



Ref: CEL/NSEBSE/AGM/13082019

13<sup>th</sup> August, 2019

To,

Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051	Department of Corporate Services - Listing BSE Limited P. J. Towers, Dalal Street, Mumbai – 400 001
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**Re: Scrip Symbol: CENTUM/ Scrip Code: 517544**

Dear Sir/ Madam,

**Sub: Proceedings, Voting Results & Scrutinizer's Report of the Twenty Sixth Annual General Meeting**

The Twenty Sixth Annual General Meeting of the Company was held as scheduled today, i.e. August 13, 2019 at 11:00 a.m. at Chambers Hall, Hotel 'Radisson Blu Atria Bengaluru', No.1, Palace Road, Bengaluru - 560 001.

Mr. S.P. Nagarajan, Practicing Company Secretary was the scrutinizer for the E-voting and Instapoll and based on his report, all the resolutions were duly passed with requisite majority.

We are enclosing the following relating to the Twenty Sixth Annual General Meeting:

- Proceedings of the Annual General Meeting.
- Voting results (E-voting & Instapoll) of the Resolutions passed pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The report of the Scrutinizer on the voting results (E-voting & Instapoll) pursuant to provisions of Sections 108 and 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014.

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**Centum Electronics Limited**

# 44, KHB Industrial Area, Yelahanka New Town, Bangalore - 560 106, Karnataka, India

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CIN - L85110KA1993PLC013869



Kindly acknowledge the receipt of the same.

Yours faithfully,  
For **Centum Electronics Limited**

**Nagaraj K V**  
**Company Secretary & Compliance Officer**

Encl: as above

**CENTUM ELECTRONICS LIMITED**

**PROCEEDINGS OF THE 26<sup>TH</sup> ANNUAL GENERAL MEETING**

The Company had availed E-voting facility from M/s Karvy Fintech Private Limited to enable Shareholders to vote in electronic form & Instapoll was conducted at the venue of the Meeting. This is in accordance with the provisions of Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Shareholders raised queries in the meeting which were answered by the Chairman.

Sl No.	Description	Details				
1	Date of AGM	13-08-2019				
2	Cut-off date	07-08-2019				
3	Total number of Shareholders on cut-off date	7781				
4	No of Shareholders present in the meeting either in person or through proxy	67				
	<b>Shareholders</b>	<b>Present in person</b>	<b>Present through proxy</b>	<b>Total</b>	<b>Shares</b>	<b>% to capital</b>
	Promoter and Promoter Group	4	0	4	7563794	58.70
	Public	63	0	63	596789	4.63
	Total	67	0	67	8160583	63.33
5	No. of Shareholders attended the meeting through Video Conferencing: <b>NA</b> No Video Conferencing facility was made available.					

**DETAILS OF RESOLUTIONS PASSED AS PER THE AGM NOTICE:**

Resolution No	Description of the Resolutions passed	Mode of Voting	Result of Voting
1	Adoption of Financial Statements and Reports thereon for the financial year ended 31 <sup>st</sup> March, 2019. (Ordinary Resolution)	E Voting & Instapoll	Resolution passed with Requisite Majority
2	Declaration of Dividend. (Ordinary Resolution)	E Voting & Instapoll	Resolution passed with Requisite Majority





3	Re-appointment of Dr. Swarnalatha Mallavarapu, as a Director liable to retire by rotation. (Ordinary Resolution)	E Voting & Instapoll	Resolution passed with Requisite Majority
4	Approval of remuneration payable to M/s K.S. Kamalakara & Co., Cost Accountants, appointed as Cost Auditors for the financial year 2019-20. (Ordinary Resolution)	E Voting & Instapoll	Resolution passed with Requisite Majority
5	Reappointment of Mr. Pranav Kumar N Patel (DIN: 06784801) as an Independent Director of the Company. (Special Resolution)	E Voting & Instapoll	Resolution passed with Requisite Majority
6	Reappointment of Mr. S. Krishnan (DIN: 01807344) as an Independent Director of the Company. (Special Resolution)	E Voting & Instapoll	Resolution passed with Requisite Majority

For CENTUM ELECTRONICS LIMITED

  
Nagaraj K V  
Company Secretary

**DETAILS OF RESOLUTIONS PASSED THROUGH E-VOTING & INSTAPOLL:**

Resolution ID	Category	Shares Held (1)	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
<b>Resolution 1: Adoption of Financial Statements and Reports thereon for the financial year ended 31<sup>st</sup> March, 2019. (Ordinary Resolution)</b>								
<b>Whether promoter/ promoter group are interested in the agenda/resolution?: No</b>								
<b>Mode of Voting : E – Voting</b>								
1	Promoter and Promoter group	75,76,478	75,76,478	100.0000	75,76,478	0	100.0000	0.0000
1	Public – Institutional Holders	11,60,732	9,99,199	86.0835	9,99,199	0	100.0000	0.0000
1	Public-Others	41,47,571	2,17,944	5.2547	2,17,944	0	100.0000	0.0000
1	<b>Total</b>	<b>1,28,84,781</b>	<b>87,93,621</b>	<b>68.2481</b>	<b>87,93,621</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Mode of Voting : Instapoll</b>								
1	Promoter and Promoter group	75,76,478	0	0	0	0	0.0000	0.0000
1	Public – Institutional Holders	11,60,732	0	0	0	0	0.0000	0.0000
1	Public-Others	41,47,571	3,58,745	8.6495	3,58,745	0	100.0000	0.0000
1	<b>Total</b>	<b>1,28,84,781</b>	<b>3,58,745</b>	<b>2.7842</b>	<b>3,58,745</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Mode of Voting : E – Voting &amp; Instapoll (Consolidated)</b>								
1	Promoter and Promoter group	75,76,478	75,76,478	100.0000	75,76,478	0	100.0000	0.0000
1	Public – Institutional Holders	11,60,732	9,99,199	86.0835	9,99,199	0	100.0000	0.0000
1	Public-Others	41,47,571	5,76,689	13.9042	5,76,689	0	100.0000	0.0000
1	<b>Total</b>	<b>1,28,84,781</b>	<b>91,52,366</b>	<b>71.0324</b>	<b>91,52,366</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>





Resolution ID	Category	Shares Held (1)	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
<b>Resolution 2: Declaration of Dividend. (Ordinary Resolution)</b>								
<b>Whether promoter/ promoter group are interested in the agenda/resolution?: No</b>								
<b>Mode of Voting : E - Voting</b>								
2	Promoter and Promoter group	75,76,478	75,76,478	100.0000	75,76,478	0	100.0000	0.0000
2	Public – Institutional Holders	11,60,732	9,99,199	86.0835	9,99,199	0	100.0000	0.0000
2	Public-Others	41,47,571	2,17,944	5.2547	2,17,944	0	100.0000	0.0000
2	<b>Total</b>	<b>1,28,84,781</b>	<b>87,93,621</b>	<b>68.2481</b>	<b>87,93,621</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Mode of Voting : Instapoll</b>								
2	Promoter and Promoter group	75,76,478	0	0	0	0	0.0000	0.0000
2	Public – Institutional Holders	11,60,732	0	0	0	0	0.0000	0.0000
2	Public-Others	41,47,571	3,58,745	8.6495	3,58,745	0	100.0000	0.0000
2	<b>Total</b>	<b>1,28,84,781</b>	<b>3,58,745</b>	<b>8.6495</b>	<b>3,58,745</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Mode of Voting : E – Voting &amp; Instapoll (Consolidated)</b>								
2	Promoter and Promoter group	75,76,478	75,76,478	100.0000	75,76,478	0	100.0000	0.0000
2	Public – Institutional Holders	11,60,732	9,99,199	86.0835	9,99,199	0	100.0000	0.0000
2	Public-Others	41,47,571	5,76,689	13.9042	5,76,689	0	100.0000	0.0000
2	<b>Total</b>	<b>1,28,84,781</b>	<b>91,52,366</b>	<b>71.0324</b>	<b>91,52,366</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



Resolution ID	Category	Shares Held (1)	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
<b>Resolution 3: Re-appointment of Dr. Swarnalatha Mallavarapu, as a Director liable to retire by rotation. (Ordinary Resolution)</b>								
<b>Whether promoter/ promoter group are interested in the agenda/resolution?: No</b>								
<b>Mode of Voting : E - Voting</b>								
3	Promoter and Promoter group	75,76,478	75,76,478	100.0000	75,76,478	0	100.0000	0.0000
3	Public – Institutional Holders	11,60,732	9,99,199	86.0835	9,99,199	0	100.0000	0.0000
3	Public-Others	41,47,571	2,17,944	5.2547	2,17,944	0	100.0000	0.0000
3	<b>Total</b>	<b>1,28,84,781</b>	<b>87,93,621</b>	<b>68.2481</b>	<b>87,93,621</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Mode of Voting : Instapoll</b>								
3	Promoter and Promoter group	75,76,478	0	0	0	0	0.0000	0.0000
3	Public – Institutional Holders	11,60,732	0	0	0	0	0.0000	0.0000
3	Public-Others	41,47,571	3,58,745	8.6495	3,58,745	0	100.0000	0.0000
3	<b>Total</b>	<b>1,28,84,781</b>	<b>3,58,745</b>	<b>8.6495</b>	<b>3,58,745</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Mode of Voting : E – Voting &amp; Instapoll (Consolidated)</b>								
3	Promoter and Promoter group	75,76,478	75,76,478	100.0000	75,76,478	0	100.0000	0.0000
3	Public – Institutional Holders	11,60,732	9,99,199	86.0835	9,99,199	0	100.0000	0.0000
3	Public-Others	41,47,571	5,76,689	13.9042	5,76,689	0	100.0000	0.0000
3	<b>Total</b>	<b>1,28,84,781</b>	<b>91,52,366</b>	<b>71.0324</b>	<b>91,52,366</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



Resolution ID	Category	Shares Held (1)	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
<b>Resolution 4: Approval of remuneration payable to M/s K.S. Kamalakara &amp; Co., Cost Accountants, appointed as Cost Auditors for the financial year 2019-20. (Ordinary Resolution)</b>								
<b>Whether promoter/ promoter group are interested in the agenda/resolution?: No</b>								
<b>Mode of Voting : E - Voting</b>								
4	Promoter and Promoter group	75,76,478	75,76,478	100.0000	75,76,478	0	100.0000	0.0000
4	Public – Institutional Holders	11,60,732	9,99,199	86.0835	9,99,199	0	100.0000	0.0000
4	Public-Others	41,47,571	2,17,944	5.2547	2,17,944	0	100.0000	0.0000
4	<b>Total</b>	<b>1,28,84,781</b>	<b>87,93,621</b>	<b>68.2481</b>	<b>87,93,621</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Mode of Voting : Instapoll</b>								
4	Promoter and Promoter group	75,76,478	0	0	0	0	0.0000	0.0000
4	Public – Institutional Holders	11,60,732	0	0	0	0	0.0000	0.0000
4	Public-Others	41,47,571	3,58,745	8.6495	3,58,745	0	100.0000	0.0000
4	<b>Total</b>	<b>1,28,84,781</b>	<b>3,58,745</b>	<b>8.6495</b>	<b>3,58,745</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Mode of Voting : E – Voting &amp; Instapoll (Consolidated)</b>								
4	Promoter and Promoter group	75,76,478	75,76,478	100.0000	75,76,478	0	100.0000	0.0000
4	Public – Institutional Holders	11,60,732	9,99,199	86.0835	9,99,199	0	100.0000	0.0000
4	Public-Others	41,47,571	5,76,689	13.9042	5,76,689	0	100.0000	0.0000
4	<b>Total</b>	<b>1,28,84,781</b>	<b>91,52,366</b>	<b>71.0324</b>	<b>91,52,366</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>





Resolution ID	Category	Shares Held (1)	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
<b>Resolution 5: Reappointment of Mr. Pranav Kumar N Patel (DIN: 06784801) as an Independent Director of the Company. (Special Resolution)</b>								
<b>Whether promoter/ promoter group are interested in the agenda/resolution?: No</b>								
<b>Mode of Voting : E – Voting</b>								
5	Promoter and Promoter group	75,76,478	75,76,478	100.0000	75,76,478	0	100.0000	0.0000
5	Public – Institutional Holders	11,60,732	9,99,199	86.0835	9,99,199	0	100.0000	0.0000
5	Public-Others	41,47,571	2,17,944	5.2547	2,17,942	2	99.9990	0.0009
5	<b>Total</b>	<b>1,28,84,781</b>	<b>87,93,621</b>	<b>68.2481</b>	<b>87,93,619</b>	<b>2</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Mode of Voting : Instapoll</b>								
5	Promoter and Promoter group	75,76,478	0	0	0	0	0.0000	0.0000
5	Public – Institutional Holders	11,60,732	0	0	0	0	0.0000	0.0000
5	Public-Others	41,47,571	3,58,745	8.6495	3,58,745	0	100.0000	0.0000
5	<b>Total</b>	<b>1,28,84,781</b>	<b>3,58,745</b>	<b>8.6495</b>	<b>3,58,745</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Mode of Voting : E – Voting &amp; Instapoll (Consolidated)</b>								
5	Promoter and Promoter group	75,76,478	75,76,478	100.0000	75,76,478	0	100.0000	0.0000
5	Public – Institutional Holders	11,60,732	9,99,199	86.0835	9,99,199	0	100.0000	0.0000
5	Public-Others	41,47,571	5,76,689	13.9042	5,76,687	2	99.9997	0.0003
5	<b>Total</b>	<b>1,28,84,781</b>	<b>91,52,366</b>	<b>71.0324</b>	<b>91,52,364</b>	<b>2</b>	<b>100.0000</b>	<b>0.0000</b>



Resolution ID	Category	Shares Held (1)	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
<b>Resolution 6: Reappointment of Mr. S. Krishnan (DIN: 01807344) as an Independent Director of the Company. (Special Resolution)</b>								
<b>Whether promoter/ promoter group are interested in the agenda/resolution?: No</b>								
<b>Mode of Voting : E - Voting</b>								
6	Promoter and Promoter group	75,76,478	75,76,478	100.0000	75,76,478	0	100.0000	0.0000
6	Public – Institutional Holders	11,60,732	9,99,199	86.0835	9,99,199	0	100.0000	0.0000
6	Public-Others	41,47,571	2,17,944	5.2547	2,17,942	2	99.9990	0.0009
6	<b>Total</b>	<b>1,28,84,781</b>	<b>87,93,621</b>	<b>68.2481</b>	<b>87,93,619</b>	<b>2</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Mode of Voting : Instapoll</b>								
6	Promoter and Promoter group	75,76,478	0	0	0	0	0.0000	0.0000
6	Public – Institutional Holders	11,60,732	0	0	0	0	0.0000	0.0000
6	Public-Others	41,47,571	3,58,745	8.6495	3,58,745	0	100.0000	0.0000
6	<b>Total</b>	<b>1,28,84,781</b>	<b>3,58,745</b>	<b>8.6495</b>	<b>3,58,745</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Mode of Voting : E – Voting &amp; Instapoll (Consolidated)</b>								
6	Promoter and Promoter group	75,76,478	75,76,478	100.0000	75,76,478	0	100.0000	0.0000
6	Public – Institutional Holders	11,60,732	9,99,199	86.0835	9,99,199	0	100.0000	0.0000
6	Public-Others	41,47,571	5,76,689	13.9042	5,76,687	2	99.9997	0.0003
6	<b>Total</b>	<b>1,28,84,781</b>	<b>91,52,366</b>	<b>71.0324</b>	<b>91,52,364</b>	<b>2</b>	<b>100.0000</b>	<b>0.0000</b>

**For CENTUM ELECTRONICS LIMITED**

  
**Nagaraj K V**  
**Company Secretary**

**S.P. NAGARAJAN** M.Com., A.C.S., L.L.B.  
Company Secretary

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### **Consolidated Scrutinizer's Report**

(Pursuant to Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules, 2015]

To,  
The Chairman of 26<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
Centum Electronics Limited held on the Tuesday, 13<sup>th</sup> August 2019 at 11:00 A.M. at  
Chambers Hall, Hotel 'Radisson Blu Atria Bengaluru', No.1, Palace Road,  
Bengaluru 560 001, Karnataka, India

Dear Sir,

I, S P Nagarajan, Company Secretary in practice, have been appointed as the Scrutinizer by the Board of Directors of Centum Electronics Limited (the Company) for the purpose of scrutinizing:

- i) the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015;
- ii) voting by instapoll (tablet based electronic system) at the venue of the Annual General Meeting (AGM);

in a fair and transparent manner and ascertaining the requisite majority by remote e-voting, and tablet voting (voting at the venue of 26<sup>th</sup> AGM) as per the provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and as per the provisions of Secretarial Standard-2 (SS-2) on "General Meetings", issued by the Institute of Company Secretaries of India (ICSI) pursuant to Section 118 (10) of the Companies Act, 2013, on the resolutions set out in the Notice under Items numbered 1 to 6 of the Notice of the 26<sup>th</sup> AGM of the members of the Company dated 29<sup>th</sup> May 2019.



The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) with regard to voting through electronic means (by remote e-voting), and instapoll (tablet voting) at the venue of the AGM on the resolutions proposed in the Notice of the 26<sup>th</sup> AGM of the Company is the responsibility of the management.

My responsibility as a Scrutinizer is to render Scrutinizer's Report of the votes cast "in favour" or "against" or "abstained/invalid" votes, if any on the resolutions contained in the Notice of AGM, based on the reports generated from the e-voting system provided by Karvy and voting conducted through tablet based electronic system at the venue of the AGM and the authorizations / proxies lodged with the Company.

**DISPATCH OF NOTICE CONVENING THE MEETING:**

The Notice dated May 29, 2019 convening the 26<sup>th</sup> Annual General Meeting (AGM) along with statement setting out material facts under Section 102 of the Companies Act, 2013 were dispatched to the members of the Company in respect of the below mentioned resolutions to be passed at 26<sup>th</sup> AGM of the Equity Shareholders of the Company held on Tuesday, 13<sup>th</sup> August 2019.

**CUT-OFF DATE:**

The members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date i.e. Wednesday, 7<sup>th</sup> August 2019, were entitled to vote on the resolutions as set out in the Notice of the 26<sup>th</sup> AGM of the Company.

**REMOTE E-VOTING:**

The Company has availed services of Karvy Fintech Private Limited as the agency for providing the remote e-voting platform.

The remote e-voting period was open for Three (3) days which commenced on Saturday, 10<sup>th</sup> August 2019 at 09:00 a.m. and concluded on Monday, 12<sup>th</sup> August 2019 at 5:00 p.m. on <https://evoting.karvy.com>

**VOTING THROUGH TABLET BASED ELECTRONIC SYSTEM AT THE 26<sup>TH</sup> AGM:**

As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015 after the close of period for remote e-voting the details of members who had cast votes through remote e-voting such as their names, folio numbers, number of shares held were downloaded from the e-voting website of Karvy, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the 26<sup>th</sup> AGM.



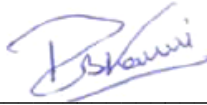


1. At the said AGM of the members of the Company, the Chairman of the Meeting had called the shareholders for a instapoll (tablet based electronic voting system at the venue of 26<sup>th</sup> AGM) to facilitate the members present at the meeting who could not cast their votes through e-voting to record their votes through the tablet based electronic voting.

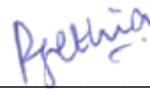
**COUNTING PROCESS:**

**REMOTE e-VOTING**

The remote e-voting results on the Karvy e-voting platform were unblocked and downloaded on Tuesday, 13<sup>th</sup> August 2019 in the presence of two witnesses Ms.Pallavi B Kaveri & Ms. Priyanka Sethia, Members of the Institute of Company Secretaries of India who are not in the employment of the Company. The said witnesses have affixed their signature below in confirmation of the votes being unblocked in their presence:



Ms. Pallavi B Kaveri



Ms. Priyanka Sethia

I have issued separate Scrutinizer's Report dated 13<sup>th</sup> August 2019 on the results of remote e-voting and instapoll (tablet based electronic voting) at the venue of the 26<sup>th</sup> AGM on the resolutions contained in the Notice to the 26<sup>th</sup> AGM of the members of the Company.

I submit herewith my consolidated scrutinizer's report on the results of voting through remote e-voting and instapoll (Tablet based voting) at the venue of the AGM as under:-



**Item 1: Ordinary Resolution**

To consider and adopt the standalone and consolidated audited financial statements of the Company for the financial year ended 31<sup>st</sup> March 2019, including the Audited Balance Sheet and Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.

Total Number of members voted	Total Number of votes cast
<b>66</b>	<b>91,52,366</b>

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No.	%	No.	%	
Remote e-voting	87,93,621	96.08	0	0	0
Tablet Voting at AGM Venue (in person or by Proxy)	3,58,745	3.92	0	0	0
<b>Total</b>	<b>91,52,366</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>

The Resolution as mentioned in Item No. 1 of the Notice of the 26<sup>th</sup> AGM stands passed with requisite majority as an Ordinary Resolution.



**Item 2: Ordinary Resolution**

To declare a final Dividend of ₹4.00 per equity share of ₹10/- each and to confirm the payment of interim Dividend of Re.1.00 per equity share of ₹10/- each paid during the financial year 2018-19.

Total Number of members voted	Total Number of votes cast
<b>66</b>	<b>91,52,366</b>

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No.	%	No.	%	
Remote e-voting	87,93,621	96.08	0	0	0
Tablet Voting at AGM Venue (in person or by Proxy)	3,58,745	3.92	0	0	0
<b>Total</b>	<b>91,52,366</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>

The Resolution as mentioned in Item No. 2 of the Notice of the 26<sup>th</sup> AGM stands passed with requisite majority as an Ordinary Resolution.



**Item 3: Ordinary Resolution**

To appoint a Director in place of Dr. Swarnalatha Mallavarapu (DIN: 00288771), who retires by rotation and being eligible, offers herself for the re-appointment.

Total Number of members voted	Total Number of votes cast
<b>66</b>	<b>91,52,366</b>

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No.	%	No.	%	
Remote e-voting	87,93,621	96.08	0	0	0
Tablet Voting at AGM Venue (in person or by Proxy)	3,58,745	3.92	0	0	0
<b>Total</b>	<b>91,52,366</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>

The Resolution as mentioned in Item No. 3 of the Notice of the 26<sup>th</sup> AGM stands passed with requisite majority as an Ordinary Resolution.





**Item 4: Ordinary Resolution**

**“RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. K.S. Kamalakara & Co., Cost Accountants (Registration No. 10625), appointed as Cost Auditors by the Board of Directors to audit the cost records of the Company for the financial year 2019–20, be paid a remuneration of ₹1,00,000 (Rupees One Lakh) per annum plus applicable taxes and out-of pocket expenses that may be incurred during the course of audit.”

**“RESOLVED FURTHER THAT** the Board of Directors and Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

Total Number of members voted	Total Number of votes cast
<b>66</b>	<b>91,52,366</b>

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No.	%	No.	%	
Remote e-voting	87,93,621	96.08	0	0	0
Tablet Voting at AGM Venue (in person or by Proxy)	3,58,745	3.92	0	0	0
<b>Total</b>	<b>91,52,366</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>

The Resolution as mentioned in Item No. 4 of the Notice of the 26<sup>th</sup> AGM stands passed with requisite majority as an Ordinary Resolution.



**Item 5: Special Resolution**

5. Re-appointment of Mr. Pranav Kumar N Patel (DIN: 06784801) as Independent Director of the company.

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Pranav Kumar N Patel (DIN: 06784801), Independent Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and who is eligible for reappointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of five consecutive years commencing from April 1, 2019 to March 31, 2024 or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines and whose office shall not be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors and Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

Total Number of members voted	Total Number of votes cast
<b>66</b>	<b>91,52,366</b>

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No.	%	No.	%	
Remote e-voting	87,93,619	96.08	2	0	0
Tablet Voting at AGM Venue (in person or by Proxy)	3,58,745	3.92	0	0	0
<b>Total</b>	<b>91,52,364</b>	<b>100</b>	<b>2</b>	<b>0</b>	<b>0</b>

The Resolution as mentioned in Item No. 5 of the Notice of the 26<sup>th</sup> AGM stands passed with requisite majority as a Special Resolution.



**Item 6: Special Resolution**

6. Re-appointment of Mr. S. Krishnan (01807344) as Independent Director of the company.

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. S Krishnan (DIN: 01807344), Independent Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and who is eligible for reappointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of five consecutive years commencing from April 1, 2019 to March 31, 2024 or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines and whose office shall not be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors and Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

Total Number of members voted	Total Number of votes cast
<b>66</b>	<b>91,52,366</b>

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	No.	%	No.	%	
Remote e-voting	87,93,619	96.08	2	0	0
Tablet Voting at AGM Venue (in person or by Proxy)	3,58,745	3.92	0	0	0
<b>Total</b>	<b>91,52,364</b>	<b>100</b>	<b>2</b>	<b>0</b>	<b>0</b>

The Resolution as mentioned in Item No. 6 of the Notice of the 26<sup>th</sup> AGM stands passed with requisite majority as a Special Resolution.



I hereby confirm that the relevant records in respect of the votes cast through e-voting and voting by instapoll at the venue of 26<sup>th</sup> AGM by the members of the Company shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the said AGM and thereafter, I shall return the relevant records for safe keeping to the Company Secretary or any other person authorized by the Board for this purpose.

Thanking you,  
Yours faithfully



**S P NAGARAJAN**  
**ACS No.10028**  
**CP No.4738**

Place: Bangalore  
Dated: 13<sup>th</sup> August 2019