

Ref: MPL/CS/HYD/2018/

Date: 24,09,2018

The Secretary

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor, Plot C/1, G Block, Bandra – Kurla Complex.

Bandra (E), MUMBAI – 400 051

The Secretary, BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street,

MUMBAI - 400 001

Dear Sir/Madam,

Sub: Proceedings of 28th Annual General Meeting of the Company - Reg.,

Ref: Ref: Scrip Code: MADHUCON (NSE) and Scrip Code: 531497 (BSE)

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the 28th Annual General Meeting (AGM) of the Company was held on 22nd September, 2018 at 3.00 p.m. at the Registered Office of the company at Madhu Complex, 1-7-70, Jublipura, Khammam -507003

In accordance with the provisions of Section 103 of the Companies Act, 2013, Shri Ramadas Kasaraneni, Chairman and Independent Director, chaired the Meeting. Since the quorum of the meeting was present, the Chairman called the meeting to order and conducted the proceedings of the meeting.

The Chairman briefed the members on the business operations, performance and future plans of the Company.

The Chairman informed that, pursuant to provisions of the Companies Act, 2013, Rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has extended the remote e-voting facility to the members of the Company in respect of resolutions to be passed at the meeting. The remote e-voting commenced at 10.00 a.m. on 16th September, 2018 and ended at 05.00 p.m. on 19th September, 2018.

The Chairman further informed that the physical voting through ballot form (poll) was made available at the Meeting for the members present in the meeting who could not exercise their voting through remote e-voting.

He further informed that the Board of Directors have engaged the services of Karvy Computershare Private Limited ("Karvy") as the agency to provide e-voting facility and have appointed Mr. Suryanarayana Upadhyayula, Practicing Company Secretary as the Scrutinizer for the purpose of scrutinizing e-voting process (remote e-voting) and physical ballot voting process (poll) at the Annual General Meeting.

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With the consent of the members present, the notice convening the 28thAnnual General Meeting, Directors' Report of the Company and Auditors' Report for the financial year ended 31st March, 2018 were taken as read.

Thereafter, the following items specified in the Notice were taken up and the floor was open for discussion. The following agenda items as per Notice were transacted at the Meeting:

S. NO.	PARTICULARS OF RESOLUTIONS
ORDII	NARY BUSINESS
1	Consider and adopt the audited Financial Statements (Standalone and Consolidated) for the financial year ended 31st March, 2018 together with Reports of the Board of Directors and Auditors thereon.
2	Re-Appointment of M/s P.Murali & Co.,(FRN: 007257S) as Statutory Auditors of the Company for the F.Y. 2018-2019:
SPECI	AL BUSINESS
3	Ratification for the Re-appointment of Smt.Chinthapalli Lakshimikumari (DIN:06942473) as Independent Director of the Company
4	Ratification for the Re-appointment of Sri. Madhava Rao Potla (DIN:00385838) as Independent Director of the Company:
5	Ratification for the Re-appointment of Sri. Mohammad Shafi (DIN:07178265) as Whole Time Director of the Company:
6	Ratification for the Appointment of Sri. Ramadas Kasaraneni (DIN:02182093) as an Independent Director and Chairman of the Company:
7	Increase in Remuneration of Sri Srinivasa Rao Kamma, Whole Time Director of the Company:
8	Approval for the remuneration of the Cost Auditor for the financial year ending on March 31, 2019:

The members were requested to give their views/comments on the agenda items. All the queries raised by the members were clarified by the Chairman.

The Chairman further informed the members that the Results of the voting through ballot forms at the AGM and Remote e-voting opted by the members on the above said resolutions for Item no.1 to 8 of AGM Notice, will be submitted separately in the format prescribed under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with Scrutinizer's report thereon.

Thereafter, Shri Nama Seethaiah, Managing Director thanked the members and others for attending the Annual General Meeting.

You are requested to kindly take note of the same.

Thanking you,

FOR MADHUCON PROJECTS LIMITED

NAMA SEETHAIAH MANAGING DIRECTOR ·



Ref: MPL/CS/HYD/2018/

Date: 24.09.2018

The Secretary

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor, Plot C/1,

G Block, Bandra - Kurla Complex,

Bandra (E), MUMBAI – 400 051.

The Secretary,

BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street,

MUMBAI - 400 001

Dear Sir/Madam,

Sub: Disclosure of Voting Results of AGM as per Regulation 44(3) of SEBI (LODR) Regulations, 2015

Ref: Scrip Code: MADHUCON(NSE) and Scrip Code: 531497 (BSE)

With reference to the above stated subject, the 28th Annual General Meeting of the Company was held on Saturday the 22nd September, 2018 at 3.00 p.m. at the Registered Office of the Company at Madhu Complex, 1-7-70, Jublipura, Khammam 507003.

In this connection, please find enclosed herewith the details of Results of the voting in the format prescribed under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 at Annexure-I.

Also please find enclosed herewith the Scrutinizer's Report on the remote e-voting as well as Physical Voting (Poll) issued by Mr. Suryanarayana Upadhyayula, Practising Company Secretary, Scrutinizer at Annexure- II.

This is for your information and record.

Thanking you,

Yours faithfully,

FOR MADHUCON PROJECTS LIMITED

N.SEETHAFAH

MANAGING DIRECTOR

Encl: as above



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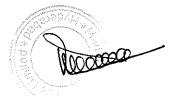
28TH ANNUAL GENERAL MEETING – THE DETAILS OF RESULTS OF VOTING (E-VOTING AND POLL)

[Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015]

Date of the AGM	22 nd September, 2018
Total number of shareholders on record date	19231
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	19
Public:	16
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	
Public:	

Item No.1: Consider and adopt the audited Financial Statements (Standalone and Consolidated) for the financial year ended 31st March, 2018 together with Reports of the Board of Directors and Auditors thereon.:

Resolution required: (Ordinary Resol	lution		""	
Whether promoter/ pr	omoter group are in	nterested in the as	genda/ resolution	1?	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	
	E-voting	43485538	0	0	0	. 0	0	0	
Promoter and	Poll	43485538	43485538	100.00	43485538	. 0	100.00	0	
Promoter Group	Postal Ballot (if applicable)	43485538	0	0	0	0	0	0	
	E-voting	539723	0	0	0	0	0	0	
Public-Institutions	Poll	539723	0	0	0	0	0	0	
	Postal Ballot (if applicable)	539723	0	0	0	0	0	0	
	E-voting	29769679	870	0.0029	870	0	100.00	0	
Public- Non	Poll	29769679	7997	0.0268	7997	0	100.00	0	
Institutions	Postal Ballot (if applicable)	29769679	0	0	0	0	0	0	
Total		73794940	43494405	58.939	43494405	0	100.00	0.00	



Item No.2: Re-Appoi	intment of M/s P.I	Murali & Co.,(F)	RN: 007257S):	as Statutory Auditor	s of the Compan	y for the F.Y	. 2018-2019:		
Resolution required: (Ordinary Resolution				
Whether promoter/ pro	omoter group are in	nterested in the as	genda/ resolution	1?	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	
	E-voting	43485538	0	0	0	0	0	0	
Promoter and	Poll	43485538	43485538	100.00	43485538	0	100.00	0	
Promoter Group	Postal Ballot (if applicable)	43485538	0	0	0	0	0	0	
	E-voting	539723	0	Ò	0	0	0	0	
Public-Institutions	Poll	539723	0	0	0	0	. 0	0	
Public-Institutions	Postal Ballot (if applicable)	539723	0	0	0	0	0	0	
	E-voting	29769679	870	0.0029	870	0	100.00	0	
Public- Non	Poll	29769679	7997	0.0268	7997	0	100.00	0	
Institutions	Postal Ballot (if applicable)	29769679	0	0	0	0	0	0	
Total		73794940	43494405	58.939	43494405	0	100.00	0.00	



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Item No.3: Ratificati	on for the Re-app	ointment of Sm	.Chinthapalli L	akshimikumari (DI	N:06942473) as I	ndependent	Director of the Co	ompany	
Resolution required: (Ordinary/ Special)				Ordinary Resolution				
Whether promoter/ pro-	omoter group are in	nterested in the ag	genda/ resolution	1?	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	
	E-voting	43485538	0	0	0	0	0	0	
Promoter and	Poll	43485538	43485538	100.00	43485538	0	100.00	0	
Promoter Group	Postal Ballot (if applicable)	43485538	0	0	0	0	0	0	
	E-voting	539723	0	0	0	0	0	0	
Public-Institutions	Poll	539723	0	0	0	0	0	0	
· · · · · · · · · · · · · · · · · · ·	Postal Ballot (if applicable)	539723	0	0	0	0	0	0	
	E-voting	29769679	870	0.0029	870	0	100.00	0	
Public- Non	Poll	29769679	7997	0.0268	7997	0	100.00	0	
Institutions	Postal Ballot (if applicable)	29769679	0	0	0	0	0	0	
Total		73794940	43494405	58.939	43494405	0	100.00	0.00	



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Item No.4: Ratificati	on for the Re-app	ointment of Sri.	Madhava Rao	Potla (DIN:0038583	8) as Independen	t Director of	the Company:		
Resolution required: (Ordinary/ Special)				Ordinary Resolution				
Whether promoter/ pro	omoter group are in	nterested in the as	genda/ resolution	1?	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	
	E-voting	43485538	0	0	0	0	0	0	
Promoter and	Poli	43485538	43485538	100.00	43485538	0	100.00	0	
Promoter Group	Postal Ballot (if applicable)	43485538	0	0	0	0	0	0	
	E-voting	539723	0	0	0	0	0	0	
Public-Institutions	Poll	539723	0	0	0	0	0	0	
1 ubile-Tustitutions	Postal Ballot (if applicable)	539723	0	0	0	0	0	0	
	E-voting	29769679	870	0.0029	870	0	100.00	0	
Public- Non	Poll	29769679	7997	0.0268	7997	0	100.00	0	
Institutions	Postal Ballot (if applicable)	29769679	0	0	0	0	0	0	
Total		73794940	43494405	58.939	43494405	0	100.00	0.00	



Item No.5: Ratificati	On for the Ke-app	ointment of Sri.	Monammad Si	nafi (DIN:07178265)	as Whole Time I	Director of th	e Company:		
Resolution required: (Ordinary Resolution				
Whether promoter/ pr	omoter group are in	nterested in the a	genda/ resolution	1?	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	
	E-voting	43485538	. 0	0	0	0	0	0	
Promoter and	Poll	43485538	43485538	100.00	43485538	0	100.00	0	
Promoter Group	Postal Ballot (if applicable)	43485538	0	0	0	0	0	0	
	E-voting	539723	0	0	0	0	0	0	
Public-Institutions	Poll	539723	0	0	0	0	0		
	Postal Ballot (if applicable)	539723	0	0	0	0	0	0	
	E-voting	29769679	870	0.0029	870	0	100.00		
Public- Non	Poll	29769679	7997	0.0268	7997	0	100.00	0	
Institutions	Postal Ballot (if applicable)	29769679	0	0	0	0	0	0	
Total		73794940	43494405	58.939	43494405	0	100.00	0.00	



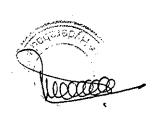
Item No.6: Ratificati	on for the Appoin	tment of Sri. Ra	madas Kasarar	neni (DIN:02182093)	as an Independe	nt Director 2	and Chairman of	the Company:	
Resolution required: (Ordinary Resolution				
Whether promoter/ pro	omoter group are in	nterested in the ag	genda/ resolution	1?	No				
Category	Mode 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	
	E-voting	43485538	0	0	0	0	0	0	
Promoter and	Poll	43485538	43485538	100.00	43485538	0	100.00	0	
Promoter Group	Postal Ballot (if applicable)	43485538	0	0	0	0	0	0	
	E-voting	539723	0	0	0	0	0	0	
Public-Institutions	Poll	539723	0	0	0	0	0	0	
Public-Institutions	Postal Ballot (if applicable) 539723 0	. 0	0	0	0	0			
	E-voting	29769679	870	0.0029	870	0	100.00	0	
Public- Non	Poll	29769679	7997	0.0268	7997	0	100.00	0	
Institutions	Postal Ballot (if applicable)	29769679	0	0	0	0	0	0	
Total		73794940	43494405	58.939	43494405	0	100.00	0.00	



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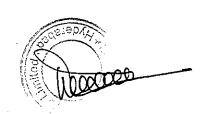
Item No.7: Increase Resolution required: (Whether promoter/ pr	omoter group are i	nterested in the a	genda/ resolution	17	Ordinary Resol	ution		
Category	Mode of Voting E-voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	Yes No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled	on votes polled
Promoter and	Poll	43485538 43485538	0	. 0	0	0	(6)=[(4)/(2)]*100	(/)=[(5)/(2)] *10(
Promoter Group	Postal Ballot	43483538	0	0	0	0	0	
	(if applicable)	43485538	0	0	0	0		
	E-voting	539723	0				0	0
Public-Institutions	Poll	539723	0	0	0	0	0	0
- water Austreactors	Postal Ballot			0	0	0	0	0
	(if applicable)	539723	0	0	0	0	0	0
_	E-voting	29769679	870	0.0029	870			
Public- Non	Poll	29769679	7997			0	100.00	0
Institutions	Postal Ballot			0.0268	7997	0	100.00	0
	(if applicable)	29769679	O	0	. 0	0	0	0
Total		73794940	8867	0.0297	8867	0	100.00	0.00

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Item No.8: Approval	for the remunera	tion of the Cost	Auditor for the	financial vear endir	g on March 31.	2019:		
Resolution required: (Ordinary/ Special)				Ordinary Reso			
Whether promoter/ pro	omoter group are is	nterested in the ag	genda/ resolution	1?	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
	E-voting	43485538	0	0	0	0	0	0
Promoter and	Poll	43485538	43485538	100.00	43485538	0	100.00	0
Promoter Group	Postal Ballot (if applicable)	43485538	0	0	0	0	0	0
	E-voting	539723	0	. 0	0	0	0	0
Public-Institutions	Poli	539723	0	0	0	0	0	0
A GOARD AND CHEER CARD	Postal Ballot (if applicable)	539723	0	0	0	0	0	0
	E-voting	29769679	870	0.0029	870	0	100.00	0
Public- Non	Poll	29769679	7997	0.0268	7997	0	100.00	0
Institutions	Postal Ballot (if applicable)	29769679	0	0	0	0	0	0
Total		73794940	43494405	58.939	43494405	0	100.00	0.00

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Annex use - TI

SURYANARAYANA UPADHYAYULA

Practicing Company Secretary

Plot No 836A, Vivekananda Nagar Colony Kukatpally, Hyderabad-500072 Tel: (040) 23067959 Email:usn1939@yahoo.co.in

CONSOLIDATED SCRUTINIZER'S REPORT

To,

The Chairman of the 28th Annual General Meeting of Equity Shareholders of M/s.Madhucon Projects Limited ('the Company'), held on Saturday, 22nd September, 2018 at 3.00 P.M, at the Registered Office of the Company at Madhu Complex, 1-7-70, Jublipura, Khammam - 507003.

Dear Sir,

Sub: Consolidated Scrutinizers Report of E-Voting process (remote e-voting), and Physical voting through Ballot Form (Poll) at the Annual General Meeting.

- I, Suryanarayana Upadhyayula, Company Secretary in Practice, Hyderabad, was appointed as the Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing e-voting process (remote e-voting) and physical voting through ballot form process (Poll) at the Annual General Meeting held on 22nd September, 2018 as per the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), on the resolutions contained in the notice to the 28th Annual General Meeting (AGM) of the Equity Shareholders of the Company held on 22nd September, 2018 at 3.00 P.M. at the Registered Office of the Company at Madhu Complex, 1-7-70, Jublipura, Khammam 507003.
- 2. The Registrar and Share Transfer Agent (RTA & Service Provider), M/s. Karvy Computershare Private Limited, has provided a system for recording the electronic votes of the shareholders on the items of Ordinary & Special Business sought to be transacted at the Annual General Meeting (AGM) of the Company. The Service Provider had set up e-voting facility on their website https://evoting.karvy.com.
- 3. The Company has also allowed physical voting through ballot Form at the Annual General Meeting of the shareholders of the Company held on the 22nd September, 2018 at 3.00 P.M. for those shareholders, who are present at the meeting and have not opted to vote through the evoting process.
- 4. The Equity Shareholders holding shares as on 15th September, 2018 being cut-off date, were entitled to vote on the resolutions mentioned in the Notice of the AGM of the Company.
- 5. The remote e-voting period remained open from 10.00 AM on Sunday, 16th September, 2018 to 5.00 PM on Wednesday, 19th September, 2018.
- 6. Upon conclusion of the e-voting period, the e-voting votes were unblocked by me on 22nd September, 2018 at around 5.00 p.m. in the presence of two witnesses who are not in employment of the Company.
- 7. At the Annual General Meeting, Physical Ballots (Poll Paper) duly filled were deposited in ballot box kept open for voting. Upon completion, the same were un-locked in my presence.
- 8. On completion of voting at the Meeting, the RTA & Service Provider, M/s. Karvy Computershare Private Limited provided us with the List of Members who had cast their votes, with their holding details and details of vote on the Resolution.

9. We have collated the votes downloaded from e-voting system and ballot form physically at the Annual General Meeting to declare the final results for the resolutions forming part of the Annual General Meeting Notice and ascertained number of shares voted "in favour" or "against" or "invalid/abstained votes".

I hereby submit Consolidated Scrutinizer's Report as per Section 108 of the Companies Act, 2013 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, containing the following results for the resolution under remote e-voting & physical voting through ballot at the AGM as below:

ORDINARY BUSINESS:

Item No.1: Consider and adopt the audited Financial Statements (Standalone and Consolidated) for the financial year ended 31st March, 2018 together with Reports of the Board of Directors and Auditors thereon

	No. of members voted	No.of Votes Cast	% of total no.of votes Cast
Voted in favour of the resolution	35	43494405	100.00
Voted against the resolution	0	0	0
Invalid/ Abstain votes	0	. 0	0
Total	35	43494405	100.00

Item No.2: Re-Appointment of M/s P.Murali & Co.,(FRN: 007257S) as Statutory Auditors of the Company for the F.Y. 2018-2019:

	No. of members voted	No.of Votes Cast	% of total no.of votes Cast
Voted in favour of the resolution	35	43494405	100.00
Voted against the resolution	0	0	0
Invalid/ Abstain votes	0	0	0
Total	35	43494405	100.00

SPECIAL BUSINESS:

Item No.3: Ratification for the Re-appointment of Smt.Chinthapalli Lakshimikumari (DIN:06942473) as Independent Director of the Company

	No. of members voted	No.of Votes Cast	% of total no.of votes Cast
Voted in favour of the resolution	35	43494405	100.00
Voted against the resolution	0	0	0
Invalid/ Abstain votes	0	0	0
Total	35	43494405	100.00

Item No.4: Ratification for the Re-appointment of Sri. Madhava Rao Potla (DIN:00385838) as Independent Director of the Company:

	No. of members voted	No.of Votes Cast	% of total no.of votes Cast
Voted in favour of the resolution	35	43494405	100.00
Voted against the resolution	0	0	0
Invalid/ Abstain votes	0	0	0
Total	35	43494405	100.00



Item No.5: Ratification for the Re-appointment of Sri, Mohammad Shafi (DIN:07178265) as Whole Time Director of the Company:

	No. of members voted	No.of Votes Cast	% of total no.of votes Cast
Voted in favour of the resolution	35	43494405	100.00
Voted against the resolution	0	0	0
Invalid/ Abstain votes	0	0	0
Total	35	43494405	100.00

Item No.6: Ratification for the Appointment of Sri. Ramadas Kasaraneni (DIN:02182093) as an Independent Director and Chairman of the Company:

	No. of members voted	No.of Votes Cast	% of total no.of votes Cast
Voted in favour of the resolution	35	43494405	100.00
Voted against the resolution	0	0	0
Invalid/ Abstain votes	0	0	0
Total	35	43494405	100.00

Item No.7: Increase in Remuncration of Sri Srinivasa Rao Kamma, Whole Time Director of the Company:

	No. of members voted	No.of Votes Cast	% of total no.of votes Cast
Voted in favour of the resolution	16	8867	0.021
Voted against the resolution	0	0	0
Invalid/ Abstain votes	19	43485538	99.979
Total	35	43494405	100.00

Item No.8: Approval for the remuneration of the Cost Auditor for the financial year ending on March 31, 2019:

	No. of members voted	No.of Votes Cast	% of total no.of yotes Cast
Voted in favour of the resolution	35	43494405	100.00
Voted against the resolution	0	0	0
Invalid/ Abstain votes	0	0	0
Total	35	43494405	100,00

The electronic data and all other relevant records relating to the e-voting is under safe custody of the Assistant Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

ours faithfully,

Buryanarayana Upadhyayula

Company Secretary

FCS: 336

CP NO: 2768

Place: Hyderabad

Date: 24th September, 2018