



POEL POCL ENTERPRISES LIMITED

Ref: POEL/SKK/BSE/2018 - 19/26
SEPTEMBER 2, 2018

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Dear Sir,

Sub: Disclosure of Voting Results & Consolidated Scrutinisers Report
Ref: 539195

The 30th Annual General Meeting of POCL Enterprises Limited was held on Saturday, September 1, 2018 at 10:30 a.m. at Kasturi Srinivasan Hall (Mini Hall), 'The Music Academy', No. 168, T.T.K. Road, Royapettah, Chennai - 600 014.

Enclosed herewith is the voting results as required under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Consolidated Scrutinisers Report.

This is for your information and record.

Thanking You,

Yours faithfully,
For **POCL ENTERPRISES LIMITED**



AASHISH KUMAR K JAIN
COMPANY SECRETARY

Encl: As above



General information about company	
Scrip code	539195
NSE Symbol	
MSEI Symbol	
ISIN	
Name of the company	POCL ENTERPRISES LIMITED
Type of meeting	AGM
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	01-09-2018
Start time of the meeting	10:30 AM
End time of the meeting	12:35 PM

Scrutinizer Details	
Name of the Scrutinizer	Deepa V Ramani
Firms Name	Deepa V Ramani
Qualification	CS
Membership Number	5574
Date of Board Meeting in which appointed	02-08-2018
Date of Issuance of Report to the company	01-09-2018

Voting results	
Record date	25-08-2018
Total number of shareholders on record date	6286
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	10
b) Public	108
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	12



Resolution (1)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the audited financial statements of the company for the financial year ended March 31, 2018, the Board's Report and Auditor's Report thereon.				
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		2513120	100.0000	2513120	0	100.0000	0.0000
	Poll	2513120						
	Postal Ballot (if applicable)							
	Total	2513120	2513120	100.0000	2513120	0	100.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting		5894	0.1924	5894	0	100.0000	0.0000
	Poll	3062872	6208	0.2027	6208	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	3062872	12102	0.3951	12102	0	100.0000	0.0000
Total	Total	5575992	2525222	45.2874	2525222	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



Resolution (2)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare dividend on equity shares for the financial year ended March 31, 2018				
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		2513120	100.0000	2513120	0	100.0000	0.0000
	Poll	2513120						
	Postal Ballot (if applicable)							
	Total	2513120	2513120	100.0000	2513120	0	100.0000	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting		5894	0.1924	5894	0	100.0000	0.0000
	Poll	3062872	6208	0.2027	6208	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	3062872	12102	0.3951	12102	0	100.0000	0.0000
Total	Total	5575992	2525222	45.2874	2525222	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



Resolution (3)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To appoint a director in the place of Dr. Padam C Bansal(DIN: 00232863), who retires by rotation and being eligible, offers himself for reappointment.				
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		1232911	49.0590	1232911	0	100.0000	0.0000
	Poll	2513120						
	Postal Ballot (if applicable)							
	Total	2513120	1232911	49.0590	1232911	0	100.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting		5894	0.1924	5894	0	100.0000	0.0000
	Poll	3062872	6208	0.2027	6208	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	3062872	12102	0.3951	12102	0	100.0000	0.0000
Total	Total	5575992	1245013	22.3281	1245013	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



Resolution (4)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Jyoti Kumar Chowdhry (DIN: 02016718), as an Independent Director				
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		2513120	100.0000	2513120	0	100.0000	0.0000
	Poll	2513120						
	Postal Ballot (if applicable)							
	Total	2513120	2513120	100.0000	2513120	0	100.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting		5894	0.1924	5894	0	100.0000	0.0000
	Poll	3062872	6208	0.2027	6208	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	3062872	12102	0.3951	12102	0	100.0000	0.0000
Total	Total	5575992	2525222	45.2874	2525222	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



Resolution (5)

Resolution required: (Ordinary / Special)		Special						
Whether promoter/promoter group are interested in the agenda/resolution?		Yes						
Description of resolution considered		Re-appointment and fixing of remuneration of Mr. Devakar Bansal (DIN: 00232565), Managing Director						
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	2513120	708251	28.1821	708251	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		2513120	708251	28.1821	708251	0	100.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	3062872	5894	0.1924	5894	0	100.0000	0.0000
	Poll		6208	0.2027	6208	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		3062872	12102	0.3951	12102	0	100.0000
Total	Total	5575992	720353	12.9188	720353	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment and fixing of remuneration of Mr. Sunil Kumar Bansal (DIN: 00232617), Managing Director				
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	2513120	524660	20.8768	524660	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		2513120	524660	20.8768	524660	0	100.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	3062872	5894	0.1924	5894	0	100.0000	0.0000
	Poll		6208	0.2027	6208	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		3062872	12102	0.3951	12102	0	100.0000
Total	Total	5575992	536762	9.6263	536762	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



Resolution (7)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment and fixing of remuneration of Mr. Y V Raman (DIN: 00232762), Whole Time Director				
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		2513120	100.0000	2513120	0	100.0000	0.0000
	Poll	2513120						
	Postal Ballot (if applicable)							
	Total	2513120	2513120	100.0000	2513120	0	100.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting		5237	0.1710	5237	0	100.0000	0.0000
	Poll	3062872	6208	0.2027	6208	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	3062872	11445	0.3737	11445	0	100.0000	0.0000
Total	Total	5575992	2524565	45.2756	2524565	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



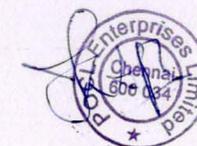
Resolution (8)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appointment and fixing of remuneration of Mr. Harsh Bansal (DIN: 08139235), Whole Time Director				
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	2513120	1281638	50.9979	1281638	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		2513120	1281638	50.9979	1281638	0	100.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	3062872	5894	0.1924	5894	0	100.0000	0.0000
	Poll		6208	0.2027	6208	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		3062872	12102	0.3951	12102	0	100.0000
Total	Total	5575992	1293740	23.2020	1293740	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



Resolution (9)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appointment and fixing of remuneration of Mr. Amber Bansal (DIN: 08139234), Whole Time Director				
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	2513120	1444295	57.4702	1444295	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		2513120	1444295	57.4702	1444295	0	100.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	3062872	5894	0.1924	5894	0	100.0000	0.0000
	Poll		6208	0.2027	6208	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		3062872	12102	0.3951	12102	0	100.0000
Total	Total	5575992	1456397	26.1191	1456397	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



Resolution (10)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Increase in borrowing powers of the Company				
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		2513120	100.0000	2513120	0	100.0000	0.0000
	Poll	2513120						
	Postal Ballot (if applicable)							
	Total	2513120	2513120	100.0000	2513120	0	100.0000	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting		5894	0.1924	5894	0	100.0000	0.0000
	Poll	3062872	6208	0.2027	6208	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	3062872	12102	0.3951	12102	0	100.0000	0.0000
Total	Total	5575992	2525222	45.2874	2525222	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



Resolution (11)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Continuation of office of Mr. D P Venkataraman (DIN: 00232894) as an Independent Director.				
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	2513120	2513120	100.0000	2513120	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		2513120	2513120	100.0000	2513120	0	100.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	3062872	5894	0.1924	5894	0	100.0000	0.0000
	Poll		6208	0.2027	6208	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total		3062872	12102	0.3951	12102	0	100.0000
Total	Total	5575992	2525222	45.2874	2525222	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



Resolution (12)

Resolution required: (Ordinary / Special)

Ordinary

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

No

Description of resolution considered

Ratification of remuneration of the cost auditors for the financial year ended March 31, 2018

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		2513120	100.0000	2513120	0	100.0000	0.0000
	Poll	2513120						
	Postal Ballot (if applicable)							
	Total	2513120	2513120	100.0000	2513120	0	100.0000	0.0000
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting		5894	0.1924	5894	0	100.0000	0.0000
	Poll	3062872	6208	0.2027	6208	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	3062872	12102	0.3951	12102	0	100.0000	0.0000
Total	Total	5575992	2525222	45.2874	2525222	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	





DEEPA V. RAMANI
COMPANY SECRETARY

**COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING & PHYSICAL BALLOT
FOR POCL ENTERPRISES LIMITED**

To,

The Chairman,

30th Annual General Meeting (AGM) of the Shareholders of POCL Enterprises Limited held on Saturday, September 1, 2018 at 10:30 a.m. at Kasturi Srinivasan Hall (Mini Hall), 'The Music Academy', No.168, T.T.K. Road, Royapettah, Chennai - 600 014.

Sub: Passing of resolution through Remote Electronic Voting and Physical Ballot at AGM conducted at the 30th AGM of POCL Enterprises Limited (the Company) held on Saturday, September 1, 2018

I, Deepa V Ramani, Practicing Company Secretary, Chennai, having Membership No. 5574, CP No. 8760, have been appointed as Scrutinizer by the Board of Directors of POCL Enterprises Limited (the Company) vide Board resolution passed on August 2, 2018 for the purpose of scrutinizing e-voting (remote e-voting) and voting by use of ballot at the AGM in respect of the proposed resolutions placed at the 30th Annual General Meeting of the Company held on Saturday, September 1, 2018 at 10.30 a.m. at Kasturi Srinivasan Hall (Mini Hall), 'The Music Academy', No.168, T.T.K. Road, Royapettah, Chennai - 600 014.

The Company had appointed Central Depository Services (India) Ltd. (hereinafter **CDSL** or **the Service Provider**) as the e-Voting Service Provider, for extending the facility of remote electronic voting to the shareholders of the Company from 9:00 a.m. on August 29, 2018 to 5:00 p.m. on August 31, 2018. The Service Provider had provided a system for recording the votes of the shareholders electronically on all the items of the businesses (both Ordinary and Special businesses) sought to be transacted at the aforesaid 30th Annual General Meeting (AGM) of the Company.

The Service Provider accordingly had set up e-Voting facility on their website <https://www.evotingindia.com/>. The Company had uploaded all the items of the business to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through electronic means.

Page 1 of 10





Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to all the modes of voting {that is, through electronic means (by remote e-voting) and voting by use of ballots at the AGM} by the shareholders on the resolutions/matters proposed in the Notice of the 30th Annual General Meeting of the Company is the responsibility of the management of the Company. My responsibility as a Scrutinizer is to ensure that the voting processes by remote e-Voting and by use of ballot at the AGM (**Physical Ballot**) are conducted in a fair and transparent manner and render a Combined Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by CDSL and based on data compiled by Cameo Corporate Services Limited, the Registrar and Share Transfer Agents of the Company, for voting by use of ballots at the meeting.

The Cut-off date (record date) for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was August 25, 2018. As on that date, the Company had 6,286 (Six Thousand Two Hundred and Eighty-Six) shareholders.

The Company had sent the Notices of the AGM by email to 4031 (Four Thousand and Thirty-One) shareholders whose email ids were made available by the shareholders themselves. Further, the Company has sent physical notices by Courier to 2120 (Two Thousand One Hundred and Twenty). The Shareholders were given access to the Notice electronically by following the URL link, as on the date of signing this Report-

[http://poel.in/pdf/Annual%20Report 2017-18 POEL.pdf](http://poel.in/pdf/Annual%20Report%202017-18%20POEL.pdf)

The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.

As prescribed in the aforesaid Rules, the e-Voting facility was kept open for three days from 9:00 a.m. on August 29, 2018 to 5:00 p.m. on August 31, 2018.

The Company also released an advertisement, which was published 21 days in advance of the date of the AGM, on August 8, 2018 in English newspaper "Trinity Mirror" and in Tamil newspaper "Makkal Kural".





At the end of the voting period on August 31, 2018 at 5.00 p.m., the voting portal of the Service Provider was blocked forthwith. On September 1, 2018, the votes cast through e-Voting facility was duly unblocked after the conclusion of the Annual General Meeting and results were downloaded from CDSL website by me as a Scrutinizer in the presence of Mr. Manikandan and Mr. Jagmohan who are not in employment of the Company and acted as witnesses, as prescribed in Sub Rule 3(xii) of the said Rule 20.

At the 30th AGM of the Company, members at the venue of the AGM present were allowed to cast their vote through ballot (Physical Ballot). The ballot papers were distributed to the shareholders present at the venue. The shareholders casted their votes in the one ballot box kept at the convenient locations in the venue.

After announcement by the Chairman for voting through Physical Ballot, the box kept for voting was checked as empty and then locked in my presence with due identification mark placed by me. After completion of voting through Physical Ballot, the locked ballot box was opened in my presence and the ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company/Registrar and Share Transfer Agents of the Company.

The votes cast through e-Voting were considered as final in cases where member(s) have voted by Physical Ballot at the AGM.

The result of the remote e-Voting together with Physical Ballot at the AGM is as under:

(A) Consolidated

Number of Members who cast their votes	Total number of Shares held by them	Total number of Valid votes (as per details provided under each one of the Resolutions mentioned hereunder)
17 (through e-Voting)	25,19,014	Various as mentioned under each of the Resolution
18 (by way of Physical Ballot at AGM)	6,208	Various as mentioned under each of the Resolution





(B) Item-wise

Ordinary Business

Agenda No.1:

To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended March 31, 2018, the Board's Report and Auditor's Report thereon.

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	25,19,014	-	-
Physical Ballot at AGM	6,208	-	-
Total	25,25,222	-	-
Total - %	100	-	-

Agenda No.2:

To declare dividend on Equity shares for the financial year ended March 31, 2018

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	25,19,014	-	-
Physical Ballot at AGM	6,208	-	-
Total	25,25,222	-	-
Total - %	100	-	-





Agenda No.3:

To Appoint a Director in the Place of Dr. Padam C Bansal (DIN: 00232863), who retires by rotation and being eligible, offers himself for reappointment.

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	12,38,805	-	-
Physical Ballot at AGM	6,208	-	-
Total	12,45,013	-	-
Total - %	100	-	-

Special Business:

Agenda No.4:

Appointment of Mr. Jyoti Kumar Chowdhry (DIN: 02016718), as an Independent Director

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	25,19,014	-	-
Physical Ballot at AGM	6,208	-	-
Total	25,25,222	-	-
Total - %	100	-	-





Agenda No.5:

*Re-appointment and fixing of remuneration of Mr. Devakar Bansal (DIN: 00232565),
Managing Director*

Type of Resolution: Special Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	7,14,145	-	-
Physical Ballot at AGM	6,208	-	-
Total	7,20,353	-	-
Total - %	100	-	-

Agenda No.6:

*Re-appointment and fixing of remuneration of Mr. Sunil Kumar Bansal (DIN: 00232617),
Managing Director*

Type of Resolution: Special Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	5,30,554	-	-
Physical Ballot at AGM	6,208	-	-
Total	5,36,762	-	-
Total - %	100	-	-





Agenda No.7:

Re-Appointment and fixing of Remuneration of Mr. Y V Raman (DIN: 00232762), Whole Time Director

Type of Resolution: Special Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	25,18,357	-	-
Physical Ballot at AGM	6,208	-	-
Total	25,24,565	-	-
Total - %	100	-	-

Agenda No.8:

Appointment and fixing of Remuneration of Mr. Harsh Bansal (DIN: 08139235), Whole Time Director

Type of Resolution: Special Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	12,87,532	-	-
Physical Ballot at AGM	6,208	-	-
Total	12,93,740	-	-
Total - %	100	-	-





Agenda No.9:

Appointment and Fixing of Remuneration of Mr. Amber Bansal (DIN: 08139234), Whole Time Director

Type of Resolution: Special Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	14,50,189	-	-
Physical Ballot at AGM	6,208	-	-
Total	14,56,397	-	-
Total - %	100	-	-

Agenda No.10:

Increase in Borrowings Powers of the Company

Type of Resolution: Special Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	25,19,014	-	-
Physical Ballot at AGM	6,208	-	-
Total	25,25,222	-	-
Total - %	100	-	-





Agenda No.11:

Continuation of office of Mr. D P Venkataraman (DIN: 00232894) as an Independent Director.

Type of Resolution: Special Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	25,19,014	-	-
Physical Ballot at AGM	6,208	-	-
Total	25,25,222	-	-
Total - %	100	-	-

Agenda No.12:

Ratification of Remuneration of the Cost Auditors for the Financial Year ended March 31, 2018

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	25,19,014	-	-
Physical Ballot at AGM	6,208	-	-
Total	25,25,222	-	-
Total - %	100	-	-





All the Resolutions/Matters indicated in the notice to the said AGM stand passed under e-Voting and Physical Ballot at the Annual General Meeting with the combined requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider electronically, in respect of the votes cast through e-Voting and all other papers including the physical ballot papers through which votes were casted by the shareholders of the Company at the said Annual General Meeting. I shall be arranging to hand over these records to the Chairman or the Company Secretary of the Company or any other authorised person in due course, upon signing of the minutes of the aforesaid AGM as prescribed in Rule 20 of the Companies (Management and Administration) Rules, 2014.

Sincerely yours,

Deepa V. Ramani



DEEPA V RAMANI
Practicing Company Secretary
FCS -5574; CP -8760

Place: Chennai
Date: September 1, 2018

Witness 1: *Gl. Manikandan*
Name : G. MANIKANDAN.
Address : No.13, B.V. Naicker,
Street, Triplicane,
Chennai - 600 005.
Occupation : *Service.*

Witness 2: *K. Jagade*
Name : K. JAGMOHAN
Address : 5/12 GURUSWAMY NAGAR
MAIN ROAD, GOORIVAKKAM
CHENNAI- 600075
Occupation : SERVICE