



GE Power India Limited  
(formerly ALSTOM India Limited)  
CIN-L74140MH1992PLC068379

Corporate Office: IHDP Building,  
Plot No. 7, Sector 127,  
Noida - 201 301, Uttar Pradesh

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www.ge.com/in/ge-power-india-limited

21 July 2018

To,  
The Manager - Listing  
**National Stock Exchange of India Ltd.**  
Exchange Plaza, Plot No. C/1, G Block,  
Bandra-Kurla Complex, Bandra (E)  
Mumbai - 400 051

To,  
The Manager - Listing  
**BSE Ltd.**  
25<sup>th</sup> Floor, P.J. Towers,  
Dalal Street,  
Mumbai - 400 001

Symbol : **GEPIL**

Scrip Code : **532309**

**Sub.: Proceedings of the 26<sup>th</sup> Annual General Meeting ("AGM") and reporting under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") in respect of the outcome (voting results)**

Dear Sir/Madam,

Pursuant to the provisions of Regulation 44(3) of the Listing Regulations, we wish to inform that the members of the Company, at the 26<sup>th</sup> AGM held today i.e. 21 July 2018, have duly approved all the business as specified in the Notice convening the AGM dated 14 June 2018 through remote e-voting and Poll conducted through Instapoll at the AGM. The details of the same are given below: -

1. Considered and adopted:
  - a) the audited standalone financial statements of the Company for the financial year ended 31 March 2018, the Reports of the Board of Directors and Auditors thereon; and
  - b) the audited consolidated financial statements for the financial year ended 31 March 2018 and the report of Auditors thereon.
2. Declared dividend on Equity Shares for the financial year ended 31 March 2018;
3. Reappointed Mr. Sanjeev Agarwal, Whole-time Director (DIN: 07833762), who was retiring by rotation;
4. Ratified the remuneration of M/s. Shome & Banerjee, Cost Accountants (Firm Registration No. 000001), Cost Auditors for financial year 2018-19;
5. Appointed Mr. Andrew H DeLeone (DIN: 07840902) as Managing Director of the Company for a period of three (3) years w.e.f. 01 August 2017;



6. Approved the revised remuneration paid/payable to Mr. Sanjeev Agarwal (DIN: 07833762), Whole-time Director of the Company with effect from 01 August 2017;
7. Approved material related party transactions entered during FY 2017-18;
8. Approved proposed material related party transactions for FY 2018-19;
9. Approved the continuation of directorship of Dr. Uddesh Kumar Kohli as Independent Director upto 24 July 2019 who has exceeded the age of 75 years; and
10. Approved payment of commission to Non-Executive Directors for a sum not exceeding one percent (1%) per annum of the net profits of the Company, commencing from 01 April 2018.

Further, we wish to inform you that, based on the Report dated 21 July 2018 submitted by Mr. Hemant Kumar Singh, Partner, M/s. Hemant Singh & Associates, Company Secretaries, the Scrutinizer for the remote e-voting and the poll conducted through Instapoll at the AGM, the combined results of e-voting and poll have been declared on 21 July 2018.

Pursuant to the provisions of Regulation 44(3) of the Listing Regulations, please find enclosed the details of the voting results (outcome of the voting at the AGM) as **Annexure - A**.

Further, the Scrutinizer's Report is enclosed as **Annexure - B**.

You are requested to take the above information on your record.

Thanking you,  
Yours truly,

**For GE Power India Limited  
(formerly ALSTOM India Limited)**



**Pradeepta Kumar Puhan  
Company Secretary**





VOTING RESULTS	
Date of the AGM/EGM	21 July 2018
Total number of shareholders on record date i.e. 14 July 2018	36777
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	106
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: ORDINARY	To receive, consider and adopt : a) the audited standalone financial statements of the Company for the financial year ended 31 March 2018, the Reports of the Board of Directors and Auditors thereon; and b) the audited consolidated financial statements for the financial year ended 31 March 2018 and the report of Auditors thereon.							
Whether promoter/ promoter group are interested in the agenda/resolution? - NO								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46102083	46102083	100.0000	46102083	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		NOT APPLICABLE					
	Total	46102083	46102083	100	46102083	0	100	0
Public- Institutions	E-Voting	11511485	9163141	79.6000	9163141	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		NOT APPLICABLE					
	Total	11511485	9163141	79.6	9163141	0	100.0000	0.0000
Public- Non Institutions	E-Voting	9613903	447420	4.6539	447419	1	99.9998	0.0002
	Poll		12075	0.1256	12075	0	100.0000	0.0000
	Postal Ballot		NOT APPLICABLE					
	Total	9613903	459495	4.7795	459494	1	99.9998	0.0002



Total	67227471	55724719	82.8898	55724718	1	100.0000	0.0000
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<b>Resolution No.</b>	<b>2</b>							
Resolution required: <b>ORDINARY</b>	To declare dividend on Equity Shares for the financial year ended 31 March 2018							
Whether promoter/ promoter group are interested in the agenda/resolution? <b>NO</b>								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46102083	46102083	100.0000	46102083	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		NOT APPLICABLE					
	Total	46102083	46102083	100	46102083	0	100	0
Public- Institutions	E-Voting	11511485	9163141	79.6000	9163141	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		NOT APPLICABLE					
	Total	11511485	9163141	79.6	9163141	0	100.0000	0.0000
Public- Non Institutions	E-Voting	9613903	447420	4.6539	447419	1	99.9998	0.0002
	Poll		12075	0.1256	12075	0	100.0000	0.0000
	Postal Ballot		NOT APPLICABLE					
	Total	9613903	459495	4.7795	459494	1	99.9998	0.0002
	Total	67227471	55724719	82.8898	55724718	1	100.0000	0.0000





<b>Resolution No.</b>	<b>3</b>							
<b>Resolution required: ORDINARY</b>	To appoint a Director in place of Mr. Sanjeev Agarwal, Whole-time Director (DIN: 07833762), who retires by rotation, and being eligible, offers himself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution? <b>NO</b>								
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	E-Voting	46102083	46102083	100.0000	46102083	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		NOT APPLICABLE					
	Total	46102083	46102083	100	46102083	0	100	0
Public- Institutions	E-Voting	11511485	9163141	79.6000	9155675	7466	99.9185	0.0815
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		NOT APPLICABLE					
	Total	11511485	9163141	79.6000	9155675	7466	99.9185	0.0815
Public- Non Institutions	E-Voting	9613903	447420	4.6539	447389	31	99.9931	0.0069
	Poll		12075	0.1256	12075	0	100.0000	0.0000
	Postal Ballot		NOT APPLICABLE					
	Total	9613903	459495	4.7795	459464	31	99.9933	0.0067
	Total	67227471	55724719	82.8898	55717222	7497	99.9865	0.0135



<b>Resolution No.</b>	<b>4</b>							
<b>Resolution required: ORDINARY</b>	To ratify the remuneration of M/s. Shome & Banerjee, Cost Accountants (Firm Registration No. 000001), Cost Auditors for financial year 2018-19.							
Whether promoter/ promoter group are interested in the agenda/resolution? <b>NO</b>								
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100</b>	<b>No. of Votes - in favour (4)</b>	<b>No. of Votes - against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	E-Voting	46102083	46102083	100.0000	46102083	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		NOT APPLICABLE					
	Total	46102083	46102083	100	46102083	0	100	0
Public- Institutions	E-Voting	11511485	9163141	79.6000	9163141	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		NOT APPLICABLE					
	Total	11511485	9163141	79.6	9163141	0	100.0000	0.0000
Public- Non Institutions	E-Voting	9613903	447420	4.6539	447419	1	99.9998	0.0002
	Poll		12075	0.1256	12075	0	100.0000	0.0000
	Postal Ballot		NOT APPLICABLE					
	Total	9613903	459495	4.7795	459494	1	99.9998	0.0002
	Total	67227471	55724719	82.8898	55724718	1	100.0000	0.0000





<b>Resolution No.</b>	<b>5</b>							
<b>Resolution required: SPECIAL</b>	To appoint Mr. Andrew H DeLeone (DIN: 07840902) as Managing Director of the Company for a period of three (3) years w.e.f. 01 August 2017.							
Whether promoter/ promoter group are interested in the agenda/resolution? <b>NO</b>								
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	E-Voting	46102083	46102083	100.0000	46102083	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		NOT APPLICABLE					
	<b>Total</b>	<b>46102083</b>	<b>46102083</b>	<b>100</b>	<b>46102083</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public- Institutions	E-Voting	11511485	9163141	79.6000	9138381	24760	99.7298	0.2702
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		NOT APPLICABLE					
	<b>Total</b>	<b>11511485</b>	<b>9163141</b>	<b>79.6</b>	<b>9138381</b>	<b>24760</b>	<b>99.7298</b>	<b>0.2702</b>
Public- Non Institutions	E-Voting	9613903	447420	4.6539	447419	1	99.9998	0.0002
	Poll		12075	0.1256	12075	0	100.0000	0.0000
	Postal Ballot		NOT APPLICABLE					
	<b>Total</b>	<b>9613903</b>	<b>459495</b>	<b>4.7795</b>	<b>459494</b>	<b>1</b>	<b>99.9998</b>	<b>0.0002</b>
	<b>Total</b>	<b>67227471</b>	<b>55724719</b>	<b>82.8898</b>	<b>55699958</b>	<b>24761</b>	<b>99.9556</b>	<b>0.0444</b>



<b>Resolution No.</b>	<b>6</b>							
<b>Resolution required:</b> <b>ORDINARY</b>	To approve the revised remuneration paid/payable to Mr. Sanjeev Agarwal (DIN: 07833762), Whole-time Director of the Company with effect from 01 August 2017.							
Whether promoter/ promoter group are interested in the agenda/resolution? <b>NO</b>								
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	E-Voting	46102083	46102083	100.0000	46102083	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		NOT APPLICABLE					
	Total	46102083	46102083	100	46102083	0	100	0
Public- Institutions	E-Voting	11511485	8891980	77.2444	8891980	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		NOT APPLICABLE					
	Total	11511485	8891980	77.2444	8891980	0	100.0000	0.0000
Public- Non Institutions	E-Voting	9613903	447420	4.6539	447389	31	99.9931	0.0069
	Poll		12075	0.1256	12075	0	100.0000	0.0000
	Postal Ballot		NOT APPLICABLE					
	Total	9613903	459495	4.7795	459464	31	99.9933	0.0067
	Total	67227471	55453558	82.4865	55453527	31	99.9999	0.0001





<b>Resolution No.</b>	7							
<b>Resolution required: ORDINARY</b>	To approve material related party transactions entered during FY 2017-18.							
Whether promoter/ promoter group are interested in the agenda/resolution? YES								
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	E-Voting	46102083	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		NOT APPLICABLE					
	<b>Total</b>	46102083	46102083	100	46102083	0	100	0
Public- Institutions	E-Voting	11511485	9163141	79.6000	8669875	493266	94.6168	5.3832
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		NOT APPLICABLE					
	<b>Total</b>	11511485	9163141	79.6	8669875	493266	94.6168	5.3832
Public- Non Institutions	E-Voting	9613903	447420	4.6539	447419	1	99.9998	0.0002
	Poll		12075	0.1256	12075	0	100.0000	0.0000
	Postal Ballot		NOT APPLICABLE					
	<b>Total</b>	9613903	459495	4.7795	459494	1	99.9998	0.0002
	<b>Total</b>	67227471	9622636	14.3135	9129369	493267	94.8739	5.1261



<b>Resolution No.</b>	<b>8</b>							
Resolution required: <b>ORDINARY</b>	To approve proposed material related party transactions for FY 2018-19.							
Whether promoter/ promoter group are interested in the agenda/resolution? <b>YES</b>								
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100</b>	<b>No. of Votes - in favour (4)</b>	<b>No. of Votes - against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	E-Voting	46102083	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		NOT APPLICABLE					
	Total	46102083	0	0	0	0	0	0
Public- Institutions	E-Voting	11511485	9163141	79.6000	8669875	493266	94.6168	5.3832
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		NOT APPLICABLE					
	Total	11511485	9163141	79.6	8669875	493266	94.6168	5.3832
Public- Non Institutions	E-Voting	9613903	447420	4.6539	447169	251	99.9439	0.0561
	Poll		12075	0.1256	12075	0	100.0000	0.0000
	Postal Ballot		NOT APPLICABLE					
	Total	9613903	459495	4.7795	459244	251	99.9454	0.0546
	Total	67227471	9622636	14.3135	9129119	493517	94.8713	5.1287





<b>Resolution No.</b>	<b>9</b>							
<b>Resolution required:</b> <b>SPECIAL</b>	To approve the continuation of directorship of Dr. Uddesh Kumar Kohli as an Independent Director upto 24 July 2019 who has exceeded the age of 75 years.							
Whether promoter/ promoter group are interested in the agenda/resolution? <b>NO</b>								
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100</b>	<b>No. of Votes - in favour (4)</b>	<b>No. of Votes - against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	E-Voting	46102083	46102083	100.0000	46102083	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		NOT APPLICABLE					
	Total	46102083	0	0	0	0	0	0
Public- Institutions	E-Voting	11511485	8891980	77.2444	8859754	32226	99.6376	0.3624
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		NOT APPLICABLE					
	Total	11511485	8891980	77.2444	8859754	32226	99.6376	0.3624
Public- Non Institutions	E-Voting	9613903	447420	4.6539	447039	381	99.9148	0.0852
	Poll		12075	0.1256	12075	0	100.0000	0.0000
	Postal Ballot		NOT APPLICABLE					
	Total	9613903	459495	4.7795	459114	381	99.9171	0.0829
	Total	67227471	55453558	82.4865	55420951	32607	99.9412	0.0588



<b>Resolution No.</b>	<b>10</b>							
<b>Resolution required:</b> <b>ORDINARY</b>	To approve payment of commission to Non-Executive Directors for a sum not exceeding one percent (1%) per annum of the net profits of the Company, commencing from 01 April 2018							
Whether promoter/ promoter group are interested in the agenda/resolution? <b>NO</b>								
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	E-Voting	46102083	46102083	100.0000	46102083	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		NOT APPLICABLE					
	Total	46102083	0	0	0	0	0	0
Public- Institutions	E-Voting	11511485	8891980	77.2444	8891980	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot		NOT APPLICABLE					
	Total	11511485	8891980	77.2444	8891980	0	100.0000	0.0000
Public- Non Institutions	E-Voting	9613903	447420	4.6539	447039	381	99.9148	0.0852
	Poll		12075	0.1256	12075	0	100.0000	0.0000
	Postal Ballot		NOT APPLICABLE					
	Total	9613903	459495	4.7795	459114	381	99.9171	0.0829
	Total	67227471	55453558	82.4865	55453177	381	99.9993	0.0007





**SCRUTINIZER'S REPORT**

NAME OF THE COMPANY	GE Power India Limited
MEETING	26 <sup>th</sup> Annual General Meeting
DATE & TIME	Saturday, 21 <sup>st</sup> July, 2018 at 11:00 a.m
VENUE	Rama Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wachha Road, Churchgate, Mumbai-400020

**1. Appointment as Scrutinizer :**

I was appointed as the Scrutinizer for the remote e- voting and voting through poll carried out at the 26<sup>th</sup>Annual General Meeting (AGM) of **GE Power India Limited** (hereinafter referred to as "the Company") held on Saturday, 21<sup>st</sup> July, 2018 at 11:00 a.m. at **Rama Watumull Auditorium, Kishinchand Chellaram College, Dinshaw Wachha Road, Churchgate, Mumbai-400020.**

**2. Dispatch of Notice convening the meeting:**

The Company has informed that, on the basis of the Register of the Members and the list of Beneficial Owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services(India) Limited (CDSL), the Company completed dispatch of the Notice of the AGM as under:

- On 27<sup>th</sup> June, 2018 by e-mail to 22,081 members who had registered their e-mail - ids with the Company/Depositories.
- On 27<sup>th</sup> June, 2018 by speed post to 14,799 members in physical form.

**3. Cut- off Date**

The voting rights were reckoned as on Saturday, 14<sup>th</sup> July, 2018, being the Cut- off date for the purpose of deciding the entitlements of members for the remote e-voting and voting at the AGM.

**4. Remote e-Voting:**

**4.1 Agency:**

The Company had appointed **M/s Karvy Computershare Private Limited ('Karvy')**, the Registrar and Transfer Agents of the Company as the Agency for providing the remote e-voting platform.

**4.2 Remote e-Voting:**

Remote e-Voting platform was open from **Wednesday, 18<sup>th</sup> July, 2018 at 9:00 a.m. IST and ended on Friday, 20<sup>th</sup> July, 2018 at 5:00 p.m. IST** and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary/Special Resolutions, on the e-Voting platform provided by Karvy.



## 5. Voting at the AGM:

- 5.1 As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have cast their votes through remote e-Voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of general meeting to only such details relating to members who have cast their votes through remote e-Voting, such as their names, DP ID/Client ID, folios, number of shares held but not the manner in which they have voted.
- 5.2 Accordingly, Karvy provided us the names, DP ID/ Client ID, folio Numbers and shareholding of the members who had cast their votes through remote e-Voting.
- 5.3 Karvy provided electronic voting facility (Instapoll) to the members who attended the AGM.

## 6. Counting process


- 6.1 On completion of voting at the meeting, Karvy provided me the list of members who had cast their votes, their holding details and details of vote cast on the resolution.
- 6.2 The votes were reconciled with the records maintained by the Company and Karvy with respect to the authorizations /proxies lodged with the Company.
- 6.3 The Instapoll Voting device was opened before me in the presence of two witnesses who are not the employees of the Company.
- 6.4 The votes on remote e-voting were unblocked at around 12:25 PM, after conclusion of voting at the AGM in the presence of two witnesses who are not the employees of the Company and the e-voting results/ list of equity shareholders who have voted for and against were downloaded from the e-voting website of Karvy (<https://evoting.karvy.com>) and the same are being handed over to the Chairman.

## 7. Results:

- 7.1 I observed that
- a) 55 members had cast their votes at the meeting through Instapoll.
  - b) 70 members had cast their votes through remote e-Voting.
- 7.2 The Consolidated Results with respect to each item on the agenda as set out in the Notice of the 26<sup>th</sup> AGM dated 14<sup>th</sup> June, 2018 is enclosed.
- 7.3 Based on the aforesaid results, I report that Eight (8) **Ordinary Resolutions** and Two (2) **Special Resolution** as contained in **Item No. 1 to 10** of the Notice dated **14<sup>th</sup> June, 2018** have been passed with requisite majority.

For Hemant Singh & Associates  
(Company Secretaries)

Date: 21.07.2018  
Place: Mumbai

  
Hemant Kumar Singh  
Partner  
M.No. 6033  
C.P. No. 6370





### Consolidated Results

a) **Resolution-1: Ordinary Resolution**

To receive, consider and adopt:

a) The audited standalone financial statements of the Company for the financial year ended 31 March 2018, the Reports of the Board of Directors and Auditors thereon; and

b) The audited consolidated financial statements for the financial year ended 31 March 2018 and the report of Auditors thereon

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

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	69	5,57,12,643	
Voting by Instapoll	55	12,075	
Total	124	5,57,24,718	100

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

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	1	1	
Voting by Instapoll	0	0	
Total	1	1	-

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes invalid
Nil	Nil

b) **Resolution-2: Ordinary Resolution**

To declare dividend on Equity Shares for the financial year ended 31 March 2018.

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

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	69	5,57,12,643	
Voting by Instapoll	55	12,075	
Total	124	5,57,24,718	100

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

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	1	1	
Voting by Instapoll	0	0	
Total	1	1	-



(iii) **Invalid votes:**

Total number of members whose votes were declared invalid.	Total number of votes invalid
Nil	Nil

c) **Resolution-3: Ordinary Resolution**

To appoint a Director in place of Mr. Sanjeev Agarwal, Whole-time Director (DIN: 07833762), who retires by rotation, and being eligible, offers himself for re-appointment.

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

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	65	5,57,05,147	
Voting by Instapoll	55	12,075	
Total	120	5,57,17,222	99.9865

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

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	5	7,497	
Voting by Instapoll	0	0	
Total	5	7,497	.0135

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid.	Total number of votes invalid
Nil	Nil

d) **Resolution-4: Ordinary Resolution**

To ratify the remuneration of M/s. Shome & Banerjee, Cost Accountants (Firm Registration No. 000001), Cost Auditors for financial year 2018-19.

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

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	69	5,57,12,643	
Voting by Instapoll	55	12,075	
Total	124	5,57,24,718	100

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

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	1	1	
Voting by Instapoll	0	0	
Total	1	1	-





(iii) **Invalid votes:**

Total number of members whose votes were declared invalid.	Total number of votes invalid
Nil	Nil

e) **Resolution-5: Special Resolution**

To appoint Mr. Andrew H DeLeone (DIN: 07840902) as Managing Director of the Company for a period of three (3) years w.e.f. 01 August 2017.

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

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	67	5,56,87,883	
Voting by Instapoll	55	12,075	
Total	122	5,56,99,958	99.9556

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

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	3	24,761	
Voting by Instapoll	0	0	
Total	3	24,761	.0444

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid.	Total number of votes invalid
Nil	Nil

f) **Resolution-6: Ordinary Resolution**

To approve the revised remuneration paid/ payable to Mr. Sanjeev Agarwal (DIN: 07833762), Whole-time Director of the Company with effect from 01 August 2017.

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

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	65	5,54,41,452	
Voting by Instapoll	55	12,075	
Total	120	5,54,53,527	99.9999

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

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	3	31	
Voting by Instapoll	0	0	
Total	3	31	.0001



(iii) **Invalid votes:**

Total number of members whose votes were declared invalid.	Total number of votes invalid
2*	2,71,161

g) **Resolution-7: Ordinary Resolution**

To approve material related party transactions entered during FY 2017-18.

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

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	53	91,17,294	
Voting by Instapoll	55	12,075	
Total	108	91,29,369	94.8739

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

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	16	4,93,267	
Voting by Instapoll	0	0	
Total	16	4,93,267	5.1261

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid.	Total number of votes invalid
1*	4,61,02,083

h) **Resolution-8: Ordinary Resolution**

To approve proposed material related party transactions for FY 2018-19.

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

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	52	91,17,044	
Voting by Instapoll	55	12,075	
Total	107	91,29,119	94.8713

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

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	17	4,93,517	
Voting by Instapoll	0	0	
Total	17	4,93,517	5.1287





(iii) **Invalid votes:**

Total number of members whose votes were declared invalid.	Total number of votes invalid
1*	4,61,02,083

i) **Resolution-9: Special Resolution**

To approve the continuation of directorship of Dr. Uddesh Kumar Kohli as an Independent Director upto 24 July 2019 who has exceeded the age of 75 years.

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

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	59	5,54,08,876	
Voting by Instapoll	55	12,075	
Total	114	5,54,20,951	99.9412

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

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	9	32,607	
Voting by Instapoll	0	0	
Total	9	32,607	0.0588

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid.	Total number of votes invalid
2*	2,71,161

j) **Resoluton-10: Ordinary Resolution**

To approve payment of commission to Non-Executive Directors for a sum not exceeding one percent (1%) per annum of the net profits of the Company, commencing from 01 April 2018.

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

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	63	5,54,41,102	
Voting by Instapoll	55	12,075	
Total	118	5,54,53,177	99.9993

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

Mode of Voting	Number of Members voted	Number of vote cast by them	% of total number of valid votes cast
Remote e-Voting	5	381	
Voting by Instapoll	0	0	
Total	5	381	0.0007



(iii) **Invalid** votes:

Total number of members whose votes were declared invalid.	Total number of votes invalid
2*	2,71,161

\* Abstained from voting

All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 26<sup>th</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking You,

Yours faithfully,



**Hemant Kumar Singh**

(Partner)

Membership. No. FCS 6033

C.P. No. 6370



Date: 21.07.2018

Place: Mumbai