

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 41<sup>st</sup> 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 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration), Rules 2014.

Request you to kindly take the same on records.

Bangalore

Thanking you,

Yours Sincerely,

For Triton Valves Limited ALVE

Apoorva G -- Company Secretary

Encl: a/a





### SUMMARY OF PROCEEDINGS OF THE 41st ANNUAL GENERAL MEETING

The 41<sup>st</sup> 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







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

Apoŏrva G

**Company Secretary** 

W: www.tritonvalves.com

E: info@tritonvalves.com

ANNEXURE-TT

# 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:	5
Public:	44
No. of Shareholders attended the meeting through Video Conferencing	No video conferencing
Promoters and Promoter Group: Public:	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

2>	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	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 E-Promoter Po	E-Voting	4,99,904	4,99,904	100.00	4,99,904	9 1	100.00	3C
P. G.	Postal Ballot (if applicable)		1	J	а	r	36	T.
É	Total	4,99,904	4,99,904	100.00	4,99,904	1	100.00	1
Ή	E-Voting	19,092	19,092	100.00	19,092	1	100.00	C
Pc	Poll		1	ı	1	1	j	ì
P. (ii)	Postal Ballot (if applicable)		1	1	3	T.		T
ĬĔ	Total	19,092	19,092	100.00	19,092	1	100.00	ī
山	E-Voting	4,71,031	172	0.03	172	1	100.00	1
Pc	Poll		4,810	1.02	4,810	ï	100.00	Î
Pos (if app	Postal Ballot (if applicable)							
Ţ	Total	4,71,031	4,982	1.05	4,810	1	100.00	Î
		9,90,027	5,23,978	52.93	5,23,978	1	100.00	I



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	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	<ul><li>against</li></ul>	favour on votes	against on votes
				outstanding			polled	
		(1)	(2)	shares	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
		1 3		(3)=[(2)/(1)]* $100$		S 0		
Promoter and	E-Voting	4,99,904	4,99,904	100.00	4,99,904	1	100.00	T
Promoter	Poll		i	•	1	Ï	ă.	1
Group	Postal Ballot		\T	MIS	11	ľ	200	TE:
	(if							
	applicable)							
	Total	4,99,904	4,99,904	100.00	4,99,904	Ĩ	100.00	
Public	E-Voting	19,092	19,092	100.00	19,092	1	100.00	
Institutions	Poll		Ĭ	I	1	<b>1</b>	1	x
	Postal Ballot		100	sure:	T.	1		300
	(if							
	applicable)							
	Total	19,092	19,092	100.00	19,092	1	100.00	
PublicNon	E-Voting	4,71,031	142	0.03	142	1	100.00	
Institutions	Poll		4,810	1.02	4,810	3	100.00	1
	Postal Ballot							
	(It applicable)							
	Total	4,71,031	4,952	1.05	4,952	1	100.00	1
Total		9,90,027	5,23,948	52.92	5,23,948	1	100.00	1



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																		
% of Votes in favour on votes polled (6)=[(4)/(2)]*100	100.00	Ę	3.		100.00	100.00	1	al (			100.00	100.00	100.00				100.00	100.00
No. of Votes  – against  (5)	â	í	1		I	1	ľ	3			ı	a	T.				1	3
No. of Votes – in favour (4)	4,99,904	· ·	Л		4,99,904	19,092	1	3			19,092	142	4,810				4,952	5,23,948
% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	100.00	1	1		100.00	100.00	1	ı			100.00	0.03	1.02				1.05	52.92
No. of votes polled (2)	4,99,904	1	Ĉ		4,99,904	19,092	51	F			19,092	142	4,810				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	Poll	Postal Ballot	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					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

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
				outstanding			polled	polled
10		$\odot$	(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	t	100 001	1
Promoter	Poll		/ <b>4</b> C		i	1		
Group	Postal Ballot		I	31	1.6		G 9	
	(if					, were	24	ř.
	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		1	10		1		
	Postal Ballot		ă	T	t	1		1
	(if							
,	applicable)							
	Total	19,092	19,092	100.00	19,092	1	100.00	'
PublicNon	E-Voting	4,71,031	172	0.03	172	1.	100.00	. 3
Institutions	Poll		4,810	1.02	4.810	1	100 00	
	Postal Ballot						00.00	
	(if							
	applicable)							
	Total	4,71,031	4,982	1.05	4,810	я	100.00	1
Total		9,90,027	5,23,978	52.93	5,23,978	1	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	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	<ul><li>against</li></ul>	favour on votes	against on votes
	).			outstanding			polled	polled
		(1)	(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	P.	100.00	ı
Promoter	Poll			1	3	•	J	ì
Group	Postal Ballot		J.	ï	ī	ľ	ľ	ř
	(if							
	applicable)							
	Total	4,99,904	4,99,904	100.00	4,99,904	3	100.00	1
Public	E-Voting	19,092	19,092	100.00	19,092	Ē	100.00	r)
Institutions	Poll		(0)	500	a)	ji	1	j
	Postal Ballot		1	ï	ï	ř	Ē	Ē
	(if							
	applicable)							
	Total	19,092	19,092	100.00	19,092		100.00	1
PublicNon	E-Voting	4,71,031	172	0.03	156	91	69.06	9.30
Institutions	Poll		4,810	1.02	4,810	1	100.00	ä
	Postal Ballot							
	(if							
	applicable)							
	Total	4,71,031	4,982	1.05	4,966	16	29.66	0.32
Total		9,90,027	5,23,978	52.93	5,23,962	16	66.66	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

		1.7	Ma of water	% of Votes	No of Votes	No of Votes	% of Votes in	% of Votes
Category	Mode of	No. of snares	NO. OI VOICS	Polled on	- in favour	– against	favour on votes	against on votes
	voring	neid	polica	outstanding		0	polled	polled
		(1)	(2)	shares	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
				(3)=[(2)/(1)]* $100$				2.5
Dromoter and	E-Voting	4.99.904	4.99,904	100.00	4,99,904	1	100.00	1
Promoter and	Poll		1	1	ľ		1	Ī
Group	Postal Ballot		1	II.	<b>1</b>	ii.	ť	(10)
<b>1</b> 79	(if							
	Total	4.99.904	4.99.904	100.00	4,99,904	1	100.00	1
Public	E-Voting	19.092	19,092	100.00	19,092	1	100.00	1
Institutions	Poll		ı		I.	I.S.	31.7	1
	Postal Ballot		3.0	I.	1	<b>3</b>	1	E
	(if							
	applicable)				***************************************		100 001	,
	Total	19,092	19,092	100.00	19,092	L	100.00	
PublicNon	E-Voting	4,71,031	172	0.03	156	91	69.06	9.30
Institutions	Poll		4,810	1.02	4,810	L	100.00	1
	Postal Ballot							
	(if							
	applicable)						m/ 00	****
	Total	4,71,031	4,982	1.05	4,966		19.66	70.0
Total		9,90,027	5,23,978	52.93	5,23,962	16	66.66	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

						. 110	7, 7, 1, 3 /0	Of aftVatas
Category	Mode of	No. of shares	No. of votes	% of Votes	No. of Votes	No. of votes	% of votes in	70 UI V UICS
	Voting	held	polled	Polled on	– in favour	– agaınst	favour on votes	against on votes
			6	chares	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
		5	(7)	Sildics	(F)		>>> [(=) (, )] (s)	
				$(3)=[(2)/(1)]^*$ 100				
Dromoter and	F-Voting	4 99 904	4.99.904	100.00	4,99,904	1	100.00	1
Dromotor	Doll			1	1		8	1
Fromoter	FOII				1	1	1	1.
Cronp	Postal Ballot		Ĭ			#G		
	(if							
	applicable)	000	10000	00 00	100 00 1		100 001	
	Total	4,99,904	4,99,904	100.00	4,77,704		100.00	
Public	E-Voting	19,092	19,092	100.00	l	19,092	1	100.00
Institutions	Poll		ť.	1	1	L	E .	X
	Postal Ballot		Î	1	E s	L	1	š
	(if							
	applicable)							00 007
	Total	19,092	19,092	100.00	1	19,092	I	100.00
Public Non	E-Voting	4,71,031	172	0.03	156	91	69.06	9.30
Institutions	Poll		4,810	1.02	4,810	1	100.00	1
	Postal Ballot							
	(if					,		
	applicable)							***
	Total	4,71,031	4,982	1.05	4,966		19.66	0.32
Total		9,90,027	5,23,978	52.93	5,04,870	19,108	96.35	3.65
111111111111111111111111111111111111111								



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

	_		_						_														_
% of Votes	against on votes	polled	(7)=[(5)/(2)]*100		3	E	1				3	I	1				9.30	1				0.32	0.01
% of Votes in	ravour on votes	polled	(6)=[(4)/(2)]*100		100.00	I,				100.00	100.00	I.	(10)			100.00	69.06	100.00				29.66	66.66
No. of Votes	– against	340 90040	(5)		<b>37</b> ,0	Ĭ	I			E	7	Ė				Ē	16	Ĭ				16	16
No. of Votes	- in favour		(4)		4,99,904	Ĭ.	i.			4,99,904	19,092	Ĭ	90			19,092	156	4,810				4,966	5,23,962
% of Votes	Folled on	outstanding	shares	(3)=[(2)/(1)]* 100	100.00	Ĭ	1			100.00	100.00	1.				100.00	0.03	1.02				1.05	52.93
No. of votes	polled		(2)		4,99,904	ī	13 <u>11</u> 2			4,99,904	19,092	3	E			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	(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					Total



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

1000000	Mode of	No of charee	No of votes	% of Votes	No. of Votes	No. of Votes	% of Votes in	% of Votes
Calegory	Voting	held	polled	Polled on	- in favour	- against	favour on votes	against on votes
	0	_	4/	outstanding			polled	polled
		(1)	(2)	shares	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
				(3)=[(2)/(1)]* 100	3			
Promoter and	E-Voting	4,99,904	4,99,904	100.00	4,99,904		100.00	
Promoter	Poll		3	1	1	Ē	31	3
	Postal Ballot		ĭ	Ü	746	ì	1	Ē
	(if							
	applicable)						6 6 7	
	Total	4,99,904	4,99,904	100.00	4,99,904		100.00	1
Public	E-Voting	19,092	19,092	100.00	19,092	1	100.00	1
Institutions	Poll		1	1	ï	Îŝ	1	1
	Postal Ballot		1	r.		1	Ĭ	ī
	(if							
	applicable)						00 00	
	Total	19,092	19,092	100.00	19,092		100:00	
PublicNon	E-Voting	4,71,031	172	0.03	162	10	94.18	5.81
Institutions	Poll		4,810	1.02	4,810	f	100.00	80
	Postal Ballot							
	(if							
	applicable)							
	Total	4,71,031	4,982	1.05	4,972	10	08.66	0.20
Total		9,90,027	5.23.978	52.93	5,23,968	10	66.66	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	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	<ul><li>against</li></ul>	favour on votes	against on votes
	•		Ĩ.	outstanding		8	polled	
		(3)	(2)	shares	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
		ra 10		(3)=[(2)/(1)]* 100				
Promoter and	E-Voting	4,99,904	4,99,904	100.00	4,99,904	Ĭ	100.00	3
Promoter	Poll			Ĕ	£	1	1	AL.
Group	Postal Ballot		₹.	ă	1	ì	a	a
	Ji)							
	applicable)							
	Total	4,99,904	4,99,904	100.00	4,99,904		100.00	
Public	E-Voting	19,092	19,092	100.00	19,092	1	100.00	1
Institutions	Poll	s	f	E	ŀ	1	318	
	Postal Ballot		1	1	1	1	1	1
	(if							
	applicable)							
	Total	19,092	19,092	100.00	19,092	1	100.00	
PublicNon	E-Voting	4,71,031	172	0.03	172	¥	100.00	ā
Institutions	Poll	2	4,810	1.02	4,810	ľ	100.00	
	Postal Ballot							
	(if							
	applicable)							
	Total	4,71,031	4,982	1.05	4,810	ī	100.00	1
Total		9,90,027	5,23,978	52.93	5,23,978	1	100.00	<b>(1</b>



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

		]*100 (7)=[(5)/(2)]*100		100.00	t	Ĩ			100.00	- 100.00	Ē	i			- 100.00	88.37 11.63	100.00				2850 - 30
19-5	favour on votes	(6)=[(4)/(2)]*100		-	C	1			-	19,092	i	1			192	20	-				0
2	– against	(5)		4	ı	1			4	- 19,0		1			- 19,092	2	0				,
No. of Votes	– in favour	(4)		4,99,904					4,99,904							152	4,810				2707
% of Votes	Polled on outstanding	shares	(3)=[(2)/(1)]* $100$	100.00	ľ	1			100.00	100.00	ť	ï			100.00	0.03	1.02				100
No. of votes	polled	(2)		4,99,904	t	1			4,99,904	19,092	Æ	1			19,092	172	4,810				4 000
of shares	held	(1)		4,99,904					4,99,904	19,092					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				



### 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-mall: 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, 2<sup>nd</sup> Floor, 10<sup>th</sup> 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 41<sup>st</sup> 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 41<sup>st</sup> Annual General Meeting of the Members of the Company held on 12<sup>th</sup> 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 41<sup>st</sup> 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 9<sup>th</sup> July, 2017 (9.00 A.M. IST) till 11<sup>th</sup> 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. 5<sup>th</sup> July, 2017 were entitled to vote on the resolutions proposed in the Notice calling the 41<sup>st</sup> 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 11<sup>th</sup> July, 2017 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes casts were unblocked on 12<sup>th</sup> 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. <a href="https://www.evoting.nsdl.com">www.evoting.nsdl.com</a> 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:

	No. of votes contained in								
Particulars	Remote E	Remote E-voting		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)			
		1	16	4810	40	523978			
Assent	24	519168	0	<u> </u>	0	0	0.000		
Dissent	0	Ų.		4810	40	523978	100.00		
Total	24	519168	16			1430	NA NA		
Abstained/ Invalid	0	0		1430	***				

# Item No. 2: Declaration of Dividend:

# Ordinary Resolution:

	rdinary Resolution:  No. of votes contained in									
Particulars	Remote 5		Polling Papers		Total		e on Valid votes			
	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)	****			
			16	4810	39	523948	100.000			
Assent	23		0	0	0	0	0.000			
Dissent	0	0		4810	39	523948	100.00			
Total	23	519138	16	1		1460	NA			
Abstained/ Invalid	4	30		1430	· Control of the cont					



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

# Ordinary Resolution:

Particulars		No.	of votes	contained	l in		Percentac
	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 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:

### Ordinary Resolution:

		No.	of votes	contained	lin	***************************************	Percentag
Particulars	Remote E-voting		Polling Papers		Total		e 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	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		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	20			<u> </u>	1	16	0.003
Dissent	I	16		4810	40	523978	100.000
Total	24	519168	16			1430	
Abstained/ Invalid	0	0	1	1430		143V	

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

# Ordinary Resolution:

	No. of votes contained in								
Particulars	Remote E-voting		Polling Papers		Total		e 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)			
		FADAED	16	4810	39	523962	99.997		
Assent	23	519152			4	16	0.003		
Dissent	1	16	<u> </u>	1010	40	523978	100.000		
Total	24	519168	16	4810	**V				
Abstained/ Invalid	0	0		1430		1430			



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

# Special Resolution:

No. of votes contained in							
Particulars	Remote E		Polling Papers		101		e on Valid votes
Particular			No of No. of		No. of	No. of	
	No. of member s voted	No. of Votes cast (shares)	No. of membe rs voted	Votes cast (shares	membe rs voted	Votes cast (shares)	
	approximation of the second	and the second s		4810	35	504870	96.353
8	19	500060		4010	5	19108	3.647
Assent	5	19108		<u> </u>		523978	100.000
Dissent	24	519168	16	4810		143(	
Total		0		1430		1400	
Abstained/ Invalid	0				A commence of the control of the con		

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

# Special Resolution:

No. of votes contained in								
Particulars	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)	99,997	
	21	472330	16	4810	3/	16	0.000	
Assent	4	16	0	0				
Dissent			16	4810	38	477156	A I A	
Total	22	472346			A	48252	NA NA	
Abstained/ Invalid	2	46822						



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

### **Particulars** No. of votes contained in Percenta Remote E-voting Polling Papers Total ge on Valid votes No. of No. of No. of No. of No. of No. of member Votes membe Votes membe Votes s voted rs voted cast cast rs voted cast (shares) (shares (shares) Assent 23 519158 16 4810 39 523968 99.998 Dissent 1 10 0 0 10 0.002 Total 519168 24 16 4810 40 523978 100.000 Abstained/ 0 0 1 1430 4 1430 NA

### Item No.10: Remuneration to Cost Auditors:

### Ordinary Resolution:

Invalid

Particulars		No.	of votes	contained	l in		Percenta
	Remote E-voting		Polling	Polling Papers		Total	
THE CONTROL OF THE CO	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	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	METERS CONTRACTOR TO CONTRACTOR AND ANALYSIS OF A PROPERTY OF THE PROPERTY OF	No.	of votes c	ontained	in		Percenta
Particulars	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)	
	18	500056	16	4810	34	504866	96.353
Assent	<u> </u>	19112	0	0	6	19112	3.647
Dissent	6		16	4810	40	523978	100.000
Total	24	519168			4	1430	NA.
Abstained/ Invalid	0	0	1	1430			

<sup>\*</sup> 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.

Thanking You

Date: 13.07.2017 Place: Bangalore Parameshwar G. Bhat Pangappactising Company Secretary

FCS No.: 8860

C. P. No.: 11004

Yours Sincerely

1. Ganesh Hegde

Witness

2. Ravi Bhat