



# INDIA NIPPON ELECTRICALS LIMITED

(All Correspondence to be addressed to Registered Office)

Regd. Office : 11 & 13, Patullos Road,  
Chennai - 600 002.  
CIN L31901TN1984PLC011021

Tel : +91-44-2846 0073  
Fax : +91-44-2846 0631  
e-mail : inelcorp@inel.co.in  
Web : www.indianippon.com

17 August, 2019

The Manager-Listing Department  
National Stock Exchange of India Ltd  
Exchange Plaza, 5<sup>th</sup> Floor, Plot no C 1,  
G Block, IFB Centre, Bandra Kurla Complex,  
Bandra (East), Mumbai 400051  
Fax: (22) 26598237/26598238  
Scrip: **INDNIPPON**

BSE Ltd  
Phiroze Jee Jee Towers  
Dalal Street,  
Mumbai 400001  
Fax: (22) 22721072/22722061  
Scrip: **532240**

NEAPS-on-line filing

BSE Listing Center-On-line filing

Dear Sir(s)/ Madam,

Sub: Intimation on the outcome of the proceedings of the Annual General Meeting (AGM), Scrutinizers Report and Disclosure of Voting Results.

(i) We wish to inform you that the 34<sup>th</sup> Annual General Meeting (AGM) of the company was held on 16<sup>th</sup> August, 2019 at the Kasturi Srinivasan Hall (Music Academy Annex) No.168, TTK Road, Royapettah, Chennai-600014 and the business mentioned in the Notice dated 30<sup>th</sup> May, 2019 convening the AGM were transacted.

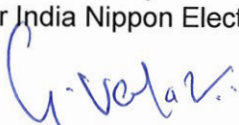
(ii) In this connection, we enclose the following:

Proceedings of AGM in compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Annexure 1
Voting results of AGM in compliance with Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Annexure 2
Consolidated Scrutinizer's Report as submitted by M/s BP & Associates, Chennai (the Scrutinizer)	Annexure 3

(iii) The results declared by the Chairman and the report submitted by the Scrutinizer are also being uploaded on the Company's website and are being advised to the Depository viz., Central Depository Services (India) Limited, to publish the same on their website.

This is for your reference and record.

Thanking you  
Yours sincerely  
For India Nippon Electricals Ltd

  
G VENKATRAM  
Company Secretary

Encl.: As above



Factory : Hosur - Thali Road, Uliveeranapalli, Hosur - 635 114. Tamil Nadu.  
Tel : +91 - 4347 - 233432 to 438 Fax : +91 - 4347 - 233431

### Summary of proceedings of the 34<sup>th</sup> Annual General meeting

The 34<sup>th</sup> Annual General Meeting (AGM) of the members of India Nippon Electricals Limited (the Company) was held on Monday the 16<sup>th</sup> August 2019 at 10:00 AM at Kasturi Srinivasan Hall (Music Academy Annex) No.168, TTK Road, Chennai-600014.

Shri T K Balaji, the Chairman of the company took the Chair. The Chairman introduced the Directors on the dais. The requisite quorum being present, the Chairman called the meeting to order. 45 members were present at the meeting i.e., 41 members in person and 4 members through proxy. Mr K G Raghavan, the Chairman of the Audit & Risk Management Committee, who could not be present at the AGM, due to unavoidable circumstances, had requested Mr R Vijayaraghavan, an Independent Director and the Member of the Audit & Risk Management Committee (A&RMC) to represent the Audit Committee at the AGM and to address queries, if any, from the shareholders with respect to Accounts and Audit.

Notice of the AGM was taken as read as the same had been available with the shareholders for sometime. The Chairman informed the members that both the Statutory Auditors report and Secretarial Auditors report were free from any qualification/ observation or other remarks and hence were taken as read. Thereafter, the Managing Director's Speech was delivered at the meeting.

The Company Secretary informed the members that the Company, in terms of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended, had provided the members the facility to cast their vote electronically from 0900 hrs of 13<sup>th</sup> August, 2019 to 1700 hrs of 15<sup>th</sup> August, 2019 and that there will be no voting by show of hands at the meeting. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the meeting through ballot papers.

The following items of business, as per the Notice of 34<sup>th</sup> AGM were subject to voting through physical and electronic means:

S no.	Subject matter of Resolution	Type of Resolution	Mode of Voting	Results of Voting
<b>Ordinary Business:</b>				
1.	Adoption of audited accounts for the year ended 31 <sup>st</sup> March 2019 and the Directors' and Auditors' report thereon	Ordinary	E-voting & Physical Ballot	The resolution was passed with requisite majority
2.	Declaration of Dividend for the year 2018-19	Ordinary	E-voting & Physical Ballot	The resolution was passed with requisite majority
3.	Election of Mr T K Balaji as Director liable for retirement by rotation	Ordinary	E-voting & Physical Ballot	The resolution was passed with requisite majority
<b>Special Business:</b>				
4.	Appointment of Independent Director: Mr Anant Jaivant Talaulicar	Ordinary	E-voting & Physical Ballot	The resolution was passed with requisite majority
5.	Re-appointment of Independent Director: Mr V Balaraman	Special	E-voting & Physical Ballot	The resolution was passed with requisite majority
6.	Re-appointment of Independent Director: Mr K G Raghavan	Special	E-voting & Physical Ballot	The resolution was passed with requisite majority
7.	Re-appointment of Independent Director: Mr R Vijayaraghavan	Special	E-voting & Physical Ballot	The resolution was passed with requisite majority
8.	Re-appointment of Independent Director: Dr Jayshree Suresh	Special	E-voting & Physical Ballot	The resolution was passed with requisite majority
9.	Ratification of the remuneration of Mr K Suryanarayanan, the Cost Auditor for the year 2019-20	Ordinary	E-voting & Physical Ballot	The resolution was passed with requisite majority

Clarifications were provided to the queries raised by the shareholders.

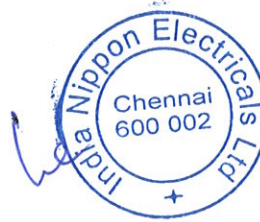
The Company Secretary informed the Members that M/s BP & Associates (represented by its Partner Mr Prabhakar) (CP 11033 & Membership No.30433), Practising Company Secretary, Chennai was appointed as the Scrutinizer to supervise the remote e-voting and ballot voting process and he also informed the members that the consolidated results of e-voting and ballot voting would be announced within 48 hours and also intimated to the Stock Exchanges and posted on the website of the company.

Thereafter, the Chairman thanked the members present and declared the meeting as closed. The meeting concluded at 12:55 hrs.

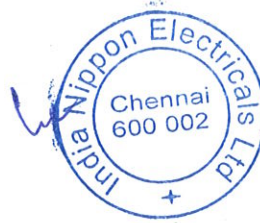




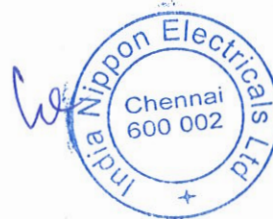
General information about company	
Scrip code	532240
NSE Symbol	INDNIPPON
MSEI Symbol	
ISIN	INE092B01025
Name of the company	INDIA NIPPON ELECTRICALS LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	16-08-2019
Start time of the meeting	10:00 AM
End time of the meeting	12:55 PM



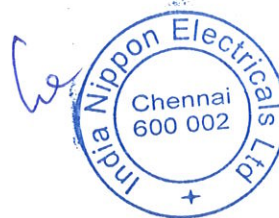
Scrutinizer Details	
Name of the Scrutinizer	C.PRABHAKAR
Firms Name	BP&ASSOCIATES
Qualification	CS
Membership Number	30433
Date of Board Meeting in which appointed	30-05-2019
Date of Issuance of Report to the company	16-08-2019



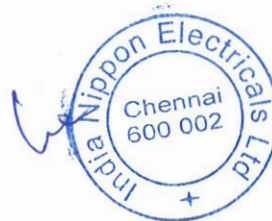
Voting results	
Record date	10-08-2019
Total number of shareholders on record date	12152
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	2
b) Public	43
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	9
Disclosure of notes on voting results	



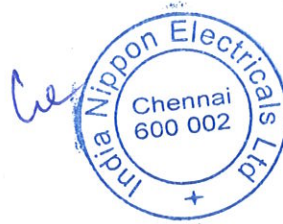
Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of audited accounts for the year ended 31st March 2019 and the Director's and Auditor's report thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15018332	0	0	0	0	0	0
	Poll		15018332	100	15018332	0	100	0
	Postal Ballot (if applicable)							
	Total	15018332	15018332	100	15018332	0	100	0
Public-Institutions	E-Voting	70000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	70000	0	0	0	0	0	0
Public- Non Institutions	E-Voting	7533092	60352	0.8012	60352	0	100	0
	Poll		26348	0.3498	26348	0	100	0
	Postal Ballot (if applicable)							
	Total	7533092	86700	1.1509	86700	0	100	0
Total		22621424	15105032	66.7731	15105032	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

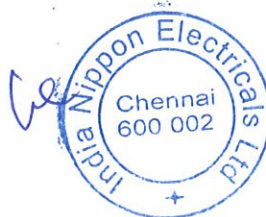


<b>Resolution(2)</b>								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of Dividend for the year 2018-2019.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15018332	0	0	0	0	0	0
	Poll		15018332	100	15018332	0	100	0
	Postal Ballot (if applicable)							
	Total	15018332	15018332	100	15018332	0	100	0
Public-Institutions	E-Voting	70000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	70000	0	0	0	0	0	0
Public- Non Institutions	E-Voting	7533092	60352	0.8012	60352	0	100	0
	Poll		26348	0.3498	26348	0	100	0
	Postal Ballot (if applicable)							
	Total	7533092	86700	1.1509	86700	0	100	0
Total		22621424	15105032	66.7731	15105032	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

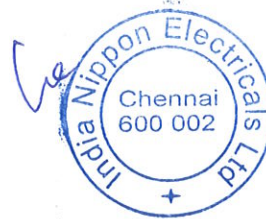




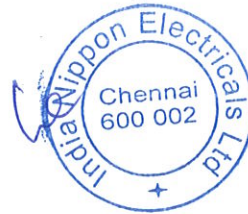
Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



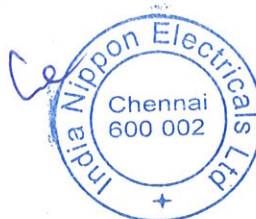
Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Election of Mr T K Balaji as Director liable for retirement by rotation				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15018332	0	0	0	0	0	0
	Poll		15018332	100	15018332	0	100	0
	Postal Ballot (if applicable)							
	Total	15018332	15018332	100	15018332	0	100	0
Public-Institutions	E-Voting	70000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	70000	0	0	0	0	0	0
Public- Non Institutions	E-Voting	7533092	60352	0.8012	60317	35	99.942	0.058
	Poll		21243	0.282	21243	0	100	0
	Postal Ballot (if applicable)							
	Total	7533092	81595	1.0832	81560	35	99.9571	0.0429
Total		22621424	15099927	66.7506	15099892	35	99.9998	0.0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

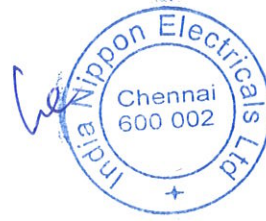


Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Independent Director: Mr Anant Jaivant Talaulicar.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15018332	0	0	0	0	0	0
	Poll		15018332	100	15018332	0	100	0
	Postal Ballot (if applicable)							
	Total	15018332	15018332	100	15018332	0	100	0
Public-Institutions	E-Voting	70000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	70000	0	0	0	0	0	0
Public- Non Institutions	E-Voting	7533092	60352	0.8012	60352	0	100	0
	Poll		26343	0.3497	26343	0	100	0
	Postal Ballot (if applicable)							
	Total	7533092	86695	1.1509	86695	0	100	0
Total		22621424	15105027	66.7731	15105027	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

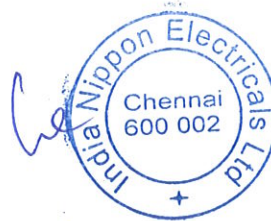




Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



<b>Resolution(5)</b>								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-Appointment of Independent Director: Mr V Balaraman				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15018332	0	0	0	0	0	0
	Poll		15018332	100	15018332	0	100	0
	Postal Ballot (if applicable)							
	Total	15018332	15018332	100	15018332	0	100	0
Public-Institutions	E-Voting	70000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	70000	0	0	0	0	0	0
Public- Non Institutions	E-Voting	7533092	60352	0.8012	9480	50872	15.7078	84.2922
	Poll		26343	0.3497	25539	804	96.948	3.052
	Postal Ballot (if applicable)							
	Total	7533092	86695	1.1509	35019	51676	40.3933	59.6067
Total		22621424	15105027	66.7731	15053351	51676	99.6579	0.3421
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

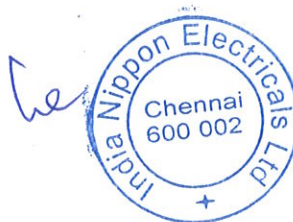


<b>Resolution(6)</b>								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-Appointment of Independent Director: Mr K G Raghavan				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15018332	0	0	0	0	0	0
	Poll		15018332	100	15018332	0	100	0
	Postal Ballot (if applicable)							
	Total	15018332	15018332	100	15018332	0	100	0
Public- Institutions	E-Voting	70000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	70000	0	0	0	0	0	0
Public- Non Institutions	E-Voting	7533092	60352	0.8012	9445	50907	15.6499	84.3501
	Poll		26343	0.3497	25539	804	96.948	3.052
	Postal Ballot (if applicable)							
	Total	7533092	86695	1.1509	34984	51711	40.353	59.647
Total		22621424	15105027	66.7731	15053316	51711	99.6577	0.3423
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

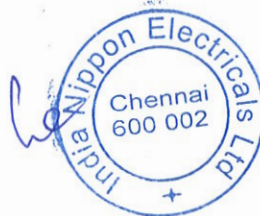




Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



<b>Resolution(7)</b>								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-Appointment of Independent Director: Mr R Vijayaraghavan				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15018332	0	0	0	0	0	0
	Poll		15018332	100	15018332	0	100	0
	Postal Ballot (if applicable)							
	Total		15018332	100	15018332	0	100	0
Public- Institutions	E-Voting	70000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total		70000	0	0	0	0	0
Public- Non Institutions	E-Voting	7533092	60352	0.8012	9445	50907	15.6499	84.3501
	Poll		26343	0.3497	25539	804	96.948	3.052
	Postal Ballot (if applicable)							
	Total		7533092	86695	34984	51711	40.353	59.647
Total		22621424	15105027	66.7731	15053316	51711	99.6577	0.3423
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

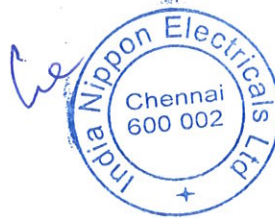


Resolution(8)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-Appointment of Independent Director: Dr Jayshree Suresh				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15018332	0	0	0	0	0	0
	Poll		15018332	100	15018332	0	100	0
	Postal Ballot (if applicable)							
	Total	15018332	15018332	100	15018332	0	100	0
Public-Institutions	E-Voting	70000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	70000	0	0	0	0	0	0
Public- Non Institutions	E-Voting	7533092	60352	0.8012	60317	35	99.942	0.058
	Poll		26343	0.3497	25539	804	96.948	3.052
	Postal Ballot (if applicable)							
	Total	7533092	86695	1.1509	85856	839	99.0322	0.9678
Total		22621424	15105027	66.7731	15104188	839	99.9944	0.0056
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

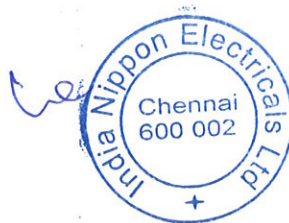




Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

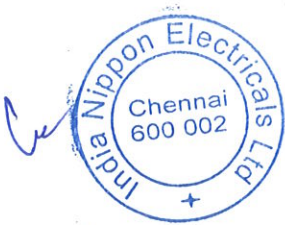


Resolution(9)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of the remuneration of Mr K Suryanarayanan, the Cost Auditor for the year 2019-20.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15018332	0	0	0	0	0	0
	Poll		15018332	100	15018332	0	100	0
	Postal Ballot (if applicable)							
	Total	15018332	15018332	100	15018332	0	100	0
Public-Institutions	E-Voting	70000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)							
	Total	70000	0	0	0	0	0	0
Public- Non Institutions	E-Voting	7533092	60352	0.8012	60352	0	100	0
	Poll		26332	0.3496	25385	947	96.4036	3.5964
	Postal Ballot (if applicable)							
	Total	7533092	86684	1.1507	85737	947	98.9075	1.0925
Total		22621424	15105016	66.7731	15104069	947	99.9937	0.0063 ✓
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	









# BP & ASSOCIATES

Company Secretaries

## Consolidated Scrutinizer's Report on Remote E-Voting & Poll conducted at the 34th AGM of India Nippon Electricals Limited held on August 16, 2019

To,  
The Chairman  
India Nippon Electricals Limited  
11&13, Patullos Road, Chennai-600 002

Dear Sir,

Sub: Passing of Resolution(s) through electronic voting and Poll pursuant to Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended.

I, C. Prabhakar, Partner of BP & Associates, Company Secretaries, Chennai - 83, have been appointed as a Scrutinizer by the Board of Directors at its meeting held on May 30, 2019 as the Scrutinizer for the Remote E-voting process as well as to scrutinize the "poll", conducted at the venue of the 34th Annual General Meeting held on 16th August, 2019 at 10.00 am at Kasturi Srinivasan Hall, No.168 T.T.K. Road, Chennai 600014 pursuant to Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. I hereby state that, I am familiar and well versed with the concept of electronic voting system and poll as prescribed under the said Rules.

The management of the Company is responsible to ensure compliance with the requirements of (i) the Companies Act 2013 and the rules made thereunder and (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the 34th Annual General Meeting.

My responsibility as scrutinizer for the e-voting process and for the poll at the AGM is restricted to make Consolidated scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated below, based on the reports generated from the e-voting system provided by M/s. Central Depository Services India Ltd, the authorized agency engaged by the Company to provide facilities for e-voting and votes casted by the Shareholders via Ballot paper at the meeting venue when Poll conducted.

The E-Voting period begun from 9 AM on 13th August 2019 and ended at 5 PM on 15th August 2019. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 10th Aug 2019 have cast their vote electronically.

At the venue of the 34th AGM of the company held on Friday, August 16, 2019, the Chairman suo motu ordered to conduct the "Poll" by the physical Ballot Forms to those Members present in the meeting but could not earlier participate in the Remote E-voting to record their votes.

On August 16, 2019, after Poll was conducted at the venue of the AGM - the locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company. Thereafter, the Ballot Forms were entered by me in CDSL E-Voting platform and the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. V.S.Devendran and Ms. S.Bharathi who acted as the witnesses:

Name: Mr. V.S.Devendran

Name: Ms. S.Bharathi

Thereafter, I as a Scrutinizer duly compiled details of the Remote E-Voting carried out by the Members and the Poll conducted at the venue of the AGM, the details of which are as follows:

Details	Remote E-Voting	Poll Conducted in AGM	Total Voting
Number of members who cast their votes	13	42	55
Total number of Shares held by them	60352	15044680	15105032
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder.		
Invalid/Abstained Votes	Various as mentioned under each of the Resolution.		



The results of the e-voting together with that of the poll are as under:

Item No - 1

**Ordinary Resolution** - Adoption of audited accounts for the year ended 31st March 2019 and the Directors' and Auditors' report thereon.

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
e-Voting	60352	0.40%	-	0.00%	-	60352	0.40%
Poll*	15044680	99.60%	-	0.00%	-	15044680	99.60%
<b>Total</b>	<b>15105032</b>	<b>100.00%</b>	<b>-</b>	<b>0.00%</b>	<b>-</b>	<b>15105032</b>	<b>100.00%</b>

Based on the aforesaid results, we report that this Ordinary Resolution passed with requisite Majority.

Item No - 2

**Ordinary Resolution** - Declaration of Dividend for the year 2018-19.

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
e-Voting	60352	0.40%	-	0%	-	60352	0.40%
Poll*	15044680	99.60%	-	0%	-	15044680	99.60%
<b>Total</b>	<b>15105032</b>	<b>100.00%</b>	<b>-</b>	<b>0%</b>	<b>-</b>	<b>15105032</b>	<b>100.00%</b>

Based on the aforesaid results, we report that this Ordinary Resolution passed with requisite Majority.

Item No - 3

**Ordinary Resolution** - Election of Mr T K Balaji as Director liable for retirement by rotation.

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
e-Voting	60317	0.40%	35	0.00%	0	60352	0.40%
Poll*	15039575	99.60%	-	0.00%	5105	15039575	99.60%
<b>Total</b>	<b>15099892</b>	<b>100.00%</b>	<b>35</b>	<b>0.00%</b>	<b>5105</b>	<b>15099927</b>	<b>100.00%</b>

Based on the aforesaid results, we report that this Ordinary Resolution passed with requisite Majority.



Item No - 4

Ordinary Resolution - Appointment of Independent Director: Mr Anant Jaivant Talaulicar.

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
e-Voting	60352	0.40%	-	0%	0	60352	0.40%
Poll*	15044675	99.60%	-	0%	5	15044675	99.60%
Total	15105027	100.00%	-	0%	5	15105027	100.00%

Based on the aforesaid results, we report that this Ordinary Resolution passed with requisite Majority.

Item No - 5

Special Resolution - Re-Appointment of Independent Director: Mr V Balaraman.

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
e-Voting	9480	0.06%	50,872	0.34%	0	60352	0.40%
Poll*	15043871	99.60%	804	0.00%	5	15044675	99.60%
Total	15053351	99.66%	51,676	0.34%	5	15105027	100.00%

Based on the aforesaid results, we report that this Special Resolution passed with requisite Majority.

Item No - 6

Special Resolution - Re-Appointment of Independent Director: Mr K G Raghavan

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
e-Voting	9445	0.06%	50,907	0.34%	0	60352	0.40%
Poll*	15043871	99.60%	804	0.00%	5	15044675	99.60%
Total	15053316	99.66%	51,711	0.34%	5	15105027	100.00%

Based on the aforesaid results, we report that this Special Resolution passed with requisite Majority.





Item No - 7

Special Resolution - Re-Appointment of Independent Director: Mr R Vijayaraghavan.

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
e-Voting	9445	0.06%	50,907	0.34%	0	60352	0.40%
Poll*	15043871	99.60%	804	0.00%	5	15044675	99.60%
<b>Total</b>	<b>15053316</b>	<b>99.66%</b>	<b>51,711</b>	<b>0.34%</b>	<b>5</b>	<b>15105027</b>	<b>100.00%</b>

Based on the aforesaid results, we report that this Special Resolution passed with requisite Majority.

Item No - 8

Special Resolution - Re-Appointment of Independent Director: Dr Jayshree Suresh.

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
e-Voting	60317	0.40%	35	0.00%	0	60352	0.40%
Poll*	15043871	99.60%	804	0.01%	5	15044675	99.60%
<b>Total</b>	<b>15104188</b>	<b>99.99%</b>	<b>839</b>	<b>0.01%</b>	<b>5</b>	<b>15105027</b>	<b>100.00%</b>

Based on the aforesaid results, we report that this Special Resolution passed with requisite Majority.

Item No - 9

Ordinary Resolution - Ratification of the remuneration of Mr K Suryanarayanan, the Cost Auditor for the year 2019-20

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
e-Voting	60352	0.40%	-	0.00%	0	60352	0.40%
Poll*	15043717	99.59%	947	0.01%	16	15044664	99.60%
<b>Total</b>	<b>15104069</b>	<b>99.99%</b>	<b>947</b>	<b>0.01%</b>	<b>16</b>	<b>15105016</b>	<b>100.00%</b>

Based on the aforesaid results, we report that this Ordinary Resolution passed with requisite Majority.

\* 4 Proxies out of 42 Votes casted in Poll



I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the Company. I shall be arranging to handover these records to you or other person as authorised by you.

Thanking you,

Yours Faithfully,  
BP & Associates  
Company Secretaries



C Prabhakar  
Partner  
C P No: 11033 | M No : 30433

Place: Chennai  
Date: 16th August, 2019

