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HEG/SECTT/2018

13th August, 2018

1	**BSE Limited** 25th Floor, P J Towers Dalal Street MUMBAI - 400 001. **Scrip Code : 509631**	2	**National Stock Exchange of India Limited** Exchange Plaza, 5th Floor Plot No.C/1, G Block, Bandra - Kurla Complex Bandra (E), MUMBAI - 400 051. **Scrip Code : HEG**

Sub: Minutes Annual General Meeting

Dear Sir,

Enclosed please find a copy of the Minutes of the 46th Annual General Meeting of HEG Ltd held on 23rd July, 2018.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For **HEG Limited**

(Vivek Chaudhary)
Company Secretary

heg.investor@lnjbhilwara.com

Encl: as above

MINUTES OF 46th ANNUAL GENERAL MEETING OF THE MEMBERS OF HEG LIMITED HELD ON MONDAY, AT 11.30 A.M AND CONCLUDED AT 12.25 P.M. ON 23RD JULY, 2018, AT THE REGISTERED OFFICE OF THE COMPANY AT MANDIDEEP (NEAR BHOPAL), DISTT. RAISEN- 462046, MADHYA PRADESH.

PRESENT :

MEMBERS:

49 Members were present including 15 Members who present by their authorized representatives. One (1) Member was present through proxy for 2,309 equity shares.

DIRECTOR :

1) Dr. Om Parkash Bahl - Chairman of the Meeting

STATUTORY AUDITORS :

1) Shri Abhishek Goyal - Representing SCV & Co. LLP

SECRETARIAL AUDITORS :

1) Shri Saket Sharma - Partner- M/s. GSK & Associates

SCRUTINIZER:

1) Shri Saket Sharma - Practicing Company Secretary (M. No. FCS 4229)

IN ATTENDANCE :

1) Shri Raju Rustogi - Chief Financial Officer and Chief Operating Officer
2) Shri Vivek Chaudhary - Company Secretary

Shri Vivek Chaudhary, Company Secretary welcomed the Members, Director, Statutory auditors and Secretarial Auditors of the Company. The Company Secretary informed the members that One (1) proxy for 2,309 equity shares had been received by the Company. The Company Secretary further informed the members that Shri Ravi Jhunjhunwala, Chairman, Managing Director & CEO could not attend the meeting due to his personal exigencies and had sent greetings and good wishes to all members present. The Company Secretary further informed that the other Directors have conveyed their inability to attend the meeting due to their pre-occupation and send their greetings for the Members of the Company. Dr. Om Parkash Bahl, Director, member of Audit Committee of the Company, so also of the Nomination and Remuneration Committee of the Company had been authorised to attend the Annual General Meeting by the respective Committees. Dr. Om Parkash Bahl, Director and member, Audit Committee & Nomination and Remuneration

CHAIRMAN'S INITIALS

Committee of the Company chaired the proceedings of the Meeting in accordance with the Articles of the Company. Dr. Om Parkash Bahl, Director had also been authorized by the Stakeholders Relationship Committee to represent the Committee at this meeting. The Company Secretary further informed the members, that the Proxy Register and Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested, Auditors Report, Secretarial Audit Report and other Inspection Registers including documents were open for inspection till the conclusion of the Meeting.

Quorum:

Company Secretary informed the Chairman that the requisite Quorum for the meeting was present.

Thereafter, Dr. Om Parkash Bahl, Chairman of the Meeting declared the Meeting as open and welcomed the Members of the Company present at the meeting. The Chairman addressed the Members and briefed them about the performance of the Company .

Notice of the Meeting :

With the permission of the Members present, Notice dated the 12th June, 2018, sent to the Members calling the 46th Annual General Meeting was taken as read.

Reading of Reports:

The Audited Annual Accounts for the year ended the 31st March, 2018, together with Board's Report were taken as read with the permission of Members present. The Chairman informed the members that the Auditor's Report on the Financial Statements of the Company for the financial year ended March 31, 2018, did not contain any qualifications, observations or comments on financial transactions or matters which had any adverse effect on the functioning of the Company. Further, the Secretarial Audit Report for the financial year ended March 31, 2018, also did not contain any qualifications, observations or comments which had any adverse effect on the functioning of the Company. Accordingly, with the permission of the members present, the Auditor's Report on the Financial Statements and the Secretarial Audit Report were not required to be read.

The Chairman invited the members to give their suggestions and sought enquiries on the Company's accounts, businesses and on the resolutions as proposed in this Annual General Meeting, which were duly responded by the Chairman.

Thereafter, the Chairman briefed the Members about each item set out in the Notice convening the Meeting and invited the Members present to propose and second the Resolutions set in the Notice dated the 12th June, 2018 of the 46th Annual General Meeting in accordance with Secretarial Standard on General Meetings ("SS-2"),

CHAIRMAN'S INITIALS

issued by the Institute of Company Secretaries of India and approved by the Central Government.

1) **Adoption of Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018, the Reports of the Board of Directors and Auditors thereon and Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018 and the Report of Auditors thereon.**

Shri Mayank Saxena (1208160001104679) proposed and Shri Dilip Gyanani(1204720009645460) seconded the following Resolution as an ORDINARY RESOLUTION:

"**RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018, the Reports of the Board of Directors and Auditors thereon and Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018, as circulated to the Members and laid before the meeting, be considered, received and adopted".

2) **Confirmation of the payment of the Interim Dividend of Rs. 30 per Equity Share of face value of Rs. 10 each and declaration of a Final Dividend of Rs.50 per Equity Share of face value of Rs. 10 each for the financial year 2017-18.**

Shri Hariprasad Sharma (1203160000135792) proposed and Shri Suresh Kumar Shrivastava (IN30045011464729) seconded the following Resolution as an ORDINARY RESOLUTION:

"**RESOLVED THAT** pursuant to the recommendation of the Board of Directors, final dividend for the financial year 2017-18 at the rate of 500% i.e. Rs. 50/- per equity share of face value of Rs. 10/- each, in addition to the interim dividend of Rs. 30/- per equity share of face value of Rs. 10/- each already paid, be and is hereby declared and that the same be paid, to those members whose name appears on the company's register of members as on the close of business hours on 16th July, 2018."

3) **Re-appointment of Shri Satyendra Nath Bhattacharya (holding DIN 06758088), Director of the Company, who retires by rotation at the this Annual General Meeting and being eligible, offers himself for re-appointment.**

Shri Manoranjan Singh (IN300484/11320938) proposed and Shri Devendra Singh (IN303420/10098054) seconded the following Resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT Shri Satyendra Nath Bhattacharya (holding DIN 06758088) Director of the Company, who retires by rotation at this Annual General Meeting and being eligible offers, himself for re-appointment, be

CHAIRMAN'S INITIALS

and is hereby re-appointed as Director of the Company, liable to retire by rotation."

4) **Ratification the appointment of Statutory Auditors (M/s SCV & Co LLP, Chartered Accountants) and fixing their remuneration.**

Shri Man Mohan Damani (1203330000182773) proposed and Shri Dilip Gyanani (1204720009645460) seconded the following Resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolution passed by Members at the 45th Annual General Meeting (AGM) held on September 22, 2017 appointing M/s S C Vasudeva & Co, Chartered Accountants (subsequently changed to SCV & Co. and now presently known as SCV & Co. LLP) as Statutory Auditors of the Company to hold office until the conclusion of the 50th AGM to be held in the year 2022, the Company hereby ratifies and confirms the appointment of M/s. SCV & Co. LLP, Chartered Accountants (Firm Registration No- 000235N/N500089) as Statutory Auditors of the Company for the financial year ending 31st March, 2019 on such remuneration plus service tax, out of pocket expenses etc as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

5) **Re-appointment of Smt. Vinita Singhania (DIN 00042983) as an Independent Director of the Company for a second term of 5 (five) consecutive years.**

Shri Suresh Kumar Shrivastava (IN30045011464729) proposed and Shri Devendra Singh (IN303420/10098054) seconded the following Resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Smt. Vinita Singhania (DIN 00042983), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

CHAIRMAN'S INITIALS

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RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6) **Continuation of the Directorship of Shri Dharmendar Nath Davar (holding DIN 00002008) as an Independent Director from April 1, 2019 till his present term expiring on 29th August, 2019.**

Shri Mayank Saxena (1208160001104679) proposed and Shri Gyan Singh Ahirwar (69542) seconded the following Resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to provisions of Section 149, Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') read with rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modifications or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded for continuation of directorship of Shri Dharmendar Nath Davar (holding DIN 00002008) as an Independent Director, who is age of 75 (seventy five) years and above, till the expiry of his present term i.e. upto 29th August, 2019, as approved by the Shareholders vide their ordinary resolution in their 42nd Annual General Meeting held on 30th August, 2014.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Dr. Om Parkash Bahl, Director step-down as Chairman for the items No 7 & 8 as he himself was interested in the items no. 7 and 8 and requested that for item no. 7 & 8, any member present should Chair the meeting and conduct the proceedings for these items.

With the consent of all members present, Shri Man Mohan Damani (DPID-CLID 1203330000182773) was elected as Chairman of the meeting for the item no. 7 and 8.

7) **Continuation of the Directorship of Dr. Om, Parkash Bahl (holding DIN 02643557) as an Independent Director from April 1, 2019 till his present term expiring on 29th August, 2019.**

Shri Dilip Gyanani (1204720009645460) proposed and RaviKant Tripathi (IN300079/10693834) seconded the following Resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to provisions of Section 149, Schedule IV and other applicable provisions of the Companies Act, 2013 ('the Act') read with rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modifications or re-enactment thereof

CHAIRMAN'S INITIALS

WRITE A WAY

for the time being in force), consent of the members of the Company be and is hereby accorded for continuation of directorship of Dr. Om Parkash Bahl (holding DIN 02643557) as an Independent Director, who is age of 75 (Seventy Five) years and above till the expiry of his present term, i.e. upto 29th August, 2019, as approved by the Shareholders vide their ordinary resolution in their 42nd Annual General Meeting held on 30th August, 2014.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8) **Approval for payment of commission to the Non-Executive Directors (including Independent Directors), collectively, not exceeding 1(one) per cent of the net profits of the Company of each year for the period of 5 years, starting from the financial year 2017-18 .**

Shri RaviKant Tripathi (IN300079/10693834) proposed and Shri Shri Mayank Saxena (1208160001104679) seconded the following Resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 & rules thereto ("the Act") and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 or any statutory modification(s) or re-enactment(s) thereof, approval of members of the Company, be and is hereby accorded to the payment of commission to the Non-Executive Directors (including Independent Directors), collectively, not exceeding 1(one) per cent of the net profits of the Company, calculated in accordance with the provisions of Section 198 of the Act, and distributed amongst the Non-Executive Directors (including Independent Directors) of the Company or some or any of them in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors and such payments may be made in respect of each year, for a period of five financial year starting from the financial year 2017-18, in addition to the sitting fee for attending the meeting of the Board of Directors/Committees thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Nomination & Remuneration Committee be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Dr. Om Parkash Bahl, Director resumed the Chair with the consent of members present.

9) **Ratification of the remuneration payable to M/s. N.D. Birla & Co., Cost Auditors of the Company for the Financial year 2018-19.**

Shri Man Mohan Damani (1203330000182773) proposed and Shri RaviKant Tripathi (IN300079/10693834) seconded the following Resolution as an ORDINARY RESOLUTION:

CHAIRMAN'S INITIALS

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. N.D. Birla & Co., Cost Accountants (Firm Registration Number 000028) who were appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March 2019, be paid the remuneration of ₹2,00,000/- (Rupees Two lakhs only) plus service tax and out of pocket expenses that may be incurred by them during the course of audit."

E-Voting and Poll on Resolutions :

The Chairman informed the Members that in compliance of Section 108 of the Companies Act, 2013 ("Act"), read with Rules framed thereunder, Secretarial Standard-2 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided to the Members the facility to exercise their right to vote at the 46th Annual General Meeting by electronic means (remote e-voting) from Friday, 20th July, 2018 (9:00 a.m.) till Sunday, 22nd July, 2018 (5:00 p.m.). Those Members who could not exercise their vote through remote e-voting process, facility for voting through poll (ballot paper) was available for such members who were present at the meeting. It was further informed that there would be no voting by show of hands.

The Chairman informed to the Members that Shri Saket Sharma, Practicing Company Secretary (Membership No. FCS 4229) was appointed as the Scrutinizer to scrutinize the remote e-voting process and voting through ballot paper in a fair and transparent manner.

The Chairman thereafter ordered for voting by poll (ballot paper) and requested the Members who had not cast their vote through remote e-voting, to cast their vote through the ballot paper, under the supervision of Shri Saket Sharma, the Scrutinizer.

Shri Vivek Chaudhary, Company Secretary of the Company briefed the Members about the process of poll (ballot paper). Thereafter, Shri Saket Sharma, Scrutinizer displayed the empty ballot box to the Members and sealed the same. Thereafter, the Chairman announced that the combined results of remote E-voting and voting through ballot paper will be announced/displayed through the website of the Company within 48 hours from the conclusion of the meeting and the results shall also be intimated to National Securities Depository Limited and Stock Exchanges where the securities of the Company are listed. Further, a copy of same shall also be placed on the Notice Board at the Registered Office and the Corporate Office of the Company. The Combined results would be treated as part of the proceedings.

WRITE AWAY

CHAIRMAN'S INITIALS

The poll was then conducted in the normal course. After the poll was over, the Scrutinizer took custody of the ballot box and unlocked the E-Voting system.

The meeting was concluded at 12.25 P.M. after the members cast their vote.

Om Parkash Bahl
Chairman

Date of Entry : 10th August, 2018

CHAIRMAN'S INITIALS

Results of the Electronic Voting and Poll (Ballot Paper) on the Ordinary and Special Businesses at the Annual General Meeting of the Company:

The Scrutinizer, Shri Saket Sharma, submitted his Report dated 24th July, 2018, containing the combined results of remote e-voting cast during 20th July, 2018 (9:00 a.m.) to 22nd July, 2018 (5.00 p.m.) and poll (ballot paper) conducted at the Annual General Meeting held on 23rd July, 2018, on all the Resolutions (at Item No.1 to 9 of the Notice dated 12th June, 2018) as summarized below:

Resolution No. 1

Adoption of Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018, the Reports of the Board of Directors and Auditors thereon and Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018 and the Report of Auditors thereon.

Total No. of Shares held	No. of Votes polled	% of Votes polled on total no. of Shares*	No. of Votes in favour	No. of Votes against	Invalid Votes	% of Votes in favour on votes polled*	% of votes against on votes polled*
39959142	29936421	74.92	29936416	5	2309	100.00	0.00

Resolution No. 2

Confirmation of the payment of the Interim Dividend of Rs. 30 per Equity Share of face value of Rs. 10 each and declaration of a Final Dividend of Rs.50 per Equity Share of face value of Rs. 10 each for the financial year 2017-18.

Total No. of Shares held	No. of Votes polled	% of Votes polled on total no. of Shares*	No. of Votes in favour	No. of Votes against	Invalid Votes	% of Votes in favour on votes polled*	% of votes against on votes polled*
39959142	30019028	75.12	30019023	5	2309	100.00	0.00

CHAIRMAN'S INITIALS

Resolution No.3

Re-appointment of Shri Satyendra Nath Bhattacharya (holding DIN 06758088), Director of the Company, who retires by rotation at the this Annual General Meeting and being eligible, offers himself for re-appointment.

Total No. of Shares held	No. of Votes polled	% of Votes polled on total no. of Shares*	No. of Votes in favour	No. of Votes against	Invalid Votes	% of Votes in favour on votes polled*	% of votes against on votes polled*
39959142	30019191	75.12	29801215	217976	2309	99.27	0.73

Resolution No. 4

Ratification the appointment of Statutory Auditors (M/s SCV & Co LLP, Chartered Accountants) and fixing their remuneration.

Total No. of Shares Held	No. of Votes polled	% of Votes polled on total no. of Shares*	No. of Votes in favour	No. of Votes against	Invalid Votes	% of Votes in favour on votes polled*	% of votes against on votes polled*
39959142	30019199	75.12	30019189	10	2309	100.00	0.00

Resolution No. 5

Reappointment of Smt. Vinita Singhania (DIN 00042983) as an Independent Director of the Company for a second term of 5 (five) consecutive years.

Total No. of Shares held	No. of Votes polled	% of Votes polled on total no. of Shares*	No. of Votes in favour	No. of Votes against	Invalid Votes	% of Votes in favour on votes polled*	% of votes against on votes polled*
39959142	30019191	75.12	29784767	234424	2309	99.22	0.78

CHAIRMAN'S INITIALS

Resolution No. 6

Continuation of the Directorship of Shri Dharmendar Nath Davar (holding DIN 00002008) as an Independent Director from April 1, 2019 till his present term expiring on 29th August, 2019.

Total No. of Shares held	No. of Votes polled	% of Votes polled on total no. of Shares*	No. of Votes in favour	No. of Votes against	Invalid Votes	% of Votes in favour on votes polled*	% of votes against on votes polled*
39959142	30019015	75.12	29151047	867968	2309	97.11	2.89

Resolution No. 7

Continuation of the Directorship of Dr. Om Parkash Bahl (holding DIN 02643557) as an Independent Director from April 1, 2019 till his present term expiring on 29th August, 2019.

Total No. of Shares held	No. of Votes polled	% of Votes polled on total no. of Shares*	No. of Votes in favour	No. of Votes against	Invalid Votes	% of Votes in favour on votes polled*	% of votes against on votes polled*
39959142	30019186	75.12	30003738	15448	2309	99.95	0.05

Resolution No. 8

Approval for payment of commission to the Non-Executive Directors (including Independent Directors), collectively, not exceeding 1(one) per cent of the net profits of the Company of each year for the period of 5 years, starting from the financial year 2017-18 .

Total No. of Shares held	No. of Votes polled	% of Votes polled on total no. of Shares*	No. of Votes in favour	No. of Votes against	Invalid Votes	% of Votes in favour on votes polled*	% of votes against on votes polled*
39959142	28741583	71.93	28741012	571	2309	100.00	0.00

CHAIRMAN'S INITIALS

Resolution No. 9

Ratification of the remuneration payable to M/s. N.D. Birla & Co., Cost Auditors of the Company for the Financial year 2018-19.

Total No. of Shares held	No. of Votes polled	% of Votes polled on total no. of Shares*	No. of Votes in favour	No. of Votes against	Invalid Votes	% of Votes in favour on votes polled*	% of votes against on votes polled*
39959142	30019191	75.12	30019151	40	2309	100.00	0.00

* **Figures had been rounded off**

CHAIRMAN'S INITIALS

WRITEAWAY

Based on the Scrutinizer Report, the Results were declared as under:

Resolution No. 1: Adoption of Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018, the Reports of the Board of Directors and Auditors thereon and Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018 and the Report of Auditors thereon.

Resolution required : Ordinary

Whether promoter / promoter Group are interested in the agenda / Resoluton ? : 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	Votes Invalid
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	24389979	13842412	56.75	13842412	0	100.00	0.00	
	Poll		10525967	43.16	10525967	0	100.00	0.00	
	Total	24389979	24368379	99.91	24368379	0	100.00	0.00	
Public - Institutional Holders	E-Voting	6830918	5550104	81.25	5550104	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	2309
	Total	6830918	5550104	81.25	5550104	0	100.00	0.00	
Public - Non- Institutional Holders	E-Voting	8738245	13354	0.15	13349	5	99.96	0.04	
	Poll		4584	0.05	4584	0	100.00	0.00	
	Total	8738245	17938	0.21	17933	5	99.97	0.03	
Total		**39959142**	**29936421**	74.92	**29936416**	**5**	100.00	0.00	**2309**

CHAIRMAN'S INITIALS

MINUTE BOOK

CHAIRMAN'S INITIALS



Resolution No. 2: Confirmation the payment of the Interim Dividend of Rs. 30 per Equity Share of face value of Rs. 10 each and to declare a Final Dividend of Rs.50 per Equity Share of face value of Rs. 10 each for the financial year 2017-18

Resolution required : Ordinary

Whether promoter / promoter Group are interested in the agenda / Resoluton ? : 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	Votes Invalid
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	24389979	13842412	56.75	13842412	0	100.00	0.00	
	Poll		10525967	43.16	10525967	0	100.00	0.00	
	Total	24389979	24368379	99.91	24368379	0	100.00	0.00	
Public - Institutional Holders	E-Voting	6830918	5632904	82.46	5632904	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	2309
	Total	6830918	5632904	82.46	5632904	0	100.00	0.00	
Public - Non- Institutional Holders	E-Voting	8738245	13161	0.15	13156	5	99.96	0.04	
	Poll		4584	0.05	4584	0	100.00	0.00	
	Total	8738245	17745	0.20	17740	5	99.97	0.03	
Total		**39959142**	**30019028**	75.12	**30019023**	**5**	100.00	0.00	**2309**

MINUTE BOOK

Resolution No. 3: Re-appointment of Shri Satyendra Nath Bhattacharya (holding DIN 06758088), Director of the Company, who retires by rotation at this Annual general Meeting and being eligible offers himself for re-appointment.

Resolution required : Ordinary

Whether promoter / promoter Group are interested in the agenda / Resoluton ? : 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	Votes Invalid
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	24389979	13842412	56.75	13842412	0	100.00	0.00	
	Poll		10525967	43.16	10525967	0	100.00	0.00	
	Total	24389979	24368379	99.91	24368379	0	100.00	0.00	
Public - Institutional Holders	E-Voting	6830918	5632904	82.46	5414933	217971	96.13	3.87	
	Poll		0	0.00	0	0	0.00	0.00	2309
	Total	6830918	5632904	82.46	5414933	217971	96.13	3.87	
Public - Non- Institutional Holders	E-Voting	8738245	13324	0.15	13319	5	99.96	0.04	
	Poll		4584	0.05	4584	0	100.00	0.00	
	Total	8738245	17908	0.20	17903	5	99.97	0.03	
Total		**39959142**	**30019191**	75.12	**29801215**	**217976**	99.27	0.73	**2309**

CHAIRMAN'S INITIALS

MINUTE BOOK

CHAIRMAN'S INITIALS

Resolution No. 4 : Ratification of appointment of M/s SCV & Co LLP, (Firm No. 000235N/N500089) Chartered Accountants as Statutory Auditors and fixing their remuneration.

Resolution required : Ordinary

Whether promoter / promoter Group are interested in the agenda / Resoluton ? : 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	Votes Invalid
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	24389979	13842412	56.75	13842412	0	100.00	0.00	
	Poll		10525967	43.16	10525967	0	100.00	0.00	
	Total	24389979	24368379	99.91	24368379	0	100.00	0.00	
Public - Institutional Holders	E-Voting	6830918	5632904	82.46	5632904	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	2309
	Total	6830918	5632904	82.46	5632904	0	100.00	0.00	
Public - Non- Institutional Holders	E-Voting	8738245	13332	0.15	13322	10	99.92	0.08	
	Poll		4584	0.05	4584	0	100.00	0.00	
	Total	8738245	17916	0.21	17906	10	99.94	0.06	
Total		**39959142**	**30019199**	75.12	**30019189**	**10**	100.00	0.00	**2309**

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Resolution No. 5 : Re-appointment of Smt. Vinita Singhania (holding DIN 00042983) as an Independent Director for a second term of 5 (five) consecutive years.

Resolution required : Special

Whether promoter / promoter Group are interested in the agenda / Resoluton ? : 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	Votes Invalid
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	24389979	13842412	56.75	13842412	0	100.00	0.00	
	Poll		10525967	43.16	10525967	0	100.00	0.00	
	Total	24389979	24368379	99.91	24368379	0	100.00	0.00	
Public - Institutional Holders	E-Voting	6830918	5632904	82.46	5398495	234409	95.84	4.16	
	Poll		0	0.00	0	0	0.00	0.00	2309
	Total	6830918	5632904	82.46	5398495	234409	95.84	4.16	
Public - Non- Institutional Holders	E-Voting	8738245	13324	0.15	13309	15	99.89	0.11	
	Poll		4584	0.05	4584	0	100.00	0.00	
	Total	8738245	17908	0.20	17893	15	99.92	0.08	
Total		**39959142**	**30019191**	75.12	**29784767**	**234424**	99.22	0.78	**2309**

CHAIRMAN'S INITIALS

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CHAIRMAN'S INITIALS

Resolution No. 6 : Approval for continuation of the Directorship of Shri Dharmendar Nath Davar (holding DIN 00002008) as an Independent Director from April 1, 2019 till his present term expiring on 29th August, 2019.

Resolution required : Special

Whether promoter / promoter Group are interested in the agenda / Resoluton ? : 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	Votes Invalid
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	24389979	13842412	56.75	13842412	0	100.00	0.00	
	Poll		10525967	43.16	10525967	0	100.00	0.00	
	Total	24389979	24368379	99.91	24368379	0	100.00	0.00	
Public - Institutional Holders	E-Voting	6830918	5632904	82.46	4764941	867963	84.59	15.41	
	Poll		0	0.00	0	0	0.00	0.00	2309
	Total	6830918	5632904	82.46	4764941	867963	84.59	15.41	
Public - Non- Institutional Holders	E-Voting	8738245	13148	0.15	13143	5	99.96	0.04	
	Poll		4584	0.05	4584	0	100.00	0.00	
	Total	8738245	17732	0.20	17727	5	99.97	0.03	
Total		**39959142**	**30019015**	75.12	**29151047**	**867968**	97.11	2.89	**2309**

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Resolution No. 7 : Approval for continuation of the Directorship of Dr. Om Parkash Bahl (holding DIN 02643557) as an Independent Director from April 1, 2019 till his present term expiring on 29th August, 2019.

Resolution required : Special

Whether promoter / promoter Group are interested in the agenda / Resoluton ? : 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	Votes Invalid
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	24389979	13842412	56.75	13842412	0	100.00	0.00	
	Poll		10525967	43.16	10525967	0	100.00	0.00	
	Total	24389979	24368379	99.91	24368379	0	100.00	0.00	
Public - Institutional Holders	E-Voting	6830918	5632904	82.46	5617461	15443	99.73	0.27	
	Poll		0	0.00	0	0	0.00	0.00	2309
	Total	6830918	5632904	82.46	5617461	15443	99.73	0.27	
Public - Non- Institutional Holders	E-Voting	8738245	13319	0.15	13314	5	99.96	0.04	
	Poll		4584	0.05	4584	0	100.00	0.00	
	Total	8738245	17903	0.20	17898	5	99.97	0.03	
Total		**39959142**	**30019186**	75.12	**30003738**	**15448**	99.95	0.05	**2309**

CHAIRMAN'S INITIALS

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CHAIRMAN'S INITIALS

Resolution No. 8: Approval for payment of commission to the Non-Executive Directors (including Independent Directors), collectively, not exceeding 1 (one) per cent of the net profits of the Company of each year for the period of five years, starting from the financial year 2017-18.

Resolution required : Special
Whether promoter / promoter Group are interested in the agenda / Resoluton ? : 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	Votes Invalid
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	24389979	12564824	51.52	12564824	0	100.00	0.00	
	Poll		10525967	43.16	10525967	0	100.00	0.00	
	Total	24389979	23090791	94.67	23090791	0	100.00	0.00	
Public - Institutional Holders	E-Voting	6830918	5632904	82.46	5632904	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	2309
	Total	6830918	5632904	82.46	5632904	0	100.00	0.00	
Public - Non- Institutional Holders	E-Voting	8738245	13304	0.15	12733	571	95.71	4.29	
	Poll		4584	0.05	4584	0	100.00	0.00	
	Total	8738245	17888	0.20	17317	571	96.81	3.19	
Total		**39959142**	**28741583**	71.93	**28741012**	**571**	100.00	0.00	2309

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Resolution No. 9 : Ratification of the remuneration payable to M/s. N.D. Birla & Co., Cost Auditors of the Company for the Financial year 2018-19.

Resolution required : Ordinary

Whether promoter / promoter Group are interested in the agenda / Resoluton ? : 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	Votes Invalid
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	24389979	13842412	56.75	13842412	0	100.00	0.00	
	Poll		10525967	43.16	10525967	0	100.00	0.00	
	Total	24389979	24368379	99.91	24368379	0	100.00	0.00	
Public - Institutional Holders	E-Voting	6830918	5632904	82.46	5632904	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	2309
	Total	6830918	5632904	82.46	5632904	0	100.00	0.00	
Public - Non- Institutional Holders	E-Voting	8738245	13324	0.15	13284	40	99.70	0.30	
	Poll		4584	0.05	4584	0	100.00	0.00	
	Total	8738245	17908	0.20	17868	40	99.78	0.22	
Total		**39959142**	**30019191**	75.12	**30019151**	**40**	100.00	0.00	**2309**

* Figures have been rounded off

Accordingly, all the Resolutions (at Item No. 1 to 9 of the Notice) were passed by the Shareholders with requisite majority and deemed to be passed on 23rd July, 2018, being the date of the Annual General Meeting of the Company.

Om Parkash Bahl
Chairman
Date : 13th Augsut, 2018

Date of the Entry: 10th August, 2018

CHAIRMAN'S INITIALS

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