



SEC 17 / 2017-18

11<sup>th</sup> August 2017

The General Manager, DCS – CRD  
BSE Limited  
Corporate Relationship Department  
1st Floor, New Trading Ring  
Rotunda Building, P J Towers  
Dalal Street, Fort,  
MUMBAI - 400 001  
Scrip Code: **500114**

The General Manager, DCS – CRD  
National Stock Exchange of India Ltd  
Exchange Plaza,  
Bandra-Kurla Complex,  
Bandra (East),  
MUMBAI - 400 051  
Symbol: **TITAN**

Dear Sirs,

**Sub: Regulation 30 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Proceedings and details of voting results of the 33<sup>rd</sup> Annual General Meeting respectively**

Further to our intimation dated 4<sup>th</sup> August 2017 regarding the proceedings and details of voting results, it has been observed that a few pages of the results were missing.

We request you to consider and take on record the attached results as the final and complete details of the proceedings of the Annual General Meeting and confirm.

Thank you.

Yours truly,  
For TITAN COMPANY LIMITED

A R Rajaram  
Vice President - Legal & Company Secretary

End. As stated

Titan Company Limited  
(formerly Titan Industries Limited)

No. 132/133 DivyaSree Technopolis Yamalur Main Road Yamalur Post Bengaluru 560 037 India. Tel 91 80 6660 9000 Fax 91 80 6660 8073  
Registered Office 3 Sipcot Industrial Complex Hosur 635 126 TN India Tel 91 4344 664 199 Fax 91 4344 276037. CIN: L74999TZ1984PLC001456  
www.titan.co.in

A **TATA** Enterprise



A) DETAILS OF THE PROCEEDINGS OF THE MEETING		
Sr. No.	Particulars	Details
1.	Date of the AGM	Annual General Meeting – 3 <sup>rd</sup> August 2017
2.	Total number of shareholders as on record date	1,08,690
3.	No. of shareholders present in the meeting either in person or through proxy: - Promoters & Promoter Group - Public	1 64
4.	No. of shareholders attended the meeting through vide Conferencing:	Not applicable

B) RESULTS OF THE MEETING				
Sr. No.	Agenda	Resolution required (Ordinary/Special)	Mode of Voting	Remarks
1.	To receive, consider and adopt: - the Audited Financial Statements for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and Auditors thereon. - the Audited Consolidated Financial Statements for the financial year ended 31st March, 2017 together with the Report of the Auditors thereon.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
2.	To declare dividend on equity shares for the financial year ended 31 <sup>st</sup> March 2017.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
3.	To appoint a Director in place of Mr. Harish Bhat (DIN: 00478198), who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
4.	Appointment of Statutory Auditors of the Company	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
5.	Appointment of Mr. Atulya Misra as a Director	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority
6.	Appointment of Branch Auditors	Ordinary	Remote e-voting and e-voting at AGM	Passed with requisite majority

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**TITAN COMPANY LIMITED**

**Resolution (1)**

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution?

No

To receive, consider and adopt (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the Report of the Auditors thereon.

Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/[1]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/[2]*100	% of Votes against on votes polled [7]=[5]/[2]*100	Invalid Votes	% of Votes invalid on votes polled [9]=[8]/[2]*100
		[1]	[2]		[4]	[5]			[8]	
1 Promoter and Promoter Group	E-Voting	471007920	471007920	100.00	471007920	0	100.00	0.00	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	<b>Total</b>		<b>471007920</b>	<b>471007920</b>	<b>100.00</b>	<b>471007920</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
2 Public - Institutional holders	E-Voting	241402423	180442256	74.75	180442256	0	100.00	0.00	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	<b>Total</b>		<b>241402423</b>	<b>180442256</b>	<b>74.75</b>	<b>180442256</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
3 Public-Others	E-Voting	175375817	216926	0.12	216926	0	100.00	0.00	0	0.00
	Poll		262250	0.15	262250	0	100.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	<b>Total</b>		<b>175375817</b>	<b>479176</b>	<b>0.27</b>	<b>479176</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
Total	E-Voting	887786160	651667102	73.40	651667102	0	100.00	0.00	0	0.00
	Poll		262250	0.03	262250	0	100.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	<b>Total</b>		<b>887786160</b>	<b>651929352</b>	<b>73.43</b>	<b>651929352</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>



**TITAN COMPANY LIMITED**

**Resolution (2)**

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution?

No

**Declaration of dividend on Equity Shares for the financial year 2016-17.**

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[(4)/(2)]*100	% of Votes against on votes polled [7]=[(5)/(2)]*100	Invalid Votes	% of Votes invalid on votes polled [9]=[(8)/(2)]*100
1	Promoter and Promoter Group	E-Voting	471007920	471007920	100.00	471007920	0	100.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		<b>Total</b>		471007920	471007920	100.00	471007920	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	241402423	184903740	76.60	184903740	0	100.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		<b>Total</b>		184903740	76.60	184903740	0	100.00	0.00	0	0.00
3	Public-Others	E-Voting	175375817	217076	0.12	217053	23	99.99	0.01	0	0.00
		Poll		262250	0.15	262250	0	100.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		<b>Total</b>		479326	0.27	479303	23	100.00	0.00	0	0.00
Total		E-Voting	887786160	656128736	73.91	656128713	23	100.00	0.00	0	0.00
		Poll		262250	0.03	262250	0	100.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		<b>Total</b>		656390986	73.94	656390963	23	100.00	0.00	0	0.00



**TITAN COMPANY LIMITED**

**Resolution (3)**

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution?

No

**Re-appointment of Mr. Harish Bhat as a Director.**

Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100	Invalid Votes	% of Votes invalid on votes polled [9]=[8]/(2)*100
		[1]	[2]		[4]	[5]			[8]	
1 Promoter and Promoter Group	E-Voting	471007920	471007920	100.00	471007920	0	100.00	0.00	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	<b>Total</b>		471007920	471007920	100.00	471007920	0	100.00	0.00	0
2 Public - Institutional holders	E-Voting	241402423	184903740	76.60	168194636	16709104	90.96	9.04	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	<b>Total</b>		241402423	184903740	76.60	168194636	16709104	90.96	9.04	0
3 Public-Others	E-Voting	175375817	212920	0.12	211853	1067	99.50	0.50	0	0.00
	Poll		262250	0.15	262250	0	100.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	<b>Total</b>		175375817	475170	0.27	474103	1067	99.78	0.22	0
Total	E-Voting	887786160	656124580	73.91	639414409	16710171	97.45	2.55	0	0.00
	Poll		262250	0.03	262250	0	100.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	<b>Total</b>		887786160	656386830	73.94	639676659	16710171	97.45	2.55	0



**TITAN COMPANY LIMITED**

**Resolution (4)**

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution?

No

**Appointment of Auditors.**

	Promoter/Public	Mode of Voting	Total 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	Invalid Votes	% of Votes invalid on votes polled
					[3]=[(2)/(1)]*100			[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100		[9]=[(8)/(2)]*100
			[1]	[2]		[4]	[5]			[8]	
1	Promoter and Promoter Group	E-Voting	471007920	471007920	100.00	471007920	0	100.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		<b>Total</b>		471007920	100.00	471007920	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	241402423	184903740	76.60	184903740	0	100.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		<b>Total</b>		184903740	76.60	184903740	0	100.00	0.00	0	0.00
3	Public-Others	E-Voting	175375817	218130	0.12	216406	1724	99.21	0.79	0	0.00
		Poll		262250	0.15	262250	0	100.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		<b>Total</b>		480380	0.27	478656	1724	99.64	0.36	0	0.00
Total		E-Voting	887786160	656129790	73.91	656128066	1724	100.00	0.00	0	0.00
		Poll		262250	0.03	262250	0	100.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		<b>Total</b>		656392040	73.94	656390316	1724	100.00	0.00	0	0.00



**TITAN COMPANY LIMITED**

**Resolution (5)**

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution?

No

**Appointment of Mr. Atulya Misra as a Director.**

	Promoter/Public	Mode of Voting	Total 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	Invalid Votes	% of Votes invalid on votes polled
					[3]=[(2)/(1)]*100			[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100		[9]=[(8)/(2)]*100
			[1]	[2]		[4]	[5]			[8]	
1	Promoter and Promoter Group	E-Voting	471007920	471007920	100.00	471007920	0	100.00	0.00	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		<b>Total</b>		471007920	100.00	471007920	0	100.00	0.00	0	0.00
2	Public - Institutional holders	E-Voting	241402423	184903740	76.60	173252733	11651007	93.70	6.30	0	0.00
		Poll		0	0.00	0	0	0.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		<b>Total</b>		241402423	184903740	76.60	173252733	11651007	93.70	6.30	0
3	Public-Others	E-Voting	175375817	210911	0.12	207809	3102	98.53	1.47	0	0.00
		Poll		262250	0.15	262250	0	100.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		<b>Total</b>		175375817	473161	0.27	470059	3102	99.34	0.66	0
Total	Total	E-Voting	887786160	656122571	73.91	644468462	11654109	98.22	1.78	0	0.00
		Poll		262250	0.03	262250	0	100.00	0.00	0	0.00
		Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
		<b>Total</b>		887786160	656384821	73.94	644730712	11654109	98.22	1.78	0



**TITAN COMPANY LIMITED**

**Resolution (6)**

Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution?

No

**Appointment of Branch Auditors.**

Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100	Invalid Votes	% of Votes invalid on votes polled [9]=[8]/(2)*100
		[1]	[2]		[4]	[5]			[8]	
1 Promoter and Promoter Group	E-Voting	471007920	471007920	100.00	471007920	0	100.00	0.00	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	<b>Total</b>		471007920	471007920	100.00	471007920	0	100.00	0.00	0
2 Public - Institutional holders	E-Voting	241402423	184903740	76.60	184775340	128400	99.93	0.07	0	0.00
	Poll		0	0.00	0	0	0.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	<b>Total</b>		241402423	184903740	76.60	184775340	128400	99.93	0.07	0
3 Public-Others	E-Voting	175375817	216071	0.12	209427	6644	96.93	3.07	0	0.00
	Poll		262250	0.15	262250	0	100.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	<b>Total</b>		175375817	478321	0.27	471677	6644	98.61	1.39	0
Total	E-Voting	887786160	656127731	73.91	655992687	135044	99.98	0.02	0	0.00
	Poll		262250	0.03	262250	0	100.00	0.00	0	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0.00
	<b>Total</b>		887786160	656389981	73.94	656254937	135044	99.98	0.02	0



**REPORT OF SCRUTINIZER**

[Pursuant to section 108 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To,  
Chairman  
Titan Company Limited  
3, SIPCOT Industrial Complex  
Hosur, Tamil Nadu-635126

Sir,

Sub: Consolidated Scrutinizer's Report on remote E-Voting conducted pursuant to the provision of Section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies (Management and Administration) Rules, 2014, and voting at the 33<sup>rd</sup> Annual General Meeting (AGM) of Titan Company Limited held on Thursday, 3<sup>rd</sup> August 2017 at 3.00 p.m at SIPCOT Industrial Complex, Hosur 635126, Tamil Nadu

I, CS Pramod S M, Partner of M/s. BMP & Co. LLP, Company Secretaries, Bangalore, was appointed as Scrutinizer by the Board of Directors of Titan Company Limited pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (xi) of the Companies (Management and Administration) Rules, 2014 to conduct the remote e-voting process and voting at the Annual General Meeting of "TITAN COMPANY LIMITED" held on Thursday, 3<sup>rd</sup> August , 2017 at 3.00 P.M. at SIPCOT Industrial Complex, Hosur 635126 , Tamil Nadu.

We submit our report as under:

The votes were unblocked on 3<sup>rd</sup> August 2017 at 4.29 p.m. in the presence of two witnesses, viz., Ms. Shubhada Bhat currently residing at Sumukha Enclave, GF-9, II Main, 5<sup>th</sup> Cross, BEML 5th Stage, Bangalore - 560098 and Ms. Varshitha Naik currently residing at No. 108, 8<sup>th</sup> Cross, Concord Layout, Rajajrajeshwarinagar, Bangalore-560059 who are not in employment of the Company.



The Notice dated 12<sup>th</sup> May 2017 along with statement setting out material facts under Section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions proposed at the Annual General Meeting of the Company.

The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the shareholders of the company.

At the Annual General Meeting, voting facility was provided to the shareholders present at the meeting and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the Company holding shares as on the cut-off date of 27<sup>th</sup> July 2017 were entitled to vote on the resolutions as contained in the notice of the Annual General Meeting.

The voting period for remote e-voting commenced on 31<sup>st</sup> July 2017 (9:00 a.m. IST) and ended on Wednesday, 2<sup>nd</sup> August, 2017 (5:00 p.m. IST) and the e-voting module was blocked thereafter.

After the closure of the voting at the Annual General Meeting, the report on the said voting taken at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of the two witnesses who are not in the employment of the company and after the conclusion of the voting at the Annual General Meeting.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the download from the NSDL e-voting system, Poll at the meeting through electronic means (i.e. insta-poll at AGM).

I now submit my consolidated report as under on the result of the remote e- voting and Poll (insta - poll voting) at AGM through electronic means at the meeting in respect of the said resolution.

LLP: AAI - 4194

Registered office: No. 926, 20<sup>th</sup> Main Road, Banashankari 2<sup>nd</sup> Stage, Bengaluru - 560070

☎ - 08026714061 ✉ - team@adyanta.co.in



1. **RESOLUTION NO. 1 - As an ordinary resolution - To receive, consider and adopt (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the Report of the Auditors thereon.**

- (i) Voted "*in favour*" of Resolution

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	762	65,16,67,102	99.96
Voting at the meeting	6	2,62,250	0.04
<b>Total</b>	<b>768</b>	<b>65,19,29,352</b>	<b>100</b>

- (ii) Voted "*against*" the resolution

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	0	0	0
Voting at the meeting	0	0	0

Total	0	0	0
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(iii) "Invalid" Votes:

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	0	0	0
Voting at the meeting	0	0	0
Total	0	0	0

2. RESOLUTION NO. 2: As an ordinary resolution - To declare dividend on equity shares for the financial year ended 31<sup>st</sup> March 2017

(i) Voted "in favour" of Resolution

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	774	65,61,28,713	99.96
Voting at the meeting	6	2,62,250	0.04



Total	780	65,63,90,963	100
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(ii) Voted "against" the resolution

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	1	23	0
Voting at the meeting	0	0	0
Total	1	23	0

(iii) Invalid Votes:

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	0	0	0
Voting at the meeting	0	0	0
Total	0	0	0



3. RESOLUTION NO. 3: As an ordinary resolution - Appointment of a Director in place of Mr. Harish Bhat (DIN: 00478198), who retires by rotation and, being eligible, offers himself for re-appointment

(i) Voted "*in favour*" of Resolution

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	678	63,94,14,409	97.41
Voting at the meeting	6	2,62,250	0.04
<b>Total</b>	<b>684</b>	<b>63,96,76,659</b>	<b>97.45</b>

(ii) Voted "*against*" the resolution

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	86	1,67,10,171	2.55
Voting at the meeting	0	0	0
<b>Total</b>	<b>86</b>	<b>1,67,10,171</b>	<b>2.55</b>

(iii) *Invalid Votes:*

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	0	0	0
Voting at the meeting	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

4. RESOLUTION NO. 4: As an ordinary resolution - Appointment of BSR & Co. LLP, Chartered Accountants as Statutory Auditors of the Company

(i) Voted "*in favour*" of Resolution

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	762	65,61,28,066	99.96
Voting at the meeting	6	2,62,250	0.04
<b>Total</b>	<b>768</b>	<b>65,63,90,316</b>	<b>100</b>



(ii) Voted "against" the resolution

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	7	1,724	0
Voting at the meeting	0	0	0
Total	7	1,724	0

(iii) Invalid Votes:

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	0	0	0
Voting at the meeting	0	0	0
Total	0	0	0

5. RESOLUTION NO. 5: As an ordinary resolution - Appointment of Mr. Atulya Misra as a Director

(i) Voted "in favour" of Resolution



	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	692	64,44,68,462	98.18
Voting at the meeting	6	2,62,250	0.04
<b>Total</b>	<b>698</b>	<b>64,47,30,712</b>	<b>98.22</b>

(ii) Voted "against" the resolution:

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	72	1,16,54,109	1.78
Voting at the meeting	0	0	0
<b>Total</b>	<b>72</b>	<b>1,16,54,109</b>	<b>1.78</b>

(iii) *Invalid* Votes:

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast

Remote e- voting	0	0	0
Voting at the meeting	0	0	0
Total	0	0	0

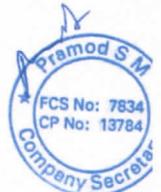
6. RESOLUTION NO. 6: As an ordinary resolution - Appointment of Branch Auditors

(i) Voted "*in favour*" of Resolution

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	755	65,59,92,687	99.94
Voting at the meeting	6	2,62,250	0.04
Total	761	65,62,54,937	99.98

(ii) Voted "*against*" the resolution

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	13	1,35,044	0.02
Voting at the meeting	0	0	0
Total	13	1,35,044	0.02



(iii) **Invalid Votes:**

	Total Number of members exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote e- voting	0	0	0
Voting at the meeting	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

The Register, all other papers and relevant records relating to remote e-voting and voting at the meeting shall remain in our safe custody until the chairman considers, approves and signs the minutes and thereafter the same would be handed over to the Company Secretary of the Company for the safe keeping.

Based on the above information, you may kindly announce the results.

Thanking You,  
Yours faithfully

  
CS Pramod S M,  
BMP & Co, LLP  
Company Secretaries



Place: Bangalore

Dated: August 3<sup>rd</sup>, 2017

We the undersigned, witness that the votes were unblocked from the e-voting website of National Securities Depository Limited (<http://evoting.nsdl.com>) in our presence.

*Shubhada*

Ms Shubhada Bhat  
Sumukha Enclave,  
GF-9, II Main, 5<sup>th</sup> Cross,  
BEML 5th Stage,  
Bangalore - 560098

*Varshitha Naik*

Ms Varshitha Naik  
No. 108, 8<sup>th</sup> Cross,  
Concord Layout,  
Rajajrajeshwarinagar,  
Bangalore-560059

