



SEC/64/2022-2023

September 23, 2022

1. National Stock Exchange of India Ltd. Exchange Plaza Plot No. C/1, G Block Bandra -Kurla Complex Bandra (E), Mumbai 400 051 Symbol: KALYANKJIL	2. BSE Limited Corporate Relationship Dept. Phiroze Jeejeebhoy Towers, Dalal Street Mumbai 400001 Maharashtra, India Scrip Code: 543278
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Dear Sir/Madam,

Sub: Results of the 14th Annual General Meeting held on 22nd September, 2022

The 14th Annual General Meeting of the Members of the Company was held on Thursday, the 22nd September, 2022 through Video Conferencing (VC) facility.

All the resolutions contained in the notice of the Annual General Meeting were passed by the shareholders.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of the combined voting results (i.e. result of remote e-voting together with that of the e-voting conducted at the AGM) are enclosed in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Annexure -1).

Further, the Scrutinizer's Report on the combined voting results is also attached herewith.

Thanking You.
Yours faithfully,

For Kalyan Jewellers India Limited



Jishnu RG
Company Secretary & Compliance Officer
Membership No - ACS 32820

Kalyan Jewellers India Limited

Corporate Office -TC-32/204/2, Sitaram Mill Road, Punkunnam, Thrissur, Kerala – 680 002

CIN - L36911KL2009PLC024641

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Annexure 1

RESOLUTION WISE DETAILS OF VOTING RESULTS:

Date of the AGM				22-09-2022					
Total Number of shareholders as on record date				231981					
No of shareholders present in the meeting either in person or through proxy									
a) Promoters and Promoter Group				NA					
b) Public				NA					
No of shareholders attended through Video Conferencing				84					
(a) Promoters and Promoter Group				3					
(b) Public				81					
Resolution 1 -Adoption of the audited financial statements of the Company for the financial year ended on 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company for the financial year ended on 31st March,2022 and the Reports of the Auditors thereon.									
Resolution required: (Ordinary/ Special)				Ordinary					
Whether promoter/ promoter group are interested in the agenda /resolution ?				No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled	

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		(1)	(2)	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	623589898	587758260	94.2540	587758260	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		587758260	94.2540	587758260	0	100.0000	0.0000
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
Public Institutions	E-Voting	53848665	32955718	61.2006	32955718	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		32955718	61.2006	32955718	0	100.0000	0.0000
	E-Voting		278725989	79.0455	278724823	1166	99.9996	0.0004
	Poll		0	0	0	0	100.0000	0.0000

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Public - Non Institutions	Postal Ballot (if applicable)	352614494	0	0.0000	0	0	0.0000	0.0000
	Total		278725989	79.0455	278724823	1166	99.9996	0.0004
Total		1030053057	899439967	87.3198	899438801	1166	99.9999	0.0001

Resolution 2 -Re-appointment of Mr. TS Kalyanaraman (DIN: 01021928), as director of the Company, liable to retire by rotation.								
Resolution required: (Ordinary/Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda / resolution ?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and	E-Voting		587758260	94.2540	587758260	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000

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Promoter Group	Postal Ballot (if applicable)	623589898	0	0.0000	0	0	0.0000	0.0000
	Total		587758260	94.2540	587758260	0	100.0000	0.0000
Public Institutions	E-Voting	53848665	32955718	61.2006	32955718	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		32955718	61.2006	32955718	0	100.0000	0.0000
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
Public-Non Institution	E-Voting	352614494	278725717	79.045	278721832	3885	99.9986	0.0014
	Poll		0	0.0000	0	0	00000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		278725717	79.0454	278721832	3885	99.9986	0.0014
Total		1030053057	899439695	87.3197	899435810	3885	99.9996	0.0004

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Resolution 3 - Appointment of Mr. Vinod Rai (DIN -00041867) as Chairman & Non-Executive Independent Director of the Company:								
Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda / resolution ?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	623589898	587758260	94.2540	587758260	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		587758260	94.2540	587758260	0	100.0000	0.0000

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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
Public Institutions	E-Voting	53848665	32955718	61.2006	32955718	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		32955718	61.2006	32955718	0	100.0000	0.0000
Public-Non Institution	E-Voting	352614494	278724545	79.0358	278716909	7636	99.9973	0.0027
	Poll		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		278724545	79.0451	278716909	7636	99.9973	0.0027
Total		1030053057	899438523	87.3196	899430887	7636	99.9992	0.0008

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Resolution 4 - Continuation of directorship of Mr. TS Anantharaman (DIN: 00480136), as Non-Executive Independent Director in terms of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.								
Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda / resolution ?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	623589898	587758260	94.2540	587758260	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		587758260	94.2540	587758260	0	100.0000	0.0000

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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]	$[6]=\{[4]/[2]\}*100$	$[7]=\{[5]/[2]\}*100$
Public Institutions	E-Voting	53848665	32955718	61.2006	32955718	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		32955718	61.2006	32955718	0	100.0000	0.0000
Public- Non Institution	E-Voting	352614494	278724545	79.0451	278720091	4454	99.9984	0.0016
	Poll		0	0.0000	0	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		278724545	79.0451	278720091	4454	99.9984	0.0016
Total		1030053057	899438523	87.3196	899434069	4454	99.9995	0.0005

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Resolution 5 - Reappointment of Ms. Kishori Udeshi (DIN -01344073) as an Independent Director for a second term of three (3) years								
Resolution required: (Ordinary/Special)			Special					
Whether promoter/ promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
Promoter and Promoter Group	E-Voting	623589898	587758260	94.2540	587758260	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		587758260	94.2540	587758260	0	100.0000	0.0000

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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]	$[6]=\{[4]/[2]\}*100$	$[7]=\{[5]/[2]\}*100$
Public Institutions	E-Voting	53848665	32955718	61.2006	32955718	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		32955718	61.2006	32955718	0	100.0000	0.0000
Public- Non Institution	E-Voting	352614494	278724117	79.0450	278715868	8249	99.9973	0.0030
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		278724117	79.0450	278715868	8249	99.9970	0.0030
Total		1030053057	899438095	87.3196	899429846	8249	99.9991	0.0009

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Resolution 6 - Payment of Commission to the Non - Executive Directors of the Company.								
Resolution required: (Ordinary/ Special)			Special					
Whether promoter/ promoter group are interested in the agenda / resolution ?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	623589898	587758260	94.2540	587758260	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		587758260	94.2540	587758260	0	100.0000	0.0000
Public Institutions	E-Voting	53848665	32955718	61.2006	11546214	21409504	35.0355	64.9645
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		32955718	61.2006	11546214	21409504	35.0355	64.9645

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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]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Public- Non Institution	E-Voting	352614494	278724817	79.0452	278711876	12941	99.9954	0.0046
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		278724817	79.0452	278711876	12941	99.9954	0.0046
Total		1030053057	899438795	87.3197	878016350	21422445	97.6182	2.3818



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M R THIAGARAJAN

Company Secretary in Practice

C-18, United Nagar, Veerakeralam Post, Coimbatore-641007
Mobile: +919443720540- E-mail id: mrthiagarajan@gmail.com

SCRUTINIZER'S REPORT

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

To

The Chairman
Kalyan Jewellers India Limited
TC-32/204/2, Sitaram Mill Road
Punkunnam, Thrissur, 680 002, Kerala State

SUBJECT: Consolidated Scrutinizer's Report on remote e-voting conducted prior to the 14th Annual General Meeting ('AGM') of Kalyan Jewellers India Limited held on Thursday ,22nd September,2022 at 11.30 a.m. (IST) through video conferencing ('VC') / other audio visual means ('OAVM') and remote e-voting conducted during the AGM, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')

I, M R Thiagarajan, Company Secretary in Practice, have been appointed as the Scrutinizer by the Board of Directors of Kalyan Jewellers India Limited ('the Company') 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, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 14th Annual General Meeting ("AGM") of the Company held today, i.e., Thursday , 22nd September 2022 at 11.30 a.m. (IST)through VC/OAVM.

I am also appointed as Scrutinizer to scrutinize the remote e-voting process during the AGM.

The AGM notice dated 04th August, 2022, as confirmed by the Company, was sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/Depositories. The emails were sent in compliance with the relevant circulars issued by the MCA and SEBI.

Thiagar
ajan
Ramakri
shnan

Digitally signed by Thiagarajan
Ramakrishnan
DN: c=IN, o=Personal,
2.5.4.20=1d2ef7e3e959080aafa
3d8b0652a43349670ec26e5b9
0b5220621d1ddea1e73f,
postalCode=641007, st=Tamil
Nadu,
serialNumber=ab085fcc383647
8ce51568b62ef220203719aa11
3f0cdaa9610d2acbb4095488,
cn=Thiagarajan Ramakrishnan
Date: 2022.09.22 14:16:24
+05'30'

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited's ('CDSL') for conducting remote e-voting by the Shareholders of the Company.

The voting period for remote e-voting commenced on Monday, 19th September 2022 at 9.00 a.m. (IST) and ended on Wednesday, 21nd September ,2022 at 5.00 p.m. (IST) and the CDSL e-voting platform was disabled thereafter.

The Company had also provided remote e-voting facility of CDSL to the Shareholders present at the AGM through VC, who had not cast their vote earlier.

The Shareholders of the Company holding shares as on the "cut-off" date of Thursday 15th September, 2022, were entitled to vote on the resolutions forming part of the Notice of the AGM.

After the closure of remote e-voting at the AGM, the report on remote voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.

I have scrutinized and reviewed the remote e-voting prior to the AGM and during the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to and during the AGM on the resolutions forming part of the notice of the AGM.

My responsibility as Scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the said resolutions forming part of the notice of the AGM.

I now submit my consolidated report as under on the result of the remote e-voting prior to the AGM and during the AGM in respect of the said resolutions forming part of the notice of the AGM.

I would like to mention that the voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e., Thursday 15th September, 2022 and as per the Register of Members of the Company.

Item No 1 of the Notice of AGM: Ordinary Resolution-Adoption of Financial Statement etc.

"To receive, consider and adopt:

- a. the Audited Financial Statement of the Company for the financial year ended 31st March, 2022 together with the Reports of the Board of Directors and Auditors thereon; and*
- b. the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2022 and the Report of Auditors thereon."*

**Thiagaraj
an
Ramakris
hnan**

Digitally signed by Thiagarajan Ramakrishnan
DN: c=IN, o=Personal, 2.5.4.20=1d2ef7e9e959080aafa3d8b0652a43349670e226e5b90b5220621d1dae1e73f, postalCode=641007, st=Tamil Nadu, serialNumber=ab085fcc3836478ce51568b62ef220203719aa113f0cdaa9610d2acbb4095488, cn=Thiagarajan Ramakrishnan
Date: 2022.09.22 14:16:10 +05'30

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

Number of Members Voted	No of Valid Votes (Shares) cast	% of valid votes cast
540	899438801	100

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

Number of Members Voted	No of Valid Votes (Shares) cast	% of valid votes cast
18	1166	0

(iii) **Invalid Votes** in respect of the Resolution:

Total Number of Members whose votes were declared invalid	No of invalid Votes (Shares) cast by them
0	0

RESULT: - Based on the aforesaid result, I report that the Ordinary Resolution as set out in ITEM No 1 of the Notice of the AGM dated 04th August 2022 has been passed with requisite majority.

Item No 2 of the Notice of AGM: Ordinary Resolution –Retirement by rotation.

“To appoint a Director in place of Mr. TS Kalyanaraman (DIN: 01021928), who retires by rotation and being eligible, offers himself for re-appointment”.

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

Number of Members Voted	No of Valid Votes (Shares) cast	% of valid votes cast
519	899435810	100

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

Number of Members Voted	No of Valid Votes (Shares) cast	% of valid votes cast
37	3885	0

(iii) **Invalid** Votes in respect of the Resolution:

Total Number of Members whose votes were declared invalid	No of invalid Votes (Shares) cast by them
0	0

RESULT: - Based on the aforesaid result, I report that the Ordinary Resolution as set out in ITEM No 2 of the Notice of the AGM dated 04th August 2022 has been passed with requisite majority.

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Item No 3 of the Notice of AGM – Special Resolution- Appointment of Mr. Vinod Rai (DIN - 00041867) as Chairman & Non-Executive Independent Director of the Company:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies(Appointment and Qualification of Directors)Rules, 2014, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(“Listing Regulation”), Articles of Association of the Company, receipt of regulatory clearances, the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Vinod Rai(DIN -00041867) who was appointed as Chairman and Additional (Non-Executive & Independent)Director on the Board of the Company w.e.f. July 01, 2022 and in respect of whom the Company has received a notice in writing under Section160 of the Act, proposing his candidature for the office of a Director, be and is hereby appointed as ‘Chairman & Non-Executive Independent Director’ of the Company to hold office for a term of three consecutive years with effect from July 01, 2022,not liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, 198 and other applicable provisions of the Act, Mr. Vinod Rai be paid such fees and remuneration and profit related commission as the Board may approve from time to time subject to such limits prescribed by the Act, and as approved by the Members at the general meeting of the Company.”

“RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

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

Number of Members Voted	No of Valid Votes (Shares) cast	% of valid votes cast
518	899430887	100

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

Number of Members Voted	No of Valid Votes (Shares) cast	% of valid votes cast
36	7636	0

(iii) **Invalid** Votes in respect of the Resolution:

Total Number of Members whose votes were declared invalid	No of invalid Votes (Shares) cast by them
0	0

RESULT: - Based on the aforesaid result, I report that the Special Resolution as set out in ITEM No 3 of the Notice of the AGM dated 04th August 2022 has been passed with requisite majority.

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Item No 4 of the Notice of AGM – Special Resolution - Continuation of directorship of Mr. TS Anantharaman (DIN: 00480136), as Non-Executive Independent Director in terms of Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“**RESOLVED THAT** pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, consent of the Members be and is hereby accorded for continuation and holding of office by Mr. TS Anantharaman (DIN:00480136) who will attain 75 years of age on June 26, 2023, as Non-executive Independent Director of the Company till his current tenure of appointment i.e. up to December 14, 2023.”

“**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

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

Number of Members Voted	No of Valid Votes (Shares) cast	% of valid votes cast
521	899434069	100

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

Number of Members Voted	No of Valid Votes (Shares) cast	% of valid votes cast
33	4454	0

(iii) **Invalid** Votes in respect of the Resolution:

Total Number of Members whose votes were declared invalid	No of invalid Votes (Shares) cast by them
0	0

RESULT: - Based on the aforesaid result, I report that the Special Resolution as set out in ITEM No 4 of the Notice of the AGM dated 04th August 2022 has been passed with requisite majority.

Item No 5 of the Notice of AGM – Special Resolution - Reappointment of Ms. Kishori Udeshi (DIN-01344073) as an Independent Director for a second term of three (3) years

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (‘Act’) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors), Rules, 2014, and Regulation 17 and any other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations,

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2015, ('SEBI Listing Regulations') as amended from time to time, and the Articles of Association of the Company, Ms. Kishori Udeshi (DIN -01344073), who holds office up to January 17, 2023, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing her candidature for the office of Director, and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 3 (Three) years commencing from January 17, 2023 till January 16, 2026."

"RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

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

Number of Members Voted	No of Valid Votes (Shares) cast	% of valid votes cast
506	899429846	100

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

Number of Members Voted	No of Valid Votes (Shares) cast	% of valid votes cast
48	8249	0

(iii) **Invalid** Votes in respect of the Resolution:

Total Number of Members whose votes were declared invalid	No of invalid Votes (Shares) cast by them
0	0

RESULT: - Based on the aforesaid result, I report that the Special Resolution as set out in ITEM No 5 of the Notice of the AGM dated 04th August 2022 has been passed with requisite majority.

Item No 6 of the Notice of AGM-Special Resolution- Payment of Commission to the Non - Executive Directors of the Company.

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 ('the Act') and Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the Members be and is hereby accorded for payment of profit related commission to the Non-executive Directors of the Company (i.e. Directors other than the Managing Director, Whole-time Directors or Nominee

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Directors) for the Financial Year ending March 31, 2022 and thereafter, to be determined by the Board of Directors of the Company or any Committee of the Board ('the Board') for each of such Non-executive Director and to be distributed among such Non-executive Directors in such a manner as the Board may determine within the overall maximum limit of 1% (one percent) per annum or such other percentage as may be specified by the Act from time to time in this regard, of the net profits of the Company to be calculated in accordance with the provisions of Section 198 of the Act.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

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

Number of Members Voted	No of Valid Votes (Shares) cast	% of valid votes cast
466	878016350	97.62

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

Number of Members Voted	No of Valid Votes (Shares) cast	% of valid votes cast
90	21422445	2.38

(iii) **Invalid** Votes in respect of the Resolution:

Total Number of Members whose votes were declared invalid	No of invalid Votes (Shares) cast by them
0	0

RESULT: - Based on the aforesaid result, I report that the Special Resolution as set out in ITEM No 6 of the Notice of the AGM dated 04th August 2022 has been passed with requisite majority.

Thanking you

Yours faithfully

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cn=Thiagarajan Ramakrishnan
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M R THIAGARAJAN
Company Secretary in Practice
ACS-5327/CoP 6487
UDIN: A005327D001018768
Place: Trissur
Date: 22.09.2022

