



Godfrey Phillips India Limited
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isc-gpi@modi.com

24th September, 2019

**The Manager, Listing Department
The National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex
Bandra (E), Mumbai – 400 051
Fax No. : 022-26598237 / 38
NSE Symbol : GODFRYPHLP**

**The Manager
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001
Fax No. : 022-22721919, 3121
BSE Scrip Code : 500163**

Reg.: Voting Results and Consolidated Scrutinizer's Report of 82nd Annual General Meeting

Dear Sirs,

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we hereby enclose the voting results of 82nd Annual General Meeting held on Monday, 23rd September, 2019 at 3:15 p.m. and Consolidated Scrutinizer's Report pursuant to Section 108 of the Companies Act 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014.

We request you to take the same on record.

Thanking you,

Yours faithfully,
For **GODFREY PHILLIPS INDIA LIMITED**

SANJAY GUPTA
Company Secretary

Encl. : As above



A. D. Patel

Details of voting results

Date of AGM		23rd September, 2019						
Total no. of shareholders on record date i.e. 16th September, 2019 being the cut off date for reckoning the voting rights of the shareholders		20566						
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group		3 114 (Public)						
No. of shareholders present in the meeting attended the meeting through video conferencing: Promoters and Promoter Group		Not arranged						
Resolution Required : (Ordinary)		1 - a. Adoption of Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019, the reports of the Board of Directors and Auditors thereon; and b. Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019.						
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]= $\frac{[2]}{[1]} \times 100$	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]} \times 100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting		37229805	99.1875	37229805	0	100.0000	0.0000
	Poll	37534786	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		37229805	99.1875	37229805	0	100.0000	0.0000
Public Institutions	E-Voting		1252494	17.4901	1252494	0	100.0000	0.0000
	Poll	7161164	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1252494	17.4901	1252494	0	100.0000	0.0000
Public Non Institutions	E-Voting		14760	0.2022	14760	0	100.0000	0.0000
	Poll	7297970	7549	0.1034	7128	421	94.4231	5.5769
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		22309	0.3056	21888	421	98.1129	1.8871
Total		51993920	38504608	74.0560	38504187	421	99.9989	0.0011

Godfrey Phillips India Limited

Resolution Required : (Ordinary)		2 - Declaration of dividend on equity shares							
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		37229805	99.1875	37229805	0	100.0000	0.0000	
	Poll	37534786	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		37229805	99.1875	37229805	0	100.0000	0.0000	
Public Institutions	E-Voting		1274829	17.8020	1274829	0	100.0000	0.0000	
	Poll	7161164	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		1274829	17.8020	1274829	0	100.0000	0.0000	
Public Non Institutions	E-Voting		15108	0.2070	15108	0	100.0000	0.0000	
	Poll	7297970	7549	0.1034	7128	421	94.4231	5.5769	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		22657	0.3104	22236	421	98.1419	1.8581	
Total		51993920	38527291	74.0996	38526870	421	99.9989	0.0011	



N.A. Shah

Godfrey Phillips India Limited

3 - Re-appointment of Mr. Samir Modi (DIN 00029554), who retires by rotation, and being eligible, offers himself for re-appointment.

Resolution Required : (Ordinary)

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		37229805	99.1875	37229805	0	100.0000	0.0000
	Poll	37534786	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		37229805	99.1875	37229805	0	100.0000	0.0000
Public Institutions	E-Voting		1274829	17.8020	0	1274829	0.0000	100.0000
	Poll	7161164	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1274829	17.8020	0	1274829	0.0000	100.0000
Public Non Institutions	E-Voting		14620	0.2003	14370	250	98.2900	1.7100
	Poll	7297970	7549	0.1034	7128	421	94.4231	5.5769
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		22169	0.3037	21498	671	96.9733	3.0267
Total			38526803	74.0987	37251303	1275500	96.6893	3.3107



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Godfrey Phillips India Limited

4 - Re-appointment of Mr. Ruchir Kumar Modi (DIN 07174133), who retires by rotation, and being eligible, offers himself for re-appointment.

Resolution Required : (Ordinary)

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]= $\frac{[2]}{[1]} \times 100$	No. of Votes - in favour [4]	No. of Votes -Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]} \times 100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting		37229805	99.1875	37229805	0	100.0000	0.0000
	Poll	37534786	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		37229805	99.1875	37229805	0	100.0000	0.0000
Public Institutions	E-Voting		1274829	17.8020	696809	578020	54.6590	45.3410
	Poll	7161164	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1274829	17.8020	696809	578020	54.6590	45.3410
Public Non Institutions	E-Voting		14420	0.1976	14370	50	99.6533	0.3467
	Poll	7297970	7549	0.1034	7128	421	94.4231	5.5769
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21969	0.3010	21498	471	97.8561	2.1439
Total		51993920	38526603	74.0983	37948112	578491	98.4985	1.5015



R. K. Modi

Godfrey Phillips India Limited

5 - Appointment of Mrs. Nirmala Bagri (DIN 01081867) as a Woman Independent Director for a term of 5 (five) consecutive years from 1st April, 2019 upto 31st March, 2024.

Resolution Required : (Special)		NO									
Whether promoter/ promoter group are interested in the agenda/resolution?											
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		37229805	99.1875	37229805	0	100.0000	0.0000			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	37534786	0	0.0000	0	0	0.0000	0.0000			
	Total		37229805	99.1875	37229805	0	100.0000	0.0000			
Public Institutions	E-Voting		1274829	17.8020	764429	510400	59.9633	40.0367			
	Poll		0	0.0000	0	0	0.0000	0.0000			
	Postal Ballot	7161164	0	0.0000	0	0	0.0000	0.0000			
	Total		1274829	17.8020	764429	510400	59.9633	40.0367			
Public Non Institutions	E-Voting		14420	0.1976	14420	0	100.0000	0.0000			
	Poll		7549	0.1034	7128	421	94.4231	5.5769			
	Postal Ballot	7297970	0	0.0000	0	0	0.0000	0.0000			
	Total		21969	0.3010	21548	421	98.0837	1.9163			
Total		51993920	38526603	74.0983	38015782	510821	98.6741	1.3259			



N. A. Bagri

Godfrey Phillips India Limited

6 - Re-appointment of Dr. Lalit Bhasin (DIN 00001607) as an Independent Director for a term of 5 (five) consecutive years upto the conclusion of 87th Annual General Meeting of the Company in the calendar year 2024.

Resolution Required : (Special)

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]= $\frac{[2]}{[1]} \times 100$	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]} \times 100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting		37229805	99.1875	37229805	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	37534786	0	0.0000	0	0	0.0000	0.0000
	Total		37229805	99.1875	37229805	0	100.0000	0.0000
Public Institutions	E-Voting		1274829	17.8020	590106	684723	46.2890	53.7110
	Poll	7161164	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1274829	17.8020	590106	684723	46.2890	53.7110
Public Non Institutions	E-Voting		14420	0.1976	14370	50	99.6533	0.3467
	Poll	7297970	7549	0.1034	7128	421	94.4231	5.5769
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21969	0.3010	21498	471	97.8561	2.1439
Total		51993920	38526603	74.0983	37841409	685194	98.2215	1.7785



K. P. Deka

Godfrey Phillips India Limited

7 - Re-appointment of Mr. Anup N. Kothari (DIN 00294737) as an Independent Director for a term of 5 (five) consecutive years upto the conclusion of 87th Annual General Meeting of the Company in the calendar year 2024.

Resolution Required : (Special)		NO													
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		37229805	99.1875	37229805	0	100.0000	0.0000							
	Poll	37534786	0	0.0000	0	0	0.0000	0.0000							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000							
	Total		37229805	99.1875	37229805	0	100.0000	0.0000	0.0000						
Public Institutions	E-Voting		1274829	17.8020	1170705	104124	91.8323	8.1677							
	Poll	7161164	0	0.0000	0	0	0.0000	0.0000							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000							
	Total		1274829	17.8020	1170705	104124	91.8323	8.1677	0.0000						
Public Non Institutions	E-Voting		14420	0.1976	14370	50	99.6533	0.3467							
	Poll	7297970	7549	0.1034	7128	421	94.4231	5.5769							
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000							
	Total		21969	0.3010	21498	471	97.8561	2.1439	0.0000						
Total		51993920	38526603	74.0983	38422008	104595	99.7285	0.2715							



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Godfrey Phillips India Limited

Resolution Required : (Special)		8 - To approve payment of remuneration by way of commission to Mr. Ruchir Kumar Modi (DIN 07174133), a Non-Executive Director, for a period of three years from 1st July 2019 till 30th June, 2022.													
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]= $\frac{[2]}{[1]}*100$	[4]	[5]	[6]= $\frac{[4]}{[2]}*100$	[7]= $\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting		37229805	99.1875	37229805	0	100.0000	0.0000							
	Poll		0	0.0000	0	0	0.0000	0.0000							
	Postal Ballot	37534786	0	0.0000	0	0	0.0000	0.0000							
	Total		37229805	99.1875	37229805	0	100.0000	0.0000	0.0000						
Public Institutions	E-Voting		1220829	17.0479	1116705	104124	91.4710	8.5290							
	Poll		0	0.0000	0	0	0.0000	0.0000							
	Postal Ballot	7161164	0	0.0000	0	0	0.0000	0.0000							
	Total		1220829	17.0479	1116705	104124	91.4710	8.5290	0.0000						
Public Non Institutions	E-Voting		14420	0.1976	5870	8550	40.7074	59.2926							
	Poll		7549	0.1034	7128	421	94.4231	5.5769							
	Postal Ballot	7297970	0	0.0000	0	0	0.0000	0.0000							
	Total		21969	0.3010	12998	8971	59.1652	40.8348	0.0000						
Total		51993920	38472603	73.9944	38359508	113095	99.7060	0.2940							



R. K. Modi

V. R. ASSOCIATES

COMPANY SECRETARIES

24th September, 2019

COMBINED REPORT OF THE SCRUTINIZER ON THE REMOTE E-VOTING AND VOTING BY POLL CONDUCTED AT THE 82nd AGM OF GODFREY PHILLIPS INDIA LIMITED HELD ON 23rd SEPTEMBER, 2019

To,
The Chairman
Godfrey Phillips India Limited

82nd Annual General Meeting (AGM) of the Equity Shareholders of Godfrey Phillips India Limited held on Monday, the 23rd September, 2019 at 3.15 p.m. at the Y.B. Chavan Auditorium, General Jagannath Bhosle Marg (Next to Sachivalaya Gymkhana), Mumbai - 400 021.

Sub: *Passing of resolution(s) through electronic voting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended.*

Dear Sirs,

I, V. Ramachandran, proprietor of M/s V.R. Associates, Company Secretaries (Membership no. ACS 7731, CP no. 4731) have been appointed as Scrutinizer by Godfrey Phillips India Limited ("the company") as per Board resolution dated 10th August, 2019 and Company's letter dated 14th August, 2019 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of remote e-voting as well as the voting by poll taken on all the resolutions at the annual general meeting of the shareholders of the Company held on Monday, the 23rd September, 2019 at 3.15 p.m. at the Y.B. Chavan Auditorium, General Jagannath Bhosle Marg (Next to Sachivalaya Gymkhana), Mumbai - 400 021 hereby submit my report as under:

The Company had extended facility of remote e-voting to the members of the Company through NSDL from Friday, 20th September, 2019 (9.00 a.m.) to Sunday, 22nd September, 2019 (5.00 p.m.).

Further, on 23rd September, 2019 at the 82nd AGM, ballot papers were distributed to the members present in person or by proxy to enable the members to vote who could not do the remote e-voting.

- 1) The Company had appointed National Securities Depository Limited (NSDL) for the purpose of providing the facility of remote e-voting to the members of the Company.
- 2) NSDL had set up an electronic voting facility on their website, viz. www.evoting.nsdl.com. The company had uploaded all the items of business to be

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GST Reg. No. : 27ACSPV8251A1Z7 • PAN : ACSPV8251A



transacted at the AGM on the website of NSDL as also its own website i.e. www.godfreyphillips.com.

- 3) The cut off date for despatch of notice of the AGM was 16th August, 2019, and as on that date there were 20504 members in the Company. NSDL had sent notices of the AGM along with the annual report and e-voting details by e-mail to 15065 members whose e-mail details were available with the depositories and the RTA. In respect of 5439 members for whom the e-mail details were not available, the notices were sent by courier through DTDC. The Company completed the despatch of notices to members on 30th August, 2019.
- 4) The notice clearly indicated the process and manner of voting by electronic means including step wise procedure for voting in a secure manner.
- 5) The cut-off date for the purposes of identifying the members who will be entitled to vote on the resolutions was 16th September, 2019.
- 6) The remote e-voting period commenced on Friday, 20th September, 2019 at 9.00 a.m. and ended on Sunday, 22nd September, 2019 at 5.00 p.m.
- 7) As prescribed in Rule 20(4)(v), the company released an advertisement, which was published more than 21 days before the date of the AGM, in English in Economic Times and Marathi in Maharashtra Times on 31st August, 2019. The notice contained the details specified in Rule 20(4)(v) (a) to (h).
- 8) At the end of the voting portal on Sunday, 22nd September, 2019, the voting portal was blocked forthwith. The same was unblocked on 23rd September, 2019 after voting process by poll was completed in the presence of two witnesses viz. Ms. Pooja Sawarkar and Mr. Qamar Ali Shaikh.
- 9) At the venue of the 82nd AGM of the Company held on 23rd September, 2019, the facility to vote through polling paper was provided to those members present in the meeting but could not participate through remote e-voting.
- 10) After the time fixed for closing the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification mark placed by me.
- 11) The locked ballot box was subsequently opened in my presence along with two witnesses viz. Ms. Pooja Sawarkar and Mr. Qamar Ali Shaikh and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and authorisations/ proxies lodged with the Company.
- 12) We did not find any poll papers invalid.
- 13) The results of remote e-voting and the voting by poll are as under:



Item No. 1:

ORDINARY RESOLUTION

a. Adoption of Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019, the reports of the Board of Directors and Auditors thereon; and

b. Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	103	38497059	99.9804
Voting by Poll at AGM	31	7128	0.0185
Total	134	38504187	99.9989

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0.0000
Voting by Poll at AGM	2	421	0.0011
Total	2	421	0.0011

Total number of Valid votes casted under remote voting and by poll	38504608
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(iii) Invalid votes :

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Voting by Poll at AGM	0	0
Total	0	0



Item No. 2:
ORDINARY RESOLUTION
Declaration of dividend on equity shares.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	105	38519742	99.9804
Voting by Poll at AGM	31	7128	0.0185
Total	136	38526870	99.9989

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0.0000
Voting by Poll at AGM	2	421	0.0011
Total	2	421	0.0011

Total number of Valid votes casted under remote evoting and by poll	38527291
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(iii) Invalid votes :

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Voting by Poll at AGM	0	0
Total	0	0

Item No. 3:

ORDINARY RESOLUTION

Re-appointment of Mr. Samir Modi (DIN 00029554), who retires by rotation, and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	55	37244175	96.6708
Voting by Poll at AGM	31	7128	0.0185
Total	86	37251303	96.6893

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	48	1275079	3.3096
Voting by Poll at AGM	2	421	0.0011
Total	50	1275500	3.3107

Total number of Valid votes casted under remote evoting and by poll	38526803
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(iii) Invalid votes :

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Voting by Poll at AGM	0	0
Total	0	0



Item No. 4:

ORDINARY RESOLUTION

Re-appointment of Mr. Ruchir Kumar Modi (DIN 07174133), who retires by rotation, and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	69	37940984	98.4800
Voting by Poll at AGM	31	7128	0.0185
Total	100	37948112	98.4985

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	33	578070	1.5004
Voting by Poll at AGM	2	421	0.0011
Total	35	578491	1.5015

Total number of Valid votes casted under remote evoting and by poll	. 38526603
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(iii) Invalid votes :

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Voting by Poll at AGM	0	0
Total	0	0

Item No. 5:

SPECIAL RESOLUTION

Appointment of Mrs. Nirjala Bagri (DIN 01081867) as a Woman Independent Director for a term of 5 (five) consecutive years from 1st April, 2019 upto 31st March, 2024.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	101	38008654	98.6556
Voting by Poll at AGM	31	7128	0.0185
Total	132	38015782	98.6741

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	1	510400	1.3248
Voting by Poll at AGM	2	421	0.0011
Total	3	510821	1.3259

Total number of Valid votes casted under remote evoting and by poll	38526603
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(iii) Invalid votes :

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Voting by Poll at AGM	0	0
Total	0	0

Item No. 6:

SPECIAL RESOLUTION

Re-appointment of Dr. Lalit Bhasin (DIN 00001607) as an Independent Director for a term of 5 (five) consecutive years upto the conclusion of 87th Annual General Meeting of the Company in the calendar year 2024.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	60	37834281	98.2030
Voting by Poll at AGM	31	7128	0.0185
Total	91	37841409	98.2215

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	42	684773	1.7774
Voting by Poll at AGM	2	421	0.0011
Total	44	685194	1.7785

Total number of Valid votes casted under remote evoting and by poll	38526603
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(iii) Invalid votes :

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Voting by Poll at AGM	0	0
Total	0	0



Item No. 7:

SPECIAL RESOLUTION

Re-appointment of Mr. Anup N. Kothari (DIN 00294737) as an Independent Director for a term of 5 (five) consecutive years upto the conclusion of 87th Annual General Meeting of the Company in the calendar year 2024.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	93	38414880	99.7100
Voting by Poll at AGM	31	7128	0.0185
Total	124	38422008	99.7285

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	9	104174	0.2704
Voting by Poll at AGM	2	421	0.0011
Total	11	104595	0.2715

Total number of Valid votes casted under remote evoting and by poll	38526603
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(iii) Invalid votes :

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Voting by Poll at AGM	0	0
Total	0	0

Item No. 8:

SPECIAL RESOLUTION

To approve payment of remuneration by way of commission to Mr. Ruchir Kumar Modi (DIN 07174133), a Non-Executive Director, for a period of three years from 1st July 2019 till 30th June, 2022.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	88	38352380	99.6875
Voting by Poll at AGM	31	7128	0.0185
Total	119	38359508	99.7060

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	12	112674	0.2929
Voting by Poll at AGM	2	421	0.0011
Total	14	113095	0.2940

Total number of Valid votes casted under remote evoting and by poll	38472603
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(iii) Invalid votes :

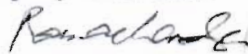
Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Voting by Poll at AGM	0	0
Total	0	0

A compact disc (CD) containing the list of equity shareholders who voted "For", "Against" for each resolution is enclosed. There were no invalid votes.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary, for safe keeping.

Thank you.

Yours faithfully,
For *V.R. Associates*
Company Secretaries



V. Ramachandran
Proprietor
ACS 7731/ CP 4731

