



BGR ENERGY SYSTEMS LIMITED
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E-mail: compliance@bgrenergy.com Web site: www.bgrcorp.com

BeSec/2019
August 15, 2019

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E), Mumbai – 400051

Department of Corporate Services
BSE Limited
P.J. Towers, Dalal Street
Mumbai – 400001

NSE Symbol: BGREENERGY

BSE Scrip Code: 532930

Dear Sirs,

Sub: Voting Results under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,

The 33rd Annual General Meeting of the Company was held at 3.00 p.m. on August 14, 2019 at the registered office of the Company. Pursuant to the provisions of the Companies Act, 2013 and the rules made thereunder and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the opportunity was given to all the shareholders of the Company to exercise their right to vote on all the resolutions set out in the Notice of AGM through remote e-voting during the period commencing from August 11, 2019 (9.00 a.m.) to August 13, 2019 (5.00 p.m.) as well as at the AGM Venue through physical ballot.

All the resolutions contained in the Notice of the aforesaid AGM were approved by the requisite majority of shareholders through remote e-voting and physical ballot and accordingly all the resolutions were declared to be passed on August 14, 2019, which is the date of 33rd Annual General Meeting of the Company.

The voting results in the prescribed format along with the consolidated scrutinizer's report are enclosed.

We request you to take the same on record.

Thanking you,

Yours truly,
for BGR Energy Systems Limited

R. Ramesh Kumar
President – Corporate & Secretary
Encl : a.a.



**BGR ENERGY SYSTEMS LIMITED
(REMOTE E-VOTING AND POLL)
DATE OF AGM : 14-AUG-2019
DETAILS OF VOTING RESULTS**

Date of the AGM	August 14, 2019
Total number of shareholders on record date	82799
No. of Shareholders present in the meeting either in person or through proxy:	102
Promoters and Promoter Group:	3
Public :	99
No. of Shareholders attended the meeting through Video Conferencing:	NOT APPLICABLE FOR THIS AGM
Promoters and Promoter Group:	
Public :	

Agenda-wise disclosure

The mode of voting for all resolutions was through remote e-Voting and at AGM through Ballot Papers

Resolution No. 1	Adoption of Audited Financial Statements, Reports of Auditors and Board of Directors for the year ended March 31, 2019 and Audited Consolidated Financial Statements for the year ended March 31, 2019.
Resolution Required : (Ordinary / Special)	Ordinary Resolution
Whether promoter / promoter group are interested in the resolution ?	No

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
Promoter & Promoter Group	E-Voting	54121170	54121170	100.0000	54121170	0	100.00000	0.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Institutions	E-Voting	2390861	1344492	56.2346	1344492	0	100.00000	0.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Non Institutions	E-Voting	15649529	350481	2.2396	350481	0	100.00000	0.00000
	Poll		1173	0.0075	1173	0	100.00000	0.00000
TOTAL	TOTAL	72161560	55817316	77.3505	55817316	0	100.00000	0.00000



Resolution No. 2	Appointment of Mr.V.R.Mahadevan who holds office as an additional director up to the date of the annual general meeting, as a Director in the place of Mr.A.Swaminathan, who retires by rotation and does not offer himself for re-appointment.
Resolution Required : (Ordinary / Special)	Ordinary Resolution
Whether promoter / promoter group are interested in the resolution ?	No

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
Promoter & Promoter Group	E-Voting	54121170	54121170	100.0000	54121170	0	100.00000	0.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Institutions	E-Voting	2390861	1344492	56.2346	1344492	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-Voting	15649529	350631	2.2405	350533	98	99.9721	0.0279
	Poll		1173	0.0075	1173	0	100.00000	0.00000
TOTAL	TOTAL	72161560	55817466	77.3507	55817368	98	99.99982	0.00018

Resolution No. 3	Appointment of Mr.V.R.Mahadevan as Joint Managing Director of the Company.
Resolution Required : (Ordinary / Special)	Ordinary Resolution
Whether promoter / promoter group are interested in the resolution ?	No

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
Promoter & Promoter Group	E-Voting	54121170	54121170	100.0000	54121170	0	100.00000	0.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Institutions	E-Voting	2390861	1344492	56.2346	1344492	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-Voting	15649529	350631	2.2405	350533	98	99.9721	0.0279
	Poll		1173	0.0075	1173	0	100.00000	0.00000
TOTAL		72161560	55817466	77.3507	55817368	98	99.99982	0.00018



Resolution No. 4	Re-appointment of Mr.Gnana Rajasekaran as an independent director of the Company.
Resolution Required : (Ordinary / Special)	Special Resolution
Whether promoter / promoter group are interested in the resolution ?	No

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
Promoter & Promoter Group	E-Voting	54121170	54121170	100.0000	54121170	0	100.00000	0.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Institutions	E-Voting	2390861	1344492	56.2346	1344492	0	100.00000	0.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Non Institutions	E-Voting	15649529	350631	2.2405	350233	398	99.8865	0.1135
	Poll		1173	0.0075	1173	0	100.00000	0.00000
TOTAL	TOTAL	72161560	55817466	77.3507	55817068	398	99.99929	0.00071

Resolution No. 5	Waiver of recovery of excess remuneration paid to Mr.A.Swaminathan, Director – Engineering & Construction Business during the FY 2018-19.
Resolution Required : (Ordinary / Special)	Special Resolution
Whether promoter / promoter group are interested in the resolution ?	No

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
Promoter & Promoter Group	E-Voting	54121170	54121170	100.0000	54121170	0	100.00000	0.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Institutions	E-Voting	2390861	1344492	56.2346	0	1344492	0.00000	100.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Non Institutions	E-Voting	15649529	350631	2.2405	350192	439	99.8748	0.1252
	Poll		1173	0.0075	1173	0	100.00000	0.00000
TOTAL	TOTAL	72161560	55817466	77.3507	54472535	1344931	97.59048	2.40952



Resolution No. 6	Waiver of recovery of excess remuneration paid to Mr.V.R.Mahadevan, Joint Managing Director during the FY 2018-19.
Resolution Required : (Ordinary / Special)	Special Resolution
Whether promoter / promoter group are interested in the resolution ?	No

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
Promoter & Promoter Group	E-Voting	54121170	54121170	100.0000	54121170	0	100.00000	0.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Institutions	E-Voting	2390861	1344492	56.2346	0	1344492	0.00000	100.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Non Institutions	E-Voting	15649529	350631	2.2405	350192	439	99.8748	0.1252
	Poll		1173	0.0075	1173	0	100.00000	0.00000
TOTAL	TOTAL	72161560	55817466	77.3507	54472535	1344931	97.59048	2.40952

Resolution No. 7	Waiver of recovery of excess remuneration paid to Mrs.Swarnamugi R Karthik, Director – Corporate Strategy during the FY 2018-19.
Resolution Required : (Ordinary / Special)	Special Resolution
Whether promoter / promoter group are interested in the resolution ?	Yes

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
Promoter & Promoter Group	E-Voting	54121170	54121170	100.0000	54121170	0	100.00000	0.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Institutions	E-Voting	2390861	1344492	56.2346	0	1344492	0.00000	100.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Non Institutions	E-Voting	15649529	350631	2.2405	350192	439	99.8748	0.1252
	Poll		1173	0.0075	1173	0	100.00000	0.00000
TOTAL	TOTAL	72161560	55817466	77.3507	54472535	1344931	97.59048	2.40952



Resolution No. 8	Waiver of recovery of excess remuneration paid to Mr.Arjun Govind Raghupathy, Deputy Managing Director & COO during the FY 2018-19.
Resolution Required : (Ordinary / Special)	Special Resolution
Whether promoter / promoter group are interested in the resolution ?	Yes

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
Promoter & Promoter Group	E-Voting	54121170	54121170	100.0000	54121170	0	100.00000	0.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Institutions	E-Voting	2390861	1344492	56.2346	0	1344492	0.00000	100.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Non Institutions	E-Voting	15649529	350631	2.2405	350192	439	99.8748	0.1252
	Poll		1173	0.0075	1173	0	100.00000	0.00000
TOTAL	TOTAL	72161560	55817466	77.3507	54472535	1344931	97.59048	2.40952

Resolution No. 9	Approval of remuneration payable to Executive Directors of Promoter Group exceeding the limits provided in sub-regulation (6)(e) of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Resolution Required : (Ordinary / Special)	Special Resolution
Whether promoter / promoter group are interested in the resolution ?	Yes

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
Promoter & Promoter Group	E-Voting	54121170	54121170	100.0000	54121170	0	100.00000	0.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Institutions	E-Voting	2390861	1344492	56.2346	0	1344492	0.00000	100.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Non Institutions	E-Voting	15649529	350631	2.2405	350223	408	99.8836	0.1164
	Poll		1173	0.0075	1173	0	100.00000	0.00000
TOTAL	TOTAL	72161560	55817466	77.3507	54472566	1344900	97.59054	2.40946



Resolution No. 10	Ratification of remuneration payable to the Cost Auditor of the Company for the FY 2019-20.
Resolution Required : (Ordinary / Special)	Ordinary Resolution
Whether promoter / promoter group are interested in the resolution ?	No

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
Promoter & Promoter Group	E-Voting	54121170	54121170	100.0000	54121170	0	100.00000	0.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Institutions	E-Voting	2390861	1344492	56.2346	1344492	0	100.00000	0.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Non Institutions	E-Voting	15649529	350631	2.2405	350411	220	99.9373	0.0627
	Poll		1173	0.0075	1173	0	100.00000	0.00000
TOTAL	TOTAL	72161560	55817466	77.3507	55817246	220	99.99961	0.00039

Consolidated Scrutinizer's Report

14th August, 2019

The Chairperson
BGR Energy Systems Limited,
A-5, Pannamgadu Industrial Estate,
Ramapuram Post, Sullurpet (T),
Nellore Dist,
Andhra Pradesh - 524 401

Ref: 33rd Annual General Meeting of the members of BGR Energy Systems Limited

Madam,

We, R.Sridharan & Associates, Company Secretaries, have been appointed as the Scrutinizer by **BGR Energy Systems Limited** pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 (as amended) and 21 of the Companies (Management and Administration) Rules, 2014 to conduct the remote e-voting process held between Sunday, August 11, 2019 (9.00 AM) (IST) to Tuesday, August 13, 2019 (5.00 PM) (IST) and to conduct the Polling process relating to the 33rd Annual General Meeting of the members of the Company, held on Wednesday, 14th August, 2019 at 3.00 p.m. at A-5, Pannamgadu Industrial Estate, Ramapuram Post, Sullurpet Taluk, Nellore District, Andhra Pradesh - 524 401. The shareholders of the Company as on the "cut off" date i.e. Wednesday, 07th August, 2019 were entitled to vote as set out in the notice of the AGM.

We now submit our consolidated Report as under:

1. After the announcement of the poll by the Chairperson, one ballot box kept for polling was locked in our presence with due identification mark placed by us.
2. After the time fixed for closing of the poll, the locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Share Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. We have scrutinized and reviewed the voting at the conclusion of AGM. Subsequently, we have unblocked the votes cast through remote e-voting in the presence of Mr. K Satheesh and Mr. N Naveenraj, who are the witnesses and not in the employment of the company. The votes tendered therein in respect of the remote e-voting system are based on the data downloaded from the Official website of the National Securities Depository Limited [NSDL].
4. The consolidated result (Remote E-voting and Poll) of the said Resolutions voted are as under:

33rd AGM – CONSOLIDATED SCRUTINIZER'S REPORT - BGR ENERGY SYSTEMS LIMITED



Item No. 1 – Adoption of Audited Standalone and Consolidated Financial Statements, Reports of Auditors and Directors for the year ended March 31, 2019. (Ordinary Resolution)

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
69	55816143	13	1173	55817316	100.00

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
0	0	0	0	0	0.00

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed unanimously.



Item No. 2 – Appointment of Mr. V. R. Mahadevan who holds office as an additional director up to the date of the annual general meeting, as a director in the place of Mr. A. Swaminathan, who retires by rotation and does not offer himself for re-appointment. (Ordinary Resolution)

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
68	55816195	13	1173	55817368	99.9998

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
2	98	0	0	98	0.0002

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed with requisite majority.



Item No. 3 – Appointment of Mr. V. R. Mahadevan as Joint Managing Director of the Company. (Ordinary Resolution)

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
68	55816195	13	1173	55817368	99.9998

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
2	98	0	0	98	0.0002

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed with requisite majority.



Item No. 4 – Re-appointment of Mr. Gnana Rajasekaran as an independent director of the company. (Special Resolution)

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
66	55815895	13	1173	55817068	99.9993

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
4	398	0	0	398	0.0007

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed with requisite majority.



Item No. 5 – Waiver of recovery of excess remuneration paid to Mr. A. Swaminathan, Director – Engineering & Construction Business during the FY 2018 – 19. (Special Resolution)

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
61	54471362	13	1173	54472535	97.5905

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
9	1344931	0	0	1344931	2.4095

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed with requisite majority.



Item No. 6 – Waiver of recovery of excess remuneration paid to Mr. V. R. Mahadevan, Joint Managing Director during the FY 2018 – 19. (Special Resolution)

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
61	54471362	13	1173	54472535	97.5905

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
9	1344931	0	0	1344931	2.4095

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed with requisite majority.



Item No. 7 – Waiver of recovery of excess remuneration paid to Mrs. Swarnamugi R Karthik, Director – Corporate Strategy during the FY 2018 – 19. (Special Resolution)

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
61	54471362	13	1173	54472535	97.5905

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
9	1344931	0	0	1344931	2.4095

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 7 as set out in the Notice of the AGM is passed with requisite majority.



Item No. 8 – Waiver of recovery of excess remuneration paid to Mr. Arjun Govind Raghupathy, Deputy Managing Director & COO during the FY 2018 -19. (Special Resolution)

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
61	54471362	13	1173	54472535	97.5905

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
9	1344931	0	0	1344931	2.4095

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 8 as set out in the Notice of the AGM is passed with requisite majority.



Item No. 9 – Approval of remuneration payable to Executive Directors of Promoter Group exceeding the limits provided in sub-regulation (6) (e) of Regulation 17 of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. (Special Resolution)

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
64	54471393	13	1173	54472566	97.5905

(ii) Votes **against** the resolution:

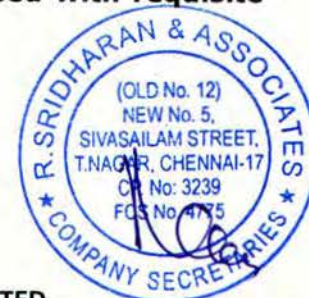
Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
6	1344900	0	0	1344900	2.4095

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 9 as set out in the Notice of the AGM is passed with requisite majority.





Item No. 10 – Ratification of Remuneration payable to the Cost Auditor of the Company for the FY 2019-20.(Ordinary Resolution)

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
68	55816073	13	1173	55817246	99.9996

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
2	220	0	0	220	0.0004

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	NIL	NIL	NIL	NIL

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 10 as set out in the Notice of the AGM is passed with requisite majority.






5. A Compact Disc (CD) containing a list of equity shareholders who voted "**FOR**" and "**AGAINST**" for each resolution is enclosed.

6. The electronic data relating to remote e-voting, poll papers and all other relevant records is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairperson considers, approves and signs the minutes of the Annual General Meeting.

**Thanking you,
Yours faithfully,**

**For R. Sridharan & Associates
Company Secretaries**


CS R. Sridharan
CP No. 3239
FCS No. 4775

