

20th September 2019.

National Stock Exchange of India Limited,
"Exchange Plaza",
Bandra-Kurla Complex, Bandra (East),
Mumbai-400051.

BSE Limited,
P.J. Towers,
Dalal Street,
Mumbai-400001.

Dear Sirs,

Sub.: Proceedings and Voting Results of the Twenty Fourth Annual General Meeting of the Company.

Ref.: Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

This is to inform that the Twenty Fourth Annual General Meeting of the Company was held on 20th September 2019 at 11.00 a.m. at J.B.Auditorium, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad-380015. In terms of Regulation 30 read with Schedule III(A)(13) of the Listing Regulations, the proceedings of the Twenty Fourth Annual General Meeting of the Company are as under:

Sr. No.	Agenda Items of the Notice dated 14 th August 2019 convening the Twenty Fourth Annual General Meeting	Resolution required (Ordinary / Special)	Mode of Voting (Show of Hands / Poll / Postal Ballot / E-voting)	Remarks
1.	To adopt Financial Statements, etc. for the financial year 2018-19	Ordinary Resolution	E-voting and Poll	Passed with requisite majority
2.	To re-appoint Mr. Vinod R.Tanti as Director	Ordinary Resolution	E-voting and Poll	Passed with requisite majority
3.	To re-appoint Mr. Girish R.Tanti as Director	Ordinary Resolution	E-voting and Poll	Passed with requisite majority
4.	To regularise Mr. Brij Mohan Sharma, a nominee of IDBI Bank Limited as Director	Resolution is rendered redundant and stands withdrawn pursuant to withdrawal of nominee by IDBI Bank Limited		
5.	To approve remuneration of the Cost Auditors for the financial year 2019-20	Ordinary Resolution	E-voting and Poll	Passed with requisite majority
6.	To re-appoint Mr. Marc Desaeleer as an Independent Director for a second term of 5 (five) years	Special Resolution	E-voting and Poll	Passed with requisite majority
7.	To re-appoint Mr. Ravi Uppal as an Independent Director for a second term of 5 (five) years	Special Resolution	E-voting and Poll	Passed with requisite majority
8.	To re-appoint Mr. Venkataraman Subramanian as an Independent Director for a second term of 5 (five) years	Special Resolution	E-voting and Poll	Passed with requisite majority



Sr. No.	Agenda Items of the Notice dated 14 th August 2019 convening the Twenty Fourth Annual General Meeting	Resolution required (Ordinary / Special)	Mode of Voting (Show of Hands / Poll / Postal Ballot / E-voting)	Remarks
9.	To re-appoint Mr. Vinod R.Tanti as the Wholetime Director & Chief Operating Officer of the Company for a further term of 3 (three) years	Special Resolution	E-voting and Poll	Passed with requisite majority

In terms of Regulation 44 of the Listing Regulations, a copy of combined voting results for E-voting and Poll along with the copy of the Scrutinizer's Reports are enclosed herewith.

This is for your information as also for the information of your members and the public at large.

Thanking you,

Yours faithfully,
For Suzlon Energy Limited

H.A. Kanuga
Hemal A. Kanuga,
Company Secretary.



Encl.: As above

SUZLON ENERGY LIMITED [CIN:L40100GJ1995PLC025447]								
Regd. Office: "Suzlon", 5, Shrimali Society, Near Shri Krishna Complex, Navrangpura, Ahmedabad-380009; Tel.: +91.79.6604 5000; Fax: +91.79.2656 5540; website: www.suzlon.com; email id: investors@suzlon.com								
TWENTY FOURTH ANNUAL GENERAL MEETING - VOTING RESULTS								
Date of the AGM				Friday, September 20, 2019				
Total number of shareholders on cut-off date (i.e. September 13, 2019)				1036931				
No. of shareholders present in the meeting either in person or through proxy:								
(1) Promoters and Promoter Group:				5				
(2) Public:				132				
No. of Shareholders attended the meeting through Video Conferencing				Video conferencing facility not established				
(1) Promoters and Promoter Group:				Not Applicable				
(2) Public:				Not Applicable				
Resolution No.1		To adopt Financial Statements, etc. for the financial year 2018-19						
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 (valid votes) (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
A. Promoter and Promoter Group	E-Voting	1,05,27,84,456	1,05,27,84,456	100.0000	1,05,27,84,456	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if app.)		0	0.0000	0	0	0.0000	0.0000
	Total (A)		1,05,27,84,456	100.0000	1,05,27,84,456	0	100.0000	0.0000
B. Public- Institutions	E-Voting	60,73,35,607	22,02,97,768	36.2728	22,02,97,768	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if app.)		0	0.0000	0	0	0.0000	0.0000
	Total (B)		22,02,97,768	36.2728	22,02,97,768	0	100.0000	0.0000
C. Public- Non Institutions	E-Voting	3,65,96,54,058	1,01,96,80,635	27.8628	1,01,62,54,559	34,26,076	99.6640	0.3360
	Poll		18,75,471	0.0512	18,75,471	0	100.0000	0.0000
	Postal Ballot (if app.)		0	0.0000	0	0	0.0000	0.0000
	Total (C)		1,02,15,56,106	27.9140	1,01,81,30,030	34,26,076	99.6646	0.3354
	Grand Total (A+B+C)	5,31,97,74,121	2,29,46,38,330	43.1341	2,29,12,12,254	34,26,076	99.8507	0.1493



Resolution No.2	To re-appoint Mr. Vinod R.Tanti as Director							
Resolution required:	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes (see note below)				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (valid votes) (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
A. Promoter and Promoter Group	E-Voting	1,05,27,84,456	1,05,27,84,456	100.0000	1,05,27,84,456	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if app.)		0	0.0000	0	0	0.0000	0.0000
	Total (A)		1,05,27,84,456	100.0000	1,05,27,84,456	0	100.0000	0.0000
B. Public- Institutions	E-Voting	60,73,35,607	22,31,58,073	36.7438	22,31,58,073	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if app.)		0	0.0000	0	0	0.0000	0.0000
	Total (B)		22,31,58,073	36.7438	22,31,58,073	0	100.0000	0.0000
C. Public- Non Institutions	E-Voting	3,65,96,54,058	1,02,01,76,676	27.8763	1,01,49,69,622	52,07,054	99.4896	0.5104
	Poll		18,75,471	0.0512	18,75,471	0	100.0000	0.0000
	Postal Ballot (if app.)		0	0.0000	0	0	0.0000	0.0000
	Total (C)		1,02,20,52,147	27.9276	1,01,68,45,093	52,07,054	99.4905	0.5095
	Grand Total (A+B+C)	5,31,97,74,121	2,29,79,94,676	43.1972	2,29,27,87,622	52,07,054	99.7734	0.2266



Resolution No.3		To re-appoint Mr. Girish R.Tanti as Director						
Resolution required:		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes (see note below)				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (valid votes) (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
A. Promoter and Promoter Group	E-Voting	1,05,27,84,456	1,05,27,84,456	100.0000	1,05,27,84,456	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if app.)		0	0.0000	0	0	0.0000	0.0000
	Total (A)		1,05,27,84,456	100.0000	1,05,27,84,456	0	100.0000	0.0000
B. Public- Institutions	E-Voting	60,73,35,607	22,31,58,073	36.7438	9,09,27,741	13,22,30,332	40.7459	59.2541
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if app.)		0	0.0000	0	0	0.0000	0.0000
	Total (B)		22,31,58,073	36.7438	9,09,27,741	13,22,30,332	40.7459	59.2541
C. Public- Non Institutions	E-Voting	3,65,96,54,058	1,02,01,76,676	27.8763	1,01,49,63,777	52,12,899	99.4890	0.5110
	Poll		18,75,471	0.0512	18,75,471	0	100.0000	0.0000
	Postal Ballot (if app.)		0	0.0000	0	0	0.0000	0.0000
	Total (C)		1,02,20,52,147	27.9276	1,01,68,39,248	52,12,899	99.4900	0.5100
	Grand Total (A+B+C)	5,31,97,74,121	2,29,79,94,676	43.1972	2,16,05,51,445	13,74,43,231	94.0190	5.9810



Resolution No.4	To appoint Mr. Biju George Kozhippattu, a nominee of IDBI Bank Limited as Director - <i>Resolution is rendered redundant and stands withdrawn pursuant to withdrawal of nominee by IDBI Bank Limited</i>							
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 (valid votes) (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
A. Promoter and Promoter Group	E-Voting	1,05,27,84,456	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if app.)		0	0.0000	0	0	0.0000	0.0000
	Total (A)		0	0.0000	0	0	0.0000	0.0000
B. Public- Institutions	E-Voting	60,73,35,607	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if app.)		0	0.0000	0	0	0.0000	0.0000
	Total (B)		0	0.0000	0	0	0.0000	0.0000
C. Public- Non Institutions	E-Voting	3,65,96,54,058	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if app.)		0	0.0000	0	0	0.0000	0.0000
	Total (C)		0	0.0000	0	0	0.0000	0.0000
	Grand Total (A+B+C)	5,31,97,74,121	0	0.0000	0	0	0.0000	0.0000



Resolution No.5	To approve remuneration of the Cost Auditors for the financial year 2019-20							
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 (valid votes) (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
A. Promoter and Promoter Group	E-Voting	1,05,27,84,456	1,05,27,84,456	100.0000	1,05,27,84,456	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if app.)		0	0.0000	0	0	0.0000	0.0000
	Total (A)		1,05,27,84,456	100.0000	1,05,27,84,456	0	100.0000	0.0000
B. Public- Institutions	E-Voting	60,73,35,607	22,31,58,073	36.7438	22,31,58,073	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if app.)		0	0.0000	0	0	0.0000	0.0000
	Total (B)		22,31,58,073	36.7438	22,31,58,073	0	100.0000	0.0000
C. Public- Non Institutions	E-Voting	3,65,96,54,058	1,01,98,96,076	27.8686	1,01,61,56,451	37,39,625	99.6333	0.3667
	Poll		18,75,471	0.0512	18,75,471	0	100.0000	0.0000
	Postal Ballot (if app.)		0	0.0000	0	0	0.0000	0.0000
	Total (C)		1,02,17,71,547	27.9199	1,01,80,31,922	37,39,625	99.6340	0.3660
	Grand Total (A+B+C)	5,31,97,74,121	2,29,77,14,076	43.1919	2,29,39,74,451	37,39,625	99.8372	0.1628



Resolution No.6	To re-appoint Mr. Marc Desaeleer as an Independent Director for a second term of 5 (five) years							
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 (valid votes) (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
A. Promoter and Promoter Group	E-Voting	1,05,27,84,456	1,05,27,84,456	100.0000	1,05,27,84,456	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if app.)		0	0.0000	0	0	0.0000	0.0000
	Total (A)		1,05,27,84,456	100.0000	1,05,27,84,456	0	100.0000	0.0000
B. Public- Institutions	E-Voting	60,73,35,607	22,31,58,073	36.7438	22,31,58,073	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if app.)		0	0.0000	0	0	0.0000	0.0000
	Total (B)		22,31,58,073	36.7438	22,31,58,073	0	100.0000	0.0000
C. Public- Non Institutions	E-Voting	3,65,96,54,058	1,01,99,50,074	27.8701	1,01,61,26,875	38,23,199	99.6252	0.3748
	Poll		18,75,471	0.0512	18,75,271	200	99.9893	0.0107
	Postal Ballot (if app.)		0	0.0000	0	0	0.0000	0.0000
	Total (C)		1,02,18,25,545	27.9214	1,01,80,02,146	38,23,399	99.6258	0.3742
	Grand Total (A+B+C)	5,31,97,74,121	2,29,77,68,074	43.1930	2,29,39,44,675	38,23,399	99.8336	0.1664



Resolution No.7	To re-appoint Mr. Ravi Uppal as an Independent Director for a second term of 5 (five) years							
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 (valid votes) (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
A. Promoter and Promoter Group	E-Voting	1,05,27,84,456	1,05,27,84,456	100.0000	1,05,27,84,456	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if app.)		0	0.0000	0	0	0.0000	0.0000
	Total (A)		1,05,27,84,456	100.0000	1,05,27,84,456	0	100.0000	0.0000
B. Public- Institutions	E-Voting	60,73,35,607	22,31,58,073	36.7438	20,65,55,063	1,66,03,010	92.5600	7.4400
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if app.)		0	0.0000	0	0	0.0000	0.0000
	Total (B)		22,31,58,073	36.7438	20,65,55,063	1,66,03,010	92.5600	7.4400
C. Public- Non Institutions	E-Voting	3,65,96,54,058	1,02,00,58,676	27.8731	1,01,60,44,655	40,14,021	99.6065	0.3935
	Poll		18,75,471	0.0512	18,75,271	200	99.9893	0.0107
	Postal Ballot (if app.)		0	0.0000	0	0	0.0000	0.0000
	Total (C)		1,02,19,34,147	27.9243	1,01,79,19,926	40,14,221	99.6072	0.3928
	Grand Total (A+B+C)	5,31,97,74,121	2,29,78,76,676	43.1950	2,27,72,59,445	2,06,17,231	99.1028	0.8972



Resolution No.8	To re-appoint Mr. Venkataraman Subramanian as an Independent Director for a second term of 5 (five) years							
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 (valid votes) (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
A. Promoter and Promoter Group	E-Voting	1,05,27,84,456	1,05,27,84,456	100.0000	1,05,27,84,456	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if app.)		0	0.0000	0	0	0.0000	0.0000
	Total (A)		1,05,27,84,456	100.0000	1,05,27,84,456	0	100.0000	0.0000
B. Public- Institutions	E-Voting	60,73,35,607	22,31,58,073	36.7438	22,31,58,073	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if app.)		0	0.0000	0	0	0.0000	0.0000
	Total (B)		22,31,58,073	36.7438	22,31,58,073	0	100.0000	0.0000
C. Public- Non Institutions	E-Voting	3,65,96,54,058	1,02,00,58,676	27.8731	1,01,60,53,792	40,04,884	99.6074	0.3926
	Poll		18,75,471	0.0512	18,75,471	0	100.0000	0.0000
	Postal Ballot (if app.)		0	0.0000	0	0	0.0000	0.0000
	Total (C)		1,02,19,34,147	27.9243	1,01,79,29,263	40,04,884	99.6081	0.3919
	Grand Total (A+B+C)	5,31,97,74,121	2,29,78,76,676	43.1950	2,29,38,71,792	40,04,884	99.8257	0.1743



Resolution No.9	To re-appoint Mr. Vinod R.Tanti as the Wholetime Director & Chief Operating Officer of the Company for a further term of 3 (three) years							
Resolution required:	Special							
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes (see note below)				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (valid votes) (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
A. Promoter and Promoter Group	E-Voting	1,05,27,84,456	1,05,27,84,456	100.0000	1,05,27,84,456	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if app.)		0	0.0000	0	0	0.0000	0.0000
	Total (A)		1,05,27,84,456	100.0000	1,05,27,84,456	0	100.0000	0.0000
B. Public- Institutions	E-Voting	60,73,35,607	22,31,58,073	36.7438	22,31,58,073	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if app.)		0	0.0000	0	0	0.0000	0.0000
	Total (B)		22,31,58,073	36.7438	22,31,58,073	0	100.0000	0.0000
C. Public- Non Institutions	E-Voting	3,65,96,54,058	1,02,01,75,876	27.8763	1,01,49,65,507	52,10,369	99.4893	0.5107
	Poll		18,75,471	0.0512	18,74,771	700	99.9627	0.0373
	Postal Ballot (if app.)		0	0.0000	0	0	0.0000	0.0000
	Total (C)		1,02,20,51,347	27.9275	1,01,68,40,278	52,11,069	99.4901	0.5099
	Grand Total (A+B+C)	5,31,97,74,121	2,29,79,93,876	43.1972	2,29,27,82,807	52,11,069	99.7732	0.2268

Note: The Promoters of the Company are interested in Resolution Nos.2, 3 and 9, however the said resolutions do not fall under the definition of "material related party transactions" in terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, hence the Promoter Group is not required to abstain from voting on these resolutions. Further, Resolution No.2 and 3 do not fall under the purview of Section 188 of the Companies Act, 2013 and Resolution No.9 in respect of appointment of Mr. Vinod R.Tanti to office or place of profit is in ordinary course of business and at arms length basis and hence concerned Promoters are not required to abstain from voting on these resolutions in terms of Companies Act, 2013 as well.

Date: September 20, 2019
Place: Ahmedabad

For Suzlon Energy Limited

H.A.Kanuga

Hemal A.Kanuga,
Company Secretary.
M. No.F4126



**Ravi Kapoor
&
Associates**

4th Floor,
"Shaival Plaza",
Gujarat College Road,
Ellisbridge, Ahmedabad-380 006.
© 26420336/7/9 (R) 26568212
Fax : 079-26424100, (M) 98250 63147
E-mail : ravi@ravics.com www.ravics.com

Company Secretaries

Trade Mark Agent

Insolvency Resolution Professional

SCRUTINIZER'S REPORT

To,
The Chairman
Suzlon Energy Limited
"Suzlon", 5, Shrimali Society,
Near Shri Krishna Complex,
Navrangpura, Ahmedabad - 380009

Dear Sir,

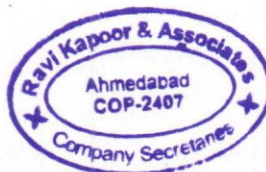
Subject : Consolidated Scrutinizer's Report on Remote E-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Poll at the AGM venue pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 24th Annual General Meeting of M/s. Suzlon Energy Limited held on Friday, the 20th day of September, 2019 at 11:00 a.m. at J. B. Auditorium, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad- 380 015.

I, Ravi Kapoor, a Company Secretary in practice, have been appointed by the Board of Directors of M/s. Suzlon Energy Limited (the Company) as a Scrutinizer for the purpose of scrutinizing the remote e-voting and poll at the Annual General Meeting (AGM) venue and ascertaining the requisite majority, on the resolutions contained in the notice to the 24th Annual General Meeting (AGM) of the members of the Company, held on Friday, the 20th September, 2019 at 11:00 a.m. at J. B. Auditorium, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad- 380 015.

The Notice dated 14th August, 2019 along with the statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting on the resolutions contained in the Notice of 24th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the voting process is restricted to presenting a Scrutinizer's Report of the votes cast "in favour" or "against" or "abstained", in respect of the resolutions stated below, based on the reports

Ravi Kapoor



generated from the e-voting system provided by Karvy Fin. tech Private Limited ("Karvy"), the authorized agency to provide e-voting facilities, engaged by the Company.

The Company had also provided poll at the AGM venue facility to the Shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.

Further to the above, I submit my report as under:

E-Voting:

- (i) The e-voting period remained open from Tuesday, 17th September, 2019 (09:00 a.m.) to Thursday, 19th September, 2019 (05:00 p.m.)
- (ii) The members of the Company as on the "cut-off" date i.e. 13th September, 2019 were entitled to vote on the resolutions (items no. 1 to 9 as set out in the notice of the 24th Annual General Meeting of the Company)
- (iii) The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses, who were not in employment of the Company.
- (iv) The Corporate members, who had participated in the remote e-voting, had provided the scanned copy of the resolution passed at the Board of Directors for authorization to exercise their votes through e-voting.

Poll:

- (i) The Company had provided the facility for voting through ballot or polling paper at the AGM and members, who have not cast their vote by remote e-voting, was allowed to exercise their right to vote at the meeting.
- (ii) The polling papers in Form MGT-12 as per the Companies (Management and Administration) Rules, 2014 were distributed to the Shareholders present. The shareholders cast their votes in one ballot box kept at convenient places at the venue.
- (iii) The locked ballot box was subsequently opened before me, in presence of two witnesses, who were not in employment of the Company and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.

Ravi Kapoor



Ravi Kapoor & Associates

4th Floor,
"Shaival Plaza",
Gujarat College Road,
Ellisbridge, Ahmedabad-380 006.
© 26420336/7/9 (R) 26568212
Fax : 079-26424100, (M) 98250 63147
E-mail : ravi@ravics.com www.ravics.com

Company Secretaries

Trade Mark Agent

Insolvency Resolution Professional

Item No. 1- Ordinary Resolution

To adopt Financial Statements etc. for the Financial Year 2018-19.

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of shares
Remote E-Voting	2292762859	317	2289336783	99.85	40	3426076	0.15	NIL	NIL
Poll at the AGM	1875471	80	1875471	100	NIL	NIL	NIL	4	505
Total	2294638330	397	2291212254	99.85	40	3426076	0.15	4	505

- For this resolution, in Remote E-voting, 9 shareholders holding 3356346 equity shares abstained from voting.

Ravi Kapoor



Ravi Kapoor & Associates

4th Floor,
"Shaival Plaza",
Gujarat College Road,
Ellisbridge, Ahmedabad-380 006.
© 26420336/7/9 (R) 26568212
Fax : 079-26424100, (M) 98250 63147
E-mail : ravi@ravics.com www.ravics.com

Company Secretaries

Trade Mark Agent

Insolvency Resolution Professional

Item No. 2- Ordinary Resolution

To re-appoint Mr. Vinod R. Tanti as Director.

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of shares
Remote E-Voting	2296119205	270	2290912151	99.77	96	5207054	0.23	NIL	NIL
Poll at the AGM	1875471	80	1875471	100	NIL	NIL	NIL	4	505
Total	2297994676	350	2292787622	99.77	96	5207054	0.23	4	505

Ravi Kapoor

Ravi Kapoor & Associates
Ahmedabad
COP-2407
Company Secretaries

**Ravi Kapoor
&
Associates**

4th Floor,
"Shaival Plaza",
Gujarat College Road,
Ellisbridge, Ahmedabad-380 006.
© 26420336/7/9 (R) 26568212
Fax : 079-26424100, (M) 98250 63147
E-mail : ravi@ravics.com www.ravics.com

Company Secretaries

Trade Mark Agent

Insolvency Resolution Professional

Item No. 3- Ordinary Resolution

To re-appoint Mr. Girish R. Tanti as Director

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of shares
Remote E-Voting	2296119205	242	2158675974	94.01	124	137443231	5.99	NIL	NIL
Poll at the AGM	1875471	80	1875471	100	NIL	NIL	NIL	4	505
Total	2297994676	322	2160551445	94.02	124	137443231	5.98	4	505

Ravi Kapoor



**Ravi Kapoor
&
Associates**

4th Floor,
"Shaival Plaza",
Gujarat College Road,
Ellisbridge, Ahmedabad-380 006.
© 26420336/7/9 (R) 26568212
Fax : 079-26424100, (M) 98250 63147
E-mail : ravi@ravics.com www.ravics.com

Company Secretaries

Trade Mark Agent

Insolvency Resolution Professional

Item No. 4 Ordinary Resolution:

To appoint Mr. Biju George Kozhippattu, a nominee of IDBI Bank Limited, as Director

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of shares
Remote E-Voting									
Poll at the AGM									
Total									

This Resolution is rendered redundant and stands withdrawn pursuant to withdrawal of nominee by IDBI Bank Limited.



Item No. 5 - Ordinary Resolution**To approve remuneration of the Cost Auditors for the financial year 2019-20.**

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of shares
Remote E-Voting	2295838605	301	2292098980	99.84	61	3739625	0.16	NIL	NIL
Poll at the AGM	1875471	80	1875471	100	NIL	NIL	NIL	4	505
Total	2297714076	381	2293974451	99.84	61	3739625	0.16	4	505

- For this resolution, in Remote E-voting, 5 shareholders holding 280600 equity shares abstained from voting.
- Further, for this resolution, in Remote E-voting, 1 shareholder has voted some shares in favour of this resolution and some shares in against of this resolution.

Ravi Kapoor

Ravi Kapoor & Associates
Ahmedabad
COP-2407
Company Secretaries

Ravi Kapoor & Associates

4th Floor,
"Shaival Plaza",
Gujarat College Road,
Ellisbridge, Ahmedabad-380 006.
☎ 26420336/7/9 (R) 26568212
Fax : 079-26424100, (M) 98250 63147
E-mail : ravi@ravics.com www.ravics.com

Company Secretaries

Trade Mark Agent

Insolvency Resolution Professional

Item No. 6- Special Resolution

To re-appoint Mr. Marc Desaeleer as an Independent Director for a second term of 5 five years.

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of shares
Remote E-Voting	2295892603	277	2292069404	99.83	84	3823199	0.17	NIL	NIL
Poll at the AGM	1875471	78	1875271	99.99	2	200	0.01	4	505
Total	2297768074	355	2293944675	99.83	86	3823399	0.17	4	505

- For this resolution, in Remote E-voting, 6 shareholders holding 226602 equity shares abstained from voting.
- Further, for this resolution, in Remote E-voting, 1 shareholder has voted some shares in favour of this resolution and some shares in against of this resolution.

Ravi Kapoor

Ravi Kapoor & Associates
Ahmedabad
COP-2407
Company Secretaries

Item No.7 – Special Resolution

To re-appoint Mr. Ravi Uppal as an Independent Director for a second term of 5 five years.

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of shares
Remote E-Voting	2296001205	274	2275384174	99.10	90	20617031	0.90	NIL	NIL
Poll at the AGM	1875471	78	1875271	99.99	2	200	0.01	4	505
Total	2297876676	352	2277259445	99.10	92	20617231	0.90	4	505

- For this resolution, in Remote E-voting, 3 shareholders holding 118000 equity shares abstained from voting.
- Further, for this resolution, in Remote E-voting, 1 shareholder has voted some shares in favour of this resolution and some shares in against of this resolution.

Ravi Kapoor

Ravi Kapoor & Associates
Ahmedabad
COP-2407
Company Secretaries

Ravi Kapoor & Associates

4th Floor,
"Shaival Plaza",
Gujarat College Road,
Ellisbridge, Ahmedabad-380 006.
© 26420336/7/9 (R) 26568212
Fax : 079-26424100, (M) 98250 63147
E-mail : ravi@ravics.com www.ravics.com

Company Secretaries

Trade Mark Agent

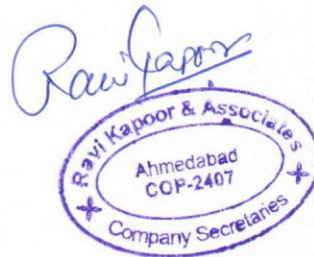
Insolvency Resolution Professional

Item No. 8 – Special Resolution

To re-appoint Mr. Venkataraman Subramanian as an Independent Director for a second term of 5 five years.

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of shares
Remote E-Voting	2296001205	277	2291996321	99.83	87	4004884	0.17	NIL	NIL
Poll at the AGM	1875471	80	1875471	100	NIL	NIL	NIL	4	505
Total	2297876676	357	2293871792	99.83	87	4004884	0.17	4	505

- For this resolution, in Remote E-voting, 3 shareholders holding 118000 equity shares abstained from voting.
- Further, in this resolution, 1 shareholder has voted some shares in favour of this resolution and some shares in against of this resolution.



**Ravi Kapoor
&
Associates**

4th Floor,
"Shaival Plaza",
Gujarat College Road,
Ellisbridge, Ahmedabad-380 006.
© 26420336/7/9 (R) 26568212
Fax : 079-26424100, (M) 98250 63147
E-mail : ravi@ravics.com www.ravics.com

Company Secretaries

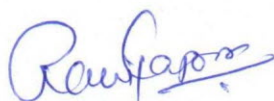
Trade Mark Agent

Insolvency Resolution Professional

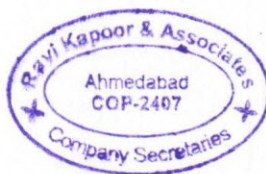
The data sheet relating to e-voting/Poll at the AGM venue and other related papers/registers, records are handed over to the Chairman/Secretary of the Company.

Thanking you

Yours faithfully,



Name: Ravi Kapoor
Practicing Company Secretary - Scrutinizer
FCS: 2587; COP: 2407



Countersigned by



Hemal A. Kanuga
Company Secretary
Mem. No. 4126

Date: 20.09.2019

Place: Ahmedabad