



**SHALIMAR
PAINTS**

September 27, 2018

BSE Limited
Corporate Relationship Department,
Phiroze, Jeejeebhoy Towers,
25th Floor, Dalal Street,
Fort, Mumbai-400 001

National Stock Exchange of India Ltd
Exchange Plaza,
Plot No. C/1, G-Block
Bandra - Kurla Complex, Bandra (E),
Mumbai – 400051

Reference: Scrip Code - NSE-SHALPAINTS, BSE-509874

Subject: Compliance of Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is to inform you that the 116th Annual General Meeting (“AGM”) of the Company was held on Wednesday, September 26, 2018 at 11:00 a.m. at Hilton Garden Inn, Baani Square, Sector 50, Gurgaon, Haryana -122002 and business(es) as mentioned in the Notice dated August 10, 2018 convening the AGM were transacted thereat.

In this regard, please find enclosed the following:

Proceedings of the AGM pursuant to Part A of Schedule III under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Annexure-I
Voting results of the AGM pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Annexure-II
Consolidated Report of the Scrutinizer dated September 26, 2018, on remote e-voting and voting through Ballot forms at the AGM	Annexure-III

The above results will be available on the website of the Company (www.shalimarpaints.com)

This is for your information and record.

Thanking You,

For Shalimar Paints Limited


Nitin Gupta
Company Secretary



Encl: a/a



THE ART & SCIENCE OF PAINTS

Shalimar Paints Ltd.

Regd. Office: Stainless Centre, 4th Floor, Plot No. 50, Sector- 32, Gurugram-122001, Haryana (India)

B: +91 124 461 6600 **F:** +91 124 461 6659

E: askus@shalimarpaints.com | www.shalimarpaints.com | **CIN:** L24222HR1902PLC065611



**SHALIMAR
PAINTS**

Annexure-I

BRIEF PROCEEDINGS OF THE 116TH ANNUAL GENERAL MEETING OF THE COMPANY

The 116th Annual General Meeting (AGM) of the Company was held on Wednesday, September 26, 2018 at 11:00 A.M., at Hilton Garden Inn, Baani Square, Sector 50, Gurgaon, Haryana-122002.

Mr. Surender Kumar - Managing Director and CEO, welcomed all the Directors and the shareholders of the Company to the 116th AGM of the Company.

Mr. Surender Kumar - Managing Director and CEO then requested Mr. Gautam Kanjilal, Chairman of the Company to call the meeting to order. The requisite quorum being present, the Chairman called the meeting to order. All directors were present at the meeting except Ms. Pushpa Chowdhary. The Chairman then delivered his speech to the shareholders of the Company.

AUDITOR'S REPORT

The Chairman informed the members that the Auditors report of M/s A.K. Dubey & Co, Chartered Accountants, did not contain any qualifications, observation or other remarks on the financial transactions which have adverse effect on the functioning of the company and thereafter requested to Company Secretary to read the report of the Statutory Auditor's of the Company for the year ended March 31, 2018 and with the permission of the members, the said report was taken as read.

SECRETARIAL AUDIT REPORT

The Chairman informed the members that the Secretarial Audit Report for the financial year ended March 31, 2018 of M/s Arun Goel & Associates, Practicing Company Secretaries, did not contain any qualifications, observation or other remarks and thereafter requested to Company Secretary to read the report of the Secretarial Audit of the Company for the year ended March 31, 2018 and with the permission of the members, the said report was taken as read.

The Managing Director and CEO then informed that the Company had provided the Members, the facility to cast their votes electronically, on all resolutions set forth in the Notice convening the 116th AGM of the Company. Members who were present at the AGM and had not casted their votes through remote e-voting, were provided with an opportunity to cast their votes through ballot form at the venue.

The following items of business (es), as per the Notice convening the 116th AGM of the Company dated August 10, 2018 were transacted at the meeting:

1. **Ordinary Resolution** for adoption of the Financial Statements of the Company for the financial year ended on March 31, 2018 together with the reports of the Directors and Auditors' thereon.
2. **Ordinary Resolution** for re-appointment of Mr. Surender Kumar (DIN: 00510137), who retires by rotation and being eligible, offers himself for re-appointment.



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3. **Special Resolution** for re-appointment of Mr. Gautam Kanjilal (DIN: 03034033) as Chairman cum Independent Non-Executive Director of the Company.
4. **Ordinary Resolution** for appointment of Mr. Ashok Kumar Gupta (DIN: 01722395) as Vice - Chairman cum Non-Executive Non-Independent Director of the Company.
5. **Special Resolution** to revise remuneration structure of Mr. Surender Kumar – Managing Director and CEO of the Company.
6. **Special Resolution** for Conversion of Unsecured Loans into the Equity through the Rights Issue.

Further, the Chairman requested the shareholders to raise queries on the Agenda Items as set out in the Notice convening this 116th AGM of the Company, however, no query was raised by the members present at the meeting. The Chairman, thereafter, thanked, all the members for their participation at the AGM.

The Chairman informed the members that the Board of Directors of the Company at their meeting held on August 10, 2018 had appointed Ms. Manisha Rawat of M/s Manisha Rawat & Associates, Practicing Company Secretaries (Membership No. F7228, COP: 15073) as the Scrutinizer for the scrutiny of the votes cast through the remote e-voting platform and by way of Ballot forms at the AGM venue.

The scrutinizer's report was received and accordingly all the resolutions as set out in the notice were declared as passed with requisite majority.

The details of the voting results (remote e-voting, ballot based voting) on all the resolutions as set out in the Notice of AGM are enclosed.





**SHALIMAR
PAINTS**

Annexure-II

**VOTING RESULTS OF THE 116TH AGM PURSUANT TO REGULATION 44 OF SEBI (LISTING
OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Date of AGM	September 26, 2018
Total number of Shareholders as on record date (i.e.as on Thursday, September 20, 2018)	14889
No. of Shareholder Present in the Meeting either in person or through proxy:	
Promoter and Promoter Group	23
Public	26
No. of Shareholders attended the Meeting through Video Conferencing :	
Promoter and Promoter Group	Not Applicable
Public	



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RESOLUTION NUMBER: 1

ADOPTION OF THE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2018 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS' THEREON

Resolution required: (Ordinary/ Special)	Ordinary
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	14193462	14173462	99.86	14173462	0	99.86	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Any)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	TOTAL	14193462	14173462	99.86	14173462	0	99.86	0.00
Public - Institutional holders	E-Voting	961770	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Any)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	TOTAL	961770	0	0.00	0	0	0.00	0.00
Public - Non Institutional holders	E-Voting	7343113	651	0.01	549	102	84.33	15.67
	Poll		5906	0.08	5906	0	100.00	0.00
	Postal Ballot (if Any)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	TOTAL	7343113	6557	0.09	6455	102	98.44	1.56
GRAND TOTAL		22498345	14180019	63.03	14179917	102	100.00	0.00



RESOLUTION NUMBER: 2

RE-APPOINTMENT OF MR. SURENDER KUMAR (DIN: 00510137), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT

Resolution required: (Ordinary/ Special)	Ordinary
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	14193462	14173462	99.86	14173462	0	99.86	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Any)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	TOTAL	14193462	14173462	99.86	14173462	0	99.86	0.00
Public - Institutional holders	E-Voting	961770	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Any)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	TOTAL	961770	0	0.00	0	0	0.00	0.00
Public - Non Institutional holders	E-Voting	7343113	651	0.01	549	102	84.33	15.67
	Poll		5906	0.08	5906	0	100.00	0.00
	Postal Ballot (if Any)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	TOTAL	7343113	6557	0.09	6455	102	98.44	1.56
GRAND TOTAL		22498345	14180019	63.03	14179917	102	100.00	0.00



RESOLUTION NUMBER: 3

**RE-APPOINTMENT OF MR. GAUTAM KANJILAL (DIN: 03034033) AS CHAIRMAN CUM
INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY**

Resolution required: (Ordinary/ Special)	Special
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	14193462	14173462	99.86	14173462	0	99.86	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Any)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	TOTAL	14193462	14173462	99.86	14173462	0	99.86	0.00
Public - Institutional holders	E-Voting	961770	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Any)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	TOTAL	961770	0	0.00	0	0	0.00	0.00
Public - Non Institutional holders	E-Voting	7343113	651	0.01	549	102	84.33	15.67
	Poll		5906	0.08	5906	0	100.00	0.00
	Postal Ballot (if Any)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	TOTAL	7343113	6557	0.09	6455	102	98.44	1.56
GRAND TOTAL		22498345	14180019	63.03	14179917	102	100.00	0.00



RESOLUTION NUMBER: 4

APPOINTMENT OF MR. ASHOK KUMAR GUPTA (DIN: 01722395) AS VICE - CHAIRMAN CUM NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY

Resolution required: (Ordinary/ Special)	Ordinary
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	14193462	14173462	99.86	14173462	0	99.86	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Any)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	TOTAL	14193462	14173462	99.86	14173462	0	99.86	0.00
Public - Institutional holders	E-Voting	961770	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Any)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	TOTAL	961770	0	0.00	0	0	0.00	0.00
Public - Non Institutional holders	E-Voting	7343113	651	0.01	549	102	84.33	15.67
	Poll		5906	0.08	5906	0	100.00	0.00
	Postal Ballot (if Any)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	TOTAL	7343113	6557	0.09	6455	102	98.44	1.56
GRAND TOTAL		22498345	14180019	63.03	14179917	102	100.00	0.00



RESOLUTION NUMBER: 5

REVISION OF REMUNERATION STRUCTURE OF MR. SURENDER KUMAR – MANAGING DIRECTOR AND CEO OF THE COMPANY

Resolution required: (Ordinary/ Special)	Special
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	14193462	14173462	99.86	14173462	0	99.86	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Any)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	TOTAL	14193462	14173462	99.86	14173462	0	99.86	0.00
Public - Institutional holders	E-Voting	961770	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Any)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	TOTAL	961770	0	0.00	0	0	0.00	0.00
Public - Non Institutional holders	E-Voting	7343113	651	0.01	549	102	84.33	15.67
	Poll		5906	0.08	3906	2000	66.14	33.86
	Postal Ballot (if Any)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	TOTAL	7343113	6557	0.09	4455	2102	67.94	32.06
GRAND TOTAL		22498345	14180019	63.03	14177917	2102	99.99	0.01



RESOLUTION NUMBER: 6

CONVERSION OF UNSECURED LOANS INTO THE EQUITY THROUGH THE RIGHTS ISSUE


Resolution required: (Ordinary/ Special)	Special
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	14193462	14173462	99.86	14173462	0	99.86	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Any)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	TOTAL	14193462	14173462	99.86	14173462	0	99.86	0.00
Public - Institutional holders	E-Voting	961770	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if Any)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	TOTAL	961770	0	0.00	0	0	0.00	0.00
Public - Non Institutional holders	E-Voting	7343113	651	0.01	549	102	84.33	15.67
	Poll		5906	0.08	5906	0	100.00	0.00
	Postal Ballot (if Any)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	TOTAL	7343113	6557	0.09	6455	102	98.44	1.56
GRAND TOTAL		22498345	14180019	63.03	14179917	102	100.00	0.00

Notes:

1. All the aforesaid resolutions were passed with requisite majority.

For Shalimar Paints Limited


Nitin Gupta
Company Secretary



MANISHA RAWAT & ASSOCIATES

COMPANY SECRETARIES

SCRUTINIZER'S REPORT FOR E-VOTING AND POLL OF SHALIMAR PAINTS LIMITED
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) of the Companies
(Management and Administration) Rules, 2014]

To,

The Chairman,
The 116th Annual General Meeting
Of the Equity Shareholder of Shalimar Paints Limited

Sub: Result of Voting conducted through electronic voting and poll conducted at the 116th AGM of Shalimar Paints Limited held on September 26th, 2018 at 11.00 A.M. at Hotel Hilton Garden Inn, Baani Square, Sector-50, Gurugram, Haryana-122002

Dear Sir,

I, Manisha Rawat, Practicing Company Secretary having office at B-603, Gayatri Apartments, Plot No.27, Sector-10, Dwarka, Delhi-110075 was appointed as a Scrutinizer by the Board of Directors of Shalimar Paints Limited (the Company) at the Board Meeting held on August 10, 2018 for the purpose of scrutinizing the e-voting held between Saturday, September 22, 2018 (9:00 am IST) and ends on Tuesday, September 25, 2018 (5:00 pm IST) and the Poll taken on resolutions at the 116th AGM of Shalimar Paints Limited held on September 26, 2018 at 11.00 A.M. at Hotel Hilton Garden Inn, Baani Square, Sector-50, Gurugram, Haryana- 122002.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means and voting by ballot paper by the shareholders on the resolutions proposed in the Notice of the 116th 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 physical ballot paper, 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 physical voting through ballot paper, at AGM.

I hereby report as under:

1. The Company had dispatched Notice of the 116th Annual General Meeting, the Annual Report 2017-2018, Attendance Slip & Proxy Form to 14,918 Shareholders as per the records of the Company as on August 17, 2018 through Email and registered post.
2. As prescribed in clause (v) of sub rule 3 of the rule 20 of the Companies (Management and Administration) Rules, 2014, the Company also released an advertisement, published in English in 'Financial Express' dated September 01, 2018 and in Hindi in 'Jansatta' dated September 01, 2018.

Office address: B-603, Gayatri Apartments, Plot No.27, Sector-10, Dwarka, Delhi-110075
Email : manisharawatfcs@gmail.com; mrawatandassociates@gmail.com; ☎: +91-9999016929

For Manisha Rawat & Associates
Company Secretaries

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Manisha Rawat



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 14,889 shareholders to cast votes electronically and also at the 116th AGM by means of poll through ballot paper. The entitlement to voting by equity Shareholders was determined on the basis of shareholding as on cut-off date i.e. September 20, 2018.
4. The Company extended the facility of electronic voting to the shareholders of the Company from Saturday, September 22, 2018 (9:00 am IST) upto Tuesday, September 25, 2018 (5:00 pm IST) through the Central Depository Services (India) Ltd. ("CDSL") being the service provider for providing the facility of e-voting to the shareholders on their website <https://www.evotingindia.com>.
5. At the 116th AGM of the Company held on 26th September, 2018, the Chairman of the Company called for a Poll through ballot paper to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the physical ballot voting. 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 26th September, 2018 at 11:50 AM in the presence of two witnesses Mr. Puneet Singh and Ms. Diksha Garg.
7. Based on the reports generated from the e-voting system provided by CDSL and votes casted on Poll through ballot paper, I submit the consolidated results of e-voting and Poll through ballot paper, as under:

a) As an Ordinary Resolution- Item No.1

To consider and adopt the Audited Financial Statements (Standalone and Consolidated financial statements) of the Company for the financial year ended March 31, 2018, the reports of the Board of Directors and Auditors' thereon.

MODE	BALLOTS /E-VOTERS	TOTAL SHARES	INVALID		FAVOUR		AGAINST	
			BALLOT/ E-VOTERS	NO.OF SHARES	BALLOT/ E-VOTERS	NO. OF SHARES	BALLOT/ E-VOTERS	NO.OF SHARES
1	2	3	4	5	6	7	8	9
ELEC.	43	14174113	0	0	41	14174011	2	102
PHY.	33	9219780	13	9213874	20	5906	0	0
TOTAL	76	23393893	13	9213874	61	14179917	2	102

Total Valid shares (3-5) = 14180019
 Votes in Favour (% of Total Valid shares) = 99.9993%
 Votes in Against (% of Total Valid shares) = 0.0007%
 Abstain/Invalid: 13 Ballot (9213874 Votes)*

* The votes casted through ballot paper were considered as invalid, as shareholders had already casted their votes through electronic mode.

For Manisha Rawat & Associates
 Company Secretaries

Proprietor/Asst.



b) As an Ordinary Resolution- Item No.2

Re-appointment of Mr. Surender Kumar as a director liable to retire by rotation

MODE	BALLOTS /E-VOTERS	TOTAL SHARES	INVALID		FAVOUR		AGAINST	
			BALLOT/ E-VOTERS	NO.OF SHARES	BALLOT/ E-VOTERS	NO. OF SHARES	BALLOT/ E-VOTERS	NO.OF SHARES
1	2	3	4	5	6	7	8	9
ELEC.	43	14174113	0	0	41	14174011	2	102
PHY.	33	9219780	13	9213874	20	5906	0	0
TOTAL	76	23393893	13	9213874	61	14179917	2	102

Total Valid shares (3-5) = 14180019
 Votes in Favour (% of Total Valid shares) = 99.9993%
 Votes in Against (% of Total Valid shares) = 0.0007%
 Abstain/Invalid: 13 Ballot (9213874 Votes) *

* The votes casted through ballot paper were considered as invalid, as shareholders had already casted their votes through electronic mode.

c) As a Special Resolution- Item No.3:

Re-appointment of Mr. Gautam Kanjilal (DIN: 03034033) as Chairman cum Independent Non-Executive Director of the Company

MODE	BALLOTS /E-VOTERS	TOTAL SHARES	INVALID		FAVOUR		AGAINST	
			BALLOT/ E-VOTERS	NO.OF SHARES	BALLOT/ E-VOTERS	NO. OF SHARES	BALLOT/ E-VOTERS	NO.OF SHARES
1	2	3	4	5	6	7	8	9
ELEC.	43	14174113	0	0	41	14174011	2	102
PHY.	33	9219780	13	9213874	20	5906	0	0
TOTAL	76	23393893	13	9213874	61	14179917	2	102

Total Valid shares (3-5) = 14180019
 Votes in Favour (% of Total Valid shares) = 99.9993%
 Votes in Against (% of Total Valid shares) = 0.0007%
 Abstain/Invalid: 13 Ballot (9213874 Votes) *

* The votes casted through ballot paper were considered as invalid, as shareholders had already casted their votes through electronic mode.



d) As an Ordinary Resolution : Item No. 4

Appointment of Mr. Ashok Kumar Gupta (DIN: 01722395) as Vice - Chairman cum Non-Executive Non-Independent Director of the Company

MODE	BALLOTS /E-VOTERS	TOTAL SHARES	INVALID		FAVOUR		AGAINST	
			BALLOT/ E-VOTERS	NO.OF SHARES	BALLOT/ E-VOTERS	NO. OF SHARES	BALLOT/ E-VOTERS	NO.OF SHARES
1	2	3	4	5	6	7	8	9
ELEC.	43	14174113	0	0	41	1417401 1	2	102
PHY.	33	9219780	13	9213874	20	5906	0	0
TOTAL	76	23393893	13	9213874	61	1417991 7	2	102

Total Valid shares (3-5) = 14180019
 Votes in Favour (% of Total Valid shares) = 99.9993%
 Votes in Against (% of Total Valid shares) = 0.0007%
 Abstain/Invalid: 13 Ballot (9213874 Votes) *

* The votes casted through ballot paper were considered as invalid, as shareholders had already casted their votes through electronic mode.

e) As a Special Resolution: Item No. 5

To revise remuneration structure of Mr. Surender Kumar – Managing Director and CEO of the Company:

MODE	BALLOTS /E-VOTERS	TOTAL SHARES	INVALID		FAVOUR		AGAINST	
			BALLOT/ E-VOTERS	NO.OF SHARES	BALLOT/ E-VOTERS	NO. OF SHARES	BALLOT/ E-VOTERS	NO.OF SHARES
1	2	3	4	5	6	7	8	9
ELEC.	43	14174113	0	0	41	1417401 1	2	102
PHY.	33	9219780	13	9213874	19	3906	1	2000
TOTAL	76	23393893	13	9213874	60	1417791 7	3	2102

Total Valid shares (3-5) = 14180019
 Votes in Favour (% of Total Valid shares) = 99.9852%
 Votes in Against (% of Total Valid shares) = 0.0148%
 Abstain/Invalid: 13 Ballot (9213874 Votes) *

* The votes casted through ballot paper were considered as invalid, as shareholders had already casted their votes through electronic mode.

For Manisha Rawat & Associates
 Company Secretary
 Pronditor/...

f) As a Special Resolution: Item No. 6

Conversion of Unsecured Loans into the Equity shares through the Right Issue :

MODE	BALLOTS /E-VOTERS	TOTAL SHARES	INVALID		FAVOUR		AGAINST	
			BALLOT/ E- VOTERS	NO.OF SHARES	BALLOT/ E- VOTERS	NO. OF SHARES	BALLOT/ E- VOTERS	NO.OF SHARES
1	2	3	4	5	6	7	8	9
ELEC.	43	14174113	0	0	41	1417401 1	2	102
PHY.	33	9219780	13	9213874	20	5906	0	0
TOTAL	76	23393893	13	9213874	61	1417991 7	2	102

Total Valid shares (3-5) = 14180019
Votes in Favour (% of Total Valid shares) = 99.9993%
Votes in Against (% of Total Valid shares) = 0.0007%
Abstain/Invalid: 13 Ballot (9213874 Votes) *


* The votes casted through ballot paper were considered as invalid, as shareholders had already casted their votes through electronic mode.

Based on the above, all the above Resolutions stand passed under e-voting and poll through ballot paper, with the requisite majority.

I hereby confirm that I am maintaining the Registers in respect of the votes cast through e-voting and poll along with physical ballot papers. I shall be arranging to hand over these records to Mr. Nitin Gupta, Company Secretary for safe keeping.

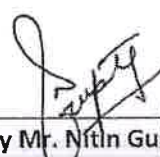
Thanking you,

Yours faithfully
For Manisha Rawat & Associates
Company Secretaries


Manisha Rawat
Proprietor
Membership No. F-7228
COP No. : 15073

For Manisha Rawat & Associates
Company Secretaries
Proprietor/Auth. Signatory

Place: Gurugram
Date: September 26, 2018


Signed by Mr. Nitin Gupta
Company Secretary

