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CIN NO. : L74899DL1930PLC000208

# THE MOTOR & GENERAL FINANCE LIMITED

M.G.F. HOUSE,

Regd. & H. O.: 4/17-B, ASAF ALI ROAD, NEW DELHI- 110 002

DLI:CS:BSE:NSE:17

September 28, 2017

The Secretary,  
BSE Limited,  
25<sup>th</sup> Floor, P.J. Towers,  
Dalal Street,  
Mumbai-400001  
Scrip Code:501343

The Secretary,  
National Stock Exchange of India Ltd  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No.C/1, G Block  
Bandra Kurla Complex, Bandra(E)  
Mumbai-400051  
Scrip Code: Motogenfin

Dear Sir,

Re: Scrutinizer's Report

Further to our letter No.DLI:CS:BSE:NSE:17 dated September 26,2017, kindly be informed that in terms of Regulation 44(3) of SEBI(LODR) Regulations,2015, we enclose herewith Scrutinizer's Report issued by M/s Anjali Yadav & Associates, Practicing Company Secretaries (FCS No.6628 CP No.7257) in connection with the electronic and physical voting done by the members of the company for the agenda items nos. 1 to 9 of Notice convening 87<sup>th</sup> Annual General Meeting of the Company held on Tuesday, the September 26,2017 for your information.

Kindly take the same on record.

Thanking you,

Yours faithfully,  
For THE MOTOR & GENERAL FINANCE LIMITED

  
(M.K. MADAN)

VICE PRESIDENT & COMPANY SECRETARY, CFO &  
COMPLIANCE OFFICER

ENCL: AS ABOVE.

**COMBINED SCRUTINIZER'S REPORT**

To,  
The Chairman,  
87<sup>th</sup> Annual General Meeting of Equity Shareholders of  
The Motor & General Finance Limited,  
MGF House, 4/17-B, Asaf Ali Road,  
New Delhi- 110002.

Dear Sir,

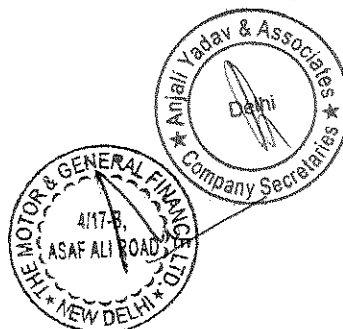
**Sub. :Consolidated Report of the Scrutinizer on remote e-voting and voting through Ballot papers conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended by Companies (Management & Administration) Rules, 2015 and further amended by Companies (Management & Administration) Rules, 2016 at the 87<sup>th</sup> Annual General Meeting of The Motor & General Finance Limited held on Tuesday, the 26<sup>th</sup> day of September, 2017 at 12:30 P.M. at The Executive Club, 439, Village Shahoorpur, P.O. FatehpurBer, New Delhi-110030**

1. I, Anjali Yadav of M/s Anjali Yadav & Associates, Practicing Company Secretaries (Membership No. FCS 6628, C.P. No. 7257) was appointed as Scrutinizer by

- (i) The Board of Directors of The Motor and General Finance Limited(the Company)for the purpose of scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended by Companies (Management & Administration) Rules, 2015and further amended by (Management & Administration) Rules, 2016 .

And

- (ii) For the purpose of Scrutinizing voting through Ballot paper at the Annual General Meetingon the resolution(s) contained in the Notice dated 17<sup>th</sup> August, 2017 of the 87<sup>th</sup> Annual General Meeting of the Company, held on Tuesday, the 26<sup>th</sup> Day of September, 2017 at 12:30 P.M. at The Executive Club, 439, Village Shahoorpur, P.O. FatehpurBer, New Delhi-110030.



2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting by Ballot papers on the resolution(s) contained in the Notice to the 86<sup>th</sup> Annual General Meeting of the members of the Company. Our responsibility as a scrutinizer for the remote e-voting process and for voting through Ballot papers at the 87<sup>th</sup> Annual General Meeting is restricted to make a Scrutinizer's report of the votes cast "in favor" or "against" the resolution(s) stated in notice of the 86<sup>th</sup> Annual General Meeting, based on the report generated from the remote e-voting system provided by Central Depository Services (India) Limited (CDSL) and physical ballot conducted at the 87<sup>th</sup> Annual General Meeting.
3. The Company has made arrangements with CDSL for providing a system of voting of the shareholders electronically through remote e-voting.
4. The Company has also provided voting facility to the shareholders who were present at the 87<sup>th</sup> Annual General Meeting and who had not already cast their vote through remote e-voting facility to vote through Ballot papers.
5. The shareholders of the Company holding shares as on the "cut off" date i.e., 19<sup>th</sup> September, 2017 were entitled to vote on the resolution(s) as contained in the notice of the 87<sup>th</sup> Annual General Meeting.
6. The voting period for remote e - voting commenced on Saturday, 23<sup>rd</sup> September, 2017 at 9.00 A.M. and ended on Monday, 25<sup>th</sup> September, 2017 at 5.00 P.M.
7. After conclusion of voting by ballot papers at the Annual General Meeting, the votes casted thereat were counted, where after the votes cast under remote e-voting facility were unblocked by me in the presence of two witness, (1) Mr. Aagat Singh, S/o Mr. GyanendraPrakash Singh, R/o K – 43, Laxmi Nagar, Delhi - 110092 (2) Mr. Kuldeep Dahiya, S/o Mr. VirenderDahiya, R/o Village – Badhkhalsa, P.O. Rai, Sonapat, Haryana – 131029 who were not in the employment of the Company.
8. As requested by management, I submit herewith Consolidated Scrutinizers' Report on the results of e-voting together with that of voting through Ballot paper, stating total votes, invalid votes, votes on favour of the Resolution(s) (No. & %) and votes against the Resolution(s) (No. & %) as under:-



## Ordinary Business

**(A) Resolution 1:-To receive, consider and adopt:**

- a. The Audited Financial Statements of the company for the financial year ended March 31,2017 and the Reports of the Directors and the Auditors thereon;
- b. The audited consolidated financial statements of the company for the financial year ended March 31, 2017 (Ordinary Resolution)

**(i) Voted in favourof the resolution:**

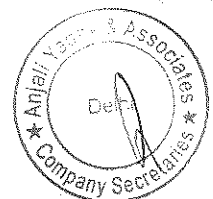
|           | Number of Members voted | Number of votes cast by them | % of total number of valid votes cast in favour |
|-----------|-------------------------|------------------------------|-------------------------------------------------|
| E-voting: | 39                      | 13408982                     | 99.68                                           |
| Ballot:   | 144                     | 42903                        | 0.32                                            |
| Total:    | 183                     | 13451885                     | 100                                             |

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

|           | Number of Members voted | Number of votes cast by them | % of total number of valid votes cast against |
|-----------|-------------------------|------------------------------|-----------------------------------------------|
| E-voting: | 0                       | 0                            | 0                                             |
| Ballot:   | 1                       | 48                           | 0                                             |
| Total:    | 1                       | 48                           | 0                                             |

**(iii) Invalid Votes:**

| Total number of members whose votes were declared invalid | Total numbers of invalid votes |
|-----------------------------------------------------------|--------------------------------|
| 2                                                         | 105                            |



**(B) Resolution 2:-To appoint a Director in the place of Smt. Arti Gupta (DIN:00023237), Joint Managing Director who retires by rotation and being eligible, offers herself for re-appointment (Ordinary Resolution)**

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

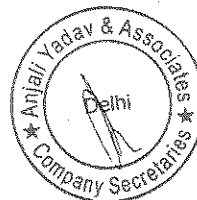
|           | Number of Members voted | Number of votes cast by them | % of total number of valid votes cast in favour |
|-----------|-------------------------|------------------------------|-------------------------------------------------|
| E-voting: | 37                      | 10156117                     | 99.58                                           |
| Ballot:   | 144                     | 42903                        | 0.42                                            |
| Total:    | 181                     | 10199020                     | 100                                             |

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

|           | Number of Members voted | Number of votes cast by them | % of total number of valid votes cast against |
|-----------|-------------------------|------------------------------|-----------------------------------------------|
| E-voting: | 0                       | 0                            | 0                                             |
| Ballot:   | 1                       | 48                           | 0                                             |
| Total:    | 1                       | 48                           | 0                                             |

(iii) **Invalid Votes:**

| Total number of members whose votes were declared invalid | Total numbers of invalid votes |
|-----------------------------------------------------------|--------------------------------|
| 2                                                         | 105                            |



- (C) **Resolution 3:-To appoint a Director in the place of Sh. ArunMitter(DIN:00022941), Executive Director, who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)**

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

|           | Number of Members voted | Number of votes cast by them | % of total number of valid votes cast in favour |
|-----------|-------------------------|------------------------------|-------------------------------------------------|
| E-voting: | 39                      | 13408982                     | 99.76                                           |
| Ballot:   | 142                     | 31205                        | 0.24                                            |
| Total:    | 181                     | 13440187                     | 100                                             |

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

|           | Number of Members voted | Number of votes cast by them | % of total number of valid votes cast against |
|-----------|-------------------------|------------------------------|-----------------------------------------------|
| E-voting: | 0                       | 0                            | 0                                             |
| Ballot:   | 1                       | 48                           | 0                                             |
| Total:    | 1                       | 48                           | 0                                             |

(iii) **Invalid Votes:**

| Total number of members whose votes were declared invalid | Total numbers of invalid votes |
|-----------------------------------------------------------|--------------------------------|
| 2                                                         | 105                            |



- (D) **Resolution 4:-To appoint Statutory Auditors and to authorize Board to fix their remuneration pursuant to the recommendations of Audit Committee, M/s Jagdish Chand& Co. Chartered Accountants, New Delhi (Firm Registration No. 000129N) for a period of 5 years in place of retiring auditors, M/s S.N. Dhawan& Co. LLP, Chartered Accountants (Firm Registration No. N500045). As required under the provisions of section 139 of the Companies Act, 2013, the company has obtained written confirmation that their appointment, if made, would be in conformity within the limit specified in the said section. (Ordinary Resolution)**

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

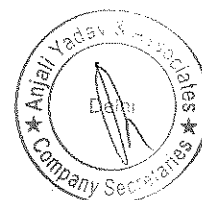
|           | Number of Members voted | Number of votes cast by them | % of total number of valid votes cast in favour |
|-----------|-------------------------|------------------------------|-------------------------------------------------|
| E-voting: | 39                      | 13408982                     | 99.68                                           |
| Ballot:   | 143                     | 42553                        | 0.31                                            |
| Total:    | 182                     | 13451535                     | 99.99                                           |

- (ii) Voted **against** the resolution:

|           | Number of Members voted | Number of votes cast by them | % of total number of valid votes cast against |
|-----------|-------------------------|------------------------------|-----------------------------------------------|
| E-voting: | 0                       | 0                            | 0                                             |
| Ballot:   | 2                       | 398                          | 0.01                                          |
| Total:    | 2                       | 398                          | 0.01                                          |

- (iii) **Invalid Votes:**

| Total number of members whose votes were declared invalid | Total numbers of invalid votes |
|-----------------------------------------------------------|--------------------------------|
| 2                                                         | 105                            |



## Special Business

(E) **Resolution 5:-Re – appointment of M/s PCK & Associates, Cost Auditors (Ordinary Resolution)**

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

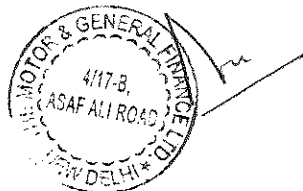
|           | Number of Members voted | Number of votes cast by them | % of total number of valid votes cast in favour |
|-----------|-------------------------|------------------------------|-------------------------------------------------|
| E-voting: | 39                      | 13408982                     | 99.68                                           |
| Ballot:   | 143                     | 42553                        | 0.31                                            |
| Total:    | 182                     | 13451535                     | 99.99                                           |

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

|           | Number of Members voted | Number of votes cast by them | % of total number of valid votes cast against |
|-----------|-------------------------|------------------------------|-----------------------------------------------|
| E-voting: | 0                       | 0                            | 0                                             |
| Ballot:   | 2                       | 398                          | 0.01                                          |
| Total:    | 2                       | 398                          | 0.01                                          |

(iii) **Invalid Votes:**

| Total number of members whose votes were declared invalid | Total numbers of invalid votes |
|-----------------------------------------------------------|--------------------------------|
| 2                                                         | 105                            |



**(F) Resolution 6:- Related Party Transactions (Special Resolution)**

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

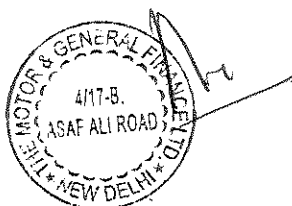
|           | Number of Members voted | Number of votes cast by them | % of total number of valid votes cast in favour |
|-----------|-------------------------|------------------------------|-------------------------------------------------|
| E-voting: | 33                      | 7138095                      | 99.40                                           |
| Ballot:   | 143                     | 42891                        | 0.60                                            |
| Total:    | 176                     | 7180986                      | 100                                             |

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

|           | Number of Members voted | Number of votes cast by them | % of total number of valid votes cast against |
|-----------|-------------------------|------------------------------|-----------------------------------------------|
| E-voting: | 0                       | 0                            | 0                                             |
| Ballot:   | 1                       | 48                           | 0                                             |
| Total:    | 1                       | 48                           | 0                                             |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total numbers of invalid votes |
|-----------------------------------------------------------|--------------------------------|
| 2                                                         | 105                            |



(G) **Resolution 7:- Modifications in the remuneration payable to Sh. Rajiv Gupta, Chairman & Managing Director & CEO by the company (Special Resolution)**

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

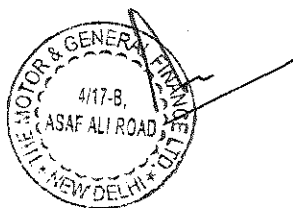
|           | Number of Members voted | Number of votes cast by them | % of total number of valid votes cast in favour |
|-----------|-------------------------|------------------------------|-------------------------------------------------|
| E-voting: | 37                      | 10156117                     | 99.57                                           |
| Ballot:   | 143                     | 42891                        | 0.43                                            |
| Total:    | 180                     | 10199008                     | 100                                             |

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

|           | Number of Members voted | Number of votes cast by them | % of total number of valid votes cast against |
|-----------|-------------------------|------------------------------|-----------------------------------------------|
| E-voting: | 0                       | 0                            | 0                                             |
| Ballot:   | 1                       | 48                           | 0                                             |
| Total:    | 1                       | 48                           | 0                                             |

(iii) **Invalid Votes:**

| Total number of members whose votes were declared invalid | Total numbers of invalid votes |
|-----------------------------------------------------------|--------------------------------|
| 2                                                         | 105                            |



(H) **Resolution 8:- Modifications in the remuneration payable to Smt. Arti Gupta, Joint Managing Director by the company (Special Resolution)**

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

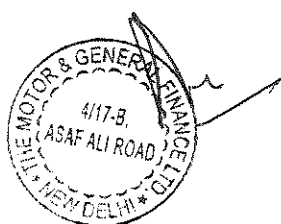
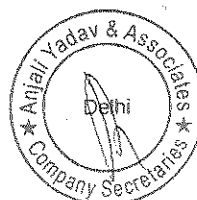
|           | Number of Members voted | Number of votes cast by them | % of total number of valid votes cast in favour |
|-----------|-------------------------|------------------------------|-------------------------------------------------|
| E-voting: | 37                      | 10156117                     | 99.57                                           |
| Ballot:   | 143                     | 42891                        | 0.43                                            |
| Total:    | 180                     | 10199008                     | 100                                             |

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

|           | Number of Members voted | Number of votes cast by them | % of total number of valid votes cast against |
|-----------|-------------------------|------------------------------|-----------------------------------------------|
| E-voting: | 0                       | 0                            | 0                                             |
| Ballot:   | 1                       | 48                           | 0                                             |
| Total:    | 1                       | 48                           | 0                                             |

(iii) **Invalid Votes:**

| Total number of members whose votes were declared invalid | Total numbers of invalid votes |
|-----------------------------------------------------------|--------------------------------|
| 2                                                         | 105                            |



(I) **Resolution 9:- Modifications in the remuneration payable to Sh. ArunMitter, Executive Director by the company (Special Resolution)**

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

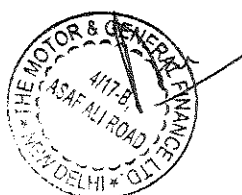
|           | Number of Members voted | Number of votes cast by them | % of total number of valid votes cast in favour |
|-----------|-------------------------|------------------------------|-------------------------------------------------|
| E-voting: | 39                      | 13408982                     | 99.76                                           |
| Ballot:   | 141                     | 31193                        | 0.24                                            |
| Total:    | 180                     | 13440175                     | 100                                             |

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

|           | Number of Members voted | Number of votes cast by them | % of total number of valid votes cast against |
|-----------|-------------------------|------------------------------|-----------------------------------------------|
| E-voting: | 0                       | 0                            | 0                                             |
| Ballot:   | 1                       | 48                           | 0                                             |
| Total:    | 1                       | 48                           | 0                                             |

(iii) **Invalid Votes:**

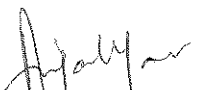
| Total number of members whose votes were declared invalid | Total numbers of invalid votes |
|-----------------------------------------------------------|--------------------------------|
| 2                                                         | 105                            |



9. Related Party abstained from the voting on Resolution No. 2,3, 6, 7, 8 and 9 of the Notice of the 86<sup>th</sup> Annual General Meeting of the Company.
10. The electronic data, ballot papers and all other relevant records relating to Remote e-voting and ballot process is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman consider approves and signs the minutes of Annual General Meeting.

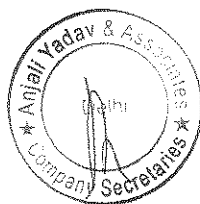
Thanking You,

Yours faithfully

  
CS Anjali Yadav  
(Scrutinizer)

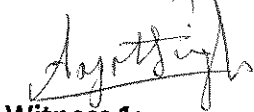
C.P. No. 7257

Membership No. FCS 6628



Place: New Delhi

Date: 28/05/2017



**Witness 1:**

Mr. Aagat Singh  
S/o Mr. GyanendraPrakash Singh,  
R/o K – 43,  
Laxmi Nagar  
Delhi-110092



**Witness 2:**

Mr. Kuldeep Dahiya  
S/o Mr. VirenderDahiya  
R/o Village - Badhkhalsa  
P.O. Rai,  
Sonapat, Haryana-131029

Counter Signed by

For **THE MOTOR & GENERAL FINANCE LIMITED**



**Name of director** ARUN MITTER

**Director/Chairman**

**DIN** - 00022941

# THE MOTOR AND GENERAL FINANCE LTD. ( AGM - 2017 )

Date of the AGM: 26 th Sep 2017

Total number of shareholders on record date: '10122' No. of Shares: '19363595'

No. of Shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group :

Public :

No. of Shares:

No. of Shares:

397

63764

Detail of the Agenda:

| Promoter/Public | 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 | Number of members voted |
|-----------------|--------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|-------------------------|
|                 |                    |                     | (3)=[(2)/(1)]*100                       |                          |                        | (6)=                                 | (7)=                               |                         |
|                 | ( 1 )              | ( 2 )               |                                         | ( 4 )                    | ( 5 )                  | [(4)/(2)]*100                        | [(5)/(2)]*100                      |                         |

- 1.To receive, consider and adopt:a. The Audited Financial Statements of the company for the Financial Year ended March 31,2017 and the Reports of the Directors and the Auditors thereon;  
b. The Audited Consolidated Financial Statements of the company for the Financial Year ended March 31,2017 together with the Reports of the Auditors thereon,

## Ordinary Resolution

| Mode of voting: (Remote e-voting) |          |          |       |          |   |     |   |    |
|-----------------------------------|----------|----------|-------|----------|---|-----|---|----|
| Promoter and Promoter Group       | 12284266 | 12222505 | 99.5  | 12222505 | 0 | 100 | 0 | 26 |
| Public – Institutional holders    | 525090   | 0        | 0     | 0        | 0 | 0   | 0 | 0  |
| Public-Others                     | 6554239  | 1186477  | 18.1  | 1186477  | 0 | 100 | 0 | 13 |
| Total (A)                         | 19363595 | 13408982 | 69.25 | 13408982 | 0 | 100 | 0 | 39 |

| Mode of voting: (Ballot Paper) |          |       |      |       |    |       |      |     |
|--------------------------------|----------|-------|------|-------|----|-------|------|-----|
| Promoter and Promoter Group    | 12284266 | 15032 | 0.12 | 15032 | 0  | 100   | 0    | 4   |
| Public – Institutional holders | 525090   | 0     | 0    | 0     | 0  | 0     | 0    | 0   |
| Public-Others                  | 6554239  | 27919 | 0.43 | 27871 | 48 | 99.83 | 0.17 | 141 |
| Total (B)                      | 19363595 | 42951 | 0.22 | 42903 | 48 | 99.89 | 0.11 | 145 |

|             |          |          |       |          |    |        |      |     |
|-------------|----------|----------|-------|----------|----|--------|------|-----|
| Total (A+B) | 19363595 | 13451933 | 69.47 | 13451885 | 48 | 100.00 | 0.00 | 184 |
|-------------|----------|----------|-------|----------|----|--------|------|-----|

- 2.To appoint a Director in the place of Smt. Arti Gupta (DIN:00023237), Joint Managing Director who retires by rotation and being eligible, offers herself for re-appointment.

## Ordinary Resolution

| Mode of voting: (Remote e-voting) |          |          |       |          |   |     |   |    |
|-----------------------------------|----------|----------|-------|----------|---|-----|---|----|
| Promoter and Promoter Group       | 12284266 | 8969640  | 73.02 | 8969640  | 0 | 100 | 0 | 24 |
| Public – Institutional holders    | 525090   | 0        | 0     | 0        | 0 | 0   | 0 | 0  |
| Public-Others                     | 6554239  | 1186477  | 18.1  | 1186477  | 0 | 100 | 0 | 13 |
| Total (A)                         | 19363595 | 10156117 | 52.45 | 10156117 | 0 | 100 | 0 | 37 |

Mode of voting: (Ballot Paper)



|                                |          |       |      |       |    |       |      |     |
|--------------------------------|----------|-------|------|-------|----|-------|------|-----|
| Promoter and Promoter Group    | 12284266 | 15032 | 0.12 | 15032 | 0  | 100   | 0    | 4   |
| Public – Institutional holders | 525090   | 0     | 0    | 0     | 0  | 0     | 0    | 0   |
| Public-Others                  | 6554239  | 27919 | 0.43 | 27871 | 48 | 99.83 | 0.17 | 141 |
| Total (B)                      | 19363595 | 42951 | 0.22 | 42903 | 48 | 99.89 | 0.11 | 145 |

|                    |                 |                 |              |                 |           |               |             |            |
|--------------------|-----------------|-----------------|--------------|-----------------|-----------|---------------|-------------|------------|
| <b>Total (A+B)</b> | <b>19363595</b> | <b>10199068</b> | <b>52.67</b> | <b>10199020</b> | <b>48</b> | <b>100.00</b> | <b>0.00</b> | <b>182</b> |
|--------------------|-----------------|-----------------|--------------|-----------------|-----------|---------------|-------------|------------|

3.To appoint a Director in the place of Sh. Arun Mitter (DIN:00022941), Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.

**Ordinary Resolution**

|                                          |          |          |       |          |   |     |   |    |
|------------------------------------------|----------|----------|-------|----------|---|-----|---|----|
| <b>Mode of voting: (Remote e-voting)</b> |          |          |       |          |   |     |   |    |
| Promoter and Promoter Group              | 12284266 | 12222505 | 99.50 | 12222505 | 0 | 100 | 0 | 26 |
| Public – Institutional holders           | 525090   | 0        | 0     | 0        | 0 | 0   | 0 | 0  |
| Public-Others                            | 6554239  | 1186477  | 18.1  | 1186477  | 0 | 100 | 0 | 13 |
| Total (A)                                | 19363595 | 13408982 | 69.25 | 13408982 | 0 | 100 | 0 | 37 |

|                                       |          |       |      |       |    |       |      |     |
|---------------------------------------|----------|-------|------|-------|----|-------|------|-----|
| <b>Mode of voting: (Ballot Paper)</b> |          |       |      |       |    |       |      |     |
| Promoter and Promoter Group           | 12284266 | 3334  | 0.03 | 3334  | 0  | 100   | 0    | 2   |
| Public – Institutional holders        | 525090   | 0     | 0    | 0     | 0  | 0     | 0    | 0   |
| Public-Others                         | 6554239  | 27919 | 0.43 | 27871 | 48 | 99.83 | 0.17 | 141 |
| Total (B)                             | 19363595 | 31253 | 0.16 | 31205 | 48 | 99.85 | 0.15 | 143 |

|                    |                 |                 |              |                 |           |               |             |            |
|--------------------|-----------------|-----------------|--------------|-----------------|-----------|---------------|-------------|------------|
| <b>Total (A+B)</b> | <b>19363595</b> | <b>13440235</b> | <b>69.41</b> | <b>13440187</b> | <b>48</b> | <b>100.00</b> | <b>0.00</b> | <b>180</b> |
|--------------------|-----------------|-----------------|--------------|-----------------|-----------|---------------|-------------|------------|

4.To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution Appointment Statutory Auditor M/s. Jagdish Chand & Co., Chartered Accountant in place of retiring auditors M/s S.N. Dhawan & Co. LLP, Chartered Accountants

**Ordinary Resolution**

|                                          |          |          |       |          |   |     |   |    |
|------------------------------------------|----------|----------|-------|----------|---|-----|---|----|
| <b>Mode of voting: (Remote e-voting)</b> |          |          |       |          |   |     |   |    |
| Promoter and Promoter Group              | 12284266 | 12222505 | 99.5  | 12222505 | 0 | 100 | 0 | 26 |
| Public – Institutional holders           | 525090   | 0        | 0     | 0        | 0 | 0   | 0 | 0  |
| Public-Others                            | 6554239  | 1186477  | 18.1  | 1186477  | 0 | 100 | 0 | 13 |
| Total (A)                                | 19363595 | 13408982 | 69.25 | 13408982 | 0 | 100 | 0 | 39 |

|                                       |          |       |      |       |     |       |      |     |
|---------------------------------------|----------|-------|------|-------|-----|-------|------|-----|
| <b>Mode of voting: (Ballot Paper)</b> |          |       |      |       |     |       |      |     |
| Promoter and Promoter Group           | 12284266 | 15032 | 0.12 | 15032 | 0   | 100   | 0    | 4   |
| Public – Institutional holders        | 525090   | 0     | 0    | 0     | 0   | 0     | 0    | 0   |
| Public-Others                         | 6554239  | 27919 | 0.43 | 27521 | 398 | 98.57 | 1.43 | 141 |
| Total (B)                             | 19363595 | 42951 | 0.22 | 42553 | 398 | 99.07 | 0.93 | 145 |

|                    |                 |                 |              |                 |            |               |             |            |
|--------------------|-----------------|-----------------|--------------|-----------------|------------|---------------|-------------|------------|
| <b>Total (A+B)</b> | <b>19363595</b> | <b>13451933</b> | <b>69.47</b> | <b>13451535</b> | <b>398</b> | <b>100.00</b> | <b>0.00</b> | <b>184</b> |
|--------------------|-----------------|-----------------|--------------|-----------------|------------|---------------|-------------|------------|

5.To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution Re-appointment of M/s. PCK & Associates, Cost Auditors

**Ordinary Resolution**



| Mode of voting: (Remote e-voting) |          |          |       |          |   |     |   |    |
|-----------------------------------|----------|----------|-------|----------|---|-----|---|----|
| Promoter and Promoter Group       | 12284266 | 12222505 | 99.5  | 12222505 | 0 | 100 | 0 | 26 |
| Public – Institutional holders    | 525090   | 0        | 0     | 0        | 0 | 0   | 0 | 0  |
| Public-Others                     | 6554239  | 1186477  | 18.1  | 1186477  | 0 | 100 | 0 | 13 |
| Total (A)                         | 19363595 | 13408982 | 69.25 | 13408982 | 0 | 100 | 0 | 39 |

| Mode of voting: (Ballot Paper) |          |       |      |       |     |       |      |     |
|--------------------------------|----------|-------|------|-------|-----|-------|------|-----|
| Promoter and Promoter Group    | 12284266 | 15032 | 0.12 | 15032 | 0   | 100   | 0    | 4   |
| Public – Institutional holders | 525090   | 0     | 0    | 0     | 0   | 0     | 0    | 0   |
| Public-Others                  | 6554239  | 27919 | 0.43 | 27521 | 398 | 98.57 | 1.43 | 141 |
| Total (B)                      | 19363595 | 42951 | 0.22 | 42553 | 398 | 99.07 | 0.93 | 145 |

|             |          |          |       |          |     |        |      |     |
|-------------|----------|----------|-------|----------|-----|--------|------|-----|
| Total (A+B) | 19363595 | 13451933 | 69.47 | 13451535 | 398 | 100.00 | 0.00 | 184 |
|-------------|----------|----------|-------|----------|-----|--------|------|-----|

6.To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution Related Party Transaction

**Special Resolution**

| Mode of voting: (Remote e-voting) |          |         |       |         |   |     |   |    |
|-----------------------------------|----------|---------|-------|---------|---|-----|---|----|
| Promoter and Promoter Group       | 12284266 | 5951618 | 48.45 | 5951618 | 0 | 100 | 0 | 20 |
| Public – Institutional holders    | 525090   | 0       | 0     | 0       | 0 | 0   | 0 | 0  |
| Public-Others                     | 6554239  | 1186477 | 18.1  | 1186477 | 0 | 100 | 0 | 13 |
| Total (A)                         | 19363595 | 7138095 | 36.86 | 7138095 | 0 | 100 | 0 | 33 |

| Mode of voting: (Ballot Paper) |          |       |      |       |    |       |      |     |
|--------------------------------|----------|-------|------|-------|----|-------|------|-----|
| Promoter and Promoter Group    | 12284266 | 15032 | 0.12 | 15032 | 0  | 100   | 0    | 4   |
| Public – Institutional holders | 525090   | 0     | 0    | 0     | 0  | 0     | 0    | 0   |
| Public-Others                  | 6554239  | 27907 | 0.43 | 27859 | 48 | 99.83 | 0.17 | 140 |
| Total (B)                      | 19363595 | 42939 | 0.22 | 42891 | 48 | 99.89 | 0.11 | 144 |

|             |          |         |       |         |    |        |      |     |
|-------------|----------|---------|-------|---------|----|--------|------|-----|
| Total (A+B) | 19363595 | 7181034 | 37.09 | 7180986 | 48 | 100.00 | 0.00 | 177 |
|-------------|----------|---------|-------|---------|----|--------|------|-----|

7.To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution  
Modification in the remuneration payable to Sh. Rajiv Gupta, Chairman & Managing Director & CEO by the company.

**Special Resolution**

| Mode of voting: (Remote e-voting) |          |          |       |          |   |     |   |    |
|-----------------------------------|----------|----------|-------|----------|---|-----|---|----|
| Promoter and Promoter Group       | 12284266 | 8969640  | 73.02 | 8969640  | 0 | 100 | 0 | 24 |
| Public – Institutional holders    | 525090   | 0        | 0.00  | 0        | 0 | 0   | 0 | 0  |
| Public-Others                     | 6554239  | 1186477  | 18.10 | 1186477  | 0 | 100 | 0 | 13 |
| Total (A)                         | 19363595 | 10156117 | 52.45 | 10156117 | 0 | 100 | 0 | 37 |

| Mode of voting: (Ballot Paper) |          |       |      |       |    |       |      |     |
|--------------------------------|----------|-------|------|-------|----|-------|------|-----|
| Promoter and Promoter Group    | 12284266 | 15032 | 0.12 | 15032 | 0  | 100   | 0    | 4   |
| Public – Institutional holders | 525090   | 0     | 0    | 0     | 0  | 0     | 0    | 0   |
| Public-Others                  | 6554239  | 27907 | 0.43 | 27859 | 48 | 99.83 | 0.17 | 140 |



|           |          |       |      |       |    |       |      |     |
|-----------|----------|-------|------|-------|----|-------|------|-----|
| Total (B) | 19363595 | 42939 | 0.22 | 42891 | 48 | 99.89 | 0.11 | 144 |
|-----------|----------|-------|------|-------|----|-------|------|-----|

|             |          |          |       |          |    |        |      |     |
|-------------|----------|----------|-------|----------|----|--------|------|-----|
| Total (A+B) | 19363595 | 10199056 | 52.67 | 10199008 | 48 | 100.00 | 0.00 | 181 |
|-------------|----------|----------|-------|----------|----|--------|------|-----|

8.To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution  
Modification in the remuneration payable to Smt. Arti Gupta, Joint Managing Director by the company

**Special Resolution**

| Mode of voting: (Remote e-voting) |          |          |       |          |   |     |   |    |
|-----------------------------------|----------|----------|-------|----------|---|-----|---|----|
| Promoter and Promoter Group       | 12284266 | 8969640  | 73.02 | 8969640  | 0 | 100 | 0 | 24 |
| Public – Institutional holders    | 525090   | 0        | 0     | 0        | 0 | 0   | 0 | 0  |
| Public-Others                     | 6554239  | 1186477  | 18.1  | 1186477  | 0 | 100 | 0 | 13 |
| Total (A)                         | 19363595 | 10156117 | 52.45 | 10156117 | 0 | 100 | 0 | 37 |

| Mode of voting: (Ballot Paper) |          |       |      |       |    |       |      |     |
|--------------------------------|----------|-------|------|-------|----|-------|------|-----|
| Promoter and Promoter Group    | 12284266 | 15032 | 0.12 | 15032 | 0  | 100   | 0    | 4   |
| Public – Institutional holders | 525090   | 0     | 0    | 0     | 0  | 0     | 0    | 0   |
| Public-Others                  | 6554239  | 27907 | 0.43 | 27859 | 48 | 99.83 | 0.17 | 140 |
| Total (B)                      | 19363595 | 42939 | 0.22 | 42891 | 48 | 99.89 | 0.11 | 144 |

|             |          |          |       |          |    |        |      |     |
|-------------|----------|----------|-------|----------|----|--------|------|-----|
| Total (A+B) | 19363595 | 10199056 | 52.67 | 10199008 | 48 | 100.00 | 0.00 | 181 |
|-------------|----------|----------|-------|----------|----|--------|------|-----|

9.To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution  
Modification in the remuneration payable to Sh. Arun Mitter, Executive Director by the company

**Special Resolution**

| Mode of voting: (Remote e-voting) |          |          |       |          |   |     |   |    |
|-----------------------------------|----------|----------|-------|----------|---|-----|---|----|
| Promoter and Promoter Group       | 12284266 | 12222505 | 99.50 | 12222505 | 0 | 100 | 0 | 26 |
| Public – Institutional holders    | 525090   | 0        | 0     | 0        | 0 | 0   | 0 | 0  |
| Public-Others                     | 6554239  | 1186477  | 18.1  | 1186477  | 0 | 100 | 0 | 13 |
| Total (A)                         | 19363595 | 13408982 | 69.25 | 13408982 | 0 | 100 | 0 | 39 |

| Mode of voting: (Ballot Paper) |          |       |      |       |    |       |      |     |
|--------------------------------|----------|-------|------|-------|----|-------|------|-----|
| Promoter and Promoter Group    | 12284266 | 3334  | 0.03 | 3334  | 0  | 100   | 0    | 2   |
| Public – Institutional holders | 525090   | 0     | 0    | 0     | 0  | 0     | 0    | 0   |
| Public-Others                  | 6554239  | 27907 | 0.43 | 27859 | 48 | 99.83 | 0.17 | 140 |
| Total (B)                      | 19363595 | 31241 | 0.16 | 31193 | 48 | 99.85 | 0.15 | 142 |

|             |          |          |       |          |    |        |      |     |
|-------------|----------|----------|-------|----------|----|--------|------|-----|
| Total (A+B) | 19363595 | 13440223 | 69.41 | 13440175 | 48 | 100.00 | 0.00 | 181 |
|-------------|----------|----------|-------|----------|----|--------|------|-----|

