

OL/SE/129/AUG 18-19

August 25, 2018

The Secretary <b>BSE Limited</b> Phiroze Jeejeebhoy Towers Limited Dalal Street , Mumbai 400 001	The Secretary <b>National Stock Exchange Limited</b> Exchange Plaza Bandra Kurla Complex Bandra (E) Mumbai 400 051
Security code: 532880	Symbol: OMAXE
Fax No 022-22723121/2037/39/41/61	Fax No 022-2659 8237/38

**Sub: Voting Results of 29<sup>th</sup> Annual General Meeting (AGM) of Omaxe Limited held on August 23, 2018**

**Ref: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the result of the poll/tablet voting and remote e-voting alongwith Scrutinizer's Report with respect to the Resolutions passed in the 29<sup>th</sup> Annual General Meeting (AGM) of the Members of Omaxe Limited held on Thursday, the 23<sup>rd</sup> day of August, 2018 at 11.30 A.M. at Casabella Banquet, Omaxe Celebration Mall, Sohna Road, Gurugram-122001, Haryana.

This is for your kind information and record.

Thanking You

Your's Faithfully

For Omaxe Limited

  
  
f<sup>m</sup> Shubha Singh  
Company Secretary

Encl: a/a

"This is to inform that please make all correspondence with us on our **Corporate Office** Address only"

**OMAXE LIMITED**

Corporate Office: 7, Local Shopping Centre, Kalkaji, New Delhi-110019.

Tel.: +91-11-41896680-85, 41893100, Fax: +91-11-41896653, 41896655, 41896799

Regd. Office: Shop No. 19-B, First Floor, Omaxe Celebration Mall, Sohna Road, Gurgaon - 122 001, (Haryana)  
Toll Free No. 18001020064, Website: www.omaxe.com, CIN: L74899HR1989PLC051918

Date of the AGM	23rd August, 2018
Total number of shareholders on record date	52,749
No of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	9
Public:	362
No of shareholders attended the meeting through video conferencing:	
Promoters and Promoter Group:	Nil
Public:	Nil

Agenda-wise Disclosure

Resolution - 1

Resolution required: (Ordinary Resolution)

Adoption of Audited Financial Statements (including consolidated Financial Statements) and Reports of the Board of Directors' and Auditors' thereon for the Financial Year ended 31st March, 2018

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 favor on votes Polled	% of Votes against on vote Polled
		(1)	(2)	(3)=[(2)/(1)]*	(4)	(5)	(6)=[(4)/(2)]*	(7)=[(5)/(2)]*
Promoter and Promoter Group	E-Voting (Remote)	136366194	136366194	100.00	130696374	5669820	95.84	4.16
	Poll/ Tablet Voting		0	0.00	0	0	0.00	0.00
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0.00
	Total	136366194	136366194	100	130696374	5669820	95.84	4.16
Public - Institutions	E-Voting (Remote)	28028851	10174260	36.30	10174260	0	100.00	0
	Poll/ Tablet Voting		0	0.00	0	0	0.00	0
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0
	Total	28028851	10174260	36.30	10174260	0	100.00	0.00
Public-Non Institutions	E-Voting (Remote)	18505495	1879726	10.16	1878470	1256	99.93	0.07
	Poll/ Tablet Voting		234	0.00	208	26	88.89	11.11
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0.00
	Total	18505495	1879726	10.16	1878470	1256	99.93	0.07
Total		182900540	148420180	81.15	142749104	5671076	96.18	3.82



**Resolution - 2**

Resolution required: (Ordinary Resolution) Declaration of Dividend on 0.1% Non-Cumulative Redeemable Non-Convertible Preference Shares for the Financial Year 2017-18

Whether promoter / promoter group are interested in the agenda/resolution? No

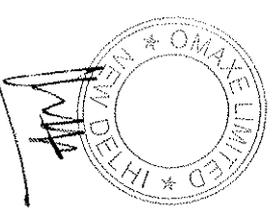
Category	Mode of Voting	No of shares held	No. of votes Polled	% of votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favor on votes Polled	% of Votes against on vote Polled
Promoter and Promoter Group	E-Voting (Remote)	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
	Poll/ Tablet Voting		136366194	100.00	130696374	5669820	95.84	4.16
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0.00
	Total	136366194	136366194	100	130696374	5669820	95.84	4.16
Public - Institutions	E-Voting (Remote)	28028851	10237587	36.53	10237587	0	100.00	0.00
	Poll/ Tablet Voting		0	0.00	0	0	0.00	0
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0
	Total	28028851	10237587	36.53	10237587	0	100.00	0.00
Public-Non Institutions	E-Voting (Remote)	18505495	1879492	10.16	1877912	1580	99.92	0.08
	Poll/ Tablet Voting		234	0.00	208	26	88.89	11.11
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0.00
	Total	18505495	1879726	10.16	1878120	1606	99.91	0.09
Total		182900540	148483507	81.18	142812081	5671426	96.18	3.82

**Resolution - 3**

Resolution required: (Ordinary Resolution) Declaration of Dividend of Rs. 0.70 (7%) per Equity share only to Public Shareholders for the Financial Year 2017-18

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 favor on votes Polled	% of Votes against on vote Polled
Promoter and Promoter	E-Voting (Remote)	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
		136366194	10808380	7.93	5138560	5669820	47.54	52.46



Group	Poll/ Tablet Voting		0	0.00	0	0	0.00	0.00
	Postal Ballot, (if applicable)							
Public - Institutions	Total	136366194	10808380	7.93	5138560	5669820	47.54	52.46
	E-Voting (Remote)	28028851	10237587	36.53	10237587	0	100.00	0.00
	Poll/ Tablet Voting		0	0.00	0	0	0.00	0
Public-Non Institutions	Total	28028851	10237587	36.53	10237587	0	100.00	0.00
	E-Voting (Remote)	18505495	1879492	10.16	1878262	1230	99.93	0.07
	Poll/ Tablet Voting		234	0.00	208	26	88.89	11.11
Total	Total	18505495	1879726	10.16	1878470	1256	99.93	0.07
		182900540	22925693	12.53	17254617	5671076	75.26	24.74

**Resolution - 4**

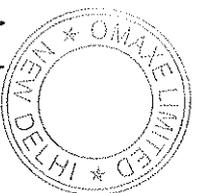
Resolution required: (Ordinary Resolution)

Deleted because of resignation of Mr. Jai Bhagwan Goel

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 favor on votes Polled	% of Votes against on vote Polled
Promoter and Promoter Group	E-Voting (Remote)	136366194	0	0.00	0	0	0.00	0.00
	Poll/ Tablet Voting		0	0.00	0	0	0.00	0.00
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0.00
Public - Institutions	Total	136366194	0	0.00	0	0	0.00	0.00
	E-Voting (Remote)	28028851	0	0.00	0	0	0.00	0.00
	Poll/ Tablet Voting		0	0.00	0	0	0.00	0.00
Public-Non Institutions	Total	28028851	0	0.00	0	0	0.00	0.00
	E-Voting (Remote)	18505495	0	0.00	0	0	0.00	0.00
	Poll/ Tablet Voting		0	0.00	0	0	0.00	0.00



*[Handwritten signature]*

	Postal Ballot, (if applicable)			0	0.00	0	0	0.00	0.00
	Total	18505495	0	0.00	0	0	0.00	0.00	0.00
<b>Total</b>		<b>182900540</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**Resolution - 5**

**Resolution required: (Ordinary Resolution)**

Ratification of remuneration payable to M/s S.K. Bhatt & Associates, Cost Accountants, appointed as Cost Auditors of the Company for the Financial Year 2018-19

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 favor on votes Polled	% of Votes against on vote Polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting (Remote)	136366194	136366194	100.000	136366194	0	100.00	0.00
	Poll/ Tablet Voting		0	0.00	0	0	0.00	0.00
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0.00
<b>Total</b>		<b>136366194</b>	<b>136366194</b>	<b>100</b>	<b>136366194</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public - Institutions	E-Voting (Remote)	28028851	10237587	36.53	10237587	0	100.00	0.00
	Poll/ Tablet Voting		0	0.00	0	0	0.00	0
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0
<b>Total</b>		<b>28028851</b>	<b>10237587</b>	<b>36.53</b>	<b>10237587</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Non Institutions	E-Voting (Remote)	18505495	1879492	10.16	1878262	1230	99.93	0.07
	Poll/ Tablet Voting		234	0.00	208	26	88.89	11.11
	Postal Ballot, (if applicable)							
<b>Total</b>		<b>18505495</b>	<b>1879726</b>	<b>10.16</b>	<b>1878470</b>	<b>1256</b>	<b>99.93</b>	<b>0.07</b>
<b>Total</b>		<b>182900540</b>	<b>148483507</b>	<b>81.18</b>	<b>148482251</b>	<b>1256</b>	<b>100.00</b>	<b>0.00</b>

**Resolution - 6**

**Resolution required: (Special Resolution)**

Issue, offer and allot Equity Shares, GDRs, ADRs, Foreign Currency Convertible Bonds, Convertible or Non-Convertible Debentures and such other securities for an aggregate amount not exceeding Rs. 750 Crores (Rupees Seven Hundred and Fifty Crores only)

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 favor on votes Polled	% of Votes against on vote Polled					
Promoter and Promoter Group	E-Voting (Remote)	136366194	136366194	100.00	130696374	5669820	95.84	4.16					
	Poll/ Tablet Voting								0	0	0.00	0.00	
	Postal Ballot, (if applicable)								0	0	0.00	0.00	
	Total								136366194	130696374	5669820	95.84	4.16
Public - Institutions	E-Voting (Remote)	28028851	10237587	36.53	10006692	230895	97.74	2.26					
	Poll/ Tablet Voting								0	0	0.00	0	
	Postal Ballot, (if applicable)								0	0	0.00	0	
	Total								28028851	10237587	230895	97.74	2.26
Public-Non Institutions	E-Voting (Remote)	18505495	1879492	10.16	1878237	1255	99.93	0.07					
	Poll/ Tablet Voting								234	26	88.89	11.11	
	Postal Ballot, (if applicable)												
	Total								18505495	1879492	1255	99.93	0.07
Total		182908540	148483507	81	142581511	5901996	96.03	3.97					

**Resolution - 7**

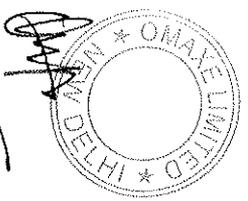
**Resolution required: (Special Resolution)**

Private Placement of Secured / Unsecured / Redeemable / Non-Redeemable / Convertible / Non-Convertible / Listed / Unlisted Debentures and/or other Debt Securities for an aggregate amount of Rs. 500 Crores (Rupees Five Hundred Crores only)

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 favor on votes Polled	% of Votes against on vote Polled				
Promoter and Promoter Group	E-Voting (Remote)	136366194	136366194	100.00	130696374	5669820	95.84	4.16				
	Poll/ Tablet Voting								0	0	0.00	0.00
	Postal Ballot, (if applicable)								0	0	0.00	0.00
	Total								136366194	130696374	5669820	95.84
Public - Institutions	E-Voting (Remote)	28028851	10237587	36.53	10237587	0	100.00	0.00				
	Total								28028851	10237587	0	100.00

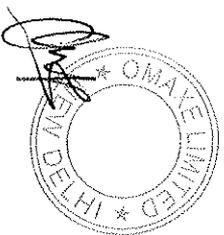


Category	Mode of Voting	No of shares held	No. of votes Polled	% of votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favor on votes Polled	% of Votes against on vote Polled
Public-Non Institutions	Poll/ Tablet Voting (if applicable)		0	0.00	0	0	0.00	0
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0
	<b>Total</b>	<b>28028851</b>	<b>10237587</b>	<b>36.53</b>	<b>10237587</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Non Institutions	E-Voting (Remote)	18505495	1879480	10.16	1878250	1230	99.93	0.07
	Poll/ Tablet Voting		234	0.00	208	26	88.89	11.11
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0.00
<b>Total</b>	<b>18505495</b>	<b>1879714</b>	<b>10.16</b>	<b>1878458</b>	<b>1256</b>	<b>99.93</b>	<b>0.07</b>	
<b>Total</b>	<b>182900540</b>	<b>148483495</b>	<b>81.18</b>	<b>142812419</b>	<b>5671076</b>	<b>96.18</b>	<b>3.82</b>	

**Resolution - 8**  
**Resolution required: (Special Resolution)** Conversion of loan(s) into equity on occurrence of event of default, pursuant to Section 62(3) of the Companies Act, 2013.

**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 favor on votes Polled	% of Votes against on vote Polled
Promoter and Promoter Group	E-Voting (Remote)	136366194	136366194	100.000	130696374	5669820	95.84	4.16
	Poll/ Tablet Voting		0	0.00	0	0	0.00	0.00
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0.00
<b>Total</b>	<b>136366194</b>	<b>136366194</b>	<b>100.00</b>	<b>130696374</b>	<b>5669820</b>	<b>95.84</b>	<b>4.16</b>	
Public - Institutions	E-Voting (Remote)	28028851	10237587	36.53	6771836	3465751	66.15	33.85
	Poll/ Tablet Voting		0	0.00	0	0	0.00	0
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0
<b>Total</b>	<b>28028851</b>	<b>10237587</b>	<b>36.53</b>	<b>6771836</b>	<b>3465751</b>	<b>66.15</b>	<b>33.85</b>	
Public-Non Institutions	E-Voting (Remote)	18505495	1879367	10.16	1878112	1255	99.93	0.07
	Poll/ Tablet Voting		234	0.00	208	26	88.89	11.11
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0.00
<b>Total</b>	<b>18505495</b>	<b>1879601</b>	<b>10.16</b>	<b>1878370</b>	<b>1281</b>	<b>99.93</b>	<b>0.07</b>	
<b>Total</b>	<b>182900540</b>	<b>148483382</b>	<b>81.18</b>	<b>139346530</b>	<b>9136852</b>	<b>93.85</b>	<b>6.15</b>	



**Resolution required: (Ordinary Resolution)**

Payment of Commission upto 1% (One Percent) of the Net Profits of the Company to the Non-Executive Directors 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 favor on votes Polled	% of Votes against on vote Polled				
Promoter and Promoter Group	E-Voting (Remote)	136366194	136366194	100.000	130696374	5669820	95.84	4.16				
	Poll/ Tablet Voting								0	0	0.00	0.00
	Postal Ballot, (if applicable)								0	0	0.00	0.00
<b>Total</b>												
Public - Institutions	E-Voting (Remote)	28028851	10237587	36.53	10237587	0	100.00	0.00				
	Poll/ Tablet Voting								0	0	0.00	0
	Postal Ballot, (if applicable)								0	0	0.00	0
<b>Total</b>												
Public-Non Institutions	E-Voting (Remote)	18505495	1879492	10.16	1878025	1467	99.92	0.08				
	Poll/ Tablet Voting								234	208	88.89	11.11
	Postal Ballot, (if applicable)								0	0	0.00	0.00
<b>Total</b>												
<b>Total</b>												

**Resolution - 10**

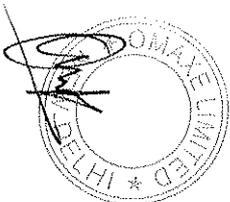
**Resolution required: (Ordinary Resolution)**

Re-appointment of Mr. Rohitas Goel as Managing Director under the designation of Chairman and Managing Director of the Company, not liable to retire by rotation, for a period of five years with effect from 1st April, 2018 to 31st March, 2023

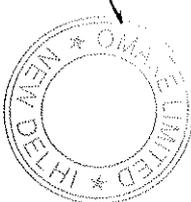
Whether promoter / promoter group are interested in the agenda/resolution?

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 favor on votes Polled	% of Votes against on vote Polled				
Promoter and Promoter Group	E-Voting (Remote)	136366194	133605444	97.98	127935624	5669820	95.76	4.24				
	Poll/ Tablet Voting								0	0	0.00	0.00
	<b>Total</b>											



	Postal Ballot, (if applicable)		0	0.00		0	0	0.00	0.00
	<b>Total</b>	<b>136366194</b>	<b>133605444</b>	<b>97.98</b>	<b>127935624</b>	<b>5669820</b>	<b>95.76</b>	<b>4.24</b>	
Public – Institutions	E-Voting (Remote)	28028851	10237587	36.53	9389257	848330	91.71	8.29	
	Poll/ Tablet Voting		0	0.00	0	0	0.00	0	
	Postal Ballot, (if applicable)		0	0.00	0	0	0.00	0	
	<b>Total</b>	<b>28028851</b>	<b>10237587</b>	<b>36.53</b>	<b>9389257</b>	<b>848330</b>	<b>91.71</b>	<b>8.29</b>	
Public-Non Institutions	E-Voting (Remote)	18505495	1879492	10.16	1877987	1505	99.92	0.08	
	Poll/ Tablet Voting		234	0.00	208	26	88.89	11.11	
	Postal Ballot, (if applicable)								
	<b>Total</b>	<b>18505495</b>	<b>1879726</b>	<b>10.16</b>	<b>1878195</b>	<b>1531</b>	<b>99.92</b>	<b>0.08</b>	
<b>Total</b>		<b>182900540</b>	<b>145722757</b>	<b>79.67</b>	<b>139203076</b>	<b>6519681</b>	<b>95.53</b>	<b>4.47</b>	



**Consolidated Report of Scrutinizer**

*[Pursuant to Section 108,109 of the Companies Act, 2013 and Rule 20, 21 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (LODR) Regulations, 2015]*

To,

**The Chairman of 29<sup>th</sup> Annual General Meeting of the Members of  
Omaxe Limited**

Held on Thursday, the 23<sup>rd</sup> day of August, 2018,  
at 11:30 A.M.,

at CasaBella Banquet, Omaxe Celebration Mall, Sohna Road,  
Gurugram-122001, Haryana

**Report on remote e-voting and Poll/ Tablet\* Voting conducted at 29<sup>th</sup> Annual General Meeting ("AGM") of the members of Omaxe Limited ("the Company"), held on Thursday, the 23<sup>rd</sup> day of August, 2018 at 11:30 A.M. at CasaBella Banquet, Omaxe Celebration Mall, Sohna Road, Gurugram-122001, Haryana**

**1. Appointment as Scrutinizer:**

I was appointed as the Scrutinizer for conducting the remote e-voting process and poll/ Tablet voting at Annual General Meeting, in pursuance of the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (management And Administration) Rules, 2014 as substituted by the Companies (Management And Administration) Amendment Rules, 2016 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015, at the 29<sup>th</sup> Annual General Meeting (AGM) of "OMAXE LIMITED" ("Company") held on Thursday, the 23<sup>rd</sup> day of August, 2018 at 11:30 A.M. at CasaBella Banquet, Omaxe Celebration Mall, Sohna Road, Gurugram-122001, Haryana

**2. Agency:**

The Company had appointed National Securities Depositories Limited (NSDL) as the agency for providing the remote e-Voting platform and Poll / Tablet voting at the AGM. The Service provider accordingly has set up e-voting facility on their website [www.evoting.nsdl.com](http://www.evoting.nsdl.com).



### 3. Dispatch of Notice convening the Meeting

The Company has completed on 25<sup>th</sup> day of July, 2018 the dispatch of Notice of AGM along with details of Login ID and password to its Members through Courier and through mail by NSDL to the Members whose email id was registered with the Company or its Registrar and Transfer Agent.

### 4. Cut-off date:

The voting rights were reckoned as on 17<sup>th</sup> day of August, 2018, being the Cut-off date for the purpose of deciding the entitlements of Members at the remote e-voting and voting at the Meeting.

### 5. Remote E-voting:

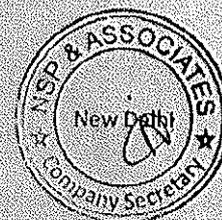
Remote e-Voting platform was open from 09:00 A.M. (IST) on Monday, the 20<sup>th</sup> day of August, 2018 to 05:00 P.M. (IST) on Wednesday, the 22<sup>nd</sup> day of August, 2018 and Members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary/Special Resolutions, on the e-voting platform provided by NSDL.

### 6. Voting at the AGM:

6.1 As prescribed under Rule 20 (4) (xiii) of the Companies (Management and Administration) Amendment Rules, 2015 for the purpose of ensuring that Members who have cast their votes through remote e-Voting do not vote again at the General Meeting, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of General Meeting, to only such details related to Members who have cast their votes through remote Tablet Voting, such as their names, DP Id/Client Id, folios, number of shares held but not the manner in which they have voted.

6.2 Accordingly, NSDL, the remote e-Voting Agency provided us with the names, DP Id/Client Id, folios, shareholding of the Members who had cast their votes through remote e-Voting.

6.3 In line with the provisions of the Companies Act, 2013 and in term of the clarification issued by MCA, voting by show of hands was not conducted at the General Meeting as Poll / Tablet voting has been offered to the member. Therefore, at the 29<sup>th</sup> AGM of the Company, voting was conducted by means of using Tablet voting and poll method at AGM under Rule 21 of the Companies (Management and Administration) Rules, 2014.



- 6.4 Voting by Tablet was made available through National Securities Depositories Limited at the AGM Venue which was conducted as per Rule 20 of Companies (Management and Administration) Rules, 2014, as amended up to date.
- 6.5 At the AGM, after the declaration of Tablet / Poll by the Chairman, Two (2) ballot boxes kept for polling were locked in my presence with due identification with due identification marks placed by me.
- 6.6 However, none of the Members chose for voting by poll papers, hence, ballot papers were not distributed to the members who attended the meeting.

## 7. Counting Process:

- 7.1 On Completion of voting at the meeting, Link Intime India Private Limited, Registrar and Transfer Agent (RTA) of the Company provided me with the list of Members who had cast their votes, their holding details and details of vote cast on each of the resolution provided by the NSDL.
- 7.2 The votes were reconciled with the records maintained by the Company and RTA with respect to the authorization/ proxies lodged with the Company.
- 7.3 After counting the votes casted by the Members and proxy holders present at the AGM, the votes casted through remote e-voting by the members were unblocked on Thursday the 23<sup>rd</sup> day of August, 2018 at 01:05 P.M. (IST) in the presence of two (2) witnesses namely Ms. Shweta Sharma and Mr. Mayank Dubey, who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence.



(Shweta Sharma)



(Mayank Dubey)

- 7.4 Thereafter, the details containing inter-alia, the information about shareholders voting "For" and "Against" the resolutions, were generated from the e-voting website of NSDL.

## 8. Results:

### 8.1 I observed that:

- a) 128 Members had cast their votes at the meeting and out of which no vote found as invalid.



8.2 Based on the reports generated from the e-voting system provided by NSDL and Tablet voting casted at Annual General Meeting, we submit the consolidated results of e-voting and Tablet voting casted at Annual General Meeting herewith, in respect to each item on the agenda as set out in the Notice of the 29<sup>th</sup> AGM as Annexure -1.

9. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereof on the resolutions contained in the Notice of 29<sup>th</sup> Annual General Meeting. Our responsibilities as scrutinizers are restricted to make a Scrutinizers' Report of the votes cast "For" or "Against" the resolutions stated in the Notice.
10. Based on the above voting, all resolutions carried on with requisite majority, accordingly we request the Chairman of the 29<sup>th</sup> AGM to declare the result of the meeting.
11. The Register, all other papers and relevant records relating to remote e-voting and Tablet voting casted at the 29<sup>th</sup> AGM shall remain in my safe custody until the Chairman consider, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe keeping.

Thanking You,  
Yours faithfully,

For NSP & Associates  
Company Secretaries



Naveen Shree Pandey  
Proprietor (Scrutinizer)  
FCS: 9028; CP No. 10937

Date: 25<sup>th</sup> August, 2018  
Place: New Delhi

\* For purpose of this report "Tablet voting" shall mean by the voting done through electronic means which includes but not limited to the use of electronic devices and apparatus.



### Annexure-1

#### RESOLUTION 01: (ORDINARY RESOLUTION)

Consider and adopt the Audited Financial Statements (including consolidated financial statement) of the Company the reports of the Board of Directors' and Auditors' thereon for the financial year ended 31<sup>st</sup> March, 2018.

Mode	Total Voters	Total Shares	No Voting/Invalid Votes		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
Remote E-voting	92	148419946	1	63327	85	142748896	7	5671050
Tablet voting at AGM	128	234	0	0	121	208	7	26
Total	220	148420180	1	63327	206	142749104	14	5671076

Total Valid Shares (Total Shares) = 148420180  
Votes in Favour (% of Total Valid Shares) = 96.18%  
Votes Against (% of Total Valid Shares) = 3.82%

#### RESOLUTION 02: (ORDINARY RESOLUTION)

Declaration of Dividend on 0.1% Non-Comulative, Redeemable Non-Convertible Preference shares for the financial year 2017-18.

Mode	Total Voters	Total Shares	No Voting/Invalid Votes		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
Remote E-voting	92	148483273	0	0	83	142811873	9	5671400
Tablet voting at AGM	128	234	0	0	121	208	7	26
Total	220	148483507	0	0	204	142812081	16	5671426

Total Valid Shares (Total Shares) = 148483507  
Votes in Favour (% of Total Valid Shares) = 96.18%  
Votes Against (% of Total Valid Shares) = 3.82%



**RESOLUTION 03: (ORDINARY RESOLUTION)**

Declaration of Dividend of Rs. 0.70/- (7%) per Equity Shares for the financial year 2017-18 only to Public Shareholder.

Mode	Total Voters	Total Shares	No Voting/Invalid Votes		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
Remote E-voting	79	22925459	0	0	72	17254409	7	5671050
Tablet voting at AGM	128	234	0	0	121	208	7	26
<b>Total</b>	<b>207</b>	<b>22925693</b>	<b>0</b>	<b>0</b>	<b>193</b>	<b>17254617</b>	<b>14</b>	<b>5671076</b>

Total Valid Shares (Total Shares) = 22925693  
 Votes in Favour (% of Total Valid Shares) = 75.26%  
 Votes Against (% of Total Valid Shares) = 24.74%

**RESOLUTION 04: (ORDINARY RESOLUTION)**

Appointment of a Director in place of Mr. Jai Bhagwan Goel (DIN- 00075886), who retires by rotation and being eligible, offers himself for re-appointment.

The matter was deleted by addendum to the Notice issued by the company, published on 12<sup>th</sup> August, 2018.

**RESOLUTION 05: (ORDINARY RESOLUTION)**

Ratification of remuneration payable to M/s. S.K. Bhatt & Associates, Cost Accountants, Cost Auditors of the Company for the financial year 2018-19.

Mode	Total Voters	Total Shares	No Voting/Invalid Votes		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
Remote E-voting	92	148483273	0	0	91	148482043	1	1230
Tablet voting at AGM	128	234	0	0	121	208	7	26
<b>Total</b>	<b>220</b>	<b>148483507</b>	<b>0</b>	<b>0</b>	<b>212</b>	<b>148482251</b>	<b>8</b>	<b>1256</b>



Total Valid Shares (Total Shares) = 148483507  
 Votes in Favour (% of Total Valid Shares) = 100.00%  
 Votes Against (% of Total Valid Shares) = 00.00%

**RESOLUTION 06: (SPECIAL RESOLUTION)**

Issue, Offer and allot Equity Shares, GDRS, ADRS, Foreign Currency Convertible Bonds, Convertible Or Non Convertible Debentures and such other Securities.

Mode	Total Voters	Total Shares	No Voting/Invalid Votes		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
Remote E-voting	93	148483273	0	0	81	142581303	12	5901970
Tablet voting at AGM	128	234	0	0	121	208	7	26
<b>Total</b>	<b>221</b>	<b>148483507</b>	<b>0</b>	<b>0</b>	<b>202</b>	<b>142581511</b>	<b>19</b>	<b>5901996</b>

Total Valid Shares (Total Shares) = 148483507  
 Votes in Favour (% of Total Valid Shares) = 96.03%  
 Votes Against (% of Total Valid Shares) = 3.97%

**RESOLUTION 07: (SPECIAL RESOLUTION)**

Private Placement of Secured/ Unsecured/ Redeemable/ Non-Redeemable/ Convertible/ Non-Convertible/ Listed/ Unlisted and/or other Securities under Section 42 and 71 Of Companies Act, 2013.

Mode	Total Voters	Total Shares	No Voting/Invalid Votes		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
Remote E-voting	91	148483261	0	0	84	142812211	7	5671050
Tablet voting at AGM	128	234	0	0	121	208	7	26
<b>Total</b>	<b>219</b>	<b>148483495</b>	<b>0</b>	<b>0</b>	<b>205</b>	<b>142812419</b>	<b>14</b>	<b>5671076</b>

Total Valid Shares (Total Shares) = 148483495  
 Votes in Favour (% of Total Valid Shares) = 96.18%  
 Votes Against (% of Total Valid Shares) = 3.82%

**RESOLUTION 08: (SPECIAL RESOLUTION)**

Conversion of Loan(s) into Equity on occurrence of Event Of Default, Pursuant To Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013

Mode	Total Voters	Total Shares	No Voting/Invalid Votes		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
Remote E-voting	91	148483148	0	0	60	139346322	31	9136826
Tablet voting at AGM	128	234	0	0	121	208	7	26
Total	219	148483382	0	0	181	139346530	38	9136852

Total Valid Shares (Total Shares) = 148483382  
 Votes in Favour (% of Total Valid Shares) = 93.85%  
 Votes Against (% of Total Valid Shares) = 6.15%

**RESOLUTION 09: (ORDINARY RESOLUTION)**

Payment of commission upto 1% (one percent) of the net profits of the Company to the Directors who are not in the whole time employment of the Company.

Mode	Total Voters	Total Shares	No Voting/Invalid Votes		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
Remote E-voting	92	148483273	0	0	81	142811986	11	5671287
Tablet voting at AGM	128	234	0	0	121	208	7	26
Total	220	148483507	0	0	202	142812194	18	5671313

Total Valid Shares (Total Shares) = 148483507  
 Votes in Favour (% of Total Valid Shares) = 96.18%  
 Votes Against (% of Total Valid Shares) = 3.82%



**RESOLUTION 10: (ORDINARY RESOLUTION)**

Re-appointment of Mr. Rohtas Goel as Managing Director under the designation of Chairman and Managing Director of the Company for a period of five years w.e.f. 1<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2023 not liable to retire by rotation.

Mode	Total Voters	Total Shares	No Voting/Invalid Votes		Favour		Against	
			Number	Votes	Number	Votes	Number	Votes
Remote E-voting	91	145736023	1	13500	76	139202868	14	6519655
Tablet voting at AGM	128	234	0	0	121	208	7	26
Total	219	145736257	1	13500	197	139203076	21	6519681

Total Valid Shares (Total Shares) = 145736257

Votes in Favour (% of Total Valid Shares) = 95.52%

Votes Against (% of Total Valid Shares) = 4.48%

For NSP Associates  
Company Secretaries



Naveen Shree Pandey  
Proprietor (Scrutinizer)  
FCS: 9028; CP No. 10937

Date: 25<sup>th</sup> August, 2018

Place: New Delhi