

ND/SY/ 3505

September 14, 2018

Bombay Stock Exchange Limited
New Trading Ring,
Rotunda Building, P J Towers, Dalal
Street, Fort Mumbai-400001
Scrip Code: 500097

National Stock Exchange of India Limited
"Exchange Plaza", Plot No. C-1, Block G
Bandra – Kurla Complex, Bandra (East),
Mumbai – 400 051
Symbol: DALMIASUG

Sub: Submission of Voting Results/ Proceedings pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 following are the details regarding voting results in the specified format alongwith the report issued by the Scrutiniser for remote e-voting/poll of the Annual General Meeting of the Company.

Date of the Annual General Meeting	September 14, 2018
Total number of shareholders on record date	21670
Number of Shareholders present in the meeting either in person or through proxies:-	
1) Promoters and Promoters Group	11
2) Public	51
* Includes 3 persons who attended the Meeting in person but voted electronically and hence did not take part in physical poll.	
Number of Shareholders attend the meeting through Video Conferencing:-	
1) Promoters and Promoters Group	----
2) Public	----

1. Details of the voting result as per clause 44(3) of the Listing Agreement in respect of Ordinary Resolution to adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year 2017-18:

Resolution Required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			N. A.					
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	6,06,34,122	98,07,760	16.1753	98,07,760	--	100	--
	Poll		5,08,26,362	83.8247	5,08,26,362	--	100	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total	6,06,34,122	6,06,34,122	100	6,06,34,122	--	100	--
Public Institutions	E-voting	20,23,800	3,57,420	17.6608	3,57,420	--	100	--
	Poll		--	--	--	--	--	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total	20,23,800	3,57,420	17.6608	3,57,420	--	100	--
Public - Non Institutions	E-voting	1,82,81,381	29,174	0.1596	29,174	--	100	--
	Poll		6,802	0.0372	6,802	--	--	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total	1,82,81,381	35,976	0.1968	35,976	--	100	--
Total		8,09,39,303	610,27,518	75.3991	6,10,27,518	--	100	--



2. Details of the voting result as per clause 44(3) of the Listing Agreement in respect of Ordinary Resolution to appoint a Director in place of Smt. Himmi Gupta, who retires by rotation and is eligible for re-appointment:

Resolution Required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			N. A.					
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	6,06,34,122	98,07,760	16.1753	98,07,760	--	100	--
	Poll		5,08,26,362	83.8247	5,08,26,362	--	100	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total	6,06,34,122	6,06,34,122	100	6,06,34,122	--	100	--
Public Institutions	E-voting	20,23,800	3,57,420	17.6608	3,57,420	--	100	--
	Poll		--	--	--	--	--	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total	20,23,800	3,57,420	17.6608	3,57,420	--	100	--
Public -Non Institutions	E-voting	1,82,81,381	29,174	0.1596	29,073	101	99.6538	0.3462
	Poll		6,802	0.0372	6,802	--	100	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total	1,82,81,381	35,976	0.1968	35,875	101	99.7193	0.2807
Total		8,09,39,303	6,10,27,518	75.3991	6,10,27,417	101	99.9998	0.0002

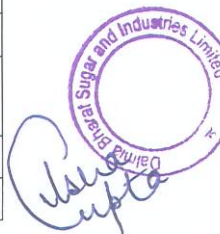
Himmi Gupta

Joint Managing Director

Bharat Sugar and Industries Limited

3. Details of the voting result as per clause 44(3) of the Listing Agreement in respect of Ordinary Resolution to fix the remuneration of the M/s R.J. Goel & Co., Cost Accountants, at ₹ 3,30,000/- plus taxes for the financial year 2018-19.:

Resolution Required:			Ordinary Resolution					
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	6,06,34,122	98,07,760	16.1753	98,07,760	--	100	--
	Poll		5,08,26,362	83.8247	5,08,26,362	--	100	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total	6,06,34,122	6,06,34,122	100	6,06,34,122	--	100	--
Public Institutions	E-voting	20,23,800	3,57,420	17.6608	3,57,420	--	100	--
	Poll		--	--	--	--	--	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total	20,23,800	3,57,420	17.6608	3,57,420	--	100	--
Public -Non Institutions	E-voting	1,82,81,381	29,174	0.1596	29,073	101	99.6538	0.3462
	Poll		6,802	0.0372	6,802	--	100	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total	1,82,81,381	35,976	0.1968	35,875	101	99.7193	0.2807
Total		8,09,39,303	6,10,27,518	75.3991	6,10,27,417	101	99.9998	0.0002



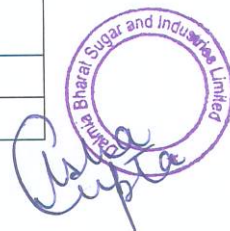
4. Details of the voting result as per clause 44(3) of the Listing Agreement in respect of Special Resolution to approve the continuation of Shri J.S. Baijal, who is of more than seventy five years of age, as Independent Director of the Company till next AGM to be held for the financial year 2018-19:

Resolution Required:			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			N.A.					
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	6,06,34,122	98,07,760	16.1753	98,07,760	--	100	--
	Poll		5,08,26,362	83.8247	5,08,26,362	--	100	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total	6,06,34,122	6,06,34,122	100	6,06,34,122	--	100	--
Public Institutions	E-voting	20,23,800	3,57,420	17.6608	3,57,420	--	100	--
	Poll		--	--	--	--	--	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total	20,23,800	3,57,420	17.6608	3,57,420	--	100	--
Public - Non Institutions	E-voting	1,82,81,381	29,174	0.1596	28,973	201	99.3110	0.6890
	Poll		6,802	0.0372	6,802	--	100	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total	1,82,81,381	35,976	0.1968	35,775	201	99.4413	0.5587
Total		8,09,39,303	6,10,27,518	75.3991	6,10,27,317	201	99.9997	0.0003



5. Details of the voting result as per clause 44(3) of the Listing Agreement in respect of Special Resolution to approve the continuation of Shri M. Raghupathy, who is of more than seventy five years of age, as Independent Director of the Company till next AGM to be held for the financial year 2018-19:

Resolution Required:			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			N. A.					
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	6,06,34,122	98,07,760	16.1753	98,07,760	--	100	--
	Poll		5,08,26,362	83.8247	5,08,26,362	--	100	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total	6,06,34,122	6,06,34,122	100	6,06,34,122	--	100	--
Public Institutions	E-voting	20,23,800	3,57,420	17.6608	3,57,420	--	100	--
	Poll		--	--	--	--	--	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total	20,23,800	3,57,420	17.6608	3,57,420	--	100	--
Public -Non Institutions	E-voting	1,82,81,381	29,174	0.1596	28,973	201	99.3110	0.6890
	Poll		6,802	0.0372	6,802	--	100	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total	1,82,81,381	35,976	0.1968	35,775	201	99.4413	0.5587
Total		8,09,39,303	6,10,27,518	75.3991	6,10,27,317	201	99.9997	0.0003

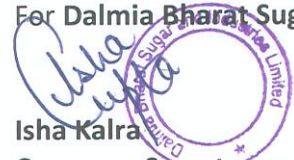


You are requested to take the same on record.

Thanking you.

Yours faithfully,

For **Dalmia Bharat Sugar and Industries Limited**



Isha Kalra

Company Secretary

Membership No.:-ACS24748

Encl: Scrutinizer's report on E-voting and poll.

Scrutinizer(s) Report

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To,

Dalmia Bharat Sugar and Industries Limited

The Chairman

of 66th Annual General Meeting of the Equity Shareholders of the Dalmia Bharat Sugar and Industries Limited held on Friday, the 14th September, 2018 at 10.30 a.m. at Dalmia Higher Secondary School Auditorium, Dalmiapuram-621651, District Tiruchirapalli, Tamil Nadu.

Dear Sir,

1. We have been appointed as scrutinizer for the e-voting process and ballot process as per the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 on below mentioned Resolution(s) at the 66th General Meeting held on Friday, the 14th September, 2018 at 10.30 a.m. at Dalmia Higher Secondary School Auditorium, Dalmiapuram-621651, District Tiruchirapalli, Tamil Nadu.
2. Mr. V. Sundararaj, a member of the Company was authorized to act as scrutinizer and to represent the member as an independent scrutinizer, who assisted me to finalize the process of counting and verification of the ballot papers polled at the venue of the 66th Annual General Meeting.
3. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in our presence with due identification marks placed by us.
4. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
5. The remote e-voting period remained open from **Tuesday 11th September, 2018 (9:30 am)** and ends on **Thursday 13th September, 2018 (5:00 pm)** on the designated website <http://evoting.karvy.com> of Karvy Computershare Private Limited.



6. The members of the Company as on the "cut off date" i.e. 7th September, 2018 were entitled to avail the facility of remote e-voting as well as voting at the AGM.
7. We submit our report as under:
- i) **Ordinary Resolution for adoption of the (a) Audited Standalone Financial Statements for the year ended 31st March, 2018, and the Reports of the Auditors' and Directors thereon and (b) audited Consolidated Financial Statements year ended 31st March, 2018, and the Reports of the Auditors' thereon is 100 %.**
 - ii) **Ordinary Resolution to appoint director in place of Smt. Himmi Gupta, who retires by rotation and being eligible, offers himself for re-appointment, is 99.9998 %.**
 - iii) **Ordinary Resolution to approve the remuneration of M/s. R.J. Goel & Co., Cost Accountants for the F. Y. ending 31st March, 2019 is 99.9998 %.**
 - iv) **Special Resolution to approve the Continuation of appointment of Shri J.S. Bajal as Independent Director till remaining term of office in the Company i.e. till next Annual General Meeting for the FY 2018-19 is 99.9997 %.**
 - v) **Special Resolution to approve the Continuation of appointment of Shri M. Raghupathy as Independent Director till remaining term of office in the Company i.e. till next Annual General Meeting for the FY 2018-19 is 99.9997%.**
8. We did not find any poll papers invalid.
9. The Management of the Company is responsible to ensure the compliances with the requirement of the Companies Act, 2013 and Rules made there under and SEBI (Listing Obligation & Disclosures Requirement) Regulation, 2015 at 66th AGM of the Company. Our responsibilities as Scrutinizers are restricted to make 'Scrutinizers' Report of the votes cast.
10. The details of the above mentioned result has been given in Annexure-1

Place: Dalmiapuram
Date: 14-09-2018



For Harish Khurana & Associates
Company secretaries
Harish Khurana
(Harish Khurana)
C. P. No. 3506

Annexure – 1

Sr. No.	DESCRIPTION					
A	DATE OF AGM			14-09-2018		
B	BOOK CLOSURE DATE			08-09-2018 TO 14-09-2018 (BOTH DAYS INCLUSIVE)		
C	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE			21,670		
D	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY			62		
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP	10	1	11	5,95,13,672	73.529
	PUBLIC	51	--	51	6,802	0.008
	TOTAL	61	1	62	5,95,20,474	73.537
E	No. of shareholders attended the meeting through Video conferencing N.A. - No video conferencing facility was made available.					

1. ORDINARY RESOLUTION:

Adoption by Members is required by way of ordinary resolution for Adoption of Standalone and Consolidated Financial Statements for the FY ended 31st March, 2018.

1.1 Details of voting by ballot:

Particulars	No. of Forms	No. of Equity Shares of the nominal value of Rs. 2/- each (Vote)	% of valid votes received
Total valid Ballot Forms received	59	5,08,33,164	100
Assented to the resolution	59	5,08,33,164	100
dissented to the resolution	--		--



1.2 Details of E-voting:

Particulars	No. of forms	No. of Equity Shares of the nominal value of Rs. 2/- each (Vote)	% of valid votes received
Total Valid Electronic Votes received	32	1,01,94,354	100
Assented to the resolution	32	1,01,94,354	100
dissented to the resolution	--	--	--
Abstained to the resolution	--	--	--

1.3 Details of Ballot & E-voting (Consolidated)

Particulars	No. of forms/votes	No. of Equity Shares of the nominal value of Rs. 2/- each (Vote)	% of valid forms/votes received
Total Valid Ballot & Electronic Votes received	91	6,10,27,518	100
Assented to the resolution	91	6,10,27,518	100
dissented to the resolution	--	--	--
Abstained to the resolution	--	--	--



1.4 Details of the voting result as per clause 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 of Ordinary Resolution passed for adoption of standalone and consolidated Financial Statements for the FY ending 31st March 2018.

Resolution Required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	6,06,34,122	98,07,760	16.1753	98,07,760	--	100	--
	Poll		5,08,26,362	83.8247	5,08,26,362	--	100	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total (A)	6,06,34,122	6,06,34,122	100	6,06,34,122	--	100	--
Public Institutions	E-voting	20,23,800	3,57,420	17.6608	3,57,420	--	100	--
	Poll		--	--	--	--	--	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total (B)	20,23,800	3,57,420	17.6608	3,57,420	--	100	--
Public - Non Institutions	E-voting	1,82,81,381	29,174	0.1596	29,174	--	100	--
	Poll		6,802	0.0372	6,802	--	--	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total (C)	1,82,81,381	35,976	0.1968	35,976	--	100	--
Total (A+B+C)		8,09,39,303	610,27,518	75.3991	6,10,27,518	--	100	--
** Votes invalid not included NIL shares *** abstained from voting not included NIL shares								



2 ORDINARY RESOLUTION

Approval by Members is required by way of ordinary resolution for Re-appointment of Smt. Himmi Gupta, as Director of the Company, who is liable to retire by rotation.

1.1 Details of voting by ballot:

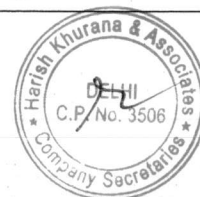
Particulars	No. of Forms	No. of Equity Shares of the nominal value of Rs. 2/- each (Vote)	% of valid votes received
Total valid Ballot Forms received	59	5,08,33,164	100
Assented to the resolution	59	5,08,33,164	100
dissented to the resolution	--	--	--

1.2 Details of E-voting:

Particulars	No. of forms	No. of Equity Shares of the nominal value of Rs. 2/- each (Vote)	% of valid votes received
Total Valid Electronic Votes received	32	1,01,94,354	100
Assented to the resolution	31	1,01,94,253	99.999
dissented to the resolution	01	101	0.0001
Abstained to the resolution	--	--	--

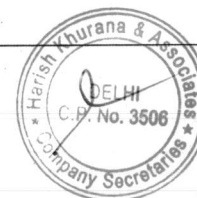
1.3 Details of Ballot & E-voting (Consolidated)

Particulars	No. of forms/votes	No. of Equity Shares of the nominal value of Rs. 2/- each (Vote)	% of valid forms / votes received
Total Valid Ballot & Electronic Votes received	91	6,10,27,518	100
Assented to the resolution	90	6,10,27,417	99.9999
dissented to the resolution	1	101	0.0001
Abstained to the resolution	--	--	--



1.4 Details of the voting result as per clause 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 of Ordinary Resolution passed for reappointment of Smt. Himmi Gupta as director liable to retire by rotation.

Resolution Required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	6,06,34,122	98,07,760	16.1753	98,07,760	--	100.0000	--
	Poll		5,08,26,362	83.8247	5,08,26,362	--	100.0000	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total (A)	6,06,34,122	6,06,34,122	100.0000	6,06,34,122	--	100.0000	--
Public Institutions	E-voting	20,23,800	3,57,420	17.6608	3,57,420	--	100.0000	--
	Poll		--	--	--	--	--	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total (B)	20,23,800	3,57,420	17.6608	3,57,420	--	100.0000	--
Public - Non Institutions	E-voting	1,82,81,381	29,174	0.1596	29,073	101	99.6538	0.3461
	Poll		6,802	0.0372	6,802	--	100.0000	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total (C)	1,82,81,381	35,976	0.1968	35,875	101	99.7193	0.2807
Total (A+B+C)		8,09,39,303	6,10,27,518	75.3991	6,10,27,417	101	99.9998	0.0002
** Votes invalid not included NIL shares								
***abstained from voting not included NIL shares								



3. ORDINARY RESOLUTION:

Approval of the Members is required by way of Ordinary Resolution under the provisions of Section 148 of the Companies Act, 2013, for approving remuneration of M/s R.J. Goel & Co., Cost Accountants appointed by Board for FY ending 31st March 2019.

1.1 Details of voting by ballot:

Particulars	No. of Forms	No. of Equity Shares of the nominal value of Rs. 2/- each (Vote)	% of valid votes received
Total valid Ballot Forms received	59	5,08,33,164	100
Assented to the resolution	59	5,08,33,164	100
dissented to the resolution	--	--	--

1.2 Details of E-voting:

Particulars	No. of forms	No. of Equity Shares of the nominal value of Rs. 2/- each (Vote)	% of valid votes received
Total Valid Electronic Votes received	32	1,01,94,354	100
Assented to the resolution	31	1,01,94,253	99.9999
dissented to the resolution	01	101	0.0001
Abstained to the resolution	--	--	--

1.3 Details of Ballot & E-voting (Consolidated)

Particulars	No. of forms / votes	No. of Equity Shares of the nominal value of Rs. 2/-each (Vote)	% of valid forms / votes received
Total Valid Ballot & Electronic Votes received	91	6,10,27,518	100
Assented to the resolution	90	6,10,27,417	99.9999
dissented to the resolution	1	101	0.0001
Abstained to the resolution	--	--	--



1.4 Details of the voting result as per clause 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 of Ordinary Resolution passed for approving remuneration M/s R. J. Goel & Co. appointed by Board as Cost Accountant for FY ending 31st March 2019.

Resolution Required:			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	6,06,34,122	98,07,760	16.1753	98,07,760	--	100.0000	--
	Poll		5,08,26,362	83.8247	5,08,26,362	--	100.0000	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total (A)	6,06,34,122	6,06,34,122	100.0000	6,06,34,122	--	100.0000	--
Public Institutions	E-voting	20,23,800	3,57,420	17.6608	3,57,420	--	100.0000	--
	Poll		--	--	--	--	--	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total (B)	20,23,800	3,57,420	17.6608	3,57,420	--	100.0000	--
Public -Non Institutions	E-voting	1,82,81,381	29,174	0.1596	29,073	101	99.6538	0.3461
	Poll		6,802	0.0372	6,802	--	100.0000	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total (C)	1,82,81,381	35,976	0.1968	35,875	101	99.7193	0.2807
Total (A+B+C)		8,09,39,303	6,10,27,518	75.3991	6,10,27,417	101	99.9998	0.0002
** Votes invalid not included NIL shares								
***abstained from voting not included NIL shares								



4. SPECIAL RESOLUTION:

Approval of the Members is required by way of Special Resolution under the provisions of Section 149 and 152 of the Companies Act, 2013, read with regulation 17(1A) of SEBI (Listing Obligation and Disclosure Requirements), 2015 for continuation of appointment of Shri J.S. Baijal as an Independent director till remaining term of office in the Company i.e. till next Annual General Meeting for FY ending 2018-19.

1.1 Details of voting by ballot:

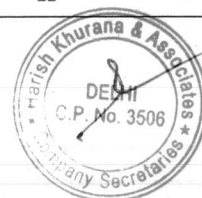
Particulars	No. of Forms	No. of Equity Shares of the nominal value of Rs. 2/- each (Vote)	% of valid votes received
Total valid Ballot Forms received	59	5,08,33,164	100
Assented to the resolution	59	5,08,33,164	100
dissented to the resolution	--	--	--

1.2 Details of E-voting:

Particulars	No. of forms	No. of Equity Shares of the nominal value of Rs. 2/- each (Vote)	% of valid votes received
Total Valid Electronic Votes received	32	1,01,94,354	100
Assented to the resolution	30	1,01,94,153	99.9980
dissented to the resolution	02	201	0.0002
Abstained to the resolution	--	--	--

1.3 Details of Ballot & E-voting (Consolidated)

Particulars	No. of forms/votes	No. of Equity Shares of the nominal value of Rs. 10each (Vote)	% of valid forms / votes received
Total Valid Ballot & Electronic Votes received	91	6,10,27,518	100
Assented to the resolution	89	6,10,27,317	99.9997
dissented to the resolution	2	201	0.0003
Abstained to the resolution	--	--	--



1.4 Details of the voting result as per clause 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 of Special Resolution passed for approving continuation of appointment of Shri J.S. Baijal as an Independent director.

Resolution Required:			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	6,06,34,122	98,07,760	16.1753	98,07,760	--	100.0000	--
	Poll		5,08,26,362	83.8247	5,08,26,362	--	100.0000	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total (A)	6,06,34,122	6,06,34,122	100.0000	6,06,26,362	--	100.0000	--
Public Institutions	E-voting	20,23,800	3,57,420	17.6608	3,57,420	--	100.0000	--
	Poll		--	--	--	--	--	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total (B)	20,23,800	3,57,420	17.6608	3,57,420	--	100.0000	--
Public - Non Institutions	E-voting	1,82,81,381	29,174	0.1596	28,973	201	99.3110	0.6889
	Poll		6,802	0.0372	6,802	--	100.0000	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total (C)	1,82,81,381	35,976	0.1968	35,775	201	99.4413	0.5587
Total (A+B+C)		8,09,39,303	6,10,27,518	75.3991	6,10,27,317	201	99.9997	0.0003
** Votes invalid not included NIL shares								
*** abstained from voting not included NIL shares								



5. **SPECIAL RESOLUTION:**

Approval of the Members is required by way of Special Resolution under the provisions of sec. 149 and 152 of the Companies Act, 2013, read with regulation 17(1A) of SEBI (Listing Obligation and Disclosure Requirements), 2015 for continuation of appointment of Shri M. Raghupathy as an Independent director till remaining term i.e. till next Annual General Meeting for FY ending 2018-19.

1.1 Details of voting by ballot:

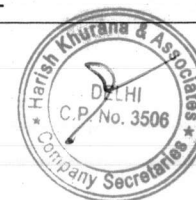
Particulars	No. of Forms	No. of Equity Shares of the nominal value of Rs. 2/- each (Vote)	% of valid votes received
Total valid Ballot Forms received	59	5,08,33,164	100
Assented to the resolution	59	5,08,33,164	100
dissented to the resolution	--	--	--

1.2 Details of E-voting:

Particulars	No. of forms	No. of Equity Shares of the nominal value of Rs. 2/- each (Vote)	% of valid votes received
Total Valid Electronic Votes received	32	1,01,94,354	100
Assented to the resolution	30	1,01,94,153	99.9980
dissented to the resolution	02	201	0.0002
Abstained to the resolution	--	--	--

1.3 Details of Ballot & E-voting (Consolidated)

Particulars	No. of forms/votes	No. of Equity Shares of the nominal value of Rs. 2/- each (Vote)	% of valid forms / votes received
Total Valid Ballot & Electronic Votes received	91	6,10,27,518	100
Assented to the resolution	89	6,10,27,317	99.9997
dissented to the resolution	2	201	0.0003
Abstained to the resolution	--	--	--



1.4 Details of the voting result as per clause 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 of Special Resolution passed for approving continuation of appointment of Shri M. Raghupathy as an Independent director.

Resolution Required:			Special Resolution					
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	6,06,34,122	98,07,760	16.1753	98,07,760	--	100.0000	--
	Poll		5,08,26,362	83.8247	5,08,26,362	--	100.0000	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total (A)	6,06,34,122	6,06,34,122	100	6,06,34,122	--	100.0000	--
Public Institutions	E-voting	20,23,800	3,57,420	17.6608	3,57,420	--	100.0000	--
	Poll		--	--	--	--	--	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total (B)	20,23,800	3,57,420	17.6608	3,57,420	--	100.0000	--
Public - Non Institutions	E-voting	1,82,81,381	29,174	0.1596	28,973	201	99.3110	0.6889
	Poll		6,802	0.0372	6,802	--	100.0000	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total (C)	1,82,81,381	35,976	0.1968	35,775	201	99.4413	0.5587
Total (A+B+C)		8,09,39,303	6,10,27,518	75.3991	6,10,27,317	201	99.9997	0.0003
** Votes invalid not included NIL shares								
*** abstained from voting not included NIL shares								



RECOMMENDATION: Items specified in the Notice of AGM has been passed with majority. You may accordingly declare the result of voting at the venue.

Place: Dalmiapuram

Date: 14-09-2018

**For Harish Khurana & Associate
Company secretaries**



**(Harish Khurana)
C. P. No. 3506**

BASIS OF ACCEPTANCE

A. Physical Ballot Form:

- Assent or dissent given by putting the tick mark in the column provided for that purpose has been considered only.
- Shareholders have assented or dissented without mentioning of number of shares, the entire shareholding has been considered.
- Shareholders have assented or dissented for less number of shares than his/her actual shareholding, the number of shares indicated has been considered.
- Shareholders have assented or dissented for more than his/her actual shareholding, the actual shareholding has been considered.

Place: Dalmiapuram

Date: 14-09-2018

**For Harish Khurana & Associates
Company secretaries**



**(Harish Khurana)
C.P. No. 3506**