AWAKE ALWAYS

December 10, 2019

The Secretary / Corporate Relationship Dept.
The Bombay Stock Exchange Limited
P.J. Towers,
Dalal Street, Fort,
Mumbai 400001.

Stock Code: 531404

The Manager
Listing Department,
National Stock Exchange of India Ltd.
'Exchange Plaza', C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai 400051.

Stock Code: ZICOM

Ref: ISIN INE 871B01014

Dear Sir / Madam,

Sub: Submission of Proceedings of Postal Ballot
Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the captioned subject, we enclose herewith the proceedings of Postal Ballot for your reference and record.

Kindly take above on record and acknowledge.

Thanking you,

Yours faithfully,
For **Zicom Electronic Security Systems Limited**

Kunjan Trivedi
Company Secretary

Encl: as above

HELD AT Registered office ON 02/12/2019 TIME 3:30 pm.

MINUTES OF THE PROCEEDINGS OF DECLARATION OF RESULTS OF POSTAL BALLOT BY THE SHAREHOLDERS OF ZICOM ELECTRONIC SECURITY SYSTEMS LIMITED ON MONDAY, DECEMBER 2, 2019 AT 501, SILVER METROPOLIS, WESTERN EXPRESS HIGHWAY, GOREGAON EAST, MUMBAI 400063 COMMENCED AT 3:30 P.M. AND CONCLUDED AT 4:00 P.M. (DEEMED DATE OF PASSING THE RESOLUTIONS IS DECEMBER 1, 2019 I.E. THE LAST DATE OF VOTING THROUGH POSTAL BALLOT AND E-VOTING)

PRESENT:
Mr. Manohar Bidaye, Chairman and Member
Mr. Pramoud Rao, Managing Director and Member

SCRUTINIZER:
Ms. Purvi Vasha, Scrutinizer for the Postal Ballot

IN ATTENDANCE:
Ms. Kunjan Trivedi, Company Secretary

The Chairman stated that the Company had, on November 1, 2019, dispatched to all the Members, whose names appear in the Register of Members / List of Beneficial Owners as on October 18, 2019, a Postal Ballot Notice dated October 25, 2019, under Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 for obtaining consent of the Shareholders for the Special Resolutions as set out under Item Nos. 1 to 6 in the said Postal Ballot Notice.

As required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance with Section 108 of the Companies Act and the Rule 20 of the Rules, the Company had provided e-voting facility to the Members of the Company and in this regard, had engaged the services of Central Depository Services Limited ("CDSL").

The Chairman further stated that as mentioned in the said Postal Ballot Notice, Members had the option either to vote through the e-voting process or through the Postal Ballot Form. Accordingly, the Postal Ballot Forms along with self-addressed postage prepaid envelope were sent to the Members. The Members were requested to return the duly completed and signed Postal Ballot Form, to reach the Scrutinizer not later 5:00 p.m. on December 1, 2019. In case of electronic voting, Members were requested to cast their votes electronically upto 5:00 p.m. of December 1, 2019.

The Company had appointed Ms. Purvi Vasha, Practicing Company Secretary (Membership No. 17123), to act as the Scrutinizer, for conducting the Postal Ballot process in a fair and transparent manner and to submit report to the Chairman after completion of the scrutiny.

The Chairman thereafter stated that the Scrutinizer, Ms. Purvi Vasha, had carried out scrutiny of all the Postal Ballot Forms received physically and votes polled electronically upto 5:00 p.m. on December 1, 2019 and submitted her report dated December 2, 2019, to the Chairman.

CHAIRMAN'S INITIALS

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HELD AT Registered Office ON 02/12/2019 TIME 3:30pm

The Chairman then announced the following Results of the Postal Ballot based on the Scrutinizer's Report:

Item No. 1: Special Resolution – Approval for sale of 100% stake held by the Company, along with the undertaking / business of its wholly owned and material subsidiary Zicom SaaS Private Limited:

Resolution required				Special				
Whether Promoter / Promoter group are interested in the agenda / resolution				Yes				
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	1807423	1807423	100.00	1807423	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	1807423	1807423	100.00	1807423	0	100.00	0.00
Public - Institutions	E-Voting	21233605	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	21233605	0	0.00	0	0	0.00	0.00
Public – Non Institutions	E-Voting	18183113	18827	0.10	18025	802	95.74	4.26
	Postal Ballot		10646	0.06	10646	0	100.00	0.00
	Total	18183113	29473	0.16	28671	802	97.28	2.72
Total		41224141	1836896	4.46	1836094	802	99.96	0.04

Item No. 2: Special Resolution – Assignment by way of transfer / sale the Trademark and Domain Name 'Zicom':

Resolution required				Special				
Whether Promoter / Promoter group are interested in the agenda / resolution				Yes				
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	1807423	1807423	100.00	1807423	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	1807423	1807423	100.00	1807423	0	100.00	0.00
Public - Institutions	E-Voting	21233605	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	21233605	0	0.00	0	0	0.00	0.00
Public – Non Institutions	E-Voting	18183113	18827	0.10	18025	802	95.74	4.26
	Postal Ballot		10646	0.06	10646	0	100.00	0.00
	Total	18183113	29473	0.16	28671	802	97.28	2.72
Total		41224141	1836896	4.46	1836094	802	99.96	0.04

CHAIRMAN'S INITIALS

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HELD AT Registered office ON 02/12/2019 TIME 3:30 p.m.

Item No. 3: Special Resolution – Sale of immovable properties of the Company:

Resolution required				Special				
Whether Promoter / Promoter group are interested in the agenda / resolution				Yes				
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	1807423	1807423	100.00	1807423	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	**1807423**	**1807423**	**100.00**	**1807423**	**0**	**100.00**	**0.00**
Public - Institutions	E-Voting	21233605	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	**21233605**	**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
Public – Non Institutions	E-Voting	18183113	18827	0.10	18025	802	95.74	4.26
	Postal Ballot		10646	0.06	10646	0	100.00	0.00
	Total	**18183113**	**29473**	**0.16**	**28671**	**802**	**97.28**	**2.72**
Total		**41224141**	**1836896**	**4.46**	**1836094**	**802**	**99.96**	**0.04**

Item No. 4: Special Resolution – Sale of shares held by the Company in Unisafe Fire Protection Specialists LLC, Dubai, a step down subsidiary of the Company, directly and indirectly through Unisafe Fire Protection Specialists Singapore Pte. Ltd., Singapore, a wholly owned subsidiary; alongwith the business of Unisafe Fire Protection Specialists LLC, Dubai:

Resolution required				Special				
Whether Promoter / Promoter group are interested in the agenda / resolution				Yes				
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	1807423	1807423	100.00	1807423	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	**1807423**	**1807423**	**100.00**	**1807423**	**0**	**100.00**	**0.00**
Public - Institutions	E-Voting	21233605	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	**21233605**	**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
Public – Non Institutions	E-Voting	18183113	18827	0.10	18025	802	95.74	4.26
	Postal Ballot		10646	0.06	10646	0	100.00	0.00
	Total	**18183113**	**29473**	**0.16**	**28671**	**802**	**97.28**	**2.72**
Total		**41224141**	**1836896**	**4.46**	**1836094**	**802**	**99.96**	**0.04**

CHAIRMAN'S INITIALS

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HELD AT Registered office ON 02/12/2019 TIME 3:30 pm.

Item No. 5: Special Resolution – Sale of shares held by the Company in Phoenix International WLL, Qatar, a step down subsidiary of the Company, directly and indirectly through Unisafe Fire Protection Specialists Singapore Pte. Ltd., Singapore, a wholly owned subsidiary; along with the business of Phoenix International WLL, Qatar:

Resolution required				Special				
Whether Promoter / Promoter group are interested in the agenda / resolution				Yes				
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	1807423	1807423	100.00	1807423	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	1807423	1807423	100.00	1807423	0	100.00	0.00
Public - Institutions	E-Voting	21233605	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	21233605	0	0.00	0	0	0.00	0.00
Public – Non Institutions	E-Voting	18183113	18827	0.10	18025	802	95.74	4.26
	Postal Ballot		10646	0.06	10646	0	100.00	0.00
	Total	18183113	29473	0.16	28671	802	97.28	2.72
Total		41224141	1836896	4.46	1836094	802	99.96	0.04

Item No. 6: Special Resolution – Re-appointment of Mr. Anil Khanna as an Independent Director of the Company for a second term:

Resolution required				Special				
Whether Promoter / Promoter group are interested in the agenda / resolution				Yes				
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	1807423	1807423	100.00	1807423	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	1807423	1807423	100.00	1807423	0	100.00	0.00
Public - Institutions	E-Voting	21233605	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total	21233605	0	0.00	0	0	0.00	0.00
Public – Non Institutions	E-Voting	18183113	18827	0.10	18025	802	95.74	4.26
	Postal Ballot		10646	0.06	10646	0	100.00	0.00
	Total	18183113	29473	0.16	28671	802	97.28	2.72
Total		41224141	1836896	4.46	1836094	802	99.96	0.04

CHAIRMAN'S INITIALS

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HELD AT Registered office ON 02/12/2019 TIME 3:30p.m.

Based on the Scrutinizer's Report dated December 2, 2019, the Chairman declared that all the Special Resolutions mentioned hereunder were approved by the Shareholders with the requisite majority on Sunday, December 1, 2019, being the last date of receipt of votes electronically and physical Postal Ballot Forms:

Item No. 1 – Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a), Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, as amended (the "**Companies Act**"), Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**") and the Listing Agreement entered into by the Company with the relevant Stock Exchanges where the shares of the Company are listed and any other applicable law or laws rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and enabling provisions in the Memorandum and Articles of Associations of the Company and subject to the approval, if applicable, of the Government of India, Reserve Bank of India, Securities and Exchange Board of India and/or all other authorities institutions or bodies within or outside India and subject to such conditions as may be prescribed by any of them while granting such approval, the consent of the Company be and is hereby given to the Board of Directors of the Company to sell / dispose / transfer of all or part of the shares of the Company's subsidiary, namely, Zicom SaaS Private Limited at an appropriate price which will be not less than Rs.18,00,00,000/- (Rupees Eighteen Crores only) (for entire shareholding) duly adjusted for dividend pay-outs, if any, between the date of resolution and the date of sale.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform or caused to do or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, without further referring to the Members of the Company, including without limitation, if need to be changed, and finalising and executing necessary documents including agreements, deeds of assignment and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company, and to delegate all or any of the powers or authorities herein conferred to any Director or any other officer(s) of the Company, or to any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution or to a Committee constituted by the Board or any member of such Committee with power to the said Committee to sub-delegate its powers to any of its members and to comply with all formalities and procedures required to be complied by the Company in relation to the sale / disposal / transfer of Zicom SaaS Private Limited."

Item No. 2 – Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a), Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, as amended (the "**Companies Act**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**") and the Listing Agreement entered into by the Company with the relevant Stock Exchanges where the shares of the Company are listed and any other applicable law or laws rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and enabling provisions in the Memorandum and Articles of Associations of the Company sand subject to the approval, if applicable, of the Securities and Exchange Board of India and subject to such conditions as may be prescribed by any of them while granting such approval, the consent of the Members of the Company be and is hereby given to the Board of Directors of the Company to assign by way of transfer, assignment

CHAIRMAN'S INITIALS

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HELD AT Registered office ON 02/12/2019 TIME 3:30 p.m.

and/or sale by the Company of the trademark and domain name 'Zicom' to Zicom SaaS Private Limited ("**Zicom SaaS**") for use in the business of offering remote managed electronic security services through 24x7 manned command and control station business of Zicom SaaS (the "**Trademark**"), which has been currently licensed for use to Zicom SaaS and is an integral part of business of Zicom SaaS, as a going concern at an appropriate price to be mutually negotiated which will be not less than Rs. 38,00,00,000/- (Rupees Thirty Eight Crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform or caused to do or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, without further referring to the Members of the Company, including without limitation, if need to be changed, and finalising and executing necessary documents including agreements, deeds of assignment and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company, and to delegate all or any of the powers or authorities herein conferred to any Director or any other officer(s) of the Company, or to any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution or to a Committee constituted by the Board or any member of such Committee with power to the said Committee to sub-delegate its powers to any of its members and to comply with all formalities and procedures required to be complied by the Company in relation to assignment by way of transfer, assignment or sale the Trademark."

Item No. 3 – Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a), Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, as amended (the "**Companies Act**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**") and the Listing Agreement entered into by the Company with the relevant Stock Exchanges where the shares of the Company are listed and any other applicable law or laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and enabling provisions in the Memorandum and Articles of Associations of the Company and subject to the approval, if applicable, of the Securities and Exchange Board of India and subject to such conditions as may be prescribed by any of them while granting such approval, the consent of the Members of the Company be and is hereby given to the Board of Directors of the Company to transfer in any manner, including, sale, exchange or long term lease of the immovable properties of the Company located at Mumbai, Bengaluru and New Delhi (the "**Immovable Property**"), to one or more transferees, in whole or in part, on such terms and conditions as may be considered expedient and best negotiated in the interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform or caused to do or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, without further referring to the Members of the Company, including without limitation, if need to be changed, and finalising and executing necessary documents including agreements and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company, and to delegate all or any of the powers or authorities herein conferred to any Director or any other officer(s) of the Company, or to any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution or to a Committee constituted by the Board or any member of such Committee with power to the said Committee to sub-delegate its powers to any of its members and to comply with all formalities and procedures required to be complied by the Company in relation to sale / transfer of the Immovable Property."

CHAIRMAN'S INITIALS

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HELD AT Registered office ON 02/12/2019 TIME 3:30 p.m.

Item No. 4 – Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a), Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under as amended (the "**Companies Act**"), Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**") and the Listing Agreement entered into by the Company with the relevant Stock Exchanges where the shares of the Company are listed, the provisions of the Foreign Exchange Management Act, 1999, as amended and rules and regulations made, if applicable and any other applicable law or laws rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and enabling provisions in the Memorandum and Articles of Associations of the Company and subject to the approval, if applicable, of Government of India, Reserve Bank of India, Securities and Exchange Board of India and / or all other authorities institutions or bodies within or outside India and subject to such conditions as may be prescribed by any of them while granting such approval, the consent of the Members of the Company be and is hereby given to the Board of Directors of the Company (the "Board") to sell / dispose / transfer of entire investments, in one or more tranches to one or more prospective transferees, i.e. 49% shares in Unisafe Fire Protection Specialists LLC, Dubai, held directly and indirectly through a wholly owned subsidiary Unisafe Fire Protection Specialists Singapore Pte. Ltd., Singapore, alongwith economic interest of 95%, at a price not less than AED 1.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform or caused to do or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, without further referring to the Members of the Company, including without limitation, if need to be changed, and finalising and executing necessary documents including agreements, deeds of assignment and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company, and to delegate all or any of the powers or authorities herein conferred to any Director or any other officer(s) of the Company, or to any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution or to a Committee constituted by the Board or any member of such Committee with power to the said Committee to sub-delegate its powers to any of its members and to comply with all formalities and procedures required to be complied by the Company in relation to the sale / disposal / transfer of Unisafe Fire Protection Specialists LLC, Dubai."

Item No. 5 – Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a), Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under as amended (the "**Companies Act**"), Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**") and the Listing Agreement entered into by the Company with the relevant Stock Exchanges where the shares of the Company are listed, the provisions of the Foreign Exchange Management Act, 1999, as amended and rules and regulations made, if applicable and any other applicable law or laws rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and enabling provisions in the Memorandum and Articles of Associations of the Company and subject to the approval, if applicable, Government of India, Reserve Bank of India Securities and Exchange Board of India and / or all other authorities institutions or bodies within or outside India and subject to such conditions as may be prescribed by any of them while granting such approval, the consent of the Members of the Company be and is hereby given to the

CHAIRMAN'S INITIALS

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HELD AT Registered office ON 02/12/2019 TIME 3:30 p.m.

Board of Directors of the Company (the "Board") to sell / dispose / transfer of entire investments, in one or more tranches to one or more prospective transferees, i.e. 49% shares in Phoenix International WLL, Qatar, held directly and indirectly through a wholly owned subsidiary Unisafe Fire Protection Specialists Singapore Pte. Ltd., Singapore, alongwith economic interest of 99%, at a price not less than QAR 1.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform or caused to do or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, without further referring to the Members of the Company, including without limitation, if need to be changed, and finalising and executing necessary documents including agreements, deeds of assignment and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company, and to delegate all or any of the powers or authorities herein conferred to any Director or any other officer(s) of the Company, or to any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution or to a Committee constituted by the Board or any member of such Committee with power to the said Committee to sub-delegate its powers to any of its members and to comply with all formalities and procedures required to be complied by the Company in relation to the sale / disposal / transfer of Phoenix International WLL, Qatar."

Item No. 6 – Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with **Schedule IV and other applicable provisions,** if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force) (the "Companies Act") and Regulation 17(1A) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and pursuant to the provisions of the Articles of Association of the Company and subject to such other approvals as may be required, if any, Mr. Anil Khanna (DIN: 0199924), who is eligible for re-appointment as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for the second term commencing from November 28, 2019 till the conclusion of the Annual General Meeting to be held in the year 2022."

VOTE OF THANKS:

Proceedings thereafter concluded with vote of thanks to the Chairman.

K. Trivedi

Date of Entry: **December 10, 2019** **COMPANY SECRETARY**

Place: Mumbai
Date: **December 10, 2019** **CHAIRMAN**

CHAIRMAN'S INITIALS