. 13025**

**Place: New Delhi**  
**Date: 28/09/2018**

**Witnesses:**

  
\_\_\_\_\_  
Dilip Kumar  
R/o 69/13, Hari Nagar, Ashram  
New Delhi – 110 014

  
\_\_\_\_\_  
Sushil Pandey  
R/o 928, Sunligh Colony, Part II  
Hari Nagar, Ashram, New Delhi -  
110014