

Date: 28.12.2016

**BSE Limited** 

P. J. Towers, Dalal Street, MUMBAI – 400 001.

National Stock Exchange of India Limited

Exchange Plaza, Bandra Kurla Complex, Bandra East, Mumbai-400051.

Scrip Code: BSE: 532368 & NSE: LYCOS

Dear Sir,

Sub: 17th Annual General Meeting and voting results.

We are forwarding herewith the following in respect of 17th Annual General Meeting of the Company held on Tuesday, 27th December, 2016 at 10:00 A.M., at Ellaa Hotels, Hill Ridge springs, Gachibowli, Hyderabad – 500032.

- 1. Summary of proceedings of AGM as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure I.
- 2. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure II.
- 3. Report of Scrutinizer dated December 28, 2016, Pursuant to Section 108 of the Companies Act, 2013 and Rules thereunder.

We request you to take the same on record and acknowledge.

Thanking you.

Yours faithfully,

for LYCOS Internet Limited

V. Sri Lakshmi Company Secretary O HYDERABAD MA

#### Annexure - I

## <u>Proceedings of the 17th Annual General Meeting of the Lycos Internet Limited</u> <u>pursuant to Regulation 30 of the SEBI(LODR) Regulations, 2015</u>

The 17<sup>th</sup> Annual General Meeting of Lycos Internet Limited was held on Tuesday, 27<sup>th</sup> December, 2016 at 10.00 am at Ellaa Hotels, Hill Ridge springs, Gachibowli, Hyderabad – 500032.

M. Suresh Kumar Reddy, Chairman & Managing Director of the Company chaired the meeting and welcomed the Members. The requisite quorum being present, the Chairman called the meeting to order.

The Chairman informed the members that Notice convening the 17<sup>th</sup> Annual General Meeting may be taken as read. The Chairman addressed the members.

The Company Secretary informed the members that in compliance with the Section 108 of the Companies Act, 2013 read with Rules thereunder, the Company has provided facility to the members to exercise their right to cast vote by remote e-voting from December 24, 2016 (9.00 am) to December 26, 2016 (5.00 pm). Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the end the meeting. It was further informed that there would be no voting by show of hands.

The following items of business as per the Notice of the 17th Annual General Meeting were transacted at the meeting.

### **Ordinary Business:**

- 1. Adoption of Financial Statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors and Auditors thereon.
- 2. Declaration of Dividend.
- 3. Appointment of Mr. Vijay Kancharla (DIN: 02744217) as a Director liable to retire by rotation
- 4. Appointment of Statutory Auditors

### **Special Business:**

- 5. Appointment of Dr. K. Jayalakshmi Kumari as an Independent Director
- 6. Appointment of Mr. Y. Ramesh Reddy as Director
- 7. Appointment of Mr. Y. Ramesh Reddy as Executive Director (Finance) & Group CFO
- 8. Service of documents to members



Clarifications were provided to the queries raised by the members.

The Board of Directors had appointed Mr. A. Sridhar, Practicing Company Secretary, as the Scrutinizer to supervise the e - voting and ballot poll voting process. The scrutinizers report was received and accordingly all the resolutions as set out in the notice were declared as passed/approved with requisite majority.

This is for your information and records.

Thanking you.

Yours faithfully,

for LYCOS Internet Limited

V. Sri Lakshmi

**Company Secretary** 

## <u>Annexure II</u>

## **VOTING RESULTS**

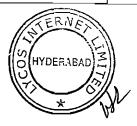
### LYCOS INTERNET LIMITED

Date CACAL	<u> </u>
DateofAGM	27.12.2016
Total number of shareholders on record date	27001
No of shareholders present in the meeting either in person or through proxy	214
Promoter and promoter group:	15
Public:	199
No. of shareholders attended the meeting through Video conferencing	No video conferencing facility was made available.

# Agenda- wise disclosure (to be disclosed separately for each agenda item)

### Item No.1

Resolution requ	ter/ promoter	y/ Special) group are interested	ORDINARY – Adoption of the audited financial statements of the Company for the financial year ended March 2016, the reports of the Board of Directors and Auditors thereon and audited consolidated financial statements the Company for the financial year ended March 31, 2016.  NO							
in the agenda/re	esolution?									
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	E-Voting	18,62,44,525	0	0	0	0	0	(')-(( <del>'</del> ))-(10)		
Promoter	Poll	18,62,44,525	13,54,58,992	72.73%	13,54,58,992	0	100%			
Group	Total	18,62,44,525	13,54,58,992	72.73%	13,54,58,992	0	100%	0		
Public-	E-Voting	10,07,03,404		0						
Institutions	Poll	10,07,03,404	0	0	0	0	0			
	Total	10,07,03,404		0	0	0	0	0		
Public- Non	E-Voting	18,93,03,570	1,27,57,213	6.74%	1,27,28,385	30,030	0	0		
Institutions	Poll	18,93,03,570	8,96,457	0.47%	8,95,836	28,828	99.77%	0.23%		
	Total	18,93,03,570	1,36,53,670	7.21%	1,36,24,221	621	99.93%	0.07%		
Total		47,62,51,499	14,91,12,662	31.31%		29,449	99.78%	0.22%		
				31.31%	14,90,83,213	29,449	99.98%	0.02%		



Resolution requ		•	ORDINARY-Dec	laration of Dividend	on Equity Shares fo	or the F.Y.2015-1	16.	
m une agenua/re	ter/ promoter esolution?	group are interested	NO					
Category	Mode of Voting	No. of shares held	No. of votes polled			No. of Votes – against	% of Votes in favour on votes	% of Votes against on votes polled
Promoter and	<del></del>	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(#)	polled	•
	E-Voting	18,62,44,525	0	(4) [(-)/(2)] 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter	Poll	18,62,44,525	13,54,58,992	72 720	0	0	0	( ), ( ), ( )
Group	Total	18,62,44,525	13,54,58,992	72.73%	13,54,58,992	0	100%	
iroup		, ,,,,,,,	15,54,50,992	72.73%	13,54,58,992	0	100%	
Public-	E-Voting	10,07,03,404		<u></u>				Ü
Institutions	Poll	10,07,03,404	0	0_	0	0	0	
	Total	10,07,03,404	0	0	0			0
Public- Non	E-Voting	18,93,03,570	1 25 55 2 2 2	0	0	0		0
Institutions	Poll	18,93,03,570	1,27,57,263	6.74%	1,27,55,163	2,100	99.98%	0
	Total		8,96,457	0.47%	8,95,836	621	99.93%	0.02%
l'otal		18,93,03,570	1,36,53,720	7.21%	1,36,50,999	2,721		0.07%
		47,62,51,499	14,91,12,712	31.31%	14,91,09,991	2,721	99.98%	0.02%
					,,	2,721	99.99%	

## Item No.3

Resolution requ		-	ORDINARY-Re-	appointment of Mr. V	ijay Kancharla (DII	N: 02744217) as	a Director liable to r	ativo by votation	
Whether promo in the agenda/re	ter/ promoter esolution?	group are interested	NO					edie by rotation.	
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	
	E-Voting	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7) (7)	
romoter P	E-Voting	18,62,44,525	0	0		<u> </u>	(0)-[(4)/(2)]*100	(7)=[(5)/(2)]*100	
	Poll	18,62,44,525	13,54,58,992	72.73%	13 54 50 002	0	0	0	
чтоир	Total	18,62,44,525	13,54,58,992	72.73%	13,54,58,992	0	100%	0	
Group			,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	72.7370	13,54,58,992	0	100%		
Public-	E-Voting	10,07,03,404							
Institutions	Poll	10,07,03,404	0	0	0	0	0		
	Total	10,07,03,404	0	0	0	0	0		
Public- Non	E-Voting	18,93,03,570	12757062	0	0	0	0		
Institutions	Poll	18,93,03,570	1,27,57,063	6.74%	1,27,28,229	28,834	99.77%	0.23%	
	Total	18,93,03,570	8,96,457	0.47%	8,95,836	621	99.93%	0.23%	
l'otal		47,62,51,499	1,36,53,520	7.21%	1,36,24,065	29,455	99.78%	0.07%	
		17,02,31,499	14,91,12,512	31.31%	14,90,83,057	29,455	99.98%	0.02%	

Resolution requi	ired: (Ordinary	y/ Special)	ORDINARY-Appointment of the Statutory Auditors.							
Whether promote in the agenda/re	ter/ promoter esolution?	group are interested	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	E-Voting	18,62,44,525	0	0	0	0	0	0		
Promoter	Poll	18,62,44,525	13,54,58,992	72.73%	13,54,58,992	0	100%	0		
Group	Total	18,62,44,525	13,54,58,992	72.73%	13,54,58,992	0	100%	0		
Public-	E-Voting	10,07,03,404	0	0	0	0	0	<u> </u>		
Institutions	Poll	10,07,03,404	0	0	0	0	0	0		
	Total	10,07,03,404	0	0	0	0	0	0		
Public- Non	E-Voting	18,93,03,570	1,27,57,213	6.74%	1,27,22,379	34,834	99.73%	0.27%		
Institutions	Poll	18,93,03,570	8,96,457	0.47%	8,96,357	100	99.99%	0.01%		
<del></del>	Total	18,93,03,570	1,36,53,670	7.21%	1,36,18,736	34,934	99.74%	0.26%		
Total		47,62,51,499	14,91,12,662	31.31%	14,90,77,728	34,934	99.98%	0.02%		

## Item No.5

Resolution required: (Ordinary/ Special)

Whether promotin the agenda/re		group are interested	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	E-Voting	18,62,44,525	0	0	0	0	0	0
Promoter	Poll	18,62,44,525	13,54,58,992	72.73%	13,54,58,992	0	100%	0
Group	Total	18,62,44,525	13,54,58,992	72.73%	13,54,58,992	0	100%	0
Public-	E-Voting	10,07,03,404	0	0	0	0	0	0
Institutions	Poll	10,07,03,404	0	0	0	0	0	0
	Total	10,07,03,404	0	0	0	0	0	0
Public- Non	E-Voting	18,93,03,570	1,27,57,263	6.74%	1,27,28,429	28,834	99.77%	0.23%
Institutions	Poll	18,93,03,570	8,96,457	0.47%	8,95,836	621	99.93%	0.07%
	Total	18,93,03,570	1,36,53,720	7.21%	1,36,24,265	29,455	99.78%	0.22%
Total		47,62,51,499	14,91,12,712	31.31%	14,90,83,257	29,455	99.98%	0.02%

ORDINARY-Appointment of Dr. K. Jayalakshmi Kumari as an Independent Director.

Resolution requi	ired: (Ordinary	/ Special)	ORDINARY-App	ointment of Mr. Y. Ra	ımesh Reddy as Dir	ector.		
Whether promoting the agenda/re	ter/ promoter pesolution?	group are interested	NO					2001
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	E-Voting	18,62,44,525	0	0	0	0	0	0
Promoter	Poll	18,62,44,525	13,54,58,992	72.73%	13,54,58,992	0	100%	0
Group	Total	18,62,44,525	13,54,58,992	72.73%	13,54,58,992	0	100%	0
Public-	E-Voting	10,07,03,404	0	0	0	0	0	0
Institutions	Poll	10,07,03,404	0	0	0	0	0	
	Total	10,07,03,404	0	0	0	0	0	0
Public- Non	E-Voting	18,93,03,570	1,27,57,263	6.74%	1,27,28,379	28,884	99.77%	0.23%
Institutions	Poll	18,93,03,570	8,96,457	0.47%	895,836	621	99.93%	0.07%
	Total	18,93,03,570	1,36,53,720	7.21%	1,36,24,215	29,505	99.78%	0.22%
Total		47,62,51,499	14,91,12,712	31.31%	14,90,83,207	29,505	99.98%	0.02%

## Item No.7

Resolution requi	red: (Ordinary/	Special)	ORDINARY-App	ointment of Mr. Y. Ra	mesh Reddy as Exe	ecutive Director	(Finance) & Group CF	O.
Whether promot in the agenda/re		roup are interested	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	E-Voting	18,62,44,525	0	0	0	0	0	0
Promoter	Poll	18,62,44,525	13,54,58,992	72.73%	13,54,58,992	0	100%	0
Group	Total	18,62,44,525	13,54,58,992	72.73%	13,54,58,992	0	100%	0
Public-	E-Voting	10,07,03,404	0	0	0	0	0	0
Institutions	Poll	10,07,03,404	0	0	0	0	0	0
	Total	10,07,03,404	0	0	0	0	0	0
Public- Non	E-Voting	18,93,03,570	1,27,57,263	6.74%	1,27,28,429	28,834	99.77%	0.23%
Institutions	Poll	18,93,03,570	8,96,457	0.47%	8,95,836	621	99.93%	0.07%
	Total	18,93,03,570	1,36,53,720	7.21%	1,36,24,265	29,455	99.78%	0.22%
Total		47,62,51,499	14,91,12,712	31.31%	14,90,83,257	29,455	99.98%	0.02%



Resolution requ	ired: (Ordinary	y/ Special)	SPECIAL-Service	e of documents to me	embers.			
Whether promoin the agenda/re	ter/ promoter esolution?	group are interested	NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	oolled 100 of votes - In	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled	
<del></del>	<u> </u>	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and	E-Voting	18,62,44,525	0	0	0	0	0	0
Promoter	Poll	18,62,44,525	13,54,58,992	72.73%	13,54,58,992	0	100%	0
Group	Total	18,62,44,525	13,54,58,992	72.73%	13,54,58,992	0	100%	0
Public-	E-Voting	10,07,03,404	0			0		
Institutions	Poll	10,07,03,404	0	0	0		0	0
	Total	10,07,03,404	0		0		0	0
Public- Non	E-Voting	18,93,03,570	1,27,57,213	6.74%	1,27,06,075	51,138	00.604	0
Institutions	Poll	18,93,03,570	8,96,457	0.47%	8,95,923	51,138	99.6%	0.4%
	Total	18,93,03,570	1,36,53,670	7.21%	1,36,01,998	51,672	99,94%	0.06%
Total		47,62,51,499	14,91,12,662	31.31%	14,90,60,990	51,672	99.62% <b>99.97</b> %	0.38%

For LYCOS INTERNET LIMITED

V. SRI LAKSHMI Company Secretary



## A. Sridhar

**Practicing Company Secretary** 



### Report of Scrutinizer

To The Chairman of the Board LYCOS Internet Limited, Plot no. 7A, MLA colony, Road no. 12, Banjara hills, Hyderabad – 500 034.

Sub: Scrutinizer's Report on Remote E-Voting & Poll

#### Dear Sir,

I, A. Sridhar, Practicing Company Secretary, Hyderabad was appointed as Scrutinizer by the Board of Directors of the Company to scrutinize the voting process (e-voting and Ballot poll) at the 17th Annual General Meeting (AGM) in a fair and transparent manner and ascertain the requisite majority as per the provisions of the Companies Act, 2013 and Rules made thereunder for the below mentioned resolutions as contained in the notice of the AGM of the Company held on Tuesday, 27th December, 2016 at 10.00 AM at Ellaa Hotels, Hill Ridge Springs, Gachibowli, Hyderabad - 500032.

The management of the Company is responsible to ensure the compliance with the requirements of the Act and related Rules in respect of voting through electronic means and poll on the Resolution(s) contained in the notice of the AGM.

The Company has availed e-voting facility from CDSL for enabling the shareholders to vote through remote e-voting (from 9.00 A.M. on 24th December, 2016 till 5.00 P.M on 26th December, 2016) and Ballot Paper at the AGM venue on 27th December, 2016 and same is conducted under my supervision. At the time of voting through Ballot paper at the AGM Venue, adequate care is taken, so that no member, who has cast his vote by remote e-voting prior to the meeting, is not allowed to cast his vote again at the AGM venue.

I hereby confirm that I am maintaining the Registers received from the Service Provider and RTA both electronically and manually, in respect of the votes cast through e-voting and Ballot by the shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorized by you.

Based on the reports generated from the remote e-voting system provided by CDSL and votes casted at the AGM, I hereby submit the results of the remote e-voting and physical voting (poll) as Annexure - A.

Thanking you

Yours faithfylly

A. Sridhar Practicing Co C.P No: 1201

Place: Hyderabad Date: 28-12-2016

## ANNEXURE -A

Item No.1- Adoption of Financial Statements Standalone and Consolidated for the financial year ended March 31, 2016

Mode 	No. of Members voted	Total number of votes		Favour	Consolidated for	ine miancia	Against	a March 31, 2016	Invalid		
			Ballots	Votes	%of favour valid votes to Total	Ballots	Votes	%of against valid votes to Total	Ballots	Votes	
E-voting	28	12757213	26	12728385	votes Received 99.77%			votes Received			
Ballot	66	136355449	60				28828	0.23%			
OTAL				136354828	99.99%	6	621			<u></u>	
UIAL	94	149112662	86	149083213	99.98%	8	29449	0.0204			
					77.7070			0.02%			

# Item No.2- Declaration of Dividend

Mode 	No. of Members voted	Total number of votes		Favour			Against		Inva	lid
E-voting			Ballots	Votes	%of favour valid votes to Total votes Received	Ballots	Votes	%of against valid votes to Total	Ballots	Votes
	29	12757263	26	12755163	99.98%	3	2100	votes Received		
Ballot	66	136355449	60	136354828	_ 1			0.02%	<b></b>	
TOTAL	95	149112712	86	149109991	99.99%	9 g	621	-	·	
				<u> </u>	77,7770		2721			

Item No.3- Appointment of Mr. Vijay Kancharla (DIN: 02744217) as a Director liable to retire by rotation

Mode	No. of Members voted	Total number of votes		Favour	217) as a Director	nable to rei	Against	ion	Inva	lid
E-voting			Ballots	Votes	%of favour valid votes to Total votes Received	Ballots	Votes	%of against valid votes to Total	Ballots	Votes
	28	12757063	25	12728229	99.77%		20024	votes Received		
Ballot	66	136355449	60	136354828			28834	0.23%		
FOTAL				130354828	99.99%	6	621	-		
TOTAL	94	149112512	85	149083057	99.98%	9	29455	0.02%	COMPANY	

Item No.4- Appointment of Statutory Auditors

Mode	No. of Members voted	rs votes					Against	Invalid		
T vonting			Ballots	Votes	%of favour valid votes to Total votes Received	Ballots	Votes	%of against valid votes to Total votes Received	Ballots	Votes
E-voting	28	12757213	24	12722379	99.73%	4	34834	0.27%		
Ballot	66	136355449	65	136355349	99.99%	1	100			<u>-</u> -
TOTAL	94	149112662	89	149077728	99.98%	5	34934	0.02%		

Item No.5- Appointment of Dr. K. Jayalakshmi Kumari as an Independent Director

Mode	No. of Members voted	Total number of votes		Favour			Against		Inva	lid
Ptiv.			Ballots	Votes	%of favour valid votes to Total votes Received	Ballots	Votes	%of against valid votes to Total votes Received	Ballots	Votes
E-voting	29	12757263	26	12728429	99.77%	3	28834	0.23%		<del> </del>
Ballot	66	136355449	60	136354828	99.99%	6	621	- 0.23 70		
FOTAL	95	149112712	86	149083257	99.98%	9	29455	0.02%		

Item No.6- Appointment of Mr. Y. Ramesh Reddy as Director

Mode	No. of Members voted	Total number of votes		Favour		<u> </u>	Against		Inva	lid
E-voting			Ballots	Votes	%of favour valid votes to Total votes Received	Ballots	Votes	%of against valid votes to Total votes Received	Ballots	Votes
	29	12757263	25	12728379	99.77%	4	28884	0.23%		
Ballot	66	136355449	60	136354828	99.99%	6	621			
ГОТАL	95	149112712	85	149083207	99.98%	10	29505	0.02%	JPANY O	

Item No.7- Appointment of Mr. Y. Ramesh Reddy as Executive Director (Finance) & Group CFO

Mode —	No. of Members voted	Members	Members	Members	Total number of votes		Favour	e birector (Finance		Against		Inva	lid
<u> </u>			Ballots	Votes	%of favour valid votes to Total votes Received	Ballots	Votes	%of against valid votes to Total votes Received	Ballots	Votes			
E-voting	29	12757263	26	12728429	99.77%	3	28834	0.23%					
Ballot	66	136355449	60	136354828	99.99%			0.23%	- <del>-</del>				
				15055 1020	99.99%	6	621	-					
TOTAL	95	149112712	86	149083257	99.98%	9	29455	0.02%					

Item No.8- Service of documents to members

Mode	No. of Members voted	embers votes					Against	Invalid		
			Ballots	Votes	%of favour valid votes to Total votes Received	Ballots	Votes	%of against valid votes to Total	Ballots	Votes
E-voting	28	12757213	19	12706075	99.6%	9	51138	votes Received 0.4%		
Ballot	66	136355449	57	136354915	99.99%	9	534	0.4%		_ <del></del>
TOTAL	94	149112662	76	149060990	99.97%	18	51672	0.03%		

All the aforesaid Resolutions were passed with requisite majority.

C.P. No: 12011