



TM



BHANSALI ENGINEERING POLYMERS LIMITED

CIN : L27100MH1984PLC032637

Registered Office : Bhansali House, A-5, Off Veera Desai Road, Andheri (West), Mumbai - 400 053.

Tel. : (91-22) 2673 1779 - 84 • Fax : (91-22) 2673 1796

E-mail : abstron@bhansaliabs.com • Website : www.bhansaliabs.com

26th September, 2016

To,
The Manager,
BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai – 400 001.

To,
The Manager, (Listing Department)
National Stock Exchange of India Limited,
Exchange Plaza, Bandra-Kurla Complex,
Bandra (East),
Mumbai – 400 051

Security Code: 500052

Scrip Id: BEPL-EQ

Sub: Submission of Voting Result as declared/ announced by the Chairman Dr. B. S. Bhesania with regard to 8 (Eight) Resolutions proposed at the 32nd Annual General Meeting of Company held on Saturday, 24th September, 2016 at 11:00 a.m.

Dear Sir(s),

Pursuant to the provisions of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), please find herewith attached following documents related to the 32nd Annual General Meeting (AGM) of Company held on Saturday, 24th September, 2016 at 11:00 a.m. at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber, Veer Nariman Road, Churchgate, Mumbai – 400 020.

1. The Voting Results declaration/ announcement dated 26th September, 2016 as made and duly announced by the Chairman, Dr. B.S. Bhesania pertaining to proposed 8 (Eight) Resolutions (Annexure-A);
2. Details regarding voting result in prescribed format pursuant to Regulation 44 of the Listing Regulations (Annexure-B);
3. The Scrutinizer Report issued by the appointed Scrutinizer Mr. Himanshu Kamdar of M/s Rathi & Associates, Practicing Company Secretaries dated 26th September, 2016 for ballot voting and e-voting results (Annexure-C).

We would like to inform further that all the 8 (Eight) Resolutions placed in AGM have been duly passed with requisite majority.

Kindly take above on your records.

Thanking You,

Yours' faithfully,

For BHANSALI ENGINEERING POLYMERS LIMITED


D. N. Mishra
V. P. (Legal) & Company Secretary
(FCS: 5506)

Encl: as above

Satnoor Plant : Bhansali Nagar, Taluka - Sausar, Dist. Chhindwara, Madhya Pradesh - 480 108.

Tel. : (07165) 226376-79 • Fax : (07165) 226380 / 81 • E-mail : bepichw@bhansaliabs.com

Abu Road Plant : Plot No. SP-138-143, Ambaji Industrial Area, Abu Road, Dist. Sirohi (Rajasthan) - 307 026

Tel. : (02974) 226781/82/83/84 • Fax : (02974) 226737 • E-mail : beplabr@bhansaliabs.com



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26th September, 2016

To,
The Members,
Bhansali Engineering Polymers Limited,
Bhansali House, A-5,
Off Veera Desai Road,
Andheri (West),
Mumbai - 400 053

Sub: Declaration of Voting Results related to 8 (Eight) Resolutions placed before Members at 32nd Annual General Meeting of the Company

Dear Sir(s),

I am pleased to declare/ announce that the following Resolutions have been passed with requisite majority as stated in front of each of them, on the basis of report of Mr. Himanshu Kamdar of M/s Rathi & Associates, Practicing Company Secretaries, dated 26th September, 2016 (viz. the Scrutinizer appointed by the Board of Directors of Company to deal with the entire voting process of Members through remote E-voting and Ballot Papers).

In view of above, I hereby announce and declare the resolutions, as mentioned hereunder, duly passed with the requisite majority.

Sr No	Particulars	Resolution	Votes Cast in Favor/ Against (No. of Shares)	Votes Cast in Favor/ Against (%)
1.	To receive, consider and adopt the Standalone Audited Annual Financial Statements as well as Consolidated Audited Annual Financial Statements of the Company for the financial year ended 31 st March, 2016 together with the Report of the Board of Directors and the Auditors thereon.	Ordinary Resolution	Favor : 88917924 Against : 40743359	Favor : 68.58% Against : 31.42%
2.	To declare Final Dividend on Equity Shares of the Company for the financial year ended 31 st March, 2016, considering 10% final dividend as recommended by the Board.	Ordinary Resolution	Favor : 88917624 Against : 40742891	Favor : 68.58% Against : 31.42%



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3.	To appoint a Director in place of Mr. Babulal M. Bhansali (DIN: 00102930), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	Favor : 88915599 Against : 40744916	Favor : 68.58% Against : 31.42%
4.	Appointment of M/s B. L. Dasharda & Associates, Chartered Accountants (Firm Registration No. 112615W) as the Statutory Auditors of Company to hold office from the conclusion of this AGM till the conclusion of next AGM of Company and authorize the Board to fix their remuneration.	Ordinary Resolution	Favor : 88915624 Against : 40744891	Favor : 68.58% Against : 31.42%
5.	Re-appointment of Mr. Babulal M. Bhansali (DIN: 00102930) as Managing Director of Company for a period of 3 years w.e.f 1 st April, 2016 viz. upto 31 st March, 2019 for a CTC/ Remuneration of ` 60 Lacs per annum (i.e. ` 5 Lacs per month) and 5% commission on profits of Company, subject to the respective limits as specified under Schedule V to Companies Act, 2013.	Ordinary Resolution	Favor : 88915624 Against : 40744891	Favor : 68.58% Against : 31.42%
6.	Ratification of remuneration of Cost Auditors of Company Viz M/s Joshi Apte & Associates, Cost Accountants [having Firm Registration No. 000240] for conducting Audit of cost records of Company for the Financial Year 2016-17, for an annual audit fee/remuneration of Rs. 75,000/- plus applicable taxes and reimbursement of other allied expenses etc.	Ordinary Resolution	Favor : 129660515 Against : Nil	Favor : 100% Against : Nil
7.	Alteration of Article 98 (iv) of the Articles of Association of Company by way of substitution/replacement of Article 98 (iv) of the Article of Association of Company.	Special Resolution	Favor : 129660490 Against : 25	Favor : *100% Against : Nil



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8.	Alteration of Article 3 of the Articles of Association of Company by way of inserting new Article no 3 (i) (a) therein.	Special Resolution	Favor : 129660490 Against : 25	Favor : *100% Against : Nil
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* Rounded off to the nearest number

Kindly take note of above.

Thanking You,

Yours' faithfully,

For Bhansali Engineering Polymers Limited



B.S. Bhesania
Dr. B.S. Bhesania
(Chairman)
DIN: 00026222

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Bhansali Engineering Polymers Limited								
Resolution Required : (Ordinary)			1 - To Consider, approve and adopt Standalone and Consolidated Audited Financial Statement, Reports of the Board of Directors and Auditors pertaining to F. Y. 2015-16.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes -- in favour	No. of Votes --Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	85596625	82353013	96.2106	82353013	0	100.0000	0.0000
	Poll		311547	0.3640	311547	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		82664560	96.5746	82664560	0	100.0000	0.0000
Public Institutions	E-Voting	45000	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	80264015	40755055	50.7762	11696	40743359	0.0287	99.9713
	Poll		6241668	7.7764	6241668	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		46996723	58.5526	6253364	40743359	13.3060	86.6940
Total		165905640	129661283	78.1536	88917924	40743359	68.5771	31.4229



Satnoor Plant : Bhansali Nagar, Taluka - Sausar, Dist. Chhindwara, Madhya Pradesh - 480 108.

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Bhansali Engineering Polymers Limited								
Resolution Required : (Ordinary)			2 - To declare dividend on Equity Shares of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	85596625	82353013	96.2106	82353013	0	100.0000	0.0000
	Poll		311547	0.3640	311547	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		82664560	96.5746	82664560	0	100.0000	0.0000
Public Institutions	E-Voting	45000	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	80264015	40754287	50.7753	11396	40742891	0.0280	99.9720
	Poll		6241668	7.7764	6241668	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		46995955	58.5517	6253064	40742891	13.3055	86.6945
Total		165905640	129660515	78.1532	88917624	40742891	68.5773	31.4227



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Bhansali Engineering Polymers Limited								
Resolution Required : (Ordinary)			3 - To re-appoint Mr. Babulal. M. Bhansali, Director, retiring by rotation and who has offered himself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes (Himself with immediate relative)					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	85596625	82353013	96.2106	82353013	0	100.0000	0.0000
	Poll		311547	0.3640	311547	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		82664560	96.5746	82664560	0	100.0000	0.0000
Public Institutions	E-Voting	45000	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	80264015	40754287	50.7753	9371	40744916	0.0230	99.9770
	Poll		6241668	7.7764	6241668	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		46995955	58.5517	6251039	40744916	13.3012	86.6988
Total		165905640	129660515	78.1532	88915599	40744916	68.5757	31.4243



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Bhansali Engineering Polymers Limited								
Resolution Required : (Ordinary)			4 - To re-appoint M/s B. L. Dasharda & Associates, Mumbai (FRN - 112615W) as Statutory Auditors of Company for F.Y. 2016-17.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	85596625	82353013	96.2106	82353013	0	100.0000	0.0000
	Poll		311547	0.3640	311547	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		82664560	96.5746	82664560	0	100.0000	0.0000
Public Institutions	E-Voting	45000	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	80264015	40754287	50.7753	9396	40744891	0.0231	99.9769
	Poll		6241668	7.7764	6241668	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		46995955	58.5517	6251064	40744891	13.3013	86.6987
Total		165905640	129660515	78.1532	88915624	40744891	68.5757	31.4243



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Bhansali Engineering Polymers Limited								
Resolution Required : (Ordinary)			5 - To re-appoint Mr. Babulal. M. Bhansali as Managing Director of Company for further period of Three (3) years w.e.f. 01st April, 2016.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes (Himself with immediate relative)					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	85596625	82353013	96.2106	82353013	0	100.0000	0.0000
	Poll		311547	0.3640	311547	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		82664560	96.5746	82664560	0	100.0000	0.0000
Public Institutions	E-Voting	45000	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	80264015	40754287	50.7753	9396	40744891	0.0231	99.9769
	Poll		6241668	7.7764	6241668	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		46995955	58.5517	6251064	40744891	13.3013	86.6987
Total		165905640	129660515	78.1532	88915624	40744891	68.5757	31.4243



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Bhansali Engineering Polymers Limited								
Resolution Required : (Ordinary)			6 - To ratify remuneration of Cost Auditors, M/s Joshi Apte & Associates, Pune (FRN - 000240) related to their re-appointment as Cost Auditor of Company for F.Y. 2016-17.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	85596625	82353013	96.2106	82353013	0	100.0000	0.0000
	Poll		311547	0.3640	311547	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		82664560	96.5746	82664560	0	100.0000	0.0000
Public Institutions	E-Voting	45000	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	80264015	40754287	50.7753	40754287	0	100.0000	0.0000
	Poll		6241668	7.7764	6241668	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		46995955	58.5517	46995955	0	100.0000	0.0000
Total		165905640	129660515	78.1532	129660515	0	100.0000	0.0000



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Bhansali Engineering Polymers Limited								
Resolution Required : (Special)			7 - To alter the Article 98(iv) of the Articles of Association of Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	85596625	82353013	96.2106	82353013	0	100.0000	0.0000
	Poll		311547	0.3640	311547	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		82664560	96.5746	82664560	0	100.0000	0.0000
Public Institutions	E-Voting	45000	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	80264015	40754287	50.7753	40754262	25	99.9999	0.0001
	Poll		6241668	7.7764	6241668	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		46995955	58.5517	46995930	25	99.9999	0.0001
Total		165905640	129660515	78.1532	129660490	25	100.0000	0.0000



Satnoor Plant : Bhansali Nagar, Taluka - Sausar, Dist. Chhindwara, Madhya Pradesh - 480 108.

Tel. : (07165) 226376-79 • Fax : (07165) 226380 / 81 • E-mail : bepchw@bhansaliabs.com

Abu Road Plant : Plot No. SP-138-143, Ambaji Industrial Area, Abu Road, Dist. Sirohi (Rajasthan) - 307 026

Tel. : (02974) 226781/82/83/84 • Fax : (02974) 226737 • E-mail : beplabr@bhansaliabs.com



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BHANSALI ENGINEERING POLYMERS LIMITED

CIN : L27100MH1984PLC032637

Registered Office : Bhansali House, A-5, Off Veera Desai Road, Andheri (West), Mumbai - 400 053.

Tel. : (91-22) 2673 1779 - 84 • Fax : (91-22) 2673 1796

E-mail : abstron@bhansaliabs.com • Website : www.bhansaliabs.com

Bhansali Engineering Polymers Limited								
Resolution Required : (Special)			8 - To alter the Article 3 of the Articles of Association of Company by way of insertion of new Article 3(i)(a) therein.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	85596625	82353013	96.2106	82353013	0	100.0000	0.0000
	Poll		311547	0.3640	311547	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		82664560	96.5746	82664560	0	100.0000	0.0000
Public Institutions	E-Voting	45000	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	80264015	40754287	50.7753	40754262	25	99.9999	0.0001
	Poll		6241668	7.7764	6241668	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		46995955	58.5517	46995930	25	99.9999	0.0001
Total		165905640	129660515	78.1532	129660490	25	100.0000	0.0000



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Tel. : (02974) 226781/82/83/84 • Fax : (02974) 226737 • E-mail : beplabr@bhansaliabs.com

Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

26th September, 2016

To

The Chairman of the 32nd Annual General Meeting
Bhansali Engineering Polymers Limited
Bhansali House, A-5,
Off. Veera Desai Road,
Andheri (West),
Mumbai – 400 053

Dear Sir,

Sub: Scrutinizer's Report on the remote e-voting and physical voting through ballots at 32nd Annual General Meeting of the members of Bhansali Engineering Polymers Limited

Bhansali Engineering Polymers Limited ("the Company") at their Board meeting held on 28th May, 2016 has appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and physical voting through ballots on the resolutions contained in the Notice dated 28th May, 2016 of the 32nd Annual General Meeting of the Company held on 24th September, 2016, as prescribed under Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act") as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed for the approval of members of the Company, be carried out in a fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with Rules made thereunder and the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and physical ballot voting on the resolutions as contained in the aforesaid Notice of the 32nd Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and physical ballot is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system of National Securities Depository Limited, the agency engaged by the Company to provide remote e-voting facilities and physical voting through ballots as provided by Link Intime (India) Private Limited.

As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act for the 32nd Annual General Meeting was sent to the Members by permitted means, for seeking approval of members on following resolutions:



1. **Resolution No. 1** as an Ordinary Resolution for consideration and adoption of the Audited Financial statements of the Company for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors and the Auditors thereon;
2. **Resolution No. 2** as an Ordinary Resolution to declare dividend on Equity shares of the Company for the financial year ended 31st March, 2016;
3. **Resolution No. 3** as an Ordinary Resolution for appointment of Mr. Babulal M. Bhansali (DIN: 00102930), who retired by rotation at 32nd Annual General Meeting and being eligible, had offered himself for re-appointment;
4. **Resolution No. 4** as an Ordinary Resolution for appointment of M/s B. L. Dasharda & Associates, Chartered Accountants (Firm Registration No. 112615W) as the Statutory Auditors of the Company, from conclusion of 32nd Annual General Meeting until the conclusion of 33rd Annual General Meeting of the Company and to authorise Audit Committee to fix their remuneration;
5. **Resolution No. 5** as an Ordinary Resolution for re-appointment of Mr. Babulal M. Bhansali (DIN: 00102930) as Managing Director of the Company pursuant to provisions of Section 196, 197 and 203 of the Companies Act, 2013;
6. **Resolution No. 6** as an Ordinary Resolution for ratification of remuneration payable to M/s Joshi Apte & Associates, Cost Accountants (Firm Registration No. 000240) for conducting the audit of the cost records of the Company for the financial year 2016-17 pursuant to the provisions of Section 148 of the Companies Act, 2013;
7. **Resolution No. 7** as a Special Resolution for alteration of Article 98(iv) of Articles of Association of the Company pursuant to the provisions of Section 5 and Section 14 of the Companies Act, 2013;
8. **Resolution No. 8** as a Special Resolution for alteration of Article 3 of the Articles of Association of the Company pursuant to the provisions of Section 5 and Section 14 of the Companies Act, 2013;

The Company provided the remote e-Voting facility offered by National Securities Depository Limited to cast votes on aforesaid resolutions by the members of the Company.

Remote e-voting facility was made available to Shareholders of the Company to exercise their voting rights from 9.00 a.m. of Monday, 19th September, 2016 upto 5.00 p.m. of Friday, 23rd September, 2016. Accordingly, e-votes casted upto 5.00 p.m. of Friday, 23rd September, 2016 have been considered for my scrutiny.



After the conclusion of the 32nd Annual General Meeting, first the voting conducted through physical ballots at the meeting was unlocked in the presence of two witnesses not in employment of the Company, namely Mr. Nehil Dugar and Mrs. Ashalata Maheshwari and thereafter through remote e-voting was unblocked in the presence of two witnesses not in employment of the Company, namely Ms. Jasmeet Kaur Saluja and Mr. Satish Singasane. A summary of the votes cast by shareholders through remote e-voting and physical ballots at the 32nd Annual General Meeting with their pattern of voting is as per Annexure enclosed to this Report.

The results of the voting by members through remote e-voting and physical ballots at the 32nd Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Meeting.

Thanking you,

Yours sincerely,

**For RATHI & ASSOCIATES
COMPANY SECRETARIES**



**HIMANSHU S. KAMDAR
PARTNER
FCS NO. 5171
COP NO. 3030**



ANNEXURE

The summary of the votes cast through e-Voting and physical ballots received for each of the resolutions is given below:

For Resolution No. 1:

Sr. No.	Particulars	Resolution 1	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	161	65,53,300
b.	Remote e-Voting Confirmations received	44	12,31,13,068
	Total	205	12,96,66,368
c.	Less: Invalid Ballot / Remote e-Voting confirmations	4	5,085
d.	Net Valid Physical Ballot Forms / Remote e-Voting	201	12,96,61,283
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	190	8,89,17,924
% of Assent			68.58%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	11	4,07,43,359
% of Dissent			31.42%

For Resolution No.2:

Sr. No.	Particulars	Resolution 2	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	161	65,53,300
b.	Remote e-Voting Confirmations received	41	12,31,12,300
	Total	202	12,96,65,600
c.	Less: Invalid Ballot / Remote e-Voting confirmations	4	5,085
d.	Net Valid Physical Ballot Forms / Remote e-Voting	198	12,96,60,515
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	189	8,89,17,624
% of Assent			68.58%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	9	4,07,42,891
% of Dissent			31.42%



For Resolution No. 3:

Sr. No.	Particulars	Resolution 3	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	161	65,53,300
b.	Remote e-Voting Confirmations received	41	12,31,12,300
	Total	202	12,96,65,600
c.	Less: Invalid Ballot / Remote e-Voting confirmations	4	5,085
d.	Net Valid Physical Ballot Forms / Remote e-Voting	198	12,96,60,515
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	187	8,89,15,599
% of Assent			68.58%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	11	4,07,44,916
% of Dissent			31.42%

For Resolution No. 4:

Sr. No.	Particulars	Resolution 4	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	161	65,53,300
b.	Remote e-Voting Confirmations received	41	12,31,12,300
	Total	202	12,96,65,600
c.	Less: Invalid Ballot / Remote e-Voting confirmations	4	5,085
d.	Net Valid Physical Ballot Forms / Remote e-Voting	198	12,96,60,515
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	188	8,89,15,624
% of Assent			68.58%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	10	4,07,44,891
% of Dissent			31.42%



For Resolution No. 5:

Sr. No.	Particulars	Resolution 5	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	161	65,53,300
b.	Remote e-Voting Confirmations received	40	12,31,07,300
	Total	201	12,96,60,600
c.	Less: Invalid Ballot / Remote e-Voting confirmations	3	85
d.	Net Valid Physical Ballot Forms / Remote e-Voting	198	12,96,60,515
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	188	8,89,15,624
% of Assent			68.58%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	10	4,07,44,891
% of Dissent			31.42%

For Resolution No. 6:

Sr. No.	Particulars	Resolution 6	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	161	65,53,300
b.	Remote e-Voting Confirmations received	41	12,31,12,300
	Total	202	12,96,65,600
c.	Less: Invalid Ballot / Remote e-Voting confirmations	4	5,085
d.	Net Valid Physical Ballot Forms / Remote e-Voting	198	12,96,60,515
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	198	12,96,60,515
% of Assent			100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	-	-
% of Dissent			-



For Resolution No. 7:

Sr. No.	Particulars	Resolution 7	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	161	65,53,300
b.	Remote e-Voting Confirmations received	41	12,31,12,300
	Total	202	12,96,65,600
c.	Less: Invalid Ballot / Remote e-Voting confirmations	4	5,085
d.	Net Valid Physical Ballot Forms / Remote e-Voting	198	12,96,60,515
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	197	12,96,60,490
% of Assent			*100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	1	25
% of Dissent			-

* Rounded off to the nearest number

For Resolution No. 8:

Sr. No.	Particulars	Resolution 8	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	161	65,53,300
b.	Remote e-Voting Confirmations received	41	12,31,12,300
	Total	202	12,96,65,600
c.	Less: Invalid Ballot / Remote e-Voting confirmations	4	5,085
d.	Net Valid Physical Ballot Forms / Remote e-Voting	198	12,96,60,515
	(i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution	197	12,96,60,490
% of Assent			*100%
	(ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution	1	25
% of Dissent			-

* Rounded off to the nearest number

