



TRITON
VALVES LTD

Challenging Excellence

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 documents:

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.

Thanking you,

Yours Sincerely,
For Triton Valves Limited


Apoorva G
Company Secretary



Encl: a/a

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/mailed 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 would be 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





TRITON
VALVES LTD

Challenging Excellence

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

Apoorva G

Apoorva G

Company Secretary



Format for Voting Results

Date of the AGM	July 12, 2017
Total number of shareholders on record date	5861
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	5 44
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

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 and Promoter Group	E-Voting Poll	4,99,904	4,99,904	100.00	4,99,904	-	100.00	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	4,99,904	4,99,904	100.00	4,99,904	-	100.00	-
Public Institutions	E-Voting Poll	19,092	19,092	100.00	19,092	-	100.00	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	19,092	19,092	100.00	19,092	-	100.00	-
Public Non Institutions	E-Voting Poll	4,71,031	172	0.03	172	-	100.00	-
	Postal Ballot (if applicable)	-	4,810	1.02	4,810	-	100.00	-
	Total	4,71,031	4,982	1.05	4,810	-	100.00	-
Total		9,90,027	5,23,978	52.93	5,23,978	-	100.00	-



Item No. 2 - Declaration of dividend

Resolution required: (Ordinary/ Special): Ordinary

Whether promoter/ promoter group are interested in the agenda/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 and Promoter Group	E-Voting	4,99,904	4,99,904	100.00	4,99,904	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Public Institutions	Total	4,99,904	4,99,904	100.00	4,99,904	-	100.00	-
	E-Voting	19,092	19,092	100.00	19,092	-	100.00	-
	Poll	-	-	-	-	-	-	-
PublicNon Institutions	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	19,092	19,092	100.00	19,092	-	100.00	-
	E-Voting	4,71,031	142	0.03	142	-	100.00	-
PublicNon Institutions	Poll	-	4,810	1.02	4,810	-	100.00	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	4,71,031	4,952	1.05	4,952	-	100.00	-
Total		9,90,027	5,23,948	52.92	5,23,948	-	100.00	-



Item No. 3 - Appointment of Director in place of Mrs. Anuradha M. Gokarn (DIN:001855509), 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

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 and Promoter Group	E-Voting	4,99,904	4,99,904	100.00	4,99,904	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	4,99,904	4,99,904	100.00	4,99,904	-	100.00	-
Public Institutions	E-Voting	19,092	19,092	100.00	19,092	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	19,092	19,092	100.00	19,092	-	100.00	-
Public Non Institutions	E-Voting	4,71,031	142	0.03	142	-	100.00	-
	Poll	-	4,810	1.02	4,810	-	100.00	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	4,71,031	4,952	1.05	4,952	-	100.00	-
Total		9,90,027	5,23,948	52.92	5,23,948	-	100.00	-



Item No. 4 – Appointment of Auditors

Resolution required: (Ordinary/ Special): Ordinary
Whether promoter/ promoter group are interested in the agenda/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 and Promoter Group	E-Voting Poll	4,99,904	4,99,904	100.00	4,99,904	-	100.00	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	4,99,904	4,99,904	100.00	4,99,904	-	100.00	-
Public Institutions	E-Voting Poll	19,092	19,092	100.00	19,092	-	100.00	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	19,092	19,092	100.00	19,092	-	100.00	-
Public Non Institutions	E-Voting Poll	4,71,031	172	0.03	172	-	100.00	-
	Postal Ballot (if applicable)	-	4,810	1.02	4,810	-	100.00	-
	Total	4,71,031	4,982	1.05	4,810	-	100.00	-
Total		9,90,027	5,23,978	52.93	5,23,978	-	100.00	-



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

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 and Promoter Group	E-Voting	4,99,904	4,99,904	100.00	4,99,904	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Public Institutions	Total	4,99,904	4,99,904	100.00	4,99,904	-	100.00	-
	E-Voting	19,092	19,092	100.00	19,092	-	100.00	-
	Poll	-	-	-	-	-	-	-
PublicNon Institutions	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	19,092	19,092	100.00	19,092	-	100.00	-
	E-Voting	4,71,031	172	0.03	156	16	90.69	9.30
Total	Poll	-	4,810	1.02	4,810	-	100.00	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	4,71,031	4,982	1.05	4,966	16	99.67	0.32
		9,90,027	5,23,978	52.93	5,23,962	16	99.99	0.01



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 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 and Promoter Group	E-Voting	4,99,904	4,99,904	100.00	4,99,904	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Public Institutions	Total	4,99,904	4,99,904	100.00	4,99,904	-	100.00	-
	E-Voting	19,092	19,092	100.00	19,092	-	100.00	-
	Poll	-	-	-	-	-	-	-
Public Non Institutions	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	19,092	19,092	100.00	19,092	-	100.00	-
	E-Voting	4,71,031	172	0.03	156	16	90.69	9.30
Public Non Institutions	Poll	-	4,810	1.02	4,810	-	100.00	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	4,71,031	4,982	1.05	4,966	16	99.67	0.32
Total		9,90,027	5,23,978	52.93	5,23,962	16	99.99	0.01



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

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 and Promoter Group	E-Voting Poll	4,99,904	4,99,904	100.00	4,99,904	-	100.00	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	4,99,904	4,99,904	100.00	4,99,904	-	100.00	-
Public Institutions	E-Voting Poll	19,092	19,092	100.00	-	19,092	-	100.00
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	19,092	19,092	100.00	-	19,092	-	100.00
Public Non Institutions	E-Voting Poll	4,71,031	172	0.03	156	16	90.69	9.30
	Postal Ballot (if applicable)	-	4,810	1.02	4,810	-	100.00	-
	Total	4,71,031	4,982	1.05	4,966	16	99.67	0.32
Total		9,90,027	5,23,978	52.93	5,04,870	19,108	96.35	3.65



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 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 and Promoter Group	E-Voting	4,99,904	4,99,904	100.00	4,99,904	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	4,99,904	4,99,904	100.00	4,99,904	-	100.00	-
Public Institutions	E-Voting	19,092	19,092	100.00	19,092	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	19,092	19,092	100.00	19,092	-	100.00	-
Public Non Institutions	E-Voting	4,71,031	172	0.03	156	16	90.69	9.30
	Poll	-	4,810	1.02	4,810	-	100.00	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	4,71,031	4,982	1.05	4,966	16	99.67	0.32
Total		9,90,027	5,23,978	52.93	5,23,962	16	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

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 and Promoter Group	E-Voting Poll	4,99,904	4,99,904	100.00	4,99,904	-	100.00	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	4,99,904	4,99,904	100.00	4,99,904	-	100.00	-
Public Institutions	E-Voting Poll	19,092	19,092	100.00	19,092	-	100.00	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	19,092	19,092	100.00	19,092	-	100.00	-
Public Non Institutions	E-Voting Poll	4,71,031	172	0.03	162	10	94.18	5.81
	Postal Ballot (if applicable)	-	4,810	1.02	4,810	-	100.00	-
	Total	4,71,031	4,982	1.05	4,972	10	99.80	0.20
Total		9,90,027	5,23,978	52.93	5,23,968	10	99.99	0.01



Item No. 10 - Remuneration to Cost Auditors

Resolution required: (Ordinary/ Special): Ordinary
 Whether promoter/ promoter group are interested in the agenda/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 and Promoter Group	E-Voting	4,99,904	4,99,904	100.00	4,99,904	-	100.00	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Public Institutions	Total	4,99,904	4,99,904	100.00	4,99,904	-	100.00	-
	E-Voting	19,092	19,092	100.00	19,092	-	100.00	-
	Poll	-	-	-	-	-	-	-
PublicNon Institutions	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	19,092	19,092	100.00	19,092	-	100.00	-
	E-Voting	4,71,031	172	0.03	172	-	100.00	-
PublicNon Institutions	Poll	-	4,810	1.02	4,810	-	100.00	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	4,71,031	4,982	1.05	4,810	-	100.00	-
Total		9,90,027	5,23,978	52.93	5,23,978	-	100.00	-



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

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 and Promoter Group	E-Voting	4,99,904	4,99,904	100.00	4,99,904	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	4,99,904	4,99,904	100.00	4,99,904	-	100.00	-
Public Institutions	E-Voting	19,092	19,092	100.00	-	19,092	-	100.00
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	19,092	19,092	100.00	-	19,092	-	100.00
PublicNon Institutions	E-Voting	4,71,031	172	0.03	152	20	88.37	11.63
	Poll		4,810	1.02	4,810	-	100.00	-
	Postal Ballot (if applicable)							
	Total	4,71,031	4,982	1.05	4,962	20	99.59	0.40
Total		9,90,027	5,23,978	52.93	5,04,866	19,112	96.35	3.65



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

e-mail : parameshwar@vjkt.in

parameshwar.g.bhat@gmail.com

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 contained in						Percentage on Valid votes
	Remote E-voting		Polling Papers		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members 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	0	0	1	1430	1	1430	NA

Item No. 2: Declaration of Dividend:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Papers		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	23	519138	16	4810	39	523948	100.000
Dissent	0	0	0	0	0	0	0.000
Total	23	519138	16	4810	39	523948	100.00
Abstained/Invalid	1	30	1	1430	2	1460	NA



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

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Papers		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members 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:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Papers		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members 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	0	0	1	1430	1	1430	NA



SPECIAL BUSINESS:

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

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Papers		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	23	519152	16	4810	39	523962	99.997
Dissent	1	16	0	0	1	16	0.003
Total	24	519168	16	4810	40	523978	100.000
Abstained/Invalid	0	0	1	1430	1	1430	NA

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

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Papers		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	23	519152	16	4810	39	523962	99.997
Dissent	1	16	0	0	1	16	0.003
Total	24	519168	16	4810	40	523978	100.000
Abstained/Invalid	0	0	1	1430	1	1430	NA



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

Special Resolution:

Particulars	No. of votes contained in				Total		Percentage on Valid votes
	Remote E-voting		Polling Papers		No. of members voted	No. of Votes cast (shares)	
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)			
Assent	19	500060	16	4810	35	504870	96.353
Dissent	5	19108	0	0	5	19108	3.647
Total	24	519168	16	4810	40	523978	100.000
Abstained/ Invalid	0	0	1	1430	1	1430	NA

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

Special Resolution:

Particulars	No. of votes contained in				Total		Percentage on Valid votes
	Remote E-voting		Polling Papers		No. of members voted	No. of Votes cast (shares)	
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)			
Assent	21	472330	16	4810	37	477140	99.997
Dissent	1	16	0	0	1	16	0.003
Total	22	472346	16	4810	38	477156	100.000
Abstained/ Invalid	2	46822	1	1430	3	48252	NA



Item No.9: Increase in Borrowing Powers of the Company:

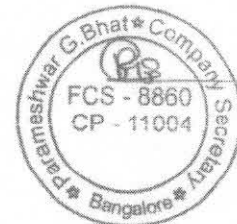
Special Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Papers		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members 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:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Papers		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members 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	0	0	1	1430	1	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 contained in						Percentage on Valid votes
	Remote E-voting		Polling Papers		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	18	500056	16	4810	34	504866	96.353
Dissent	6	19112	0	0	6	19112	3.647
Total	24	519168	16	4810	40	523978	100.000
Abstained/Invalid	0	0	1	1430	1	1430	NA

* Note: The votes cast by the Directors/Promoters for their own appointment/re-appointment 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

Witness:

1. Ganesh Hegde



Thanking You
Yours Sincerely

Parameshwar G. Bhat

Parameshwar G. Bhat
Practising Company Secretary
FCS No.: 8860
C. P. No.: 11004

2. Ravi Bhat