



usha martin

Usha Martin Limited

Regd. Office : 2A, Shakespeare Sarani, Kolkata - 700 071, India

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CIN : L31400WB1986PLC091621

Website : www.ushamartin.com

UML/SECT/

23rd September, 2017

The Secretary
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051
[Scrip Code: USHAMART]

The Secretary
The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai – 400 001
[Scrip Code: 517146]

Societe de la Bourse de Luxembourg
35A Boulevard Joseph II
L-1840, Luxembourg
[Scrip Code: US9173002042]

The Vice President
National Securities Depository Ltd
Trade World, 4th Floor
Kamala Mills Compound
Senapati Bapat Marg, Lower Parel
Mumbai – 400 013

Dear Sirs,

Sub: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Details of the voting results of the 31st Annual General Meeting (AGM) of the Company held on 21st September, 2017.

Pursuant to the provisions of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details regarding the voting results of the business transacted at the AGM in the prescribed format.

We are also enclosing the consolidated report of the Scrutinizer on e-voting and voting through ballot paper at the AGM. The same is also being uploaded on the Company's website.

Thanking you,

Yours faithfully,
For **Usha Martin Limited**


Shampa Ghosh Ray
Company Secretary

Encl: as above

Voting Results of 31st Annual General Meeting held on 21st September, 2017

Date of the AGM	21st September, 2017
Total number of shareholders on record date	51753
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	7
Public:	388
No. of shareholders attended the meeting through /video Conferencing:	
Promoters and Promoter Group:	NOT APPLICABLE
Public:	

Agenda-wise disclosure (to be disclosed separately for each agenda item)

Agenda No. 1: Adoption of the financial statements of the Company (both standalone and consolidated basis) for the year ended 31st March, 2017 together with the Directors' and Auditors' Report thereon.

Resolution required: (Ordinary/Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15,19,96,900	38,63,679	2.5419	38,63,679	-	100.0000	-
	Poll		5,87,21,872	38.6336	5,87,21,872	-	100.0000	-
	Total	15,19,96,900	6,25,85,551	41.1755	6,25,85,551	-	100.0000	-
Public- Institutions	E-Voting	3,80,72,858	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	3,80,72,858	-	-	-	-	-	-
Public- Non Institutions	E-Voting	11,46,72,022	78,76,513	6.8687	78,76,030	483	99.9939	0.0061
	Poll		1,74,89,510	15.2518	1,74,89,510	-	100.0000	-
	Total	11,46,72,022	2,53,66,023	22.1205	2,53,65,540	483	99.9981	0.0019
Total		30,47,41,780	8,79,51,574	28.8610	8,79,51,091	483	99.9995	0.0005



Agenda No. 2: Appointment of a Director in place of Mr. Basant Kumar Jhawar (DIN: 00086237), who retires by rotation and being eligible, offered himself for re-appointment.

Resolution required: (Ordinary/Special)				Ordinary				
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 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	15,19,96,900	70,53,736	4.6407	70,53,736	-	100.0000	-
	Poll		5,92,72,231	38.9957	5,92,72,231	-	100.0000	-
	Total	15,19,96,900	6,63,25,967	43.6364	6,63,25,967	-		
Public- Institutions	E-Voting	3,80,72,858	54,09,200	14.2075	54,09,200	-	100.0000	-
	Poll		-	-	-	-	-	-
	Total	3,80,72,858	54,09,200	14.2075	54,09,200		100.0000	-
Public- Non Institutons	E-Voting	11,46,72,022	78,79,713	6.8715	78,66,540	13,173	99.8328	0.1672
	Poll		1,76,42,770	15.3854	1,76,42,770	-	100.0000	-
	Total	11,46,72,022	2,55,22,483	22.2569	2,55,09,310	13,173	99.9484	0.0516
Total		30,47,41,780	9,72,57,650	31.9148	9,72,44,477	13,173	99.9865	0.0135



Agenda No. 3: Ratification of continuance of S R Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005) for the Financial Year 2017-18 and fixing their remuneration.

Resolution required: (Ordinary/Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15,19,96,900	38,63,679	2.5419	38,63,679	-	100.0000	-
	Poll		5,87,21,872	38.6336	5,87,21,872	-	100.0000	-
	Total	15,19,96,900	6,25,85,551	41.1755	6,25,85,551	-		
Public- Institutions	E-Voting	3,80,72,858	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	3,80,72,858	-	-	-	-	-	-
Public- Non Institutons	E-Voting	11,46,72,022	78,76,380	6.8686	78,73,055	3,325	99.9578	0.0422
	Poll		1,74,89,505	15.2518	1,74,89,505	-	100.0000	-
	Total	11,46,72,022	2,53,65,885	22.1204	2,53,62,560	3,325	99.9869	0.0131
Total		30,47,41,780	8,79,51,436	28.8610	8,79,48,111	3,325	99.9962	0.0038



Agenda No. 4: Appointment of Mrs. Aarthi Ramakrishnan [DIN: 07672826] as an Independent Director of the Company.

Resolution required: (Ordinary/Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15,19,96,900	38,63,679	2.5419	38,63,679	-	100.0000	-
	Poll		5,87,21,872	38.6336	5,87,21,872	-	100.0000	-
	Total	15,19,96,900	6,25,85,551	41.1755	6,25,85,551	-		
Public- Institutions	E-Voting	3,80,72,858		-		-	-	-
	Poll			-	-	-	-	-
	Total	3,80,72,858	-	-			-	-
Public- Non Institutons	E-Voting	11,46,72,022	78,75,213	6.8676	78,74,275	938	99.9881	0.0119
	Poll		1,74,89,510	15.2518	1,74,89,510	-	100.0000	-
	Total	11,46,72,022	2,53,64,723	22.1194	2,53,63,785	938	99.9963	0.0037
Total		30,47,41,780	8,79,50,274	28.8606	8,79,49,336	938	99.9989	0.0011



Agenda No. 5: Appointment of Mr. Mukesh Rohatgi [DIN: 00136067] as an Independent Director of the Company.

Resolution required: (Ordinary/Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15,19,96,900	38,63,679	2.5419	38,63,679	-	100.0000	-
	Poll		5,87,21,872	38.6336	5,87,21,872	-	100.0000	-
	Total	15,19,96,900	6,25,85,551	41.1755	6,25,85,551	-		
Public- Institutions	E-Voting	3,80,72,858	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	3,80,72,858	-	-	-	-	-	-
Public- Non Institutons	E-Voting	11,46,72,022	78,76,513	6.8687	78,75,708	805	99.9898	0.0102
	Poll		1,74,89,510	15.2518	1,74,89,510	-	100.0000	-
	Total	11,46,72,022	2,53,66,023	22.1205	2,53,65,218	805	99.9968	0.0032
Total		30,47,41,780	8,79,51,574	28.8610	8,79,50,769	805	99.9991	0.0009



Agenda No. 6: Ratification of remuneration payable to Cost Auditors of the Company for Financial Year ending 31st March 2018.

Resolution required: (Ordinary/Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15,19,96,900	38,63,679	2.5419	38,63,679	-	100.0000	-
	Poll		5,87,21,872	38.6336	5,87,21,872	-	100.0000	-
	Total	15,19,96,900	6,25,85,551	41.1755	6,25,85,551	-		
Public- Institutions	E-Voting	3,80,72,858	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	3,80,72,858	-	-	-	-	-	-
Public- Non Institutons	E-Voting	11,46,72,022	78,76,513	6.8687	78,71,958	4,555	99.9422	0.0578
	Poll		1,74,89,510	15.2518	1,74,89,510	-	100.0000	-
	Total	11,46,72,022	2,53,66,023	22.1205	2,53,61,468	4,555	99.9820	0.0180
Total		30,47,41,780	8,79,51,574	28.8610	8,79,47,019	4,555	99.9948	0.0052



Agenda No. 7: Approval of new Articles of Association of the Company and that such Articles of Association be adopted in substitution, and to the entire exclusion, of the Regulations contained in the existing Articles of Association of the Company.

Resolution required: (Ordinary/Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15,19,96,900	70,53,736	4.6407	38,63,679	31,90,057	54.7749	45.2251
	Poll		5,92,72,231	38.9957	5,87,21,872	5,50,359	99.0715	-
	Total	15,19,96,900	6,63,25,967	43.6364	6,25,85,551	37,40,416		
Public- Institutions	E-Voting	3,80,72,858	54,09,200	14.2075	-	54,09,200	-	100.0000
	Poll		-	-	-	-	-	-
	Total	3,80,72,858	54,09,200	14.2075	-	54,09,200	-	100.0000
Public- Non Institutons	E-Voting	11,46,72,022	73,65,213	6.4229	73,55,233	9,980	99.8645	0.1355
	Poll		1,76,42,770	15.3854	1,74,89,510	1,53,260	99.1313	0.8687
	Total	11,46,72,022	2,50,07,983	21.8083	2,48,44,743	1,63,240	99.3472	0.6528
Total		30,47,41,780	9,67,43,150	31.7459	8,74,30,294	93,12,856	90.3736	9.6264



A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practicing Company Secretary



A. K. LABH & Co.

Company Secretaries

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Website : www.aklabh.com

CONSOLIDATED SCRUTINIZER'S REPORT

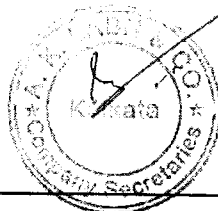
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

**The Chairman
of the 31st Annual General Meeting of
Usha Martin Limited
2A, Shakespeare Sarani
Kolkata – 700 071**

Dear Sir,

I, Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the 31st Annual General Meeting of the members of "**Usha Martin Limited**" ("**Company**") held on Thursday, 21st September, 2017 at "Vidya Mandir", 1, Moira Street, Kolkata-700017, at 11.30 A.M. for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated 30th May, 2017. My responsibility as a scrutinizer for remote e-voting and voting through physical ballots is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of National Services Depository Limited ("NSDL") and of voting through physical ballots as provided by MCS Share Transfer Agent Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.



A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practicing Company Secretary



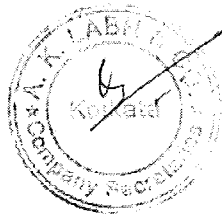
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I submit my report as under:

1. The remote e-voting period remained open from 9.00 A.M. IST on Monday, the 18th September, 2017 up to 5.00 P.M. IST on Wednesday, the 20th September, 2017.
2. The Shareholders holding shares as on the "cut off" date, i.e. 14th September, 2017 were entitled to vote on the proposed 7 (Seven) resolutions as mentioned in the notice dated 30th May, 2017 of the Annual General Meeting of the Company.
3. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
4. The locked ballot boxes were subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
5. The votes were unblocked on Thursday, the 21st September, 2017 around 03:10 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Ms. Sunayna Jaiswal, residing at 17, Karbala Tank Lane, Kolkata - 700006 and Ms. Amrita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata - 700050 who are not in employment of the Company.
6. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
7. The combined result of the remote e-voting [EVEN : 106720] and votes casted through physical ballot papers distributed at the AGM venue are as under:



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<A> ORDINARY BUSINESS:

a) Resolution 1

Adoption of the Financial Statements of the Company (both standalone and consolidated basis) for the year ended 31st March, 2017 together with the Directors' and Auditors' Reports thereon

(i) *Voted in favour of the Resolution:*

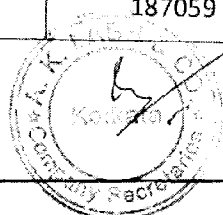
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	110	11739709	
Voting by ballot	34	76211382	
Total	144	87951091	99.9995%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	5	483	
Voting by ballot	0	0	
Total	5	483	0.0005%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	187059



A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
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b) Resolution 2

Appointment of a Director in place of Mr. Basant Kumar Jhavar (DIN: 00086237), who retires by rotation and being eligible, offers himself for re-appointment

(i) Voted in favour of the Resolution:

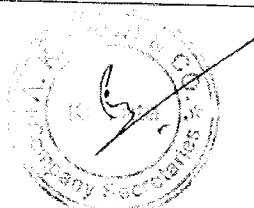
Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	108	20329476	
Voting by ballot	50	76915001	
Total	158	97244477	99.9865%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	19	13173	
Voting by ballot	0	0	
Total	19	13173	0.0135%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
20	63126663



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c) Resolution 3 : Ordinary Resolution

Ratification of appointment of auditors & fixing their remuneration

(i) *Voted in favour of the Resolution:*

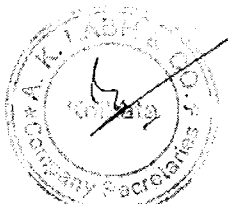
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	106	11736734	
Voting by ballot	33	76211377	
Total	139	87948111	99.9963%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	8	3325	
Voting by ballot	0	0	
Total	8	3325	0.0037%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	187059



A. K. LABH

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DIM, DHRD, PGHDSM, DIRPM
Practicing Company Secretary



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 SPECIAL BUSINESS:

d) Resolution 4 : Ordinary Resolution

Appointment of Mrs. Aarthi Ramakrishnan (DIN: 07672826) as an Independent Director of the Company

(i) *Voted in favour of the Resolution:*

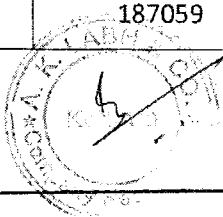
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	104	11737954	
Voting by ballot	34	76211382	
Total	138	87949336	99.9989%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	10	938	
Voting by ballot	0	0	
Total	10	938	0.0011%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	187059



A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practicing Company Secretary



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

e) Resolution 5 : Ordinary Resolution

Appointment of Mr. Mukesh Rohatgi (DIN: 00136067) as an Independent Director of the Company

(i) **Voted in favour of the Resolution:**

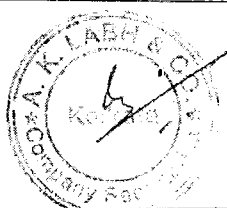
Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	106	11739387	
Voting by ballot	34	76211382	
Total	140	87950769	99.9991%

(ii) **Voted against the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	9	805	
Voting by ballot	0	0	
Total	9	805	0.0009%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	187059



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f) Resolution 6 : Ordinary Resolution

Ratification of remuneration payable to the Cost Auditors for Financial Year ending 31st March, 2018

(i) Voted in favour of the Resolution:

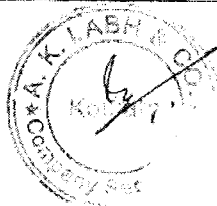
Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	104	11735637	
Voting by ballot	34	76211382	
Total	138	87947019	99.9948%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	11	4555	
Voting by ballot	0	0	
Total	11	4555	0.0052%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	187059



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g) Resolution 7 : Special Resolution

Approval of new Articles of Association of the Company and that such Articles of Association be adopted in substitution, and to the entire exclusion, of the Regulations contained in the existing Articles of Association of the Company

(i) *Voted in favour of the Resolution:*

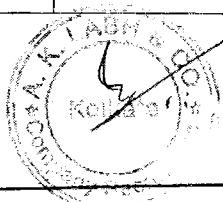
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	105	11218912	
Voting by ballot	34	76211382	
Total	139	87430294	90.3736%

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	23	8609237	
Voting by ballot	16	703619	
Total	39	9312856	9.6264%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
20	63126663



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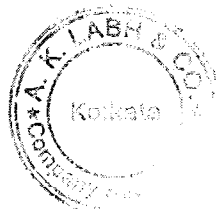
Website : www.aklabh.com

8. All the resolutions proposed hereinabove have been passed with requisite majority.
9. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly
For A. K. LABH & Co.
Company Secretaries

(CS A. K. LABH)
Practicing Company Secretary
FCS - 4848 / CP No. - 3238



Place: Kolkata
Dated: 22.09.2017

