

July 30, 2019

Asst. Vice President, Listing Deptt.  
**National Stock Exchange of India Ltd.,**  
Exchange Plaza, Plot C/1, G Block  
Bandra Kurla Complex,  
Bandra (E),  
MUMBAI - 400 051  
Scrip Code: HEROMOTOCO

The Secretary,  
**BSE Limited**  
25<sup>th</sup> Floor,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
MUMBAI - 400 001  
Scrip Code: 500182

**Sub: Voting Results and Consolidated Scrutinizer's Report**

Dear Sir,

We wish to inform that the 36<sup>th</sup> Annual General Meeting of the Company was held on July 29, 2019. In this regard, please find attached herewith the following:

1. Voting Results of the Annual General Meeting in compliance with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Consolidated Scrutinizer's Report in compliance with Rule 20 of Companies (Management and Administration) Rules, 2014.

This is for your information and further dissemination.

Thanking you,

**For Hero MotoCorp Ltd.**



(Neerja Sharma)  
**Company Secretary & Chief Compliance Officer**



Encl.: As above

**Voting Results of AGM**

Details of poll at AGM and e-voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:

Date of the AGM	29-07-2019
Total number of shareholders on record date	152,329
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:	19 957
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:	N.A.

**1. Ordinary Resolution:** To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2019 together with the reports of the Directors and Auditors thereon and the consolidated audited financial statements of the Company for the financial year ended March 31, 2019.

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	69,166,082	69,133,582	99.9530	69,133,582	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>69,133,582</b>	<b>99.9530</b>	<b>69,133,582</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	107,796,108	84,559,887	78.4443	84,559,887	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>84,559,887</b>	<b>78.4443</b>	<b>84,559,887</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-voting	22,764,694	4,098,636	18.0044	4,098,635	1	100.0000	0.0000
	Poll		193,456	0.8498	193,456	0	100.0000	0.0000
	<b>Total</b>		<b>4,292,092</b>	<b>18.8542</b>	<b>4,292,091</b>	<b>1</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>199,726,884</b>	<b>157,985,561</b>	<b>79.1008</b>	<b>157,985,560</b>	<b>1</b>	<b>100.0000</b>	<b>0.0000</b>



**2. Ordinary Resolution:** To confirm payment of Interim dividend of Rs. 55/- per equity share and to declare a final dividend of Rs. 32/- per equity share for the financial year 2018-19.

Whether promoter/ promoter group are intersted 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	69,166,082	69,133,582	99.9530	69,133,582	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>69,133,582</b>	<b>99.9530</b>	<b>69,133,582</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	107,796,108	87,152,096	80.8490	87,152,096	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>87,152,096</b>	<b>80.8490</b>	<b>87,152,096</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-voting	22,764,694	4,105,593	18.0349	4,105,592	1	100.0000	0.0000
	Poll		193,456	0.8498	193,456	0	100.0000	0.0000
	<b>Total</b>		<b>4,299,049</b>	<b>18.8847</b>	<b>4,299,048</b>	<b>1</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>199,726,884</b>	<b>160,584,727</b>	<b>80.4022</b>	<b>160,584,726</b>	<b>1</b>	<b>100.0000</b>	<b>0.0000</b>

**3. Ordinary Resolution:** Re-appointment of Mr. Vikram Sitaram Kasbekar (DIN: 00985182) who retires by rotation and being eligible, offers himself for re-appointment.

Whether promoter/ promoter group are intersted 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	69,166,082	69,133,582	99.9530	69,133,582	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>69,133,582</b>	<b>99.9530</b>	<b>69,133,582</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	107,796,108	87,152,096	80.8490	80,101,235	7,050,861	91.9097	8.0903
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>87,152,096</b>	<b>80.8490</b>	<b>80,101,235</b>	<b>7,050,861</b>	<b>91.9097</b>	<b>8.0903</b>
Public-Non Institutions	E-voting	22,764,694	4,105,558	18.0348	4,105,472	86	99.9979	0.0021
	Poll		193,456	0.8498	193,456	0	100.0000	0.0000
	<b>Total</b>		<b>4,299,014</b>	<b>18.8846</b>	<b>4,298,928</b>	<b>86</b>	<b>99.9980</b>	<b>0.0020</b>
<b>Total</b>		<b>199,726,884</b>	<b>160,584,692</b>	<b>80.4021</b>	<b>153,533,745</b>	<b>7,050,947</b>	<b>95.6092</b>	<b>4.3908</b>



**4. Ordinary Resolution: Ratification of remuneration of Cost Auditors for financial year 2019-2020.**

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	69,166,082	69,133,582	99.9530	69,133,582	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>69,133,582</b>	<b>99.9530</b>	<b>69,133,582</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	107,796,108	87,152,096	80.8490	87,152,096	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>87,152,096</b>	<b>80.8490</b>	<b>87,152,096</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-voting	22,764,694	4,105,551	18.0347	4,105,536	15	99.9996	0.0004
	Poll		193,456	0.8498	193,456	0	100.0000	0.0000
	<b>Total</b>		<b>4,299,007</b>	<b>18.8845</b>	<b>4,298,992</b>	<b>15</b>	<b>99.9997</b>	<b>0.0003</b>
<b>Total</b>		<b>199,726,884</b>	<b>160,584,685</b>	<b>80.4021</b>	<b>160,584,670</b>	<b>15</b>	<b>100.0000</b>	<b>0.0000</b>

**5. Ordinary Resolution: Appointment of Prof. Jagmohan Singh Raju (DIN: 08273039) as an Independent Director 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	69,166,082	69,133,582	99.9530	69,133,582	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>69,133,582</b>	<b>99.9530</b>	<b>69,133,582</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	107,796,108	84,680,267	78.5560	78,299,709	6,380,558	92.4651	7.5349
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>84,680,267</b>	<b>78.5560</b>	<b>78,299,709</b>	<b>6,380,558</b>	<b>92.4651</b>	<b>7.5349</b>
Public-Non Institutions	E-voting	22,764,694	4,105,558	18.0348	4,105,543	15	99.9996	0.0004
	Poll		193,456	0.8498	193,456	0	100.0000	0.0000
	<b>Total</b>		<b>4,299,014</b>	<b>18.8846</b>	<b>4,298,999</b>	<b>15</b>	<b>99.9997</b>	<b>0.0003</b>
<b>Total</b>		<b>199,726,884</b>	<b>158,112,863</b>	<b>79.1645</b>	<b>151,732,290</b>	<b>6,380,573</b>	<b>95.9645</b>	<b>4.0355</b>



**6. Special Resolution: Re-appointment of Mr. Meleveetil Damodaran (DIN: 02106990) as an Independent Director 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	69,166,082	69,133,582	99.9530	69,133,582	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>69,133,582</b>	<b>99.9530</b>	<b>69,133,582</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	107,796,108	83,088,456	77.0793	63,380,530	19,707,926	76.2808	23.7192
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>83,088,456</b>	<b>77.0793</b>	<b>63,380,530</b>	<b>19,707,926</b>	<b>76.2808</b>	<b>23.7192</b>
Public-Non Institutions	E-voting	22,764,694	4,109,583	18.0524	3,587,559	522,024	87.2974	12.7026
	Poll		193,456	0.8498	193,456	0	100.0000	0.0000
	<b>Total</b>		<b>4,303,039</b>	<b>18.9022</b>	<b>3,781,015</b>	<b>522,024</b>	<b>87.8685</b>	<b>12.1315</b>
<b>Total</b>		<b>199,726,884</b>	<b>156,525,077</b>	<b>78.3696</b>	<b>136,295,127</b>	<b>20,229,950</b>	<b>87.0756</b>	<b>12.9244</b>

**7. Ordinary Resolution: Re-appointment of Mr. Pradeep Dinodia (DIN:00027995) as a Non-Executive Director 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	69,166,082	69,133,582	99.9530	69,133,582	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>69,133,582</b>	<b>99.9530</b>	<b>69,133,582</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	107,796,108	85,372,874	79.1985	72,468,262	12,904,612	84.8844	15.1156
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>85,372,874</b>	<b>79.1985</b>	<b>72,468,262</b>	<b>12,904,612</b>	<b>84.8844</b>	<b>15.1156</b>
Public-Non Institutions	E-voting	22,764,694	4,105,558	18.0348	4,105,526	32	99.9992	0.0008
	Poll		193,456	0.8498	193,456	0	100.0000	0.0000
	<b>Total</b>		<b>4,299,014</b>	<b>18.8846</b>	<b>4,298,982</b>	<b>32</b>	<b>99.9993</b>	<b>0.0007</b>
<b>Total</b>		<b>199,726,884</b>	<b>158,805,470</b>	<b>79.5113</b>	<b>145,900,826</b>	<b>12,904,644</b>	<b>91.8739</b>	<b>8.1261</b>



**8. Ordinary Resolution:** Re-appointment of Mr. Vikram Sitaram Kasbekar (DIN: 00985182), Executive Director - Operations (Plants) as a whole-time Director of the Company and approval of remuneration and other terms and conditions of his 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	69,166,082	69,133,582	99.9530	69,133,582	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>69,133,582</b>	<b>99.9530</b>	<b>69,133,582</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Institutions	E-voting	107,796,108	85,242,589	79.0776	74,882,688	10,359,901	87.8466	12.1534
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>85,242,589</b>	<b>79.0776</b>	<b>74,882,688</b>	<b>10,359,901</b>	<b>87.8466</b>	<b>12.1534</b>
Public-Non Institutions	E-voting	22,764,694	4,105,558	18.0348	4,105,462	96	99.9977	0.0023
	Poll		193,456	0.8498	193,456	0	100.0000	0.0000
	<b>Total</b>		<b>4,299,014</b>	<b>18.8846</b>	<b>4,298,918</b>	<b>96</b>	<b>99.9978</b>	<b>0.0022</b>
<b>Total</b>		<b>199,726,884</b>	<b>158,675,185</b>	<b>79.4461</b>	<b>148,315,188</b>	<b>10,359,997</b>	<b>93.4709</b>	<b>6.5291</b>



# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

B-88, 1<sup>ST</sup> Floor, Defence Colony, New Delhi - 110 024.

Tel. : (011) 4679 0000, Fax : (011) 4679 0012

e-mail : [contact@cssanjaygrover.in](mailto:contact@cssanjaygrover.in)

website : [www.cssanjaygrover.in](http://www.cssanjaygrover.in)

### Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman

**HERO MOTOCORP LIMITED**

(CIN: L35911DL1984PLC017354)

34, Community Centre, Basant Lok,

Vasant Vihar, New Delhi-110057

Dear Sir,

I, Sanjay Grover, Managing Partner of M/s Sanjay Grover & Associates, Practicing Company Secretaries, having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer for the purpose of scrutinizing the voting process i.e. remote e-voting and voting through electronic system (poll) at Annual General Meeting (AGM) under the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) on the resolution(s) mentioned in Notice dated April 26, 2019 for 36<sup>th</sup> AGM of the Equity Shareholders of the Company held on Monday, July 29, 2019 at 10:30A.M. at Air Force Auditorium, Subroto Park, New Delhi -110010.


I submit my report as under:-

1. The remote e-voting period commenced on Friday, July 26, 2019 at 09:00 A.M. and ended on Sunday, July 28, 2019 at 05:00 P.M. via e-voting platform on the designated website i.e. <http://evoting.karvy.com> provided by Karvy Fintech Private Limited (formerly known as Karvy Computershare Private Limited).



2. The Members of the Company as on the "Cut-off Date" i.e. Monday, July 22, 2019 were entitled to avail the facility of remote e-voting and voting through electronic system at the 36<sup>th</sup> Annual General Meeting on the proposed resolution(s) as set out in the Notice dated April 26, 2019.
3. The total paid-up Equity Share Capital of the Company as on July 22, 2019 was Rs. 39,94,53,768/- (Rupees Thirty Nine Crore Ninety Four Lakh Fifty Three Thousand Seven Hundred and Sixty Eight only) divided into 19,97,26,884 (Nineteen Crore Ninety Seven Lakh Twenty Six Thousand Eight Hundred and Eighty Four) equity shares of Rs. 2/- (Rupees Two only) each.
4. The Chairman ordered for poll through electronic voting system at AGM as per Rules 20 & 21 of Companies (Management and Administration) Rules, 2014, as amended from time to time.
5. Sufficient tabs (portable electronic devices) were kept for polling through electronic voting system and the voting was completed in my presence.
6. After completion of poll through electronic voting system at the AGM, the Report was generated in my presence and was diligently scrutinized. A detailed register was maintained containing the particulars of the shareholders who participated in poll at the AGM.
7. After completion of poll through electronic voting system at the AGM, the votes cast through remote e-voting were unblocked in the presence of two witnesses, Ms. Daljeet Kaur and Mr. Lokesh Vats who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence:

  
Daljeet Kaur

  
Lokesh Vats





7. The consolidated summary of results of remote e-voting and poll through electronic voting system at the AGM are as under:

**Resolution No. 1**-To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2019 together with the reports of the Directors and Auditors thereon and the consolidated audited financial statements of the Company for the financial year ended March 31, 2019.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll (e-votes)	Remote e-votes	Total	
Assent	1,93,456	15,77,92,104	15,79,85,560	100
Dissent	0	1	1	0
Total	1,93,456	15,77,92,105	15,79,85,561	100

Therefore, the Resolution No. 1 has been approved with requisite majority. Details of poll & remote e-voting are given in Annexure- A.

**Resolution No. 2**-To confirm payment of Interim dividend of Rs. 55/- per equity share and to declare a final dividend of Rs. 32/- per equity share for the financial year 2018-19.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll (e-votes)	Remote e-votes	Total	
Assent	1,93,456	16,03,91,270	16,05,84,726	100
Dissent	0	1	1	0
Total	1,93,456	16,03,91,271	16,05,84,727	100

Therefore, the Resolution No. 2 has been approved with requisite majority. Details of poll & remote e-voting are given in Annexure- B.



**Resolution No. 3**-Re-appointment of Mr. Vikram Sitaram Kasbekar (DIN: 00985182) who retires by rotation and being eligible, offers himself for re-appointment.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll (e-votes)	Remote e-votes	Total	
Assent	1,93,456	15,33,40,289	15,35,33,745	95.6092
Dissent	0	70,50,947	70,50,947	4.3908
Total	1,93,456	16,03,91,236	16,05,84,692	100

Therefore, the Resolution No. 3 has been approved with requisite majority. Details of poll & remote e-voting are given in **Annexure- C**.

**Resolution No. 4**-Ratification of remuneration of the Cost Auditors for financial year 2019-2020.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll (e-votes)	Remote e-votes	Total	
Assent	1,93,456	16,03,91,214	16,05,84,670	100
Dissent	0	15	15	0
Total	1,93,456	16,03,91,229	16,05,84,685	100

Therefore, the Resolution No. 4 has been approved with requisite majority. Details of poll & remote e-voting are given in **Annexure-D**.



**Resolution No.5**-Appointment of Prof. Jagmohan Singh Raju (DIN: 08273039) as an Independent Director of the Company.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll (e-votes)	Remote e-votes	Total	
Assent	1,93,456	15,15,38,834	15,17,32,290	95.9645
Dissent	0	63,80,573	63,80,573	4.0355
Total	1,93,456	15,79,19,407	15,81,12,863	100

Therefore, the Resolution No. 5 has been approved with requisite majority. Details of poll & remote e-voting are given in **Annexure-E**.

**Resolution No. 6**-Re-appointment of Mr. Meleveetil Damodaran (DIN: 02106990) as an Independent Director of the Company.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll (e-votes)	Remote e-votes	Total	
Assent	1,93,456	13,61,01,671	13,62,95,127	87.0756
Dissent	0	2,02,29,950	2,02,29,950	12.9244
Total	1,93,456	15,63,31,621	15,65,25,077	100

Therefore, the Resolution No. 6 has been approved with requisite majority. Details of poll & remote e-voting are given in **Annexure-F**.



**Resolution No. 7**-Re-appointment of Mr. Pradeep Dinodia (DIN:00027995) as Non-Executive Director of the Company.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll (e-votes)	Remote e-votes	Total	
Assent	1,93,456	14,57,07,370	14,59,00,826	91.8739
Dissent	0	1,29,04,644	1,29,04,644	8.1261
Total	1,93,456	15,86,12,014	15,88,05,470	100

Therefore, the Resolution No. 7 has been approved with requisite majority. Details of poll & remote e-voting are given in **Annexure-G**.

**Resolution No. 8**-Re-appointment of Mr. Vikram Sitaram Kasbekar (DIN: 00985182), Executive Director – Operations(Plants) as a whole-time Director of the Company and approval of remuneration and other terms and conditions of his appointment.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll (e-votes)	Remote e-votes	Total	
Assent	1,93,456	14,81,21,732	14,83,15,188	93.4709
Dissent	0	1,03,59,997	1,03,59,997	6.5291
Total	1,93,456	15,84,81,729	15,86,75,185	100

Therefore, the Resolution No. 8 has been approved with requisite majority. Details of poll & remote e-voting are given in **Annexure-H**.

8. The registers and all other papers relating to remote e-voting and poll through e-voting system at AGM shall remain in my safe custody until the Chairman considers, approves

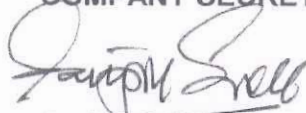


**SANJAY GROVER & ASSOCIATES**

and signs the minutes and thereafter, I shall hand over the registers and all other related papers to the Company.

Thanking you,

**For SANJAY GROVER & ASSOCIATES  
COMPANY SECRETARIES**



Sanjay Grover

Scrutinizer

CP No. 3850

July 30, 2019

New Delhi



Countersigned by



Chairman

July 30, 2019

New Delhi

Annexure - A

Details of poll at AGM & remote e-voting for Resolution No.1 are as under:

**A1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	97	1,93,456	3,86,912
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	97	1,93,456	3,86,912
d) Votes with assent	97	1,93,456	3,86,912
e) Votes with dissent	0	0	0

**A2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	978	15,77,92,105	31,55,84,210
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	978	15,77,92,105	31,55,84,210
d) Votes with assent	977	15,77,92,104	31,55,84,208
e) Votes with dissent	1	1	2



Details of poll at AGM & remote e-voting for Resolution No.2 are as under:

**B1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	97	1,93,456	3,86,912
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	97	1,93,456	3,86,912
d) Votes with assent	97	1,93,456	3,86,912
e) Votes with dissent	0	0	0

**B2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	994	16,03,91,271	32,07,82,542
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	994	16,03,91,271	32,07,82,542
d) Votes with assent	993	16,03,91,270	32,07,82,540
e) Votes with dissent	1	1	2



Details of poll at AGM & remote e-voting for Resolution No.3 are as under:

**C1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	97	1,93,456	3,86,912
b) Less: Invalid Votes	0	0	0
c) Net Valid votes	97	1,93,456	3,86,912
d) Votes with assent	97	1,93,456	3,86,912
e) Votes with dissent	0	0	0

**C2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	992	16,03,91,236	32,07,82,472
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	992	16,03,91,236	32,07,82,472
d) Votes with assent	955	15,33,40,289	30,66,80,578
e) Votes with dissent	37	70,50,947	1,41,01,894





Details of poll at AGM & remote e-voting for Resolution No.4 are as under:

**D1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	97	1,93,456	3,86,912
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	97	1,93,456	3,86,912
d) Votes with assent	97	1,93,456	3,86,912
e) Votes with dissent	0	0	0

**D2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	991	16,03,91,229	32,07,82,458
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	991	16,03,91,229	32,07,82,458
d) Votes with assent	988	16,03,91,214	32,07,82,428
e) Votes with dissent	3	15	30



Details of poll at AGM & remote e-voting for Resolution No.5 are as under:

**E1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	97	1,93,456	3,86,912
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	97	1,93,456	3,86,912
d) Votes with assent	97	1,93,456	3,86,912
e) Votes with dissent	0	0	0

**E2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	978	15,79,19,407	31,58,38,814
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	978	15,79,19,407	31,58,38,814
d) Votes with assent	941	15,15,38,834	30,30,77,668
e) Votes with dissent	37	63,80,573	1,27,61,146



Details of poll at AGM & remote e-voting for Resolution No.6 are as under:

**F1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	97	1,93,456	3,86,912
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	97	1,93,456	3,86,912
d) Votes with assent	97	1,93,456	3,86,912
e) Votes with dissent	0	0	0

**F2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	991	15,63,31,621	31,26,63,242
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	991	15,63,31,621	31,26,63,242
d) Votes with assent	765*	13,61,01,671	27,22,03,342
e) Votes with dissent	228*	2,02,29,950	4,04,59,900

\*2 (Two) shareholders voted both in favour and against the resolution.



Details of poll at AGM & remote e-voting for Resolution No.7 are as under:

**G1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	97	1,93,456	3,86,912
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	97	1,93,456	3,86,912
d) Votes with assent	97	1,93,456	3,86,912
e) Votes with dissent	0	0	0

**G2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	983	15,86,12,014	31,72,24,028
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	983	15,86,12,014	31,72,24,028
d) Votes with assent	874*	14,57,07,370	29,14,14,740
e) Votes with dissent	110*	1,29,04,644	2,58,09,288

\*1 (One) shareholder voted both in favour and against the resolution.



**Annexure -H**

Details of poll at AGM & remote e-voting for Resolution No.8 are as under:

**H1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	97	1,93,456	3,86,912
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	97	1,93,456	3,86,912
d) Votes with assent	97	1,93,456	3,86,912
e) Votes with dissent	0	0	0

**H2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total Votes received	979	15,84,81,729	31,69,63,458
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	979	15,84,81,729	31,69,63,458
d) Votes with assent	852*	14,81,21,732	29,62,43,464
e) Votes with dissent	129*	1,03,59,997	2,07,19,994

\*2 (Two) shareholders voted both in favour and against the resolution.

