TEL: +91 (40) 67449910 EFAX: +91 (22) 66459677

Date: October 24, 2024

To, **BSE** Limited P. J. Towers, 25th Floor, Dalal Street, Mumbai - 400001.

BSE Scrip Code: 532368

To

National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai -400051. NSE Symbol: BCG

Outcome of Board of Directors Meeting

Location: Physical and Virtual Meeting

Attendees:

- 1. Raghu Allamsetty (Executive Director)
- 2. Ram Sharma (Independent Director)
- 3. Y. Satayanarayana(Independent Director)
- 4. Dr. Chandrika Sethu Sharma(Independent Director)
- 5. PLeo Ganeshan (Independent Director)

Business Items Discussed and Resolutions Passed

- 1. Approval of AGM Notice
 - The Board approved the Notice for the 24th Annual General Meeting (AGM), scheduled for November 21, 2024.
 - The meeting will be conducted via Video Conferencing/Other Audio-Visual Means, focusing on the financial year 2022-23.

brightcom group limited



FLOOR: 5, FAIRFIELD BY MARRIOTT, ROAD NO: 2, NANAKRAMGUDA, GACHIBOWLI, HYDERABAD - 50003

2. Book Closure Dates

The Board fixed the Book Closure dates for the AGM, ensuring that all relevant stakeholders are informed in advance. Book Closure both dates included from: 14th November to 21st November 2024.

3. Withdrawal of Final Dividend

- After careful consideration, the Board proposed the withdrawal of the announced Final Dividend for the financial year 2022-23.
- This decision was made to prioritize the Company's financial stability and future investments.

4. Appointment of Scrutiniser

• The Board appointed a Scrutiniser to oversee the conduct of the upcoming AGM, ensuring transparency and adherence to regulatory requirements.

5. Appointment of Statutory Auditor

- As M/s. P. Murali & Co. are the Statutory Auditors of the Company for the financial year 2022-23 and are not eligible for re-appointment for the financial year 2023-24:
 - The Board proposed to appoint new Statutory Auditors for the financial year 2023-24 and fix their remuneration in the ensuing General Body Meeting.
 - The Board appointed M/s. D.S.P. Reddy & Co., Chartered Accountants, to carry out the verification of the quarterly operations of the Company and submit their report in compliance with the listing conditions of SEBI and the Stock Exchanges.
- 6. Approved the appointment of M/s Saurabh Poddar and Associates, Company Secretaries, Hyderabad as Secretarial Auditors of the Company for the Fy 2023-24 and 2024-25.

brightcom group limited



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- 7. All other appointments (Directors & Independent Directors) done in the Fy 2024-25 will be ratified in the upcoming AGM on 21st November 2024.
- 8. The Audit Committee formed in the month of July 2024, headed by Mr. Ram Sharma and including members Mr. Raghu Allamsetty and Mr. Y. Satyanarayana, has observed some compliance issues and directed the management to resolve the outstanding compliance issues to enable the revocation of suspension of trading.

Next Steps

- The Company will communicate the decisions made during this meeting to all stakeholders and ensure that necessary actions are implemented in preparation for the AGM.
- Detailed information regarding the AGM and Book Closure dates will be published on the Company's website at www.brightcomgroup.com.

Conclusion

This document serves as an official record of the Board of Directors meeting held on October 24, 2024.

The meeting commenced at 07:30 P.M. and concluded at 07:55 P.M. We request you to take note of the above information on record.

Thanking you Yours Truly

For and on behalf of the Board of

Brightcom Group Limited

Raghunath Allam

Executive Director DIN: 00060018







Saurabh Poddar & Associates Company Secretaries

E-mail: saurabhpoddar1977@gmail.com



F.No. 201, 2nd Floor, 4-1-6/A/1, A B Chambers, Tilak Road, Abids, Hyderabad - 500 001. 2040-24761066, +91 9581186260

CONSOLIDATED SCRUTINIZER'S REPORT For Remote e-voting and e-voting at AGM

(Pursuant to section 108 of The Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended)

To,
Mr. Raghunath Allamsetty
Executive Director,
Brightcom Group Limited
Floor 5, 'Fairfield by Marriott Building'
Road No 2, Nanakramguda, Gachibowli,
Hyderabad, Telangana,

Dear Sir,

Sub: Consolidated Report of Scrutinizer on remote e-voting and electronic voting during the Annual General Meeting(AGM) pursuant to the provisions of Section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management & Administration) Rules, 2014 for the 24th Annual General Meeting (AGM) of the Equity Shareholders of M/s. Brightcom Group Limited (the Company) held on Thursday November 21, 2024, at 11:30 AM IST through Video Conferencing (VC) facility/Other Audio-Visual Means (OAVM).

- I, Saurabh Poddar, Practicing Company Secretary, Proprietor, M/s. Saurabh Poddar & Associates, Company Secretaries, Hyderabad, have been appointed as Scrutinizer by the Board of Directors of M/s. Brightcom Group Limited (Company) a company registered vide CIN: L64203TG1999PLC030996 for the purpose of scrutinizing the remote e-voting and electronic voting (e-voting) at the Annual General Meeting (AGM) of the Company in a fair and transparent manner pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, (Listing Regulations) and circular dated May 13, 2022 issued by SEB1 and in compliance with framework issued by the Ministry of Corporate Affairs through its Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 8, 2020, Circular no. 17/2020 dated April 13, 2020, Circular no.02/2021 dated January 13, 2021 and Circular no. 02/2022 dated May 05, 2022 (MCA Circulars), on the resolutions contained in the Notice of the 24th AGM of the members of the Company, held on Thursday November 21, 2024, at 11:30 AM IST through Video Conferencing (VC) facility / Other Audio Visual Means (OAVM) facility and also for ascertaining the requisite majority for the resolutions proposed therein.
- 2. The management of the Company is responsible to ensure compliance with the requirements of the Act, the Rules including MCA Ctrculars and Listing Regulations relating to remote e-voting and e-voting at the AGM for the resolutions contained in the Notice of 24th AGM of the Members of the Company. Our responsibility as a scrutinizer for the voting process of voting through electronic means [i.e., by remote e-voting and e-voting at the AGM] is restricted to making consolidated Scrutinizers report of the votes cast "IN FAVOUR" or "AGAINST" the resolutions stated in the Notice, based on the reports generated from the e-voting system provided by evoting cdsl, the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means (i.e. by remote e-NET POWING and e-voting at the AGM). The consolidated report is attached herewith as Annexure-A.

- 3. In accordance with the notice of the 24th AGM sent to the members and the advertisement published pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the remote e-voting period was open from 9:00 AM IST on Monday, November 18, 2024 and was closed at 5:00 PM IST on Wednesday, November 20, 2024.
- The Members holding shares as on Sunday, November 13, 2024, the "Cut-off date", were entitled to vote
 on the resolutions stated in the notice of the 24th AGM of the Company.
- The voting at the AGM was allowed by using an electronic voting system, on the resolutions on which the voting is to be held. The said voting system was provided to all those members who attended the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility. As per the information provided by Aarthi Consultants Private Limited, the name of the members who had already voted through a remote e-voting facility was blocked for voting at the AGM.
- 6. After the conclusion of the voting at the AGM, the votes cast thereat were downloaded from the website of CDSL (https://www.evotingindia.com). Thereafter votes cast were unblocked on Thursday, November 2024, 2024 at 3.31 PM in the presence of two witnesses, Mr. Nirmal Poddar and Mrs. Vaishali Poddar, who were not in the employment of the Company and the e-voting results/list of members who have voted for and against were downloaded from the e-voting website of https://www.evotingindia.com. They have signed below in confirmation of the votes being unblocked in their presence.

Mr. Nirmal Poddar

Voishali Poddar

- I have scrutinized and reviewed the remote e-voting and e-voting at the AGM and votes tendered therein based on the data downloaded from CDSL, e-voting system.
- 8. The combined results of the remote e-voting and e-voting at the AGM are given as 'Annexure-A' to this report. Based on combined results, we report that, all the resolutions as per the Notice of the 24th AGM of the Company stand passed with the requisite majority.
- The electronic data and all other relevant records relating to the e-voting are under my safe custody and will be handed over to the Executive Director of the Company for preservation safely after the Chairman considers, approves and signs the minutes of the 24th AGM.

Thanking you,

for M/s. Saurabh Poddar & Associates Company Secretaries

S. Podda

Name: Saurabh Poddar Designation: Proprietor Membership No: FCS 9190

COP No: 10787

PR: 785/2020 dated 30th June 2020

UDIN: F009190F002500030

Date: 21-11-2024 Place: Hyderabad

									Annexure - A
Resolution No.	o. Description	Mode of Voting	-	Votes infavour of the Resolution	ur of the	Votes against the Resolution	ist the	Invalid votes	Abstain Votes
Resolution			votes cast	No's	%age	No's	%age	No's	No's
1 - Ordinary	Adoption of Audited (Standalone and	and Remote e-voting	18,49,97,224	8,88,45,633	48.0254	9,61,51,591	51.9746		ar.
Kesolution	Consolidated) Financial Statements for FY 2022-23	e-voting at AGM	4,16,88,318	4,16,88,318	100.0000	1	•		
		Total	22,66,85,542	13,05,33,951	57.5837	9,61,51,591	42.4163	ı	
2 - Ordinary	Appointment of Statutory Auditors	Remote e-voting	18,48,34,842	9,41,72,382	50.9495	9,06,62,460	49.0505		
Kesolution	2	e-voting at AGM	4,16,88,318	4,16,88,318	100.0000		4	(1)	•
		Total	22,65,23,160	13,58,60,700	59.9765	9,06,62,460	40.0235	•	
3 - Ordinary	To re-appoint Mr. Raghunath Allamsetty (DIN # Remote e-voling	Remote e-voting	18,61,14,553	14,93,82,639	80.2638	3,67,31,914	19.7362	,	
Kesolution	UUUUUU, who retires by rotation, and being eligible offers himself for the re-appointment.	e-voting at AGM	4,16,88,318	4,16,79,623	1626.66	8,695	0.0209		×
		Total	22,78,02,871	19,10,62,262	83.8718	3,67,40,609	16.1282		
4 - Special	Appointment of Mr. Raghunath Allamsetty (DIN # Remote e-voting	Remote e-voting	18,61,15,442	14,12,13,055	75.8739	4,49,02,387	24.1261		
Kesolution	Outbould) as an Lifector (Executive) of the Company.	e-voting at AGM	4,16,88,318	4,16,84,623	99.9911	3,695	0.0089		
		Total	22,78,03,760	18,28,97,678	80.2874	4,49,06,082	19.7126		,
5 - Special	of Mr. Ram Sharma (DIN	# Remote e-voting	18,61,15,310	17,14,20,450	92.1044	1,46,94,860	7.8956	*	
Kesolution	U6/4/944) as an independent Director of the Company.	e-voting at AGM	4,16,88,318	4,16,80,418	99.9810	7,900	0.0190		•
		Total	22,78,03,628	21,31,00,868	93.5459	1,47,02,760	6.4541	•	ı
6 - Special	Appointment of Mr. Satyanarayana Yadavally	Yadavally Remote e-voting	18,61,12,660	17,11,62,898	91.9674	1,49,49,762	8.0326		
Resolution	(DIN # 07583181) as an Independent Director of e-voting at AGM	e-voting at AGM	4,16,88,318	4,16,85,418	99.9930	2,900	0.0070		
	the Company.	Total	22,78,00,978	21,28,48,316	93.4361	1,49,52,662	6.5639		
7 - Special	Appointment of Dr. Chandrika Setu Sharma (DIN Remote e-voti	Remote e-voting	18,61,12,660	17,12,48,669	92.0134	1,48,63,991	7.9866	•	3.85
Resolution	# 10753180) as an Independent Director of the e-voting at AGM	e-voting at AGM	4,16,88,318	4,16,85,418	99.9930	2,900	0.0070	Œ.	
	Company.	Total	22,78,00,978	21,29,34,087	93.4737	1,48,66,891	6.5263	-	
8 - Special	Appointment of Mr. P Leo Ganeshan as an	an Remote e-voting	18,61,15,310	17,12,13,727	91.9934	1,49,01,583	8.0066	-	
Resolution	Independent Director of the Company.	e-voting at AGM	4,16,88,318	4,16,84,961	6166.66	3,357	0.0081	٠	•
		Total	22,78,03,628	21,28,98,688	93.4571	1,49,04,940	6.5429		•
								1	



0	0	0	0	0	0	0	Venue-E-Voting	
23	76.63	22107011	7249519	52.64	9460220	179727130	E-Voting	
0	100	0		11.23109351		370993848	i otal:	PROMOTEX AND PROMOTEX GROUP
0	0	0		0		0	Postal Ballot (if applicable)	
0	100	0	4166666	11,23	41666666	0	Venue-E-Voting	
0	0	0	0	0	0	370993848	E-Voting	
% of Votes against on votes polled (7)=[(5)/(2)]*100	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	No. of Votes – against (5)	No. of Votes – in favour (4)	% of Vates Polled on outstanding shares 3)=[(2)/(1)]* 100	No. of vates polled (2)	No. of shares held (1)	Mode of Voting	Category
							terested in the agenda/resolution	Whether promoter/ promoter group are interested in the agenda/resolution?
		20001100	100000000	************		20102200		Besolution required: (Ordinary/ Special)
1,504090783	98,49590922	1376759	90157543	6.236152486	91534302	1467800895	Total:	PUBLIC-NON INSTITUTIONS
		0	0	0	0	0	Postal Ballot (if applicable)	
0	100	0	21652	0	21652	0	Venue-E-Voting	
2	98,48	1376759	90135891	6,23		1467800895	E-Voting	
95.67467189	4.325328106	89285701	4036491	51.92437669	93322192	179727130	Total;	PUBLIC-INSTITUTIONS
0	0	0	0	0	0	0	Postal Ballot (if applicable)	
0	0	0	0	0	0	0	Venue-E-Voting	
94	4.27	89285701	4036491	51.92	93322192	179727130	E-Voting	
0	100	0	41666666	11.23109351	41666666	370993848	Total:	PROMOTER AND PROMOTER GROUP
0	0	0	0	0		0	Postal Ballot (if applicable)	
0	100	0	41666666	11.23	41666666	0	Venue-E-Voting	
0	0	0	0	0	0	370993848	E-Voting	
% of Votes against on votes polled (7)=[(5)/(2)]*100	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	No. of Votes – against (5)	No. of Votes – In favour (4)	% of Votes Polled on outstanding shares 3)=[(2)/(1)]* 100	No. of votes polled (2)	No. of shares held (1)	Mode of Voting	Category
						>	terested in the agenda/resolution	Whether promoter/ promoter group are interested in the agenda/resolution?
								Resolution required: (Ordinary/ Special)
42,4162874	57.5837126	96151591	130533951	11.23027424	226685542	2018521873	lotal:	Total:
20200195	0707303905	0		0		0	Postal Ballot (if applicable)	
0 0	TOOL		2165	0	21652	0	Venue-E-Voting	
s u	97.07	26/869	888	6,24	91524325	1467800895	E-Voting	
DOL	27.27	93472899		52.00822992	93472899	179727130	Total:	PUBLIC-INSTITUTIONS
0	0	0		0	0	0	Postal Ballot (if applicable)	
0	0	0		0	0	o	Venue-E-Voting	
99	0	93472899	0	52.01		179727130	E-Voting	
0	100	0	41666666	11.23109351	41666666	370993848	Total:	PROMOTER AND PROMOTER GROUP
0	0	0	0	0		0	Postal Ballot (if applicable)	
0	100	0	41666666	11.23	41666666	0	Venue-E-Voting	
0	0	0	0	0	٥	370993848	E-Voting	
% of Votes against on votes polled (7)=[(5)/(2)]*100	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	No. of Votes – against (5)	No. of Votes – in favour (4)	% of Votes Poiled on outstanding shares 3)=[(2)/(1)]* 100	No. of votes polled (2)	No. of shares held (1)	Mode of Voting	Category
							terested in the agenda/resolution	Whether promoter/ promoter group are interested in the agenda/resolution?
			Ordinary					Resolution required: (Ordinary/ Special)
							parately for each agenda item) :	Agenda- wise disclosure (to be disclosed separately for each agenda item) :
97								process and received droup.
0							Sucossy Argen Comprehensi	NO. Of Street and Promoter Group.
97							through Video Conferencing	No of Charabolders attended the meeting
0 0								Promoters and Promoter Group.
0 0						,1	either in person or through proxy	no of sharehooders present in the meeting either in person of through proxy;
pp1243							ie i	Total number of shareholders on record date
224743	13/11/2024					TAL BALLT	Date of AGM/EGM/POSTAL BALLT	

Format for Voting Results

				1					
	0		0	94602209	52.6365769	94602209	179727130	Total:	PUBLIC-INSTITUTIONS
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Part	0		0	0	0	0	370993848	E-Voting	
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Const. C	16.0624894		14702760	76831993	6.236183212	91534753	1467800895	Total:	PUBLIC-NON INSTITUTIONS
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Contail Ballot (if applicable) 179727130 946022269 52 5665769 72495198 22107011 76 63161227 20 20 20 20 20 20 20	0		0	41666666	11.23109351	41666666	370993848	Total:	PROMOTER AND PROMOTER GROUP
E-Voting	0		0	0	0	0	0	Postal Ballot (if applicable)	
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Total Ballot (if applicable) 179727130 94602209 52.6365769 72495198 22107011 76.63161227	15,91330016	84.08669984	14566221		6.236192205		1467800895	Total:	PUBLIC-NON INSTITUTIONS
	0	0	0	0	0	0	0	Postal Ballot (if applicable)	
	17	82.93	3695	17957	0	21652	0	Venue-E-Voting	
	16	84.07	14562526	76950707	6.23	91513233	1467800895	E-Voting	
	32.07098578	67,92901422	30339861	64262348	52,6365769	94602209	179727130	Total:	PUBLIC-INSTITUTIONS
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	0	0	0	0	0	0	0	Venue-E-Voting	
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Total: 179727130 94602209 52.6365769 72495188 22107011 76.63161227							~	erested in the agenda/resolution	Whether promoter/ promoter group are into
179727130 94602206 52.6365769 72495198 22107011 76.63161227									Resolution required: (Ordinary/ Special)
179727130 94602209 52.6365769 72495198 22107011 76.63161227	16.12824669	83,87175331	36740609	191062262	11.28562807		2018521873	lotal:	PUBLIC-NON INSTITUTIONS Total:
179727130 94602209 52.6365769 72495198 22107011 76.63161227	15 98705343	84 01 293657	14633508	0	0		0	Postal Ballot (if applicable)	
179727130 94601209 52.6365769 72495198 22107011 76.63161227 1467800895 91512344 6.23 76887441 14624903 84	40	59.84	8695	12957	0	21652	0	Venue-E-Voting	
179727130 94602209 52.6365769 72495198 22107011 76.63161227	16	84	14624903	76887441	6.23	91512344	1467800895	E-Voting	
	23.36838773	76.63161227	22107011	72495198	52,6365769	94602209	179727130	Total:	PUBLICHNSTITUTIONS
2	c	c			c	c	0	Postal ballot (if approache)	

	Venue-E-Voting	0	21652	0	18752	2900	86.61	13
	Postal Ballot (if applicable)	0		0	0	0	0	0
SNOLIDLLISNI NON-OFFIN	Total:	1467800895	91532103	6.23600267	76579441	14952662	83.66402441	16.33597559
Total:		2018521873	2	11.28553428	212848316	14952662	93,43608525	6,563914752
Resolution required: (Ordinary/ Special)								
Whether promoter/ promoter group are interested in the agenda/resolution?	terested in the agenda/resolution	~						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares 3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	E-Voting	370993848	0	0	0	0	0	0
	Venue-E-Voting	0	41666666	11.23	41666666	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
PROMOTER AND PROMOTER GROUP	Total:	370993848	41666666	11.23109351	4166666	0	100	0
	E-Voting	179727130	94602209	52.64	94602209	0	100	0
	Venue-E-Voting	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
PUBLIC-INSTITUTIONS	Total:	179727130	94602209	52,6365769	94602209	0	100	0
	E-Voting	1467800895	91510451	6,23	76646460	14863991	83.74	16
	Venue-E-Voting	0	21652	0	18752	2900	86,61	13
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	Total:	1467800895	91532103	6.23600267	76665212	14866891		16,24226967
Total:		2018521873	227800978	11.28553428	212934087	14866891	93,47373697	6,526263026
Whether promoter/ promoter group are interested in the agenda/resolution?	terested in the agenda/resolution	13						
Category	Mode of Yoting	No. of shares held (1)	No. of vates 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
	E-Voting	370993848	0	0	0	0	0	0
	Venue-E-Voting	0	41666666	11.23	41666666	0	100	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
PROMOTER AND PROMOTER GROUP	Total:	370993848	41666666	11.23109351	41666666	0	100	0
	E-Voting	179727130	94602209	52.64	94602209	0	10	0
	Venue-E-Voting	0	0	0	0	0		0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
PUBLIC-INSTITUTIONS	Total:	179727130	94602209	52,6365769	94602209	0	100	0
	E-Voting	1467800895	91513101	6.23	76611518	14901583	83.7	16
	Venue-E-Voting	0	21652	0	18295	3357	84.5	16
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	Total:	1467800895	91534753	6.236183212	76629813	14904940	83.71663274	16.28336726
Total:		2018521873	227803628	11 2855557	212898688	14904940	93,45711035	6,542889651