ESCORTS

July 27, 2019

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400051	**National Stock Exchange of India Limited** Exchange Plaza, Bandra Kurla Complex, Bandra East, Mumbai – 400051	**Delhi Stock Exchange Limited** DSE House, 3/1, Asaf Ali Road, New Delhi – 110002

Sub: Voting Results under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir(s),

Pursuant to the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are hereby enclosing voting results in the prescribed format and wish to state that all Resolutions stated in the Notice of AGM have been duly passed with requisite majority by the Members through Remote e-voting and Poll conducted at the venue of 73rd Annual General Meeting of the Company held on Saturday, July 27, 2019 except for resolution no. 9.

We are also enclosing herewith report of the Scrutinizers dated July 29, 2019 pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014.

The above is for your information and records please.

Thanking you

Yours faithfully,

For **Escorts Limited**

ESCORTS LIMITED

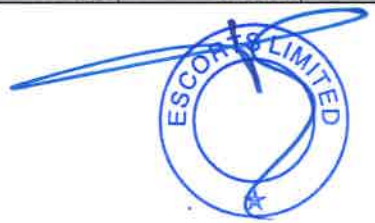
Ajay Sharma
Group General Counsel
& Company Secretary

Encl: As above

ESCORTS LIMITED
Corporate Secretarial & Law
Registered Office : 15/5, Mathura Road, Faridabad - 121 003, Haryana, India
Phone : +91 - 129-2250222, Fax : +91-129-2250060
E-mail : corpsl@escorts.co.in, Website : www.escortsgroup.com
Corporate Identification Number - L74899HR1944PLC039088

	ESCORTS LIMITED
Date of the AGM/EGM	27-07-2019
Total number of shareholders on record date	134993
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	5
Public:	232
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Balance sheet and Profit Loss account Standalone Consolidated for the financial year ended on March 31, 2019, the reports of the Board of Directors and Auditors thereon.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (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
Promoter and Promoter Group	E-Voting	49,333,680	49,333,680	100.0000	49,333,680	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		49,333,680	100.0000	49,333,680	0	100.0000	0.0000
Public- Institutions	E-Voting	32,671,189	25,687,304	78.6237	25,609,950	77,354	99.6988	0.3011
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		25,687,304	78.6237	25,609,950	77,354	99.6989	0.3011
Public- Non Institutions	E-Voting	40,572,009	10,011,454	24.6758	10,011,443	11	99.9998	0.0001
	Poll		12,090	0.0298	12,090	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10,023,544	24.7056	10,023,533	11	99.9999	0.0001
	Total	122,576,878	85,044,528	69.3806	84,967,163	77,365	99.9090	0.0910



Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Approval of declaration of dividend for the financial year 2018-2019							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (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
Promoter and Promoter Group	E-Voting	49,333,680	49,333,680	100.0000	49,333,680	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		49,333,680	100.0000	49,333,680	0	100.0000	0.0000
Public- Institutions	E-Voting	32,671,189	25,708,428	78.6884	25,631,074	77,354	99.6991	0.3008
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		25,708,428	78.6884	25,631,074	77,354	99.6991	0.3009
Public- Non Institutions	E-Voting	40,572,009	10,022,264	24.7024	10,022,181	83	99.9991	0.0008
	Poll		12,090	0.0298	12,090	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10,034,354	24.7322	10,034,271	83	99.9992	0.0008
	Total	122,576,878	85,076,462	69.4066	84,999,025	77,437	99.9090	0.0910



Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Ms. Nitasha Nanda as Director who retires by rotation.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (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
Promoter and Promoter Group	E-Voting	49,333,680	754	0.0015	754	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		754	0.0015	754	0	100.0000	0.0000
Public- Institutions	E-Voting	32,671,189	25,708,428	78.6884	24,527,066	1,181,362	95.4047	4.5952
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		25,708,428	78.6884	24,527,066	1,181,362	95.4048	4.5952
Public- Non Institutions	E-Voting	40,572,009	10,021,425	24.7003	10,021,066	359	99.9964	0.0035
	Poll		12,065	0.0297	12,065	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10,033,490	24.7300	10,033,131	359	99.9964	0.0036
	Total	122,576,878	35,742,672	29.1594	34,560,951	1,181,721	96.6938	3.3062



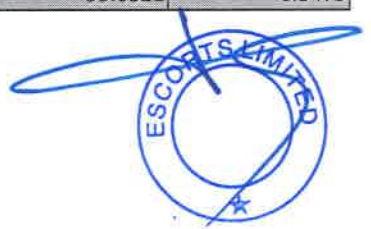
Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. G. B. Mathur as Director who retires by rotation							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (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
Promoter and Promoter Group	E-Voting	49,333,680	49,333,426	99.9995	49,333,426	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		49,333,426	99.9995	49,333,426	0	100.0000	0.0000
Public- Institutions	E-Voting	32,671,189	25,708,428	78.6884	21,008,437	4,699,991	81.7180	18.2819
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		25,708,428	78.6884	21,008,437	4,699,991	81.7181	18.2819
Public- Non Institutions	E-Voting	40,572,009	10,021,425	24.7003	10,021,149	276	99.9972	0.0027
	Poll		12,090	0.0298	12,065	25	99.7932	0.2067
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10,033,515	24.7301	10,033,214	301	99.9970	0.0030
	Total	122,576,878	85,075,369	69.4057	80,375,077	4,700,292	94.4751	5.5249



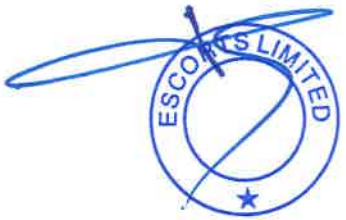
Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - Approval for payment of remuneration to the Cost Auditor							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes 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
Promoter and Promoter Group	E-Voting	49,333,680	49,333,680	100.0000	49,333,680	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		49,333,680	100.0000	49,333,680	0	100.0000	0.0000
Public- Institutions	E-Voting	32,671,189	25,708,428	78.6884	25,631,074	77,354	99.6991	0.3008
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		25,708,428	78.6884	25,631,074	77,354	99.6991	0.3009
Public- Non Institutions	E-Voting	40,572,009	10,021,425	24.7003	10,021,419	6	99.9999	0.0000
	Poll		12,090	0.0298	12,090	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10,033,515	24.7301	10,033,509	6	99.9999	0.0001
	Total	122,576,878	85,075,623	69.4059	84,998,263	77,360	99.9091	0.0909



Resolution No.	6							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Sunil Kant Munjal as an Independent Director of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (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
Promoter and Promoter Group	E-Voting	49,333,680	49,333,680	100.0000	49,333,680	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		49,333,680	100.0000	49,333,680	0	100.0000	0.0000
Public- Institutions	E-Voting	32,671,189	25,708,428	78.6884	25,412,571	295,857	98.8491	1.1508
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		25,708,428	78.6884	25,412,571	295,857	98.8492	1.1508
Public- Non Institutions	E-Voting	40,572,009	10,021,425	24.7003	10,021,320	105	99.9989	0.0010
	Poll		12,090	0.0298	12,065	25	99.7932	0.2067
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10,033,515	24.7301	10,033,385	130	99.9987	0.0013
	Total	122,576,878	85,075,623	69.4059	84,779,636	295,987	99.6521	0.3479



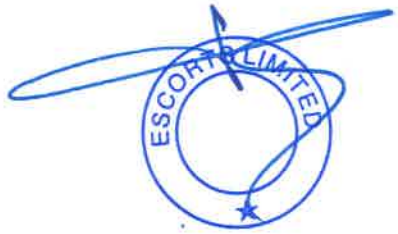
Resolution No.	7							
Resolution required: (Ordinary/ Special)	ORDINARY - Payment of Commission to Non -Executive Directors for a period of five years							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (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
Promoter and Promoter Group	E-Voting	49,333,680	49,333,680	100.0000	49,333,680	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		49,333,680	100.0000	49,333,680	0	100.0000	0.0000
Public- Institutions	E-Voting	32,671,189	25,708,428	78.6884	25,401,319	307,109	98.8054	1.1945
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		25,708,428	78.6884	25,401,319	307,109	98.8054	1.1946
Public- Non Institutions	E-Voting	40,572,009	10,021,379	24.7002	10,020,946	433	99.9956	0.0043
	Poll		12,090	0.0298	12,089	1	99.9917	0.0082
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10,033,469	24.73	10,033,035	434	99.9957	0.0043
	Total	122,576,878	85,075,577	69.4059	84,768,034	307,543	99.6385	0.3615



Resolution No.	8							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. D. J. Kakalia as an Independent Director of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (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
Promoter and Promoter Group	E-Voting	49,333,680	49,333,680	100.0000	49,333,680	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		49,333,680	100.0000	49,333,680	0	100.0000	0.0000
Public- Institut ons	E-Voting	32,671,189	25,708,428	78.6884	25,401,319	307,109	98.8054	1.1945
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		25,708,428	78.6884	25,401,319	307,109	98.8054	1.1946
Public- Non Institutions	E-Voting	40,572,009	10,021,435	24.7004	10,021,158	277	99.9972	0.0027
	Poll		12,090	0.0298	11,440	650	94.6236	5.3763
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10,033,525	24.7302	10,032,598	927	99.9908	0.0092
	Total	122,576,878	85,075,633	69.4059	84,767,597	308,036	99.6379	0.3621



Resolution No.	9							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Ms Nitasha Nanda as a Whole Time Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (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
Promoter and Promoter Group	E-Voting	49,333,680	754	0.0015	754	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		754	0.0015	754	0	100.0000	0.0000
Public- Institutions	E-Voting	32,671,189	25,708,428	78.6884	9,100,948	16,607,480	35.4006	64.5993
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		25,708,428	78.6884	9,100,948	16,607,480	35.4006	64.5994
Public- Non Institutions	E-Voting	40,572,009	10,021,435	24.7004	10,021,081	354	99.9964	0.0035
	Poll		12,090	0.0298	12,065	25	99.7932	0.2067
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10,033,525	24.7302	10,033,146	379	99.9962	0.0038
	Total	122,576,878	35,742,707	29.1594	19,134,848	16,607,859	53.5350	46.4650



Resolution No.	10							
Resolution recuired: (Ordinary/ Special)	SPECIAL - Appointment of Mr. Shailendra Agrawal as an Executive Director of the Company .							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (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
Promoter and Promoter Group	E-Voting	49,333,680	49,333,680	100.0000	49,333,680	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		49,333,680	100.0000	49,333,680	0	100.0000	0.0000
Public- Institutions	E-Voting	32,671,189	25,708,428	78.6884	24,854,308	854,120	96.6776	3.3223
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		25,708,428	78.6884	24,854,308	854,120	96.6777	3.3223
Public- Non Institutions	E-Voting	40,572,009	10,021,435	24.7004	10,021,403	32	99.9996	0.0003
	Poll		12,090	0.0298	12,090	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10,033,525	24.7302	10,033,493	32	99.9997	0.0003
	Total	122,576,878	85,075,633	69.4059	84,221,481	854,152	98.9960	1.0040



JAYANT GUPTA & ASSOCIATES
COMPANY SECRETARIES

SCRUTINIZER'S REPORT FOR E-VOTING & POLL OF ESCORTS LIMITED

[Pursuant to Section 108 of the Companies Act,2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman,
The 73rd Annual General Meeting
Of the Equity Shareholders of Escorts Limited

Sub: Result of Voting conducted through electronic voting and poll conducted at the 73rd AGM of Escorts Limited held on July27,2019at 10.00 A.M. at Radisson Blu Hotel, Sector – 20B, Mathura Road, Faridabad – 121001, Haryana

Dear Sir,

I, Jayant Gupta, Practicing Company Secretary having office at FA-156, Lajpat Nagar, Sahibabad, Ghaziabad – 201005 Uttar Pradesh, was appointed as a Scrutinizer by the Board of Directors of Escorts Limited (the Company) at the Board Meeting held on May 7, 2019 for the purpose of scrutinizing the e-voting held between July24, 2019 (9:00 am IST) and ended on, July 26, 2019 (5:00 pm IST) and the Poll taken on resolutions at the 73rd AGM of Escorts Limited held on July 27, 2019 at 10.00 A.M. at Radisson Blu Hotel, Sector – 20B, Mathura Road, Faridabad – 121 001, Haryana as per the Notice of 73rd Annual General Meeting of the Company dated May 7, 2019.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means and voting by poll by the shareholders on the resolutions proposed in the Notice of the 73rd Annual General Meeting of the Company is the responsibility of management. My responsibility as a scrutinizer is to ensure that the voting process, both through electronic means and by poll, at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast "in favour" or "against", if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system and also at the time of poll at AGM.

I hereby report as under:

1. The Company has despatched Notice of the 73rd Annual General Meeting, the Annual Report 2018-2019, Attendance Slip & Proxy Form to 132106 Shareholders as per the records of the Company as on June 21, 2019 through Email and Courier.

2. As prescribed in clause (v) of sub rule 3 of the rule 20 of the Companies (Management and Administration) Rules, 2014, Company also released an advertisement, published in English in 'Financial Express' and in Hindi in 'Jansatta', each dated July 3, 2019.

JAYANT GUPTA & ASSOCIATES Company Secretaries GHAZIABAD

FA - 156, Lajpat Nagar, Sahibabad, Ghaziabad, Uttar Pradesh - 201005
Phones: 0120-4553626, 9899754475 Email: pcs.jga@gmail.com

3. As per the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the Company had provided the facility of electronic voting to 134993 shareholders to cast votes electronically and also at the 73rd AGM by means of poll. The entitlement to voting by equity Shareholders was determined on the basis of shareholding as on cut-off date i.e. July 20, 2019.

4. The Company extended the facility of electronic voting to the shareholders of the Company from Wednesday, July 24, 2019 (9:00 A.M.) up to Friday, July 26, 2019 (5:00 P.M.) through the Karvy Computershare Private Limited ("Karvy") being the service provider for providing the facility of e-voting to the shareholders on their website https://evoting.karvy.com.

5. At the 73rd AGM of the Company held on July 27, 2019, the Chairman of the Company called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the Poll process. The Board of Directors of the Company had appointed me as Scrutinizer for the same.

6. The e-voting results were unblocked by me on July 27, 2019 at 11:20 A.M. in the presence of two independent witnesses viz. Mr. Punit Jain and Ms. Megha Bansal, who are associated with me.

7. Based on the reports generated from the e-voting system provided by Karvy and votes casted on Poll, I submit the consolidated results of e-voting and Poll as under:

a) **As an Ordinary Resolution- Item No.1**

Adoption of standalone and Consolidated Financial Statements for the Financial Year ended March 31, 2019

MODE	TOTAL BALLOTS RECEIVED	TOTAL SHARES	VALID BALLOTS RECEIVED	VALID VOTES	FAVOUR		AGAINST	
	BALLOTS	VOTES	BALLOTS	VOTES	BALLOTS	VOTES	BALLOTS	VOTES
ELEC.	280	85212972	276	85032438	273	84955073	3	77365
PHY.	102	12886	93	12090	93	12090	0	0
TOTAL	382	85225858	369	85044528	366	84967163	3	77365

Votes in Favour (% of Total Valid shares) = 99.91%
Votes in Against (% of Total Valid shares) = 0.09%
Invalid/Not Voted/Abstain = 14 Ballots (181303 votes)

JAYANT GUPTA & ASSOCIATES Company Secretaries GHAZIABAD

b) As an Ordinary Resolution- Item No.2

Declare Dividend on Equity shares for the Financial Year ended March 31, 2019

MODE	TOTAL BALLOTS RECEIVED	TOTAL SHARES	VALID BALLOTS RECEIVED	VALID VOTES	FAVOUR		AGAINST	
	BALLOTS	VOTES	BALLOTS	VOTES	BALLOTS	VOTES	BALLOTS	VOTES
ELEC.	280	85212972	278	85064372	274	84986935	4	77437
PHY.	102	12886	93	12090	93	12090	0	0
TOTAL	382	85225858	371	85076462	367	84999025	4	77437

Votes in Favour (% of Total Valid shares) = 99.91%
Votes in Against (% of Total Valid shares) = 0.09%
Invalid/Not Voted/Abstain = 11 Ballots (149396 votes)

c) As an Ordinary Resolution- Item No.3:

Re-appointment of Ms. Nitasha Nanda (DIN: 00032660), as Director who retires by rotation.

MODE	TOTAL BALLOTS RECEIVED	TOTAL SHARES	VALID BALLOTS RECEIVED	VALID VOTES	FAVOUR		AGAINST	
	BALLOTS	VOTES	BALLOTS	VOTES	BALLOTS	VOTES	BALLOTS	VOTES
ELEC.	280	85212972	255	35730607	240	34548886	15	1181721
PHY.	102	12886	92	12065	92	12065	0	0
TOTAL	382	85225858	347	35742672	332	34560951	15	1181721

Votes in Favour (% of Total Valid shares) = 96.69%
Votes in Against (% of Total Valid shares) = 3.31%
Invalid/Not Voted/Abstain = 35 Ballots (49483186 votes)

d) As an Ordinary Resolution- Item No.4:

Re-appointment of Mr. G.B. Mathur (DIN: 00043352), as Director who retires by rotation.

MODE	TOTAL BALLOTS RECEIVED	TOTAL SHARES	VALID BALLOTS RECEIVED	VALID VOTES	FAVOUR		AGAINST	
	BALLOTS	VOTES	BALLOTS	VOTES	BALLOTS	VOTES	BALLOTS	VOTES
ELEC.	280	85212972	275	85063279	232	80363012	43	4700267
PHY.	102	12886	93	12090	92	12065	1	25
TOTAL	382	85225858	368	85075369	324	80375077	44	4700292

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Votes in Favour (% of Total Valid shares) = 94.48%
Votes in Against (% of Total Valid shares) = 5.52%
Invalid/Not Voted/Abstain = 15 Ballots (150489 votes)

e) As an Ordinary Resolution- Item No.5:

Approval for payment of remuneration to M/s Ramanathlyer and Co., as Cost Auditor of the Company for the financial year ending March 31, 2020.

MODE	TOTAL BALLOTS RECEIVED	TOTAL SHARES	VALID BALLOTS RECEIVED	VALID VOTES	FAVOUR		AGAINST	
	BALLOTS	VOTES	BALLOTS	VOTES	BALLOTS	VOTES	BALLOTS	VOTES
ELEC.	280	85212972	276	85063533	273	84986173	3	77360
PHY.	102	12886	93	12090	93	12090	0	0
TOTAL	382	85225858	369	85075623	366	84998263	3	77360

Votes in Favour (% of Total Valid shares) = 99.91%
Votes in Against (% of Total Valid shares) = 0.09%
Invalid/Not Voted/Abstain = 13 Ballots (150235 votes)

f) As an Ordinary Resolution- Item No.6:

Appointment of Mr. Sunil Kant Munjal (DIN:00003902) as an Independent Director

MODE	TOTAL BALLOTS RECEIVED	TOTAL SHARES	VALID BALLOTS RECEIVED	VALID VOTES	FAVOUR		AGAINST	
	BALLOTS	VOTES	BALLOTS	VOTES	BALLOTS	VOTES	BALLOTS	VOTES
ELEC.	280	85212972	276	85063533	268	84767571	8	295962
PHY.	102	12886	93	12090	92	12065	1	25
TOTAL	382	85225858	369	85075623	360	84779636	9	295987

Votes in Favour (% of Total Valid shares) = 99.65%
Votes in Against (% of Total Valid shares) = 0.35%
Invalid/Not Voted/Abstain = 13Ballots (150235votes)

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g) As an Ordinary Resolution- Item No.7:

Approval for payment of commission to Non-Executive Directors

MODE	TOTAL BALLOTS RECEIVED	TOTAL SHARES	VALID BALLOTS RECEIVED	VALID VOTES	FAVOUR		AGAINST	
	BALLOTS	VOTES	BALLOTS	VOTES	BALLOTS	VOTES	BALLOTS	VOTES
ELEC.	280	85212972	277	85063487	261	84755945	16	307542
PHY.	102	12886	93	12090	92	12089	1	1
TOTAL	382	85225858	370	85075577	353	84768034	17	307543

Votes in Favour (% of Total Valid shares) = 99.64%
Votes in Against (% of Total Valid shares) = 0.36%
Invalid/Not Voted/Abstain = 13 Ballots(150281votes)

h) As a Special Resolution - Item No.8:

Reappointment of Mr. D. J. Kakalia (DIN:00029159) as an Independent Director

MODE	TOTAL BALLOTS RECEIVED	TOTAL SHARES	VALID BALLOTS RECEIVED	VALID VOTES	FAVOUR		AGAINST	
	BALLOTS	VOTES	BALLOTS	VOTES	BALLOTS	VOTES	BALLOTS	VOTES
ELEC.	280	85212972	277	85063543	268	84756157	9	307386
PHY.	102	12886	93	12090	92	11440	1	650
TOTAL	382	85225858	370	85075633	360	84767597	10	308036

Votes in Favour (% of Total Valid shares) = 99.64%
Votes in Against (% of Total Valid shares) = 0.36%
Invalid/Not Voted/Abstain = 12 Ballots (150225 votes)

i) As a Special Resolution- Item No.9:

Reappointment of Ms. Nitasha Nanda (DIN:00032660) as a Whole-time Director

MODE	TOTAL BALLOTS RECEIVED	TOTAL SHARES	VALID BALLOTS RECEIVED	VALID VOTES	FAVOUR		AGAINST	
	BALLOTS	VOTES	BALLOTS	VOTES	BALLOTS	VOTES	BALLOTS	VOTES
ELEC.	280	85212972	258	35730617	144	19122783	114	16607834
PHY.	102	12886	93	12090	92	12065	1	25
TOTAL	382	85225858	351	35742707	236	19134848	115	16607859

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Votes in Favour (% of Total Valid shares) = 53.53 %
Votes in Against (% of Total Valid shares) = 46.47%
Invalid/Not Voted/Abstain = 33 Ballots (49483151 votes)

j) As a Special Resolution- Item No.10:

Appointment of Mr. Shailendra Agrawal (DIN:03108241) as an Executive Director

MODE	TOTAL BALLOTS RECEIVED	TOTAL SHARES	VALID BALLOTS RECEIVED	VALID VOTES	FAVOUR		AGAINST	
	BALLOTS	VOTES	BALLOTS	VOTES	BALLOTS	VOTES	BALLOTS	VOTES
ELEC.	280	85212972	278	85063543	269	84209391	9	854152
PHY.	102	12886	93	12090	93	12090	0	0
TOTAL	382	85225858	371	85075633	362	84221481	9	854152

Votes in Favour (% of Total Valid shares) = 99.00%
Votes in Against (% of Total Valid shares) = 1.00%
Invalid/Not Voted/Abstain = 12 Ballots (150225 votes)

Based on the above, all Resolutions **except for item No. 9** have been passed by the shareholders under e-voting and poll with the requisite majority. The results of the voting by members through e-voting and poll at the 73rd Annual General Meeting in the respect of above mentioned resolutions may accordingly be declared by the Company.

I hereby confirm that I am maintaining the Registers in respect of the votes cast through e-voting and poll alongwith poll papers. I shall be arranging to hand over these records to Mr. Ajay Sharma, Group General Counsel &Company Secretary for safe keeping.

Thanking you
Yours faithfully
For Jayant Gupta & Associates

JAYANT GUPTA & ASSOCIATES Company Secretaries GHAZIABAD

Jayant Gupta
Proprietor
Membership No. :F7288
CP No. : 9738
Place: New Delhi
Date: 29/07/2019