

5th November 2019

National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E)
MUMBAI - 400 0051

BSE Limited
1st Floor, New Trading Ring
Rotimda Building
P.J.Towers, Dalal Street, Fort,
MUMBAI - 400 001

Scrip Code: KSCL

Scrip Code: 532899

Sub: Submission of Voting Results of Postal Ballot under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

We wish to inform you that the members of the Company have accorded their approval with requisite majority, by way of postal ballot to the Special Resolutions set out in the Postal Ballot Notice dated 24th September 2019, sent to them pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 to passed the following Special Resolutions:

1. Buy-back of Equity Shares of the Company.
2. Continuation of holding of office of Mr. G.V.Bhaskar Rao, Chairman & Managing Director, who will attain the age of 70 (seventy) years on 5th June 2020

In this regard, please find enclosed herewith the following:

- I. The Voting Results of Postal Ballot under Regulation 44(3) of the SEBI (LODR) Regulations, 2015 as **Annexure - I**
- II. A Copy of the Scrutinizer's Report as **Annexure - II**

You are requested to kindly take the above on record and acknowledge the receipt of the same.

Thanking You,

Yours faithfully,
For KAVERI SEED COMPANY LIMITED



G.V. BHASKAR RAO
CHAIRMAN & MANAGING DIRECTOR
DIN: 00892232

Encl: a/a.

KAVERI SEED COMPANY LIMITED

ANNEXURE - 1

DETAILS OF THE VOTING RESULTS BY POSTAL BALLOT PROCESS PURSUANT TO REGULATION 44(3) OF SEBI (LODR) REGULATIONS, 2015

Date of declaration of Results of Postal Ballot (including e-voting)	5th November 2019
Total number of shareholders on record date (Cut-off date) on 27th September 2019	28631
No. of Shareholders present in the meeting either in person or through proxy	
Promoter and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.1:	Approval for the Buy-back of Equity Shares of the Company through Tender offer route
Resolution Required: (Ordinary Resolution/ Special Resolution):	Special Resolution
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 of 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 & Promoter Group	E-voting	3,47,79,721	3,47,79,721	100.00	3,47,79,721	-	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		-	0	-	-	0	0
	Total		3,47,79,721	100.00	3,47,79,721	-	100	0.00
Public - Institutions	E-voting	1,93,55,674	1,64,61,811	85.05	1,64,61,811	-	100.00	-
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		-	0	-	-	0	0
	Total		1,64,61,811	85.05	1,64,61,811	-	100.00	-
Public - Non Institutions	E-voting	89,93,738	21,88,855	24.34	21,88,746	109	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot		33,739	0.38	33,689	50	99.85	0.15
	Total		22,22,594	24.71	22,22,435	159	99.99	0.01
Total		6,31,29,133	5,34,64,126	84.69	5,34,63,967	159	100.00	0.00



For KAVERI SEED COMPANY LTD.

G. Subhaskar Rao
 (G. SUBHASKAR RAO)
 Managing Director

Resolution No.2:	Continuation of holding of office of Mr. G.V.Bhaskar Rao, Chairman & Managing Director,
Resolution Required: (Ordinary Resolution/ Special Resolution):	Special Resolution
Whether Promoter/ Promoter Group are interested in the agenda/	Yes

CATEGORY	Mode of Voting	No.of Shares held	No.of votes polled	% of votes polled on outstanding shares	No.of votes - in favour	No.of votes - against	% of votes in favour of 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 & Promoter Group	E-voting	3,47,79,721	19,08,500	5.49	19,08,500	-	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		-	0	-	-	0	0
	Total		19,08,500	5.49	19,08,500	-	100	0.00
Public - Institutions	E-voting	1,93,55,674	1,64,61,811	85.05	1,63,44,206	1,17,605	99.29	0.71
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		-	0	-	-	0	0
	Total		1,64,61,811	85.05	1,63,44,206	1,17,605	99.29	0.71
Public - Non Institutions	E-voting	89,93,738	21,88,842	24.34	21,17,341	71,501	96.73	3.27
	Poll		-	-	-	-	-	-
	Postal Ballot		33,676	0.37	33,664	12	99.96	0.04
	Total		22,22,518	24.71	21,51,005	71,513	96.78	3.22
Total		6,31,29,133	2,05,92,829	32.62	2,04,03,711	1,89,118	99.08	0.92

For KAVERI SEED COMPANY LTD.



G.V. Bhaskar Rao
 (G.V. BHASKAR RAO)
 Managing Director



L.D. Reddy & Co

Company Secretaries
Insolvency Professionals

Phone(O) : 040-2331 5262

Mobile : 99499 38181

: 98492 69757

Off: Plot No. 6-2-1/2, Flat No. 504, Afzal Commercial Complex, Lakdi-ka-pool, Hyderabad-500 004, Telangana
E-mail: l.d.reddy@gmail.com, ldreddy2016@gmail.com

L. Dhanajay Reddy
B.Com.LL.B., ACS.

Scrutinizer's Report

[Pursuant to Section 110 and 108 of the Companies Act,2013 and Rules 20 and 21 of the Companies (Management and Administration), Rules,2014 and read with the SEBI (LODR) Regulations, 2015]

To
The Chairman
Kaveri Seed Company Ltd.
513B,5th Floor, Minerva Complex,
Sarojini Devi Road, Secunderabad-500003,
Telangana State, India

Dear Sir,

1. I L. Dhanamjay Reddy, Company Secretary in Whole time Practice was appointed as Scrutinizer(s), by the Board of Directors of Kaveri Seed Company Ltd (the company) for conducting and scrutinizing the postal ballot process and e-voting carried out as per the provisions of section 108 and Section 110 of the Companies Act,2013 read with Rule 20 and 21 of the Companies (Management and Administration), Rules,2014 (Rules) for approval of Special Resolutions .

2. Accordingly as Scrutinizer, I Report as under:

- A. The Board of Directors of Kaveri Seed Company Ltd appointed me as Scrutinizer and I declare and confirm that I am not in the employment of the Company and the Board is of the opinion that I can conduct the postal ballot process in a fair and transparent manner.
- B. I have given my consent in writing to be the scrutinizer for the postal ballot under reference and made myself available for the purpose of ascertaining the requisite majority.
- C. The postal ballot forms with necessary particulars were dispatched to all the members and e-mailed which was completed on 04th October 2019 by registered post and Postal Ballot. Notice and the Explanatory Statement also announced through an advertisement in 1 (one) English newspaper (Business Standard) and 1 (one) Telugu newspaper (Nava Telangana), in Hyderabad,



where the registered office of the Company is situated, and published on the Company website <http://www.kaveriseeds.in/>

- D. The postal ballot forms received back were kept under my safe custody before commencing the scrutiny of such postal ballot forms.
- E. From the postal ballot notice sent to the members by the company I find that the members were given option of returning the postal ballot form duly completed and forward the same to the scrutinizer or vote by electronic means in the manner set out therein, Members who do not receive the postal ballot form may apply to the company at cs@kaveriseeds.in to receive a duplicate copy thereof ,in each case, so as to ensure that the votes reach the scrutinizer on or before 5.00 pm of the 03rd day of November 2019 (Last date).
- F. I have maintained a register for recording the consent or otherwise received from the members through post and by courier service etc., which were sent along with the envelopes received in post including the e-voting data downloaded from the CDSL website.
- G. The last date to receive the postal ballot was 03rd day of November 2019 on or before 5.00 pm.
- H. The postal ballot forms were duly opened by me /in my presence and scrutinized and shareholding was matched/ conformed with the register of members of the company.
- I. All postal ballot forms received before 05.00 pm on 03rd day of November 2019, being the last date and time fixed by the company for receipt of postal ballot form, were considered for my scrutiny.
- J. Company has also provided e-voting facility, as an alternate, to all shareholders to enable them to cast their votes electronically instead of dispatching postal ballot forms. Company has made necessary arrangements with CDSL to facilitate e-voting as an alternate to dispatch of postal forms. www.evotingindia.com provided the exact data as to the e-voting taken place up to the closing of business hours on 03rd day of November 2019 (i.e. 5:00 P.M. IST).
- K. I have verified and report that the company has sent the postal ballot notice containing the draft resolutions, notes, and explanatory statement along with the postal ballot form with the instruction regarding exercising the vote by postal ballot/e-voting with a request to return the ballot paper through prepaid envelope addressed to Scrutinizer.



- L. I have physically verified the self addressed business reply postal envelopes received through the post office as to the exact number of envelopes received till 03rd day of November 2019, and also the envelopes received through personal delivery, courier service etc., at the Registered Office till 03rd day of November 2019
- M. The envelopes received up to 03rd day of November 2019 on or before 5.00 pm, were initialed by me and opened by me / in my presence.
- N. In addition to the above, e-voting data provided by CDSL through www.evotingindia.com till the close of business hours on 03rd day of November 2019 (i.e.5.00 P.M) was taken into consideration.
- O. The e-voting period remained open from 05th October, 2019 (i.e. 9:00 A.M. IST) up to 03rd November 2019, (i.e. 5:00 P.M. IST).
- P. The votes cast through e-voting system were unblocked on 04th day of November 2019 at 11.01 A.M. and the data generated from the e-voting website of www.evotingindia.com was downloaded and the same were taken as the results of the electronic voting.
- Q. All postal ballot papers received up to 03rd day of November 2019 (i.e 5.00 P.M) were verified with the register of members.
- R. The postal ballot papers then sorted out as to "voted for" and "voted against" beside segregating the invalid votes in comparison with those who have voted in electronic form.
- S. All the postal ballots were serially numbered commencing from number one for each of the batch namely, voted for and voted against besides numbering for the invalid votes in a similar manner.
- T. The entire details namely, folio number, name of the share holder, address, number of shares as voted by them were entered in a separate register maintained for this purpose in electronic form and the data entry made thereto were verified for its correctness in comparison with the data provided by the company, namely the register of members.
- U. The total Paid up capital of the Company is Rs. 12,62,58,266/- divided into 63129133 Equity Share of Rs.2/- each.



V. Ballot Papers INVALID due to reasons like:

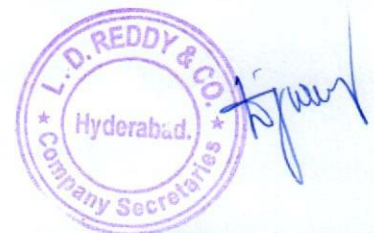
- Voted both in E-Voting and Physical [Voted in E-VOTING considered as valid]
- No Signature of the members on the ballot paper
- No either in Favour or Against
- Ticks for both For and Against
- Incomplete Form such as Folio no./DP ID is missing, etc

W. Summary of the postal ballot forms received/ Vote Casted through E-Voting is given below:

Resolution No 1:

Special Resolution for approval of Buy back of Equity Shares of the Company through Tender Offer Route:

MODE	NUMBER OF MEMBERS	NO.OF SHARES
EVOTING FOR RESOLUTION NO:1		
E Voting Through – For	755	53430278 (100%)
E Voting Through – Against	4	109 (0%)
E Voting Through – Invalid	-	-
A. Total Voting (For+ Against)	759	53430387



PHYSICAL VOTING FOR RESOLUTION NO: 1		
Physical Voting through postal ballot- For	91	33689 (99.85%)
Physical voting through postal ballot - Against	02	50 (00.15%)
Physical voting through postal ballot - Invalid	03	48
B - Total Voting (For+ Against)	93	33739 (100%)

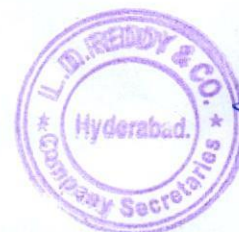
Combined Summary of voting results for Resolution No 1 with percentages:

SUMMARY OF VOTING RESULTS FOR RESOLUTION NO 1	NO.OF SHARES VOTED	PERCENTAGE**
Total Number of votes cast in favour of the resolution through the postal ballot / e-voting	5,34,63,967	100%
Total number of votes cast against the resolution by postal ballot / e-voting	159	0.00%
Invalid votes	48	-
TOTAL (For + Against)	5,34,64,126	100%

**Percentage reckoned to the total number of shares / votes covered in the ballot papers received by post / e-voting.

Resolution No 2:

Special Resolution for Continuation of holding of office of Mr. G.V.Bhaskar Rao, Chairman & Managing Director, who will attain the age of 70 (seventy) years on 5th June 2020:



MODE	NUMBER OF MEMBERS	NO.OF SHARES
EVOTING FOR RESOLUTION NO:2		
E Voting Through – For	735	20370047 (99.08%)
E Voting Through – Against	17	189106 (0.92%)
E Voting Through – Invalid	-	-
A. Total Voting (For+ Against)	752	20559153 (100%)
PHYSICAL VOTING FOR RESOLUTION NO: 2		
Physical Voting through postal ballot – For	90	33664 (99.96%)
Physical voting through postal ballot – Against	01	12 (0.04%)
Physical voting through postal ballot – Invalid	05	101
B – Total Voting (For+ Against)	91	33676 (100%)

Combined Summary of voting results for Resolution No 2 with percentages:

SUMMARY OF VOTING RESULTS FOR RESOLUTION NO 2	NO.OF SHARES VOTED	PERCENTAGE**
Total Number of votes cast in favour of the resolution through the postal ballot / e-voting	20403711	99.08%



Total number of votes cast against the resolution by postal ballot / e-voting	189118	00.92%
Invalid votes	101	-
TOTAL (For + Against)	20592829	100%

**Percentage reckoned to the total number of shares / votes covered in the ballot papers received by post / e-voting.

1. In View of the above I report that the Resolution No.1 to 2 made in pursuance of Section 110 of the Companies Act 2013 is assented to by the requisite majority of the shareholders by means of postal ballot including by electronic means.
2. I have handed over the postal ballot forms and other related papers/ registers and records for safe custody to Mr. C. Mithunchand, Whole time Director, authorized by the Board to supervise the postal ballot process.
3. The results of the voting by members through Postal Ballots and E-Voting in respect of the above mentioned Resolutions may accordingly be declared by the Chairman or any other authorized Director of the Company.
4. Mr. Venkata Bhaskar Rao Gundavaram, Ms. Vanaja Devi Gundavaram and Mr. Pawan Gundavaram being interested in the Resolution No. 02, there votes were not considered.

Place: Hyderabad

Date: 04.11.2019



For L D REDDY & CO.,
Company Secretaries

L.Dhanamjaya Reddy
C.P.No. 3752
M.No- 13104

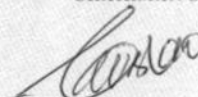
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MINUTES OF THE DECLARATION OF RESULTS OF THE SPECIAL RESOLUTIONS PASSED THROUGH POSTAL BALLOT (INCLUDING E-VOTING) BY THE MEMBERS OF KAVERI SEED COMPANY LIMITED ON TUESDAY, NOVEMBER 05, 2019 AT THE REGISTERED OFFICE OF THE COMPANY AT 513-B, 5TH FLOOR, MINERVA COMPLEX, S.D. ROAD, SECUNDERABAD - 500003, TELANGANA.

In the Presence of:

- | | |
|-----------------------------|--|
| 1. Mr. G.V. Bhaskar Rao | - Chairman & Managing Director |
| 2. Mr. C. Vamsheedhar | - Whole Time Director |
| 3. Mr. C. Mithunchand | - Whole Time Director |
| 4. Mr. K.V.Chalapathi Reddy | - Chief Financial Officer |
| 5. Mr. V.R.S. Murthi | - Company Secretary |
| 6. Mr. L. Dhanamjaya Reddy | - Scrutinizer (Practicing Company Secretary) |

1. Mr. G.V. Bhaskar Rao, Chairman & Managing Director, present at the Registered Office of the Company at 11.30 A.M. to declare the Postal Ballot Results of the Company conducted as per the Company's Postal Ballot Notice dated September 24, 2019 issued to the Members of the Company on 5th October 2019.
2. Mr. G.V. Bhaskar Rao placed on record the following actions, inter alia, of the Board:
 - a. The appointment of Mr. L. Dhanamjaya Reddy, Practicing Company Secretary, to act as the Scrutinizer for conducting the voting through Postal Ballot (including the e-voting) process;
 - b. Appointment of the Central Depository Services (India) Limited, (CDSL) for providing for e-voting facility to the Members of the Company;
 - c. Fixation of the voting period i.e. from on 09.00 a.m., Saturday, October 05, 2019 to 05.00 p.m., Sunday, November 03, 2019;
 - d. Fixation of the cut-off date, for the purpose of determining the number of members as on 27th September, 2019 and the total number of members as on the cut-off date were 28631.
 - e. The Company had carried out the Postal Ballot exercise including e-voting as per the provisions of Section 110 read with Rule 22 of the Companies (Management



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& Administration) Rules, 2014 including any statutory modification or re-enactment thereof.

3. Mr. L. Dhanamjaya Reddy, carried out the work of a Scrutinizer from the close of working hours on 5th October 2019 to 3rd November 2019 and prepared a consolidated Scrutinizers' Report (Postal Ballot and e-voting), on the basis of the data/ reports received by him.
4. The Scrutinizer handed over the Scrutinizer's Report dated 5th November, 2019 to Mr. G.V. Bhaskar Rao, Chairman & Managing Director of the Company enabling him for declaring the consolidated results with regard to the Special Resolutions as set out in the Notice.
5. Thereafter, Mr. G.V. Bhaskar Rao, Chairman & Managing Director of the Company proceeded with declaration of Postal Ballot Results based on the Scrutinizer's Report on the following items:

ITEM NO.1: SPECIAL RESOLUTION:

BUY-BACK OF EQUITY SHARES OF THE COMPANY THROUGH TENDR OFFER ROUTE:

"RESOLVED THAT in accordance with Article 75 of the Articles of Association of Kaveri Seed Company Limited ("Company") and the provisions of Sections 68, 69, 70, 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 ("Companies Act"), the Companies (Share Capital and Debentures) Rules, 2014 ("Share Capital Rules"), the Companies (Management and Administration) Rules, 2014 ("**Management Rules**"), including any amendments, statutory modifications or re-enactments thereof, for the time being in force and in compliance of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("**Buyback Regulations**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Obligations**") including any amendments and subject to such other approvals, permissions and sanctions as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by the Securities and Exchange Board of India ("**SEBI**"), Registrar of Companies, Hyderabad, Telangana ("**ROC**") and/ or other appropriate authorities as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions and sanctions, the approval of members of the Company be and is hereby accorded for the Buy-back of fully paid-up Equity Shares of the face value of ₹ 2/- (Rupees Two only) each up to 28,00,000 (Twenty Eight Lakhs Only) equity shares

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(representing 4.44% of the total issued and paid-up equity share capital of the company) at price of ₹ 700/- per equity share (from the equity shareholders of the Company, as on record date ("**Record Date**"), payable in cash for an amount not exceeding ₹ 19,600.00 lakhs (Rupees One Hundred and Ninety Six Crores Only), being 20.01% and 20.14% of the total paid-up equity capital and free reserves of the Company as on March 31, 2019 based on Standalone and Consolidated financials respectively, excluding any expenses incurred or to be incurred for the buy-back like filing fee payable to the Securities and Exchange Board of India ("**SEBI**"), transaction costs viz. brokerage, printing and dispatch expenses, applicable taxes such as securities transaction tax, goods and service tax, stamp duty, Buyback tax and other related and incidental expenses (hereinafter referred to as the "**Buyback Offer Size**"), being less than 25% (Twenty five per cent.) of the total paid-up equity capital and free reserves of the Company as per the latest audited balance sheet as on March 31, 2019 from all the equity shareholders/ beneficial owners of the Equity Shares of the Company, including the Promoter(s) (as defined hereinafter) as on such date, or any other date as may be decided by the Board to be the record date, the "**Record Date**") through the "tender offer" route, on a proportionate basis as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the "**Buyback**")."

RESOLVED FURTHER THAT the Company shall implement the Buyback from out of its free reserves and that the Buyback shall be through the tender offer route in such manner as may be prescribed under the Companies Act and the Buyback Regulations and on such terms and conditions as the Board may deem fit, subject to members' approval by way of postal ballot.

RESOLVED FURTHER THAT the Company, to the extent legally permissible, implement the Buyback using the "Mechanism for acquisition of shares through BSE Limited ("**BSE**") and/or the National Stock Exchange of India Limited ("**NSE**") (BSE and NSE collectively referred to as the "**Stock Exchanges**")" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 as amended via SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, including any amendments thereto.

RESOLVED FURTHER THAT as required by Regulation 6 of the Buyback Regulations, the Company shall buy back Equity Shares from the members on a proportionate basis under the tender offer route, provided that 15% (Fifteen per cent.) of the number of Equity Shares which the Company proposes to buy back or the number of Equity Shares entitled as per the shareholding of small shareholders as defined in the Buyback Regulations ("**Small Shareholders**") as of the Record Date, whichever is higher, shall be reserved for Small Shareholders.

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RESOLVED FURTHER THAT the members of the Company will be eligible to participate in the Buyback including the promoters of the Company who hold Equity Shares as of the Record Date.

RESOLVED FURTHER THAT the Company shall not buyback the locked-in Equity Shares or other specified securities and non-transferable shares or other specified securities till the pendency of the lock-in or till the Equity Shares or other specified securities become transferable.

RESOLVED FURTHER THAT the Buyback from non-resident Indians, Overseas Corporate Bodies (OCBs), Foreign Institutional Investors, Foreign Portfolio Investors and members of foreign nationality, if any, shall be subject to such approvals, if and to the extent necessary or required from concerned authorities and not limited to approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, as amended, Income Tax Act, 1961 and rules and regulations framed there under, as amended if any.

RESOLVED FURTHER THAT the Buy-back would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 (the "Listing Regulations")

RESOLVED FURTHER THAT nothing contained hereinabove shall confer any right on the part of any member to offer, or any obligation on the part of the Company or the Board to buyback any shares and/or impair any power of the Company or the Board to terminate any process in relation to such Buyback if so permissible by law.

RESOLVED FURTHER THAT the Company shall earmark adequate sources of funds for the purpose of the Buyback and the amount required by the Company for the Buyback is intended to be met out of the Company's current balances of cash and cash equivalents (and not from any borrowed funds) and/ or internal; accruals of the Company and on such terms and conditions as the Board may decide from time to time at its absolute discretion.

RESOLVED FURTHER THAT the Board be and is hereby authorized to give effect to the aforesaid resolution and may delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any director(s)/ officer(s)/ authorised representative(s)/ Committee ("**Buyback Committee**") of the Company in order to give effect to the aforesaid resolution, including but not limited to finalizing the terms of the Buyback like record date, Buyback price, entitlement ratio, fixing the Record Date, the schedule of activities for Buyback

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including finalizing the date of opening and closing of Buyback, the timeframe for completion of the Buyback, appointment of intermediaries/ agencies, as may be required, for the implementation of the Buyback, preparation, signing and filing of the public announcement, the draft letter of offer, letter of offer with SEBI, the stock exchanges and other appropriate authorities and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from SEBI, RBI under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder; and to initiate all necessary actions for preparation and issue of various documents including letter of offer, opening, operation and closure of necessary accounts including escrow account with the bank, entering into agreements, release of public announcement, filing of declaration of solvency, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, extinguishment of dematerialized shares and physical destruction of share certificates in respect of the Equity Shares bought back by the Company, and such other undertakings, agreements, papers, documents and correspondence, under the common seal of the Company, as may be required to be filed in connection with the Buyback with SEBI, RBI, stock exchanges, RoC, Depositories and/ or other regulators and statutory authorities as may be required from time to time.

RESOLVED FURTHER THAT the Board (which expression includes a Buyback Committee constituted for this purpose) be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of the Buyback, including but not limited to carrying out incidental documentation as also to make applications to the appropriate authorities for their approvals and to initiate all necessary actions for preparation and issue of various documents, opening of accounts including public announcement, letter of offer, extinguishment of share certificates and "certificate of extinguishment" required to be filed in connection with the Buyback on behalf of the Board and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to SEBI, RBI, BSE Limited, National Stock Exchange of India Limited, RoC, depositories and/ or other authorities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for



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matters consequential to the Buyback without seeking any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

The details of the voting on **Special Resolution No.1** are as under:

SUMMARY OF VOTING RESULTS	NO.OF SHARES VOTED	PERCENTAGE
Total Number of votes cast in favour of the resolution through the postal ballot / e-voting	5,34,63,967	100%
Total number of votes cast against the resolution by postal ballot / e-voting	159	0.00%
Invalid votes	48	0.00%
TOTAL (For + Against)	5,34,64,126	100 %

Mr. G.V. Bhaskar Rao, based on the above results provided by the Scrutinizer, declared that the Special Resolution carried out with requisite majority by the members of the Company.

ITEM NO.2: SPECIAL RESOLUTION:

CONTINUATION OF HOLDING OF OFFICE OF MR. G.V.BHASKAR RAO, CHAIRMAN & MANAGING DIRECTOR, WHO WILL ATTAIN THE AGE OF 70 (SEVENTY) YEARS ON 5TH JUNE 2020:

“**RESOLVED THAT** pursuant to section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members be and is hereby accorded to the continuation of holding of office of Mr. G.V.Bhaskar Rao (DIN 00892232), Chairman and Managing Director, who will attain the age of 70 (Seventy) years on 5th June 2020 and up to the end of his remaining term of office, on the existing terms and conditions of his appointment as Chairman and Managing Director.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may

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arise in this regard at any stage, without requiring the board to secure any further consent or approval of the members of the company for the purpose of giving effect to this resolution."

The details of the voting on **Special Resolution No.2** are as under:

SUMMARY OF VOTING RESULTS	NO.OF SHARES VOTED	PERCENTAGE
Total Number of votes cast in favour of the resolution through the postal ballot / e-voting	2,04,03,711	99.08%
Total number of votes cast against the resolution by postal ballot / e-voting	189118	0.92%
Invalid votes	101	0.00%
TOTAL (For + Against)	2,05,92,829	100%

Mr. G.V. Bhaskar Rao, based on the above results provided by the Scrutinizer, declared that the Special Resolution carried out with requisite majority by the members of the Company.

Mr. G.V. Bhaskar Rao, Chairman & Managing Director confirmed that the Special Resolutions of the Notice was considered and passed by the members of the Company with requisite majority through Postal Ballot (including e-voting) on Tuesday, November 05, 2019.

Thereafter, Mr. G.V. Bhaskar Rao directed the Company Secretary for the following actions:

- To intimate the outcome of the Postal Ballot voting Results to the BSE Limited and NSE Limited;
- To upload the same on the website of the company and
- To arrange for publishing the consolidated voting results of the Postal Ballot in the newspapers.

Place: Secunderabad,
Date: 05.11.2019


CHAIRMAN

CHAIRMAN'S INITIALS
