



भारत हेवी इलेक्ट्रिकल्स लिमिटेड Bharat Heavy Electricals Limited

FROM: I.P. SINGH, COMPANY SECRETARY,
BHEL, SIRI FORT, NEW DELHI – 110049
CIN: L74899DL1964GOI004281

TO:

1. BSE LIMITED, MUMBAI
(Through BSE Listing Centre)
2. NATIONAL STOCK EXCHANGE OF INDIA LTD., MUMBAI
(Through NEAPS)

Sub: Proceedings of the 54th Annual General Meeting and Disclosure of Voting Results thereof

The 54th Annual General Meeting (AGM) of Bharat Heavy Electricals Limited (BHEL) was held on Wednesday, 19th September, 2018 at 10.00 AM at Manekshaw Centre, Parade Road, Khyber Lines, Delhi Cantt., Delhi. In terms of Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the proceeding of the 54th AGM of BHEL are enclosed as **Annexure-I**. Further, pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the details regarding voting results in the specified format are enclosed at **Annexure-II**.

No. AA/SCY/SEs
Date: 19.09.2018

(I.P. Singh)

Company Secretary
shareholderquery@bhel.in

Proceedings of the 54th Annual General Meeting of
Bharat Heavy Electricals Limited

The 54th Annual General Meeting (AGM) of Bharat Heavy Electricals Limited (BHEL) was held on Wednesday, 19th September, 2018 at 10.00 AM at Manekshaw Centre, Parade Road, Khyber Lines, Delhi Cantt., Delhi. Pursuant to Article 47 of the Articles of Association, Shri Atul Sobti, being the Chairman of the Board took the chair and conducted the proceedings of the meeting. The requisite quorum being present, Chairman called the meeting to order. The Chairman delivered his speech.

Chairman informed the shareholders that Ms. Ashu Gupta of M/s Ashu Gupta & Co., Practicing Company Secretary had been appointed by the Board to act as a Scrutinizer to scrutinize the remote e-voting as well as voting through ballot paper at the time of the AGM.

Chairman further informed that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facility to its shareholders, through M/s Karvy Computershare Private Limited, in respect of businesses to be transacted at the AGM. The remote e-voting commenced at 9 A.M. on Sunday, 16th September 2018 and ended at 5 P.M. on Tuesday, 18th September, 2018.

Chairman apprised that for those shareholders who could not exercise their vote through remote e-voting, the facility for voting through ballot paper has been provided at the meeting.

Company Secretary then read out all the 12 resolutions proposed to be passed at the meeting. Chairman explained the objectives & implications of each resolution to the shareholders. Chairman answered all the queries raised by the shareholders. Thereafter, voting through ballot paper was completed and ballot boxes were sealed by the Scrutinizer.

Chairman mentioned that the Consolidated Scrutinizer's Report shall be uploaded on the website of the Company as well as website of M/s Karvy Computershare Private Limited.

The following items as per the notice of the meeting were transacted at the AGM:

Ordinary Business

1. Adoption of Financial statements of the Company for the year ended 31st March, 2018 together with Directors' Report and Auditors' Report thereon
2. Declaration of Dividend for the financial year 2017-18
3. Re-appointment of Dr. Subhash Chandra Pandey (DIN: 01613073) who retires by rotation

4. Re-appointment of Shri Akhil Joshi (DIN: 06604954) who retires by rotation
5. Authorize the Board of Directors to fix the remuneration of the Auditors for the year 2018-19

Special Business

6. Ratification of Remuneration of Cost Auditors for financial year 2018-19
7. Appointment of Shri Desh Deepak Goel (DIN: 07739221) as Director
8. Appointment of Shri Ranjit Rae (DIN: 07942234) as Director
9. Appointment of Shri Subodh Gupta (DIN: 08113460) as Director
10. Appointment of Shri Pravin L. Agrawal (DIN: 05277383) as Director
11. Appointment of Shri S. Balakrishnan (DIN: 07804784) as Director
12. Amendment in Articles of Association by insertion of Article 5A regarding buy-back of shares

The Consolidated Scrutinizer's Report (enclosed) regarding voting results (through e-voting as well as ballot papers at AGM) was received and accordingly all the resolutions as set out in the notice were declared as passed with requisite majority.



Ashu Gupta & Co.

COMPANY SECRETARIES

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Consolidated Scrutinizer's Report

[Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Rule 20 & 21 of Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
Bharat Heavy Electricals Limited
Regd. Office: BHEL House, Siri Fort,
New Delhi-110049

Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting and voting through ballot paper pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014

I, Ashu Gupta, Practicing Company Secretary of Ashu Gupta & Co. was appointed as the scrutinizer by the Board of Directors of Bharat Heavy Electricals Limited (the Company) for the purpose of scrutinizing the remote e-voting process and voting through ballot paper at its 54th Annual General Meeting in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice dated 10th August, 2018 convening the Annual General Meeting of the Company held on 19th September, 2018 at 10 A.M. at Manekshaw Centre, Parade Road, Khyber Lines, Delhi Cantt., New Delhi - 110010.

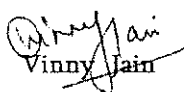
The management of the Company is responsible to ensure compliance with the provisions of the Companies Act, 2013 and rules made there-under relating to voting through electronic means & voting through ballot paper on the resolutions proposed in the notice of the 54th Annual General Meeting.

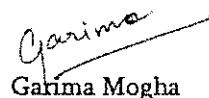
Our responsibility as scrutinizer is to ensure that the voting process through electronic means are conducted in a fair and transparent manner and render a consolidated scrutinizer's report of the total votes cast 'in favour' or 'against' if any, the resolution(s) stated in the notice to the Chairman of the Meeting, based on the reports generated from the electronic voting system, provided by M/s Karvy Computershare Private Limited (M/s Karvy's), the authorized agency engaged by the Company to provide facility of voting through electronic means.



In this regard, we hereby submit our consolidated report as under:

1. The shareholders of the Company holding shares on the "cut-off date" i.e. 12th September, 2018 were entitled to vote on the resolutions as set out in the notice of the 54th Annual General Meeting by remote e-voting or voting through ballot/polling paper at the AGM.
2. The remote e-voting period remained open from 16th September, 2018 (9:00 A.M) to 18th September, 2018 (5:00 P.M) and thereafter, the members who did not exercise their voting rights through remote e-voting, were entitled to vote at the Annual General Meeting through ballot paper. Accordingly, the Company had issued ballot papers to the members who attended the Meeting.
3. After the declaration of poll by the Chairman, two Ballot boxes kept for the purpose of voting through ballots, were locked in my presence with due identification marks placed by me.
4. Immediately after the conclusion of the meeting, the locked ballot boxes were opened in my presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company and RTA with respect to the authorizations/proxies lodged with the Company.
5. After conclusion of the meeting the votes cast through remote e-voting were unblocked on 19th September, 2018 around 11.35 A.M. in the presence of two witnesses Ms. Vinny Jain D/o Shri Vivek Jain and Ms. Garima Mogha D/o Shri Satish Kumar, who are not in the employment of the Company and who have signed below as confirmation to unblocking of the votes.


Vinny Jain


Garima Mogha

6. We have scrutinized the votes cast through electronic means and voting through ballot papers at the Annual General Meeting only for the purpose of this report.
Based on the reports generated from M/s Karvy's e-voting website and voting through ballot paper at the 54th AGM, the consolidated report on the voting on each resolution is as under:

We have observed that:

- a) 08 members had casted their vote through ballot at the meeting.
- b) 646 members had casted their vote through remote e-voting.



Resolution No. 1: Ordinary Resolution

Adoption of Financial statements of the Company for the financial year ended 31st March, 2018 together with the Directors' Report and Auditors' Report thereon.

a) Votes cast "in favour" of the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	624	3315009770	99.9971%
Voting at the AGM	08	5433	100%
Total	632	3315015203	99.9971%

b) Votes cast "against" the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	12	96008	0.0029%
Voting at the AGM	0	0	0%
Total	12	96008	0.0029%

c) Votes cast "abstained" the resolution:

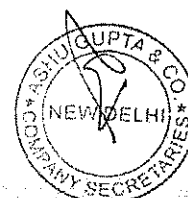
Mode of voting	Number of members who abstained their votes	Number of votes abstained
Remote e-voting	11	3895566
Voting at the AGM	0	0
Total	11	3895566

Resolution No. 2: Ordinary Resolution

Declaration of Dividend for the financial year 2017-18.

a) Votes cast "in favour" of the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	633	3318238617	100%
Voting at the AGM	08	5433	100%
Total	641	3318244050	100%



b) Votes cast "against" the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	07	575	0
Voting at the AGM	0	0	0
Total	07	575	0

c) Votes cast "Abstained" the resolution:

Mode of voting	Number of members who abstained their votes	Number of votes abstained
Remote e-voting	06	762374
Voting at the AGM	0	0
Total	06	762374

Resolution No. 3: Ordinary Resolution

Re-appointment of Dr. Subhash Chandra Pandey (DIN: 01613073) who retires by rotation.

a) Votes cast "in favour" of the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	362	3042696394	93.0942%
Voting at the AGM	08	5433	100%
Total	370	3042701827	93.0942%

b) Votes cast "against" the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	268	225710601	6.9058%
Voting at the AGM	0	0	0
Total	268	225710601	6.9058%

c) Votes cast "Abstained" the resolution:

Mode of voting	Number of members who abstained their votes	Number of votes abstained
Remote e-voting	19	34154576
Voting at the AGM	0	0
Total	19	34154576



Resolution No. 4: Ordinary Resolution

Re-appointment of Shri Akhil Joshi (DIN: 06604954) who retires by rotation.

a) Votes cast "in favour" of the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	372	3047411577	93.2384%
Voting at the AGM	08	5433	100%
Total	380	3047417010	93.2385%

b) Votes cast "against" the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	258	220995290	6.7615%
Voting at the AGM	0	0	0
Total	258	220995290	6.7615%

c) Votes cast "Abstained" the resolution:

Mode of voting	Number of members who abstained their votes	Number of votes abstained
Remote e-voting	21	34154701
Voting at the AGM	0	0
Total	21	34154701

Resolution No. 5: Ordinary Resolution

Authorize the Board of Directors to fix the remuneration of the Auditors for the year 2018-19.

a) Votes cast "in favour" of the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	607	3310488184	99.7664%
Voting at the AGM	07	5408	99.5398%
Total	614	3310493592	99.7664%

b) Votes cast "against" the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	31	7750586	0.2336%
Voting at the AGM	01	25	0.4602%
Total	32	7750611	0.2336%



c) Votes cast "Abstained" the resolution:

Mode of voting	Number of members who abstained their votes	Number of votes abstained
Remote e-voting	10	762824
Voting at the AGM	0	0
Total	10	762824

Resolution No. 6: Ordinary Resolution

Ratification of Remuneration of Cost Auditors for financial year 2018-19

a) Votes cast "in favour" of the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	620	3317497248	99.9776%
Voting at the AGM	08	5433	100%
Total	628	3317502681	99.9777%

b) Votes cast "against" the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	18	741627	- 0.0223%
Voting at the AGM	0	0	0
Total	18	741627	0.0223%

c) Votes cast "Abstained" the resolution:

Mode of voting	Number of members who abstained their votes	Number of votes abstained
Remote e-voting	09	762724
Voting at the AGM	0	0
Total	09	762724

Resolution No. 7: Ordinary Resolution

Appointment of Shri Desh Deepak Goel (DIN:07739221) as Director.

a) Votes cast "in favour" of the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	599	3307596046	99.6793%
Voting at the AGM	08	5433	100%
Total	607	3307601479	99.6793%



b) Votes cast "against" the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	32	10642265	0.3207%
Voting at the AGM	0	0	0
Total	32	10642265	0.3207%

c) Votes cast "Abstained" the resolution:

Mode of voting	Number of members who abstained their votes	Number of votes abstained
Remote e-voting	16	763300
Voting at the AGM	0	0
Total	16	763300

Resolution No. 8: Ordinary Resolution

Appointment of Shri Ranjit Rae (DIN: 07942234) as Director

a) Votes cast "in favour" of the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	600	3307595406	99.6793%
Voting at the AGM	08	5433	100%
Total	608	3307600839	99.6793%

b) Votes cast "against" the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	33	10642775	0.3207%
Voting at the AGM	0	0	0
Total	33	10642775	0.3207%

c) Votes cast "Abstained" the resolution:

Mode of voting	Number of members who abstained their votes	Number of votes abstained
Remote e-voting	14	763115
Voting at the AGM	0	0
Total	14	763115

Resolution No. 9: Ordinary Resolution

Appointment of Shri Subodh Gupta (DIN: 08113460) as Director.



a) Votes cast "in favour" of the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	381	3047163993	93.2309%
Voting at the AGM	08	5433	100%
Total	389	3047169426	93.2309%

b) Votes cast "against" the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	250	221242921	6.7691%
Voting at the AGM	0	0	0
Total	250	221242921	6.7691%

c) Votes cast "Abstained" the resolution:

Mode of voting	Number of members who abstained their votes	Number of votes abstained
Remote e-voting	21	34154715
Voting at the AGM	0	0
Total	21	34154715

Resolution No. 10: Ordinary Resolution

Appointment of Shri Pravin L. Agrawal (DIN: 05277383) as Director

a) Votes cast "in favour" of the resolution:

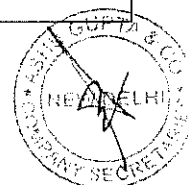
Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	356	3036351775	92.9001%
Voting at the AGM	08	5433	100%
Total	364	3036357208	92.9001%

b) Votes cast "against" the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	270	232055085	7.0999%
Voting at the AGM	0	0	0
Total	270	232055085	7.0999%

c) Votes cast "Abstained" the resolution:

Mode of voting	Number of members who abstained their votes	Number of votes abstained
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Remote e-voting	22	34154785
Voting at the AGM	0	0
Total	22	34154785

Resolution No. 11: Ordinary Resolution

Appointment of Shri S. Balakrishnan (DIN: 07804784) as Director.

a) Votes cast "in favour" of the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	384	3047418209	93.2386%
Voting at the AGM	08	5433	100%
Total	392	3047423642	93.2387%

b) Votes cast "against" the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	247	220988737	6.7613%
Voting at the AGM	0	0	0
Total	247	220988737	6.7613%

c) Votes cast "Abstained" the resolution:

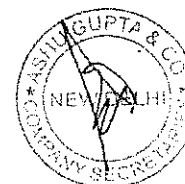
Mode of voting	Number of members who abstained their votes	Number of votes abstained
Remote e-voting	21	34154710
Voting at the AGM	0	0
Total	21	34154710

Resolution No. 12: Special Resolution

Amendment in Articles of Association by insertion of Article 5A regarding buy-back of shares.

a) Votes cast "in favour" of the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	627	3318699151	99.9999%
Voting at the AGM	08	5433	100%
Total	635	3318704584	99.9999%



b) Votes cast "against" the resolution:

Mode of voting	Number of members who cast their votes	Number of votes cast	% of total number of total votes cast
Remote e-voting	11	1802	0.0001%
Voting at the AGM	0	0	0
Total	11	1802	0.0001%

c) Votes cast "Abstained" the resolution:

Mode of voting	Number of members who abstained their votes	Number of votes abstained
Remote e-voting	09	300713
Voting at the AGM	0	0
Total	09	300713

Few Members voted through remote e-voting, both in favour of and against the resolution.

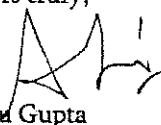
Based on the aforesaid results, we report that all Resolutions set out in the notice of the 54th Annual General Meeting dated 19th September, 2018 stand passed with requisite majority.

The Register to record the assent or dissent in respect of the votes cast by the members and all other papers relating to remote e-voting and voting at the AGM will remain in our custody until Chairman approves and signs the Minutes of the AGM and the same shall be handed over to the Chairman/Company Secretary for safe keeping.

The Company may accordingly declare the results of voting, as required.

Thanking you,

Yours truly,



Ashu Gupta

Practising company Secretary

Membership No- 4123

C.P. No. 6646



Date: 19/09/2018

Place: New Delhi

**Voting Results of the 54th Annual General Meeting of
Bharat Heavy Electricals Limited**

Date of Annual General Meeting :	19 th September, 2018
Total Number of Shareholders on Record Date:	4,90,767
No. of Shareholders present in the meeting either in person or through proxy:	Promoters and promoter Group: 1 {President of India through Shri Vijay Prasad Singh, Director –DHI) Public: 1041
No. of Shareholders attended the meeting through Video Conferencing :	Nil

AGENDA-WISE DISCLOSURE

Resolution No. 1: Adoption of Financial statements of the Company for the year ended 31st March, 2018 together with Directors' Report and Auditors' Report thereon

Resolution required:			Ordinary					
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	2315178000	2315178000	100	2315178000	0	100	0
	Poll		0	0	0	0	0	0
	Total	2315178000	2315178000	100	2315178000	0	100	0
Public-Institutions	E-Voting	1152197692	988772553	85.8162	988679249	93304	99.9906	0.0094
	Poll		0	0	0	0	0	0
	Total	1152197692	988772553	85.8162	988679249	93304	99.9906	0.0094
Public-Non Institutions	E-Voting	204024308	11155225	5.4676	11152521	2704	99.9758	0.0242
	Poll		5433	0.0027	5433	0	100	0
	Total	204024308	11160658	5.4703	11157954	2704	99.9758	0.0242
Total		3671400000	3315111211	90.2956	3315015203	96008	99.9971	0.0029

Resolution No. 2: Declaration of Dividend for the financial year 2017-18

Resolution required:			Ordinary					
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	2315178000	2315178000	100	2315178000	0	100	0
	Poll		0	0	0	0	0	0
	Total	2315178000	2315178000	100	2315178000	0	100	0
Public-Institutions	E-Voting	1152197692	991905436	86.0881	991905436	0	100	0
	Poll		0	0	0	0	0	0
	Total	1152197692	991905436	86.0881	991905436	0	100	0
Public-Non Institutions	E-Voting	204024308	11155756	5.4679	11155181	575	99.9948	0.0052
	Poll		5433	0.0027	5433	0	100	0
	Total	204024308	11161189	5.4705	11160614	575	99.9948	0.0052
Total		3671400000	3318244625	90.3809	3318244050	575	100	0

Resolution No. 3: Re-appointment of Dr. Subhash Chandra Pandey (DIN: 01613073) who retires by rotation

Resolution required:			Ordinary					
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	2315178000	2315178000	100	2315178000	0	100	0
	Poll		0	0	0	0	0	0
	Total	2315178000	2315178000	100	2315178000	0	100	0
Public-Institutions	E-Voting	1152197692	942073961	81.7632	716377859	225696102	76.0426	23.9574
	Poll		0	0	0	0	0	0
	Total	1152197692	942073961	81.7632	716377859	225696102	76.0426	23.9574
Public-Non Institutions	E-Voting	204024308	11155034	5.4675	11140535	14499	99.8700	0.1300
	Poll		5433	0.0027	5433	0	100	0
	Total	204024308	11160467	5.4702	11145968	14499	99.8701	0.1299
Total		3671400000	3268412428	89.0236	3042701827	225710601	93.0942	6.9058

Resolution No. 4: Re-appointment of Shri Akhil Joshi (DIN: 06604954) who retires by rotation

Resolution required:			Ordinary					
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	2315178000	2315178000	100	2315178000	0	100	0
	Poll		0	0	0	0	0	0
	Total	2315178000	2315178000	100	2315178000	0	100	0
Public-Institutions	E-Voting	1152197692	942073961	81.7632	721092818	220981143	76.5431	23.4569
	Poll		0	0	0	0	0	0
	Total	1152197692	942073961	81.7632	721092818	220981143	76.5431	23.4569
Public-Non Institutions	E-Voting	204024308	11154906	5.4674	11140759	14147	99.8732	0.1268
	Poll		5433	0.0027	5433	0	100	0
	Total	204024308	11160339	5.4701	11146192	14147	99.8732	0.1268
Total		3671400000	3268412300	89.0236	3047417010	220995290	93.2385	6.7615

Resolution No. 5: Authorize the Board of Directors to fix the remuneration of the Auditors for the year 2018-19

Resolution required:			Ordinary					
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	2315178000	2315178000	100	2315178000	0	100	0
	Poll		0	0	0	0	0	0
	Total	2315178000	2315178000	0	2315178000	0	100	0
Public-Institutions	E-Voting	1152197692	991905436	86.0881	984157798	7747638	99.2189	0.7811
	Poll		0	0	0	0	0	0
	Total	1152197692	991905436	86.0881	984157798	7747638	99.2189	0.7811
Public-Non Institutions	E-Voting	204024308	11155334	5.4676	11152386	2948	99.9736	0.0264
	Poll		5433	0.0027	5408	25	99.5398	0.4602
	Total	204024308	11160767	5.4703	11157794	2973	99.9734	0.0266
Total		3671400000	3318244203	90.3809	3310493592	7750611	99.7664	0.2336

Resolution No. 6: Ratification of Remuneration of Cost Auditors for financial year 2018-19

Resolution required:			Ordinary					
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	2315178000	2315178000	100	2315178000	0	100	0
	Poll		0	0	0	0	0	0
	Total	2315178000	2315178000	100	2315178000	0	100	0
Public-Institutions	E-Voting	1152197692	991905436	86.0881	991169136	736300	99.9258	0.0742
	Poll		0	0	0	0	0	0
	Total	1152197692	991905436	86.0881	991169136	736300	99.9258	0.0742
Public-Non Institutions	E-Voting	204024308	11155439	5.4677	11150112	5327	99.9522	0.0478
	Poll		5433	0.0027	5433	0	100	0
	Total	204024308	11160872	5.4704	11155545	5327	99.9523	0.0477
Total		3671400000	3318244308	90.3809	3317502681	741627	99.9777	0.0223

Resolution No. 7: Appointment of Shri Desh Deepak Goel (DIN: 07739221) as Director

Resolution required:			Ordinary					
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	2315178000	2315178000	100	2315178000	0	100	0
	Poll		0	0	0	0	0	0
	Total	2315178000	2315178000	100	2315178000	0	100	0
Public-Institutions	E-Voting	1152197692	991905436	86.0881	981272053	10633383	98.9280	1.0720
	Poll		0	0	0	0	0	0
	Total	1152197692	991905436	86.0881	981272053	10633383	98.9280	1.0720
Public-Non Institutions	E-Voting	204024308	11154875	5.4674	11145993	8882	99.9204	0.0796
	Poll		5433	0.0027	5433	0	100	0
	Total	204024308	11160308	5.4701	11151426	8882	99.9204	0.0796
Total		3671400000	3318243744	90.3809	3307601479	10642265	99.6793	0.3207

Resolution No. 8: Appointment of Shri Ranjit Rae (DIN: 07942234) as Director

Resolution required:			Ordinary					
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	2315178000	2315178000	100	2315178000	0	100	0
	Poll		0	0	0	0	0	0
	Total	2315178000	2315178000	100	2315178000	0	100	0
Public-Institutions	E-Voting	1152197692	991905436	86.0881	981272053	10633383	98.9280	1.0720
	Poll		0	0	0	0	0	0
	Total	1152197692	991905436	86.0881	981272053	10633383	98.9280	1.0720
Public-Non Institutions	E-Voting	204024308	11154745	5.4674	11145353	9392	99.9158	0.0842
	Poll		5433	0.0027	5433	0	100	0
	Total	204024308	11160178	5.4700	11150786	9392	99.9158	0.0842
Total		3671400000	3318243614	90.3809	3307600839	10642775	99.6793	0.3207

Resolution No. 9: Appointment of Shri Subodh Gupta (DIN: 08113460) as Director

Resolution required:			Ordinary					
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	2315178000	2315178000	100	2315178000	0	100	0
	Poll		0	0	0	0	0	0
	Total	2315178000	2315178000	100	2315178000	0	100	0
Public-Institutions	E-Voting	1152197692	942073961	81.7632	720840173	221233788	76.5163	23.4837
	Poll		0	0	0	0	0	0
	Total	1152197692	942073961	81.7632	720840173	221233788	76.5163	23.4837
Public-Non Institutions	E-Voting	204024308	11154953	5.4675	11145820	9133	99.9181	0.0819
	Poll		5433	0.0027	5433	0	100	0
	Total	204024308	11160386	5.4701	11151253	9133	99.9182	0.0818
Total		3671400000	3268412347	89.0236	3047169426	221242921	93.2309	6.7691

Resolution No. 10: Appointment of Shri Pravin L. Agrawal (DIN: 05277383) as Director

Resolution required:			Ordinary					
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	2315178000	2315178000	100	2315178000	0	100	0
	Poll		0	0	0	0	0	0
	Total	2315178000	2315178000	100	2315178000	0	100	0
Public-Institutions	E-Voting	1152197692	942073961	81.7632	710029818	232044143	75.3688	24.6312
	Poll		0	0	0	0	0	0
	Total	1152197692	942073961	81.7632	710029818	232044143	75.3688	24.6312
Public-Non Institutions	E-Voting	204024308	11154899	5.4674	11143957	10942	99.9019	0.0981
	Poll		5433	0.0027	5433	0	100	0
	Total	204024308	11160332	5.4701	11149390	10942	99.9020	0.0980
Total		3671400000	3268412293	89.0236	3036357208	232055085	92.9001	7.0999

Resolution No. 11: Appointment of Shri S. Balakrishnan (DIN: 07804784) as Director

Resolution required:			Ordinary					
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	2315178000	2315178000	100	2315178000	0	100	0
	Poll		0	0	0	0	0	0
	Total	2315178000	2315178000	100	2315178000	0	100	0
Public-Institutions	E-Voting	1152197692	942073961	81.7632	721092818	220981143	76.5431	23.4569
	Poll		0	0	0	0	0	0
	Total	1152197692	942073961	81.7632	721092818	220981143	76.5431	23.4569
Public-Non Institutions	E-Voting	204024308	11154985	5.4675	11147391	7594	99.9319	0.0681
	Poll		5433	0.0027	5433	0	100	0
	Total	204024308	11160418	5.4701	11152824	7594	99.9320	0.0680
Total		3671400000	3268412379	89.0236	3047423642	220988737	93.2387	6.7613

Resolution No. 12: Amendment in Articles of Association by insertion of Article 5A regarding buy-back of shares

Resolution required:			Special					
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	2315178000	2315178000	100	2315178000	0	100	0
	Poll		0	0	0	0	0	0
	Total	2315178000	2315178000	100	2315178000	0	100	0
Public-Institutions	E-Voting	1152197692	991905436	86.0881	991905436	0	100	0
	Poll		0	0	0	0	0	0
	Total	1152197692	991905436	86.0881	991905436	0	100	0
Public-Non Institutions	E-Voting	204024308	11617517	5.6942	11615715	1802	99.9845	0.0155
	Poll		5433	0.0027	5433	0	100	0
	Total	204024308	11622950	5.6968	11621148	1802	99.9845	0.0155
Total		3671400000	3318706386	90.3935	3318704584	1802	99.9999	0.0001