



ENDURANCE
ENDURANCE TECHNOLOGIES LIMITED

[formerly known as Endurance Technologies Pvt. Ltd.]

E-92/93, M.I.D.C. Industrial Area, Waluj,
Dist. Aurangabad (M.S.)-431136, India
TEL: +91-240-2569600, 2554902, 2564595

FAX: +91-240-2569703

www.endurancegroup.com

CIN No. : L34102MH1999PLC123296

6th September, 2018

The Manager – Listing,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

The Manager – Listing,
National Stock Exchange of India Ltd.,
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E),
Mumbai - 400051

BSE Code: 540153

NSE Code: ENDURANCE

Sub: Summary of proceedings of the 19th Annual General Meeting (“AGM”) of the Company held on 6th September, 2018 and voting results together with Consolidated Report of Scrutiniser on voting through remote e-voting & ballot paper

Ref.: Regulation 30 [read with Part A(13) of Schedule III] and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

We inform you that the 19th AGM of the Members of the Company was held today i.e. 6th September, 2018 at 10.30 a.m. at Vivanta by Taj, 8-N-12, CIDCO, Dr. Rafiq Zakaria Marg, Rauza Bagh, Aurangabad – 431003, Maharashtra.

In this regard, please find enclosed the following:

1.	Proceedings of 19 th AGM pursuant to Regulation 30 [read with Part A(13) of Schedule III] of the Listing Regulations.	Annexure – I
2.	Voting Results of the 19 th AGM pursuant to Regulation 44 of the Listing Regulations.	Annexure – II
3.	Consolidated Report of the Scrutiniser, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, dated 6 th September, 2018, on remote e-voting and voting through ballot paper at the 19 th AGM.	Annexure – III

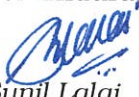
The above information will be made available on the Company’s website www.endurancegroup.com and the voting results will be made available on the website of Central Depository Services (India) Limited at www.evotingindia.com.

You are requested to kindly take note of the same.

Thanking you,

Yours faithfully,

For **Endurance Technologies Limited**


Sunil Lalai

Company Secretary and Vice President – Legal

Enclosed above.



REGD. OFFICE : E-92, M.I.D.C. INDUSTRIAL AREA, WALUJ, AURANGABAD - 431136 (MAHARASHTRA), INDIA
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EMAIL : corporate@endurance.co.in

Proceedings of Nineteenth Annual General Meeting held on 6th September, 2018

The Nineteenth Annual General Meeting ("AGM") of the Members of Endurance Technologies Limited was held on Thursday, 6th September, 2018, at Vivanta by Taj, 8-N-12, CIDCO, Dr. Rafiq Zakaria Marg, Rauza Bagh, Aurangabad - 431001, Maharashtra. The AGM commenced at 10.30 a.m.

- A. Mr. Naresh Chandra presided as Chairman of the meeting.
- B. The Chairman welcomed the Members at the AGM of the Company.
- C. After ascertaining that requisite quorum was present, the Chairman called the meeting to order.
- D. The Chairman then introduced the Board members on the dais and confirmed the presence of Mr. Partho Datta, Independent Director and Chairman of the Audit Committee, Mr. Soumendra Basu, Independent Director and Chairman of the Nomination and Remuneration Committee and Ms. Anjali Seth, Independent Director and Chairperson of the Stakeholders' Relationship Committee.

He informed that Mr. Massimo Venuti, Non-Executive Director has sought leave of absence owing to certain business exigencies.

The Chairman further confirmed the presence of representatives of statutory auditors M/s. S R B C & Co. LLP and Mr. Sachin Bhagwat, Secretarial Auditor of the Company.

He further informed the Members that Mr. Bhagwat was also the Scrutiniser to ensure that the voting process at the AGM, was conducted in accordance with law and in a fair and transparent manner.

- E. Thereafter, the Chairman informed the Members about the statutory registers and other records *viz.* Register of Directors & Key Managerial Personnel, Register of Contracts, Register of Proxies, Notice of AGM and other documents referred therein are available for inspection during the meeting.
- F. Considering that the Notice of the AGM had been sent to all the Members within the statutory period, the same was taken as read with the permission of Members present.
- G. Since there were no qualifications, observations or comments in the Statutory Auditors' report and in the Secretarial Auditor's report, the same were not read in terms of Section 145 of the Companies Act, 2013 ("Act").
- H. Thereafter, the Chairman informed that the Company had provided the Members the facility to cast their vote(s) electronically, on all the resolutions set forth in the Notice of AGM. Members, who were present at the meeting and had not cast their vote(s) electronically, could cast their votes at the end of the meeting through ballot paper.
- I. The Chairman then requested Mr. Anurang Jain, Managing Director of the Company to give an overview on the Company's performance.
- J. Mr. Anurang Jain, Managing Director shared his views on the Company's domestic and overseas operations, financial performance and achievements of



**ANNEXURE - I**

the Company during the FY 2017-18 and first quarter of the financial year 2018-19.

- K. The Chairman then moved all the resolutions as set out in the Notice of AGM giving brief on each item, except item no. 6, in which the Chairman and the Managing director were interested.

In terms of the provisions of Section 184 of the Act, Mr. Naresh Chandra, Chairman declared that he and Mr. Anurang Jain, Managing Director, were interested in the resolution at item no. 6.

With the permission of Members present, Mr. Partho Datta was elected as the Chairman to preside the meeting for resolution at item no. 6. Accordingly, Mr. Partho Datta moved the proposal at item no. 6 pertaining to continuation of Mr. Naresh Chandra as Non-executive Chairman of the Company with effect from 1st April, 2019.

Thereafter, Mr. Datta handed over the proceedings of the meeting to Mr. Naresh Chandra, who resumed as Chairman of the meeting.

- L. Queries raised by the Members relating to the Company were satisfactorily answered by the Managing Director.
- M. Thereafter, the Chairman thanked all the Members for their participation at the AGM.
- N. The Chairman requested the Members, who had not opted for remote e-voting, to cast their votes on all resolutions through ballot paper.
- O. The following items of business as set out in the Notice of AGM, were transacted and approved by the Members with requisite majority:

Ordinary Business:

1. Adoption of the audited standalone and consolidated financial statements of the Company for the financial year ended 31st March, 2018 together with the reports of the Board of Directors and Auditors' thereon.
2. Declaration of dividend of Rs. 4 per equity share having face value of Rs. 10/- each (40%) for the financial year ended 31st March, 2018.
3. Re-appointment of Mr. Satrajit Ray (DIN: 00191467) as a Director liable to retire by rotation.

Special Business:

4. Amendments to Articles of Association of the Company.
5. Ratification of remuneration payable to Cost Auditor for audit of cost records for the FY 2018-19.
6. Continuation of Mr. Naresh Chandra (DIN: 00027696), who has attained the age of 83 (Eighty-three) years, as Non-executive Chairman of the Company with effect from 1st April, 2019.
7. Determination of fees for delivery of any document through a particular mode of delivery, to a Member.

The meeting concluded at 11.05 a.m. with vote of thanks to the Chair.



Voting Results of the AGM pursuant to Regulation 44 of the Listing Regulations.

Resolution Required : (Ordinary)			1 - To consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended 31 st March, 2018, together with the reports of the Board of Directors and Auditors' thereon.					
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	116,049,824	116,049,824	100.0000	116,049,824	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		116,049,824	100.0000	116,049,824	0	100.0000	0.0000
Public Institutions	E-Voting	21,376,094	17,033,713	79.6858	17,033,713	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17,033,713	79.6858	17,033,713	0	100.0000	0.0000
Public Non Institutions	E-Voting	3,236,930	867,427	26.7978	867,397	30	99.9965	0.0035
	Poll		1,395	0.0431	1,395	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		868,822	26.8409	868,792	30	99.9965	0.0035
Total		140,662,848	133,952,359	95.2294	133,952,329	30	100.0000	0.0000



Resolution Required : (Ordinary)			2 – To declare dividend on 140,662,848 equity shares at the rate of Rs. 4 per equity share of face value Rs. 10 each fully paid up for the financial year ended 31 st 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 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	116,049,824	116,049,824	100.0000	116,049,824	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		116,049,824	100.0000	116,049,824	0	100.0000	0.0000
Public Institutions	E-Voting	21,376,094	17,033,713	79.6858	17,033,713	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17,033,713	79.6858	17,033,713	0	100.0000	0.0000
Public Non Institutions	E-Voting	3,236,930	869,079	26.8489	869,024	55	99.9937	0.0063
	Poll		1,395	0.0431	1,395	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		870,474	26.8920	870,419	55	99.9937	0.0063
Total		140,662,848	133,954,011	95.2306	133,953,956	55	100.0000	0.0000



Resolution Required : (Ordinary)			3 – Re-appointment of Mr. Satrajit Ray (DIN: 00191467) as a Director liable to retire by rotation.					
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	116,049,824	116,049,824	100.0000	116,049,824	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		116,049,824	100.0000	116,049,824	0	100.0000	0.0000
Public Institutions	E-Voting	21,376,094	17,033,713	79.6858	16,932,713	101000	99.4071	0.5929
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17,033,713	79.6858	16,932,713	101000	99.4071	0.5929
Public Non Institutions	E-Voting	3,236,930	869,079	26.8489	869,079	0	100.0000	
	Poll		1,395	0.0431	1,395	0	100.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		870,474	26.8920	870,474	0	100.0000	0.0000
Total		140,662,848	133,954,011	95.2306	133,853,011	101000	99.9246	0.0754



Resolution Required : (Special)			4 - Amendments to Articles of Association 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 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	116,049,824	116,049,824	100.0000	116,049,824	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		116,049,824	100.0000	116,049,824	0	100.0000	0.0000
Public Institutions	E-Voting	21,376,094	17,033,713	79.6858	17,033,713	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17,033,713	79.6858	17,033,713	0	100.0000	0.0000
Public Non Institutions	E-Voting	3,236,930	869,079	26.8489	869,079	30	99.9965	0.0035
	Poll		1,395	0.0431	1,395	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		870,474	26.8920	870,474	30	99.9966	0.0034
Total		140,662,848	133,954,011	95.2306	133,953,981	30	100.0000	0.0000



Resolution Required : (Ordinary)			5 – Ratification of remuneration payable to Cost Auditor for audit of cost records for the FY 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 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	116,049,824	116,049,824	100.0000	116,049,824	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		116,049,824	100.0000	116,049,824	0	100.0000	0.0000
Public Institutions	E-Voting	21,376,094	17,033,713	79.6858	17,033,713	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17,033,713	79.6858	17,033,713	0	100.0000	0.0000
Public Non Institutions	E-Voting	3,236,930	869,079	26.8489	869,079	0	100.0000	0.0000
	Poll		1,395	0.0431	1,395	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		870,474	26.8920	870,474	0	100.0000	0.0000
Total		140,662,848	133,954,011	95.2306	133,954,011	0	100.0000	0.0000



ANNEXURE - II



Resolution Required : (Special)			6 - Continuation of Mr. Naresh Chandra (DIN: 00027696), who has attained the age of 83 (Eighty-three) years, to hold office as Non-executive Chairman of the Company with effect from 1 st April, 2019.					
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	116,049,824	116,049,824	100.0000	116,049,824	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		116,049,824	100.0000	116,049,824	0	100.0000	0.0000
Public Institutions	E-Voting	21,376,094	16,788,720	78.5397	12,882,584	3,906,136	76.7336	23.2664
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		16,788,720	78.5397	12,882,584	3,906,136	76.7336	23.2664
Public Non Institutions	E-Voting	3,236,930	869,079	26.8489	868,949	130	99.9850	0.0150
	Poll		1,395	0.0431	1,395	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		870,474	26.8920	870,344	130	99.9851	0.0149
Total		140,662,848	133,709,018	95.0564	129,802,752	3,906,266	97.0785	2.9215



ANNEXURE – II



Resolution Required : (Ordinary)			7 - Determination of fees for delivery of any document through a particular mode of delivery to a member.					
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	116,049,824	116,049,824	100.0000	116,049,824	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		116,049,824	100.0000	116,049,824	0	100.0000	0.0000
Public Institutions	E-Voting	21,376,094	16,444,833	76.931	12,184,156	4,260,677	74.0911	25.9089
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		16,444,833	76.931	12,184,156	4,260,677	74.0911	25.9089
Public Non Institutions	E-Voting	3,236,930	869,079	26.8489	867,337	1,742	99.7996	0.2004
	Poll		1,395	0.0431	1,395	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		870,474	26.8920	868,732	1,742	99.7999	0.2001
Total		140,662,848	133,365,131	94.8119	129,102,712	4,262,419	96.8039	3.1961



Scrutinizer's Report - Combined

To,
The Chairman of Nineteenth Annual General Meeting
of the Equity Shareholders of **Endurance Technologies Limited**
held on 6th September, 2018
at Vivanta by Taj, 8-N-12, CIDCO, Dr. Rafiq Zakaria Marg, Rauza Bagh,
Aurangabad 431003.

Dear Sir,

1. I, Sachin Bhagwat, Practising Company Secretary was appointed as a Scrutinizer by the Board of Directors of Endurance Technologies Limited ("the Company") for the purpose of :

(a) scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 ("the 2013 Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") for all the resolutions contained in the notice of the Annual General Meeting ("AGM"); and

(b) scrutinizing the votes cast by Ballot papers at the AGM for all the resolutions contained in the notice of the AGM.

2. As required, I submit herewith my **combined report** on the results of remote e-voting together with that of voting conducted by Ballot papers at the AGM, as under:-

ORDINARY BUSINESS**Item No. 1 - Ordinary Resolution**

To consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended 31st March, 2018, together with the reports of the Board of Directors and Auditors thereon.

	Number of ballots	Number of votes	Percentage of total votes	Result
Votes in favour of the resolution	193	133952329	100%	Passed with requisite majority
Votes against the resolution	1	30	Negligible	
Total	194	133952359	100%	

Abstained votes

Number of ballots	Number of e-vote(s)
1	1652

Invalid Votes

Number of ballots	Number of votes
0	0

Item No. 2 - Ordinary Resolution

To declare dividend on 140,662,848 equity shares at the rate of ₹ 4 per equity share of face value ₹ 10 each fully paid up for the financial year ended 31st March, 2018.

	Number of ballots	Number of votes	Percentage of total votes	Result
Votes in favour of the resolution	193	133953956	100%	Passed with requisite majority
Votes against the resolution	2	55	Negligible	
Total	195	133954011	100%	

Abstained votes

Number of ballots	Number of e-vote(s)
0	0

Invalid Votes

Number of ballots	Number of votes
0	0

Item No. 3 - Ordinary Resolution

To appoint a director in place of Mr. Satrajit Ray (DIN 00191467), who retires by rotation, in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

	Number of ballots	Number of votes	Percentage of total votes	Result
Votes in favour of the resolution	193	133853011	99.9246%	Passed with requisite majority
Votes against the resolution	2	101000	0.0754%	
Total	195	133954011	100%	

Abstained votes

Number of ballots	Number of e-vote(s)
0	0

Invalid Votes

Number of ballots	Number of votes
0	0

SPECIAL BUSINESS

Item No. 4 - Special Resolution

Amendments to Articles of Association of the Company.

	Number of ballots	Number of votes	Percentage of total votes	Result
Votes in favour of the resolution	194	133953981	100%	Passed with requisite majority
Votes against the resolution	1	30	Negligible	
Total	195	133954011	100%	

Abstained votes

Number of ballots	Number of e-vote(s)
0	0

Invalid Votes

Number of ballots	Number of votes
0	0

Item No. 5 - Ordinary Resolution

Ratification of remuneration payable to Cost Auditor for the FY 2018-19.

	Number of ballots	Number of votes	Percentage of total votes	Result
Votes in favour of the resolution	195	133954011	100%	Passed unanimously
Votes against the resolution	0	0	0	
Total	195	133954011	100%	

Abstained votes

Number of ballots	Number of e-vote(s)
0	0

Invalid Votes

Number of ballots	Number of votes
0	0

Item No. 6 - Special Resolution

Continuation of Mr. Naresh Chandra (DIN: 00027696), who has attained the age of 83 (Eighty-three) years, to hold office as Non-executive Chairman of the Company with effect from 1st April, 2019.

	Number of ballots	Number of votes	Percentage of total votes	Result
Votes in favour of the resolution	129	129802752	97.0785%	Passed with requisite majority
Votes against the resolution	62	3906266	2.9215%	
Total	191	133709018	100%	

Abstained votes

Number of ballots	Number of e-vote(s)
4	244993

Invalid Votes

Number of ballots	Number of votes
0	0

Item No. 7 - Ordinary Resolution

Determination of fees for delivery of any document through a particular mode of delivery to a member.

	Number of ballots	Number of votes	Percentage of total votes	Result
Votes in favour of the resolution	183	129102712	96.8039%	Passed with requisite majority
Votes against the resolution	7	4262419	3.1961%	
Total	190	133365131	100%	

Abstained votes

Number of ballots	Number of e-vote(s)
5	588880

Invalid Votes


Number of ballots	Number of votes
0	0

Thanking You,
Yours faithfully,


CS Sachin Bhagwat
Practicing Company Secretary
Membership No: ACS 10189
CP No.: 6029



Countersigned by :
For Endurance Technologies Limited


Sunil Lalai
Company Secretary and Vice President -
Legal

Place: Aurangabad
Date: 6th September 2018