

July 13, 2017

To, The Manager, Listing Department BSE Limited. PJ towers, Dalal Street, Fort, Mumbai - 400 001 BSE Symbol: 505978

Dear Sir.

Sub: 41st Annual General Meeting and Voting Results

With reference to the above, and our letter dated June 15, 2017, the 41st Annual General Meeting of the Company was held on July 12, 2017. In this regard, please find enclosed the following

- 1. Brief proceedings as required under the 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, pursuant to Section 108 & 109 of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014.

Request you to kindly take the same on records.

Bangalore

Thanking you.

Yours Sincerely,

For Triton Valves Limited JALV

Apoorva G Company Secretary

Encl: a/a

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SUMMARY OF PROCEEDINGS OF THE 41st ANNUAL GENERAL MEETING

The 41st Annual General Meeting (AGM) of the Members of Triton Valves Limited ('the Company') was held on Wednesday, July 12, 2017, at 4:00 p.m. at The Gateway Hotel, Residency Road, Bengaluru-560025, Karnataka, India. The requisite quorum being present, the Chairman called the AGM to order.

All the Directors of the Company attended the meeting. The Statutory Auditors and the Secretarial Auditors were also present at the meeting.

The Chairman addressed the members on the developments of the Company. Further the Managing Director presented the highlights of the performance of the Company.

The Chairman thereafter declared that the copies of the annual accounts and the reports for the financial year ended March 31, 2017 had been posted/emailed as the case may be, to all the Members. The Chairman informed the members that, since there were no qualifications in the Independent Auditor's Report on the Financial Statements of the Company for the financial year 2016-17; hence, no requirement of reading Auditor's Report.

Clarifications were provided to the queries raised by the members.

Chairman informed the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice and the results of the e-voting had been kept secret until the casting of votes at the general meeting is concluded. 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 wouldbe no voting by show of hands

The following items of business, as per the Notice of AGM dated May 9, 2017, were transacted at the meeting.

- 1. Adoption of the Audited Financial Statements i.e. Balance Sheet as at March 31, 2017 and the Statement of Profit & Loss and the Cash Flow Statement for the financial year ended as on March 31, 2017 and the Reports of the Directors including Secretarial Audit Report and of the Auditors thereon.
- 2. Declaration of dividend of ₹15/- per Equity Share of ₹10/- each (150%) for the financial year ended March 31, 2017
- 3. Re-appointment of Mrs. Anuradha M. Gokarn (DIN:00185509), who retires by rotation.
- 4. Appointment of Auditors
- 5. Appointment of Mr. Tamhant Jain (DIN 02787785) as Director
- 6. Appointment of Mr. Tamhant Jain (DIN 02787785) as Independent Director
- 7. Re-appointment of Dr. B R Pai (DIN 00184753) as an Independent Director



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Challenging Excellence

- 8. Re-appointment of Mr. Aditya M Gokarn (DIN: 00185458) as Managing Director
- 9. Increase in Borrowings Powers of the Company

Bangalore

- 10. Remuneration to Cost Auditors
- 11. Fees for delivery of any document through a particular mode of delivery to a member

The Company had appointed Mr. Parameshwar G Bhat, Practising Company Secretary as the Scrutinizer for E voting and Poll.

The Report of Scrutinizer was received and accordingly all the resolutions as set out in the notice were declared as passed.

For Triton Valves Limited LVE

Company Secretary

ANNEXURE-T

Format for Voting Results

Date of the AGM	July 12 2017
Total number of shareholders on record date	July 12, 2017
No. of shareholders present in the meeting either in person or through proxy:	5861
Promoters and Promoter Group: Public:	5
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	No video conferencing facility was provided



Item No. 1 - Adoption of the Audited Financial Statements i.e. Balance Sheet as at March 31, 2017 and the Statement of Profit & Loss and the Cash Flow Statement for the financial year ended as on March 31, 2017 and the Reports of the Directors including Secretarial Audit Report and of the Auditors thereon.

Resolution required: (Ordinary/ Special): Ordinary
Whether promoter/ promoter group are interested in the agenda/resolution: No

% of Votes against on votes polled (7)=[(5)/(2)]*100	1	1 1		J	1	1	ī			I	1	1				1 3
% of Votes in favour on votes polled (6)=[(4)/(2)]*100	100.00	10 1		100.00	100.00		1		100 00	100.001	100.00	100.00			100 00	100.00
No. of Votes – against (5)	3	1 1		į	A.	I				1						1 1
No. of Votes – in favour (4)	4,99,904	1		4,99,904	19,092	1	1		19.092	172	4 810	200			4.810	5,23,978
% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	100.0		00 001	100.00	100.00	1			100.00	0.03	1.02				1.05	52.93
No. of votes polled (2)	4,99,904	1	1 00 001	100.001	19,092	ı	1		19,092	172	4,810				4,982	5,23,978
No. of shares held (1)	4,99,904		4 99 904	10,000	19,092				19,092	4,71,031					4,71,031	9,90,027
Mode of Voting	E-Voting Poll	Postal Ballot (if	Total	F-Voting	Poll	Postal Rallot	(if	applicable)	Total	E-Voting	Poll	Postal Ballot	(if	applicable)	Total	
Category	Promoter and Promoter	Group		Public	Institutions	CALL CONTRACTOR OF THE				Public Non	Institutions					Total



Item No. 2 - Declaration of dividend

Resolution required: (Ordinary/ Special): Ordinary
Whether promoter/ promoter group are interested in the agenda/resolution: No

0/ of Motor	against on votes	polled	(7)=[(5)/(2)]*100			1	· ·			•	1	1	Ĭ				E	20				1
% of Votes in	favour on votes	polled	(6)=[(4)/(2)]*100		100.00	ı	•			100.00	100.00	1	j			100.00	100.00	100.00				100.00
No. of Votes	- against	Non-training	(5)		1	1	1			Į.	ı	1	1				ı	•				1 1
No. of Votes	– in favour		(4)	1 00 004	+,77,704	1	Ī		1 00 001	+000001	19,092	1	ı		10.002	CV1	7 010	4,010			4 052	5,23,948
% of Votes	Polled on	outstanding	shares $(3)=[(2)/(1)]*$	100 00	100.001		Ĩ		100 00	100.00	100.00	1	T		100 00	0.03	1.00	70.1			1.05	52.92
No. of votes	polled	6	(7)	4.99.904					4.99.904	10 000	17,072	1			19.092	142	4.810				4.952	5,23,948
No. of shares	held	(1)	Ξ	4,99,904					4,99,904	19 092	1,0,0				19,092	4,71,031	6				4,71,031	9,90,027
Mode of	Voting			E-Voting	Poll	Postal Ballot	(if	applicable)	Total	E-Voting	Poll	Postal Ballot	(if	applicable)	Total	E-Voting	Poli	Postal Ballot	(if	applicable)	Total	
Category				Promoter and	Promoter	Group	ŽĮ.	•		Public	Institutions					PublicNon	Institutions					Total



Item No. 3 - Appointment of Director in place of Mrs. Anuradha M. Gokarn (DIN:00185509), who retires by rotation and being eligible, offers herself for re-appointment

Resolution required: (Ordinary/ Special): Ordinary
Whether promoter/ promoter group are interested in the agenda/resolution: Yes

% of Votes against on votes polled (7)=[(5)/(2)]*100	Ĭ	1			1	1	1 1			1	E	1				1
% of Votes in favour on votes polled (6)=[(4)/(2)]*100	100.00	i	Tr.	100 001	100.00	00.001			100 001	100.00	100.00	100.00			100 001	100.00
No. of Votes – against (5)		1	ï	ą		1	ľ								,	
No. of Votes – in favour (4)	4,99,904	ĵ	Ē	4.99.904	19.092	1	ı		19,092	142	4 810				4.952	5,23,948
% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	100.00	Č.	•	100.00	100.00	L	1		100.00	0.03	1.02				1.05	52.92
No. of votes polled (2)	4,99,904	1	Ĺ	4,99,904	19,092	1	ï		19,092	142	4,810	5			4,952	5,23,948
No. of shares held (1)	4,99,904			4,99,904	19,092				19,092	4,71,031					4,71,031	9,90,027
Mode of Voting	E-Voting	Postal Ballot	(if applicable)	Total	E-Voting	Poll	Postal Ballot (if	applicable)	Total	E-Voting	Poll	Postal Ballot	(if	applicable)	Total	
Category	Promoter and	Group			Public	Institutions				Public Non	Institutions					Total



Item No. 4 - Appointment of Auditors

Resolution required: (Ordinary/ Special): Ordinary Whether promoter/ promoter group are interested in the agenda/resolution: No

otes % of Votes in % of Votes	favour on votes	polled polled	(0)-[(4)/(5)].100		100.00	ı	i i				00.001	1	1					100.00			-	
No. of Votes No. of Votes	-	(4)		4 99 907	10,,,,,	1			7 00 007	19.092	70,00	1	T)		19 002	770,77	7 8 10	7,010			4.810	
% of Votes)/(1)]*	100 00			1		100.00	100.00			ı		100.00	0.03	1.02	70:1			1.05	
No. of votes	polled	(2)		4.99.904	1	1	5		4,99,904	19,092	1		Ĩ.		19.092	172	4.810				4,982	
No. of shares	held	(1)		4,99,904					4,99,904	19,092	G G				19,092	4,71,031					4,71,031	
Mode of	Voting			E-Voting	Poll	Postal Ballot	(if	applicable)	Total	E-Voting	Poll	Postal Ballot	(if	applicable)	Total	E-Voting	Poll	Postal Ballot	(if	applicable)	Total	
Category				Promoter and	Promoter	Group				Public	Institutions					PublicNon	Institutions					-



Item No. 5 - Appointment of Mr. Tamhant Jain (DIN 02787785) as Director

Resolution required: (Ordinary/ Special): Ordinary Whether promoter/ promoter group are interested in the agenda/resolution: No

% of Votes against on votes polled (7)=[(5)/(2)]*100			I. i	I					1	b		ľ	9.30	ľ			0.33	0.01
% of Votes in % favour on votes ag polled pol (6)=[(4)/(2)]*100 (7)	100.00		1			100.00	100.00		1			100.00	90.09	100.00			29 00	66.66
No. of Votes - against (5)	1	1	1			ř		ı	I			1 2	10	1			91	16
No. of Votes – in favour (4)	4,99,904	1	1		7 00 00 7	4,77,704	19,092		3		10 000	19,092	010 1	4,010			4.966	5,23,962
% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	100.00	1	ï		100 001	100.00	100.00	Ĭ	1		100 00	0000	20.0	1.02			1.05	52.93
No. of votes polled (2)	4,99,904	ı	1		7 00 007	100000	19,092	ı	1		19 002	177	4 810	010,1			4,982	5,23,978
No. of shares held (1)	4,99,904				4.99.904	00001	19,092				19.092	4.71.031					4,71,031	9,90,027
Mode of Voting	E-Voting	Poll	Postal Ballot	(if annlicable)	Total	D Voting	E-voung	Poll	Postal Ballot	(it applicable)	Total	E-Voting	Poll	Postal Ballot	(if	applicable)	Total	
Category	Promoter and	Promoter	Group			Dublic	Latit	Institutions				PublicNon	Institutions	77				Total



Item No. 6 - Appointment of Mr. Tamhant Jain (DIN 02787785) as Independent Director

Resolution required: (Ordinary/ Special): Ordinary Whether promoter/ promoter group are interested in the agenda/resolution: No

Category	Mode of	No. of shares	No. of votes	% of Votes	No. of Votes	No. of Votes	% of Votes in	% of Votes
	Voting	held	polled	Polled on	– in favour	- against	favour on votes	against on votes
		- AC - SE - C - C - C - C - C - C - C - C - C -		outstanding			polled	polled
		\equiv	(2)	shares	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
				(3)=[(2)/(1)]* 100				
Promoter and	E-Voting	4,99,904	4,99,904	100.00	4.99.904	J	100 00	
Promoter	Poll	8	1	T	t	1		
Group	Postal Ballot		I)	1		1	•	
	(if					X		
	applicable)							
	Total	4,99,904	4,99,904	100.00	4.99.904	1	100.00	
Public	E-Voting	19,092	19,092	100.00	19,092	1	100 00	
Institutions	Poll		i	1		1		
	Postal Ballot			9		608		
	(if		172 hard		ı	I g	Ĭ.	1
	applicable)							
	Total	19,092	19,092	100.00	19,092	1	100.00	
PublicNon	E-Voting	4,71,031	172	0.03	156	16	69.06	930
Institutions	Poll		4,810	1.02	4.810	1	100.001	
	Postal Ballot							
	(if							
	applicable)							
	Total	4,71,031	4,982	1.05	4,966	91	29.66	0.32
Total		9,90,027	5.23.978	52.93	5.23.962	91	00 00	100



Item No. 7 - Re-appointment of Dr. B R Pai (DIN 00184753) as an Independent Director

Resolution required: (Ordinary/ Special): Special Whether promoter/ promoter group are interested in the agenda/resolution: No

,	Voting	No. of shares held	No. of votes polled	% of Votes Polled on	No. of Votes – in favour	No. of Votes - against	% of Votes in	% of Votes
		9	6	outstanding	8		polled	
			(2)	(3)= $[(2)/(1)]*$	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and	E-Voting	4,99,904	4.99.904	100 00	4 99 904		00 001	
Promoter	Poll		•		1,7,7,7	£	100.00	r
Group	Postal Ballot				I	Î	F	1
	(if		ı	í	1	ı		E
	applicable)							
	Total	4,99,904	4,99,904	100.00	4 99 904		00 001	
Public	E-Voting	19,092	19,092	100 00	10/6//61	. 0000	100.00	1
Institutions	Poll			00.001	1	760,61	1	100.00
	Postal Ballot				r	ī		1
	(if		ı	ľ	ï	E.	ì	i
	applicable)							
	Total	19,092	19,092	100.00		10 002		0000
Public Non	E-Voting	4,71,031	172	0.03	156	16,000	09 00	100.00
Institutions	Poll		4.810	1.02	4 810	2	100.00	9.30
	Postal Ballot				2,010	,	100.00	1
	(if							
	applicable)							
	Total	4,71,031	4,982	1.05	4.966	16	29 00	20.0
Total		9,90,027	5,23,978	52.93	5,04,870	19.108	96 35	75.0



Item No. 8 - Re-appointment of Mr. Aditya M Gokarn (DIN: 00185458) as Managing Director

Resolution required: (Ordinary/ Special): Special Whether promoter/ promoter group are interested in the agenda/resolution: Yes

Category	Mode of	No. of shares	No. of votes	% of Votes	No of Votes	No of Votes	0/ of Votes :-	
	Voting	held	polled	Polled on	- in favour	– against	favour on votes	% of Votes
			7	outstanding			polled	polled
		(E)	(2)	shares	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
				(3)=[(2)/(1)]* 100		v se		
Promoter and	E-Voting	4,99,904	4,99,904	100.00	4 99 904		00 001	
Promoter	Poll		1	1	10,50,56		100.00	ı
Group	Postal Ballot		91			I	1	1
((if			ì	ľ	Ē		Î
	applicable)							
	Total	4,99,904	4.99.904	100.00	4 99 904		00 001	
Public	E-Voting	10 000	10,000	00 001	10.000		100.00	1
Institutions	Poll	7,0,71	12,037	100.00	19,092	E	100.00	1
	TO I		ī	T.	T.	3	I	1
	Fostal Ballot		č	1	30			
	<u>II</u>)							Ţ.
	applicable)							×
	Total	19,092	19,092	100.00	19,092		100 001	
PublicNon	E-Voting	4,71,031	172	0.03	156	- 91	00.00	1 000
Institutions	Poll		4,810	1.02	4 810		100.00	9.30
	Postal Ballot						100.00	1
	(if							
	applicable)							
	Total	4,71,031	4,982	1.05	4.966	16	27 00	000
Total		9,90,027	5,23,978	52.93	5.23.962	91	00 00	0.32
					MO COME	0.1	99.99	0.01



Item No. 9 - Increase in Borrowings Powers of the Company

Resolution required: (Ordinary/ Special): Special Whether promoter/ promoter group are interested in the agenda/resolution: No

% of Votes against on votes polled (7)=[(5)/(2)]*100	•		1 1			1		1 1			1 2 5	7.01	r			0.0	0.20
% of Votes in favour on votes polled (6)=[(4)/(2)]*100	100.00		6 1		100 001	100 00	00:001			100 00	94 18	100 001	00.001			08 00	99.99
No. of Votes – against (5)	ı	31	Ĭ		1		1	1			10					10	10
No. of Votes – in favour (4)	4,99,904	1	E		4.99.904	19,092	1	Ľ		19.092	162	4.810				4.972	5,23,968
% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	100.00	1	âr		100.00	100.00	ı	ı		100.00	0.03	1.02				1.05	52.93
No. of votes polled (2)	4,99,904	T	1		4,99,904	19,092	1	1		19,092	172	4,810				4,982	5,23,978
No. of shares held (1)	4,99,904				4,99,904	19,092				19,092	4,71,031					4,71,031	9,90,027
Mode of Voting	E-Voting	Poll	Postal Ballot	(II applicable)	Total	E-Voting	Poll	Postal Ballot	(1f applicable)	Total	E-Voting	Poll	Postal Ballot	(if	applicable)	Total	
Category	Promoter and	Promoter	Group			Public	Institutions				PublicNon	Institutions					Total



Item No. 10 - Remuneration to Cost Auditors

Resolution required: (Ordinary/ Special): Ordinary
Whether promoter/ promoter group are interested in the agenda/resolution: No

% of Votes against on votes polled (7)=[(5)/(2)]*100	- 00	T 1		0		E	1									
% of Votes in favour on votes polled (6)=[(4)/(2)]*100	100.00			100.00	100.00				100 001	100.00	100.0	100.00			100 001	100.00
No. of Votes - against (5)	ı	1 1		ă	I	i	Ĭ.			1 1		1			1	
No. of Votes – in favour (4)	4,99,904	1 3		4,99,904	19,092	ı	9		19.092	172	4.810	2,5			4.810	5.23.978
% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	100.0	1		100.00	100.00	1	1,		100.00	0.03	1.02				1.05	52.93
No. of votes polled (2)	4,99,904	T	70000	4,99,904	19,092		S E		19,092	172	4,810				4,982	5,23,978
No. of shares held (1)	4,99,904		700 00 7	4,99,904	19,092				19,092	4,71,031					4,71,031	9,90,027
Mode of Voting	E-Voting Poll	Postal Ballot (if	applicable)	I Vidi	E-Voting	Postal Ballat	(if	applicable)	Total	E-Voting	Poll	Postal Ballot	(If	applicable)	Total	
Category	Promoter and Promoter	Group		Duklia	Fublic				22	PublicNon	Institutions					Total



Item No. 11 - Fees for delivery of any document through a particular mode of delivery to a member

Resolution required: (Ordinary/ Special): Ordinary
Whether promoter/ promoter group are interested in the agenda/resolution: No

% of Votes against on votes	polled (7)=[(5)/(2)]*100			1 1			00 001	00.001	ľ	Lie Control		100 001	11 63	00:11			070	04.0
% of Votes in favour on votes	polled (6)=[(4)/(2)]*100	100 00				100 001	00.001		. 1	I			88 37	100 001			99 50	32 70
No. of Votes – against	(5)	1	1	i,		3	260 61	1000	1			19.092	20	1			20	10117
No. of Votes – in favour	(4)	4.99.904	1	1		4.99.904		1	1			1	152	4.810			4.962	5 04 866
% of Votes Polled on	outstanding shares $(3)=[(2)/(1)]*$	100.00	ľ	1		100.00	100.00	•	1			100.00	0.03	1.02			1.05	52.03
No. of votes polled	(2)	4,99,904	1	ī		4,99,904	19,092	1	1			19,092	172	4,810			4,982	5.23.978
No. of shares held	(1)	4,99,904				4,99,904	19,092					19,092	4,71,031				4,71,031	9.90.027
Mode of Voting		E-Voting	Poll	Postal Ballot	(ıf applicable)	Total	E-Voting	Poll	Postal Ballot	(if	applicable)	Total	E-Voting	Poll	Postal Ballot	applicable)	Total	
Category		Promoter and	Promoter	Group			Public	Institutions					PublicNon	Institutions				Total



PARAMESHWAR G. BHAT

B.Com., LLB, ML, MBA, ACS
Company Secretary

496/4, II Floor, 10th Cross Near Bashyam Circle, Sadashivanagar,

Bangalore - 560 080 Tel: +91 80 23610847 Telefax: +91 80 41231106

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SCRUTINIZER'S REPORT

[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014]

To Mr. S. K. Welling Chairman Triton Valves Limited Bangalore

Dear Sir.

I, Parameshwar G. Bhat, Company Secretary in Whole-Time Practice (FCS No. 8860, CP No. 11004), having office at # 496/4, 2nd Floor, 10th Cross, Near Bashyam Circle, Sadashivanagar, Bangalore – 560 080, duly appointed as Scrutinizer by Triton Valves Limited for the purpose of scrutinizing the voting through remote e-voting and through Polling Papers at the 41st Annual General Meeting pursuant to Sections 108 and 109 of the Companies Act, 2013, read with Rule 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, hereby furnish my Report to you.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through e-voting and Polling Papers at the Annual General Meeting venue for the resolutions proposed in the notice of 41st Annual General Meeting of the Members of the Company held on 12th July, 2017. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes casts in "favour" or "against" on the resolutions proposed in the Notice convening the 41st Annual General Meeting of the Company, based on the Report provided by National Securities Depository Limited (NSDL) the agency engaged by the Company to provide e-voting facility for voting through electronic means.

In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the e-voting was kept open for three days from 9th July, 2017 (9.00 A.M. IST) till 11th July, 2017 (5.00 P.M. IST) and



Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the e-voting platform.

The Members holding Equity Shares as on the "cut-off date" i.e. 5th July, 2017 were entitled to vote on the resolutions proposed in the Notice calling the 41st Annual General Meeting.

The Ballot register was prepared to record Equity Shareholders' Assent or Dissent, received mentioning the particulars of name, address, folio number or client id of the Shareholders, number of shares held by them, nominal value of such shares, whether the shares have differential voting rights, if any, details of Ballot Forms which are invalid.

The Polling Papers received were scrutinized and reconciled with the records maintained by Registrar and Share Transfer Agent (RTA). The Polling Papers which were wrongly signed and not matching with the records of Registrar and Transfer Agents have been rejected and treated as invalid.

At the end of the voting period on 11th July, 2017 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes casts were unblocked on 12th July, 2017 in the presence of Mr. Ganesh Hegde and Mr. Ravi Bhat, who acted as witnesses as prescribed under sub-rule 3(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

Thereafter, the details containing inter alia, the list of the Members, who voted "for" or "against" on each of the resolutions that were put to vote, were derived from the Polling Papers as received and the report generated from the e-voting website of National Securities Depository Limited i.e. www.evoting.nsdl.com and based on such reports,

- a. 24 members have cast their votes through remote e-voting.
- b. 17 members have cast their votes through Polling Papers at the Annual General Meeting.

The brief analysis of the results of the remote e-voting and Ballot Forms are as under:



ORDINARY BUSINESS:

Item No.1: Adoption of Financial Statements:

Ordinary Resolution:

Particulars		No.	of votes o	ontained i	n		Percentag e on Valid
	Remote E-voting		Polling	Polling Papers		Total	
	No of member s voted	No. of Votes cast (shares)	No of membe rs voted	No. of Votes cast (shares)	No of membe rs voted	No. of Votes cast (shares)	The second secon
	24	519168	16	4810	40	523978	100.000
Assent		J10100	l n	<u> </u>	n	0	0.000
Dissent	U	V	1	L N		523978	100.00
Total	24	519168	16	4810	40		
Abstained/ Invalid	0	0	1	1430		1430	NA NA

Item No. 2: Declaration of Dividend:

Particulars		No.	of votes o	ontained	in		Percentag e on Valid
	Remote E-voting		Polling	Polling Papers		Total	
	No. of member s voted	No. of Votes cast (shares)	No. of member s voted	No. of Votes cast (shares)	No. of membe rs voted	No. of Votes cast (shares)	
Assent	23	519138	16	4810	39	523948	100.000
		0	0	0	0	0	0.000
Dissent	V	519138	16	4810	39	523948	100.00
Total	23					1460	NA NA
Abstained/ Invalid	Í	30	*	1430	2	140V	



Item No. 3: Retirement of Director by rotation:*

Ordinary Resolution:

Particulars	72-12-14	No.	of votes	contained	lin		Percentag
	Remote E-voting		Polling	Papers	Total		e on Valid
	No. of member s voted	No. of Votes cast (shares)	No. of member s voted	No. of Votes cast (shares	No. of member s voted	No. of Votes cast (shares)	
Assent	21	269097	16	4810	37	273907	100.000
Dissent	0	0	0	0	0	0	0.000
Total	21	269097	16	4810	37	273907	100.00
Abstained/ Invalid	3	250071	1	1430	4	251501	NA

Item No. 4: Appointment of Auditors:

		No.	of votes	contained	lin		Percentag
Particulars	Remote E-voting		Polling	Polling Papers		Total	
	No. of member s voted	No. of Votes cast (shares)	No. of membe rs voted	No. of Votes cast (shares	No. of membe rs voted	No. of Votes cast (shares)	votes
Assent	24	519168	16	4810	40	523978	100.000
Dissent	0	0	0	0	0	0	0.000
Total	24	519168	16	4810	40	523978	100.00
Abstained/ Invalid	Δ	0	4	1430	1	1430	NA



SPECIAL BUSINESS:

Item No. 5: Appointment of Mr. Tamhant Jain (DIN: 02787785) as Director:

Ordinary Resolution:

Particulars		No.	of votes c	ontained	in		Percentage on Valid
	Remote	Remote E-voting		Polling Papers		Total	
	No. of member s voted	No. of Votes cast (shares)	No. of member s voted	No. of Votes cast (shares	No. of member s voted	No. of Votes cast (shares)	
	23	519152	16	4810	39	523962	99.997
Assent		16	<u> </u>	Λ	1	16	0.003
Dissent			- V	4810	40	523978	100.000
Total	24	519168	16				
Abstained/ Invalid	0	0	1	1430		1430	

Item No. 6: Appointment of Mr. Tamhant Jain (DIN: 02787785) as an Independent Director:

		No.	of votes c	ontained			Percentag e on Valid
Particulars	Remote E-voting		Polling	Polling Papers		Total	
	No. of member s voted	No. of Votes cast (shares)	No. of membe rs voted	No. of Votes cast (shares	No. of membe rs voted	No. of Votes cast (shares)	
		519152	16	4810	39	523962	99.997
Assent	23				1	16	0.003
Dissent	1	16	0	4040	40	523978	100.000
Total	24	519168	16	4810			
Abstained/ Invalid	0	0	1	1430	1	1430	



Item No. 7: Re-appointment of Dr. B R Pai (DIN: 00184753) as an Independent Director:

Special Resolution:

pecial Resol		No. (of votes co	ontained			Percentag e on Valid
Particulars	Remote E		Polling F	apers	Total		votes
			No. of	No. of	No. of	No. of	
	No. of member s voted	No. of Votes cast (shares)	membe rs voted	Votes cast (shares	membe rs voted	Votes cast (shares)	
				4810	35	504870	96.353
Assent	19	500060	16	A processor of the second seco	5	19108	
The second secon	5	19108		0		523978	100.000
Dissent	24	519168	16	4810		1430	
Total Abstained/		0	1	1430			
Invalid					and the second s		

Item No.8: Re-appointment of Mr. Aditya M Gokarn (DIN: 00185458) as Managing Director:*

Special Resolution:

<u>secial Resol</u>		No. (of votes co	ontained	ln		Percenta ge on	
Particulars	Remote E	Remote E-voting		apers	Tot	Valid votes		
	No. of member s voted	No. of Votes cast (shares)	No. of membe rs voted	No. of Votes cast (shares	No. of membe rs voted	No. of Votes cast (shares)	99.997	
			16	4810	37	477140		
Assent	21	472330	Comment Commen		1	16		
The state of the s	1	16	0	15/0	38	477156	100.000	
Dissent	22	472346	16	4810		48252		
Total		46822		1430	3	40204		
Abstained/ Invalid	2	40066						



Item No.9: Increase in Borrowing Powers of the Company: <u>Special Resolution:</u>

Particulars		No.	of votes	contained	lin		Percenta
	Remote E-voting		Polling Papers		Total		ge on Valid votes
	No. of member s voted	No. of Votes cast (shares)	No. of membe rs voted	No. of Votes cast (shares	No. of membe rs voted	No. of Votes cast (shares)	-
Assent	23	519158	16	4810	39	523968	99.998
Dissent	1	10	0	0	1	10	0.002
Total	24	519168	16	4810	40	523978	100.000
Abstained/ Invalid	0	0	1	1430	1	1430	NA

Item No.10: Remuneration to Cost Auditors:

Particulars		No.	of votes	contained	1 in	***************************************	Percenta	
	Remote E-voting		Polling	Polling Papers		Total		
	No. of member s voted	No. of Votes cast (shares)	No. of membe rs voted	No. of Votes cast (shares	No. of membe rs voted	No. of Votes cast (shares)		
Assent	24	519168	16	4810	40	523978	100.000	
Dissent	0	0	0	0	0	0	0.000	
Total	24	519168	16	4810	40	523978	100.00	
Abstained/ Invalid	Q	0	1	1430	4	1430	NA	



Item No.11: Fees for delivery of any document through a particular mode of delivery to a member:

Ordinary Resolution:

Particulars		No.	of votes o	ontained	in		Percenta ge on
	Remote E-voting		Polling	Polling Papers		Total	
	No. of member s voted	No. of Votes cast (shares)	No. of membe rs voted	No. of Votes cast (shares	No. of membe rs voted	No. of Votes cast (shares)	
Assent	18	500056	16	4810	34	504866	96.353
Dissent	6	19112	0	0	6	19112	3.647
	24	519168	16	4810	40	523978	100.000
Total		0.0.00		1430	4	1430	NA
Abstained/ Invalid	0	2					

^{*} Note: The votes cast by the Directors/Promoters for their own appointment/reappointment was not taken in to consideration and was treated as invalid for the respective resolutions.

Based on the foregoing, the resolution numbers from 01 to 11 may be deemed to have been passed by requisite majority.

All the relevant records relating to e-voting and Polling Papers are under my safe custody and will be handed over to the Company Secretary of the Company for preserving safely.

Date: 13.07.2017 Place: Bangalore Parameshwar G. Bhat

FCS No.: 8860

C. P. No.: 11004

Thanking You Yours Sincerely

1. Ganesh Hegde

2. Ravi Bhat