

**REGD. OFFICE :**

S5, Off 3rd Cross, Peenya Industrial Area,  
Peenya 1st Stage, Bengaluru - 560 058.

Tel : +91-80-22046969-99

Fax : +91-80-22046980

Web : www.cerebracomputers.com

E-mail : info@cerebracomputers.com

CIN : L85110KA1993PLC015091

Ref:CITL/SE/034/2017-18  
Monday, 21<sup>st</sup> August, 2017

Department of Corporate Services (Listing)  
BSE Limited,  
Phiorze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001

Dear Sir/Madam,

**Sub: Voting Results and Scrutinizer's Report**

Pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results (remote e-voting and poll) and Scrutinizer's Report on the Resolutions passed by the members at 23<sup>rd</sup> Annual General Meeting ('AGM') held on 21<sup>st</sup> August, 2017 at #S-5, off 3<sup>rd</sup> Cross, I Stage, Peenya Industrial Area, Bangalore-560 058. All the Resolutions were passed by with requisite majority

Further, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 we are taking steps to host on the website of the Company and Karvy (<https://evoting.karvy.com>) the voting results of the 23<sup>rd</sup> Annual General Meeting.

Please take the documents on record and kindly treat this as compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you  
Yours faithfully

For Cerebra Integrated Technologies Limited  
For CEREBRA INTEGRATED TECHNOLOGIES LTD.

  
Director

P. Vishwamurthy  
Whole Time Director  
DIN: 01247336

	CEREBRA INTEGRATED TECHNOLOGIES LIMITED
Date of the AGM/EGM	21-08-2017
Total number of shareholders on record date	11316
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	4
Public:	29
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1								
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Financial Statements of the Company including Audited Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss of the Company for the year ended as on that date together with the Auditors Report thereon and the Board's Report including Secretarial Audit Report.								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	19183219	7283219	37.9666	7283219	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		7283219	37.9666	7283219	0	100	0	0
Public- Institutions	E-Voting	3241592	0	0.0000	00	0	0.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	97961671	32443977	33.1191	32443977	0	100.0000	0.0000	0
	Poll		220398	0.2250	220398	0	100.0000	0.0000	153
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		32664375	33.3441	32664375	0	100	0	153
Total		120386482	39947594	33.1828	39947594	0	100.0000	0.0000	153

For CEREBRA INTEGRATED TECHNOLOGIES LTD.

  
Director

Resolution No.	2								
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. V. Ranganathan (holding DIN: 01247305), who retires by rotation and is eligible for re-appointment.								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	19183219	7283219	37.9666	7283219	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		7283219	37.9666	7283219	0	100	0	0
Public- Institutions	E-Voting	3241592	0	0.0000	00	0	0.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	97961671	32443977	33.1191	32443977	0	100.0000	0.0000	0
	Poll		220398	0.2250	220398	0	100.0000	0.0000	153
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		32664375	33.3441	32664375	0	100	0	153
Total	120386482	39947594	33.1828	39947594	0	100.0000	0.0000	153	

Resolution No.	3								
Resolution required: (Ordinary/ Special)	ORDINARY - To ratify the appointment of Statutory Auditors of the Company.								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	19183219	7283219	37.9666	7283219	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		7283219	37.9666	7283219	0	100	0	0
Public- Institutions	E-Voting	3241592	0	0.0000	00	0	0.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	97961671	32443977	33.1191	32443977	0	100.0000	0.0000	0
	Poll		220398	0.2250	220398	0	100.0000	0.0000	153
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		32664375	33.3441	32664375	0	100	0	153
Total	120386482	39947594	33.1828	39947594	0	100.0000	0.0000	153	

For CERBERA INTEGRATED TECHNOLOGIES LTD.

  
Director

Resolution No.	4								
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. V Ranganathan as Managing Director of the Company.								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	19183219	7283219	37.9666	7283219	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		7283219	37.9666	7283219	0	100	0	0
Public- Institutions	E-Voting	3241592	0	0.0000	00	0	0.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	97961671	32443977	33.1191	32443977	0	100.0000	0.0000	0
	Poll		220398	0.2250	220398	0	100.0000	0.0000	153
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		32664375	33.3441	32664375	0	100	0	153
Total		120385432	39947594	33.1828	39947594	0	100.0000	0.0000	153

Resolution No.	5								
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Shridhar S Hegde as Whole Time Director of the Company.								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	19183219	7283219	37.9666	7283219	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		7283219	37.9666	7283219	0	100	0	0
Public- Institutions	E-Voting	3241592	0	0.0000	00	0	0.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	97961671	32443977	33.1191	32443977	0	100.0000	0.0000	0
	Poll		220398	0.2250	220398	0	100.0000	0.0000	153
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		32664375	33.3441	32664375	0	100	0	153
Total		120385432	39947594	33.1828	39947594	0	100.0000	0.0000	153

FOR CEREBRA INTEGRATED TECHNOLOGIES LTD.

*[Signature]*  
Director

Resolution No.	6								
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. P. Vishwamurthy as Whole Time Director of the Company.								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	19183219	7283219	37.9666	7283219	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		7283219	37.9666	7283219	0	100	0	0
Public- Institutions	E-Voting	3241592	0	0.0000	00	0	0.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	97961671	32443977	33.1191	32443977	0	100.0000	0.0000	0
	Poll		220398	0.2250	220398	0	100.0000	0.0000	153
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		32664375	33.3441	32664375	0	100	0	153
Total		120386482	39947594	33.1828	39947594	0	100.0000	0.0000	153

Resolution No.	7								
Resolution required: (Ordinary/ Special)	SPECIAL - Rectification of Special Resolution for further issue of Equity Shares on preferential basis.								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	19183219	7283219	37.9666	7283219	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		7283219	37.9666	7283219	0	100	0	0
Public- Institutions	E-Voting	3241592	0	0.0000	00	0	0.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	97961671	32443977	33.1191	32443977	0	100.0000	0.0000	0
	Poll		220398	0.2250	220398	0	100.0000	0.0000	153
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		32664375	33.3441	32664375	0	100	0	153
Total		120386482	39947594	33.1828	39947594	0	100.0000	0.0000	153

Resolution No.	8								
Resolution required: (Ordinary/ Special)	SPECIAL - Rectification of Special Resolution for issue of Warrants to Promoters on preferential basis.								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	19183219	7283219	37.9666	7283219	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		7283219	37.9666	7283219	0	100	0	0
Public- Institutions	E-Voting	3241592	0	0.0000	00	0	0.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	97961671	32443977	33.1191	32443977	0	100.0000	0.0000	0
	Poll		220398	0.2250	220398	0	100.0000	0.0000	153
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		32664375	33.3441	32664375	0	100	0	153
Total		120386482	39847594	33.1828	39847594	0	100.0000	0.0000	153

Resolution No.	9								
Resolution required: (Ordinary/ Special)	ORDINARY - Fees for delivery of any document through a particular mode of delivery to a member.								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	19183219	7283219	37.9666	7283219	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		7283219	37.9666	7283219	0	100	0	0
Public- Institutions	E-Voting	3241592	0	0.0000	00	0	0.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	97961671	32443977	33.1191	32443977	0	100.0000	0.0000	0
	Poll		220398	0.2250	220398	0	100.0000	0.0000	153
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total		32664375	33.3441	32664375	0	100	0	153
Total		120386482	39847594	33.1828	39847594	0	100.0000	0.0000	153

For CEREBRA INTEGRATED TECHNOLOGIES LTD.

Director

**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. V. Ranganathan

Chairman of the 23<sup>rd</sup> Annual General Meeting

Cerebra Integrated Technologies 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 Cerebra Integrated Technologies Limited for the purpose of scrutinizing the voting through remote e-voting and through Polling Papers at the 23<sup>rd</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 23<sup>rd</sup> Annual General Meeting of the Members of the Company held on 21<sup>st</sup> August, 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 23<sup>rd</sup> Annual General Meeting of the Company, based on the Report provided by Karvy Computershare Private Limited (Karvy), 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 four days from 17<sup>th</sup> August, 2017 (9.00 A.M. IST) till 20<sup>th</sup> August, 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., 14<sup>th</sup> August, 2017 were entitled to vote on the Resolutions proposed in the Notice calling the 23<sup>rd</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 Polling Paper 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 20<sup>th</sup> August, 2017 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes cast were unblocked on 21<sup>st</sup> August, 2017 in the presence of Mr. Vinay Kadam and Mr. Chinmay 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 Karvy Computershare Private Limited i.e. [www.evoting.karvy.com](http://www.evoting.karvy.com) and based on such reports,

- a. 56 members have cast their votes through remote e-voting (Number of members here taken on the basis of number of folios).
- b. 27 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 Polling Papers are given in Page No.s 3, 4 and 5:





**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	56	39727196	25	220398	81	39947594	100.00
Dissent	0	0	0	0	0	0	0
Total	56	39727196	25	220398	81	39947594	100.00
Abstained/ Invalid	0	0	2	153	2	153	NA

**Item No. 2: Appointment of a Director in place of Mr. V Ranganathan (holding DIN: 01247305), who retires by rotation and is eligible for re-appointment:**

**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	53	37041530	25	220398	78	37261928	100.00
Dissent	0	0	0	0	0	0	0
Total	53	37041530	25	220398	78	37261928	100.00
Abstained/ Invalid*	3	2685666	2	153	5	2685819	NA



**Item No. 3: Ratification of the appointment of Statutory Auditors of the Company:**

**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	56	39727196	25	220398	81	39947594	100.00
Dissent	0	0	0	0	0	0	0
Total	56	39727196	25	220398	81	39947594	100.00
Abstained/ Invalid	0	0	2	153	2	153	NA

**SPECIAL BUSINESS:**

**Item No. 4: Re-appointment of Mr. V Ranganathan (DIN: 01247305) as Managing Director 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	53	37041530	25	220398	78	37261928	100.00
Dissent	0	0	0	0	0	0	0
Total	53	37041530	25	220398	78	37261928	100.00
Abstained/ Invalid*	3	2685666	2	153	5	2685819	NA



**Item No. 5: Re-appointment of Mr. Shridhar S Hegde (DIN: 01247342) as Whole Time Director 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	52	37148475	25	220398	77	37368873	100.00
Dissent	0	0	0	0	0	0	0
Total	52	37148475	25	220398	77	37368873	100.00
Abstained/ Invalid*	4	2578721	2	153	6	2578874	NA

**Item No. 6: Re-appointment of Mr. P. Vishwamurthy (DIN: 01247336) as Whole Time Director 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	55	38729066	25	220398	80	38949464	100.00
Dissent	0	0	0	0	0	0	0
Total	55	38729066	25	220398	80	38949464	100.00
Abstained/ Invalid*	1	998130	2	153	3	998283	NA



**Item No.7: Rectification of Special Resolution for further issue of Equity Shares on preferential basis:**

**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	56	39727196	25	220398	81	39947594	100.00
Dissent	0	0	0	0	0	0	0
Total	56	39727196	25	220398	81	39947594	100.00
Abstained/ Invalid	0	0	2	153	2	153	NA

**Item No.8: Rectification of Special Resolution for issue of Warrants to Promoters on preferential basis:**

**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	47	32453977	25	220398	72	32674375	100.00
Dissent	0	0	0	0	0	0	0
Total	47	32453977	25	220398	72	32674375	100.00
Abstained/ Invalid*	9	7273219	2	153	11	7273372	NA



Item No.9: 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	56	39727196	25	220398	81	39947594	100.00
Dissent	0	0	0	0	0	0	0
Total	56	39727196	25	220398	81	39947594	100.00
Abstained/ Invalid	0	0	2	153	2	153	NA

\*Note: The votes cast by the Directors/Promoters for their own appointment/re-appointment/Issue of Warrants on preferential basis were not taken in to consideration and was treated as invalid for the respective resolutions.

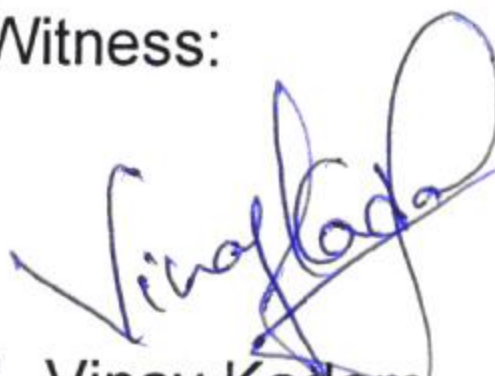
Based on the foregoing, the resolution numbers from 01 to 09 may be deemed to have been **passed unanimously**.

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: 21.08.2017

Place: Bangalore

Witness:

  
1. Vinay Kadam



Thanking You  
Yours Sincerely



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



2. Chinmay Bhat