

## SCRUTINIZER'S REPORT

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Company Secretary,  
KIRLOSKAR ELECTRIC COMPANY LIMITED,  
Industrial Suburb, Rajajinagar,  
Bangalore - 560010

Dear Sir,

I, Swaroop S, Partner: Swaroop, Ravishankar & Associates., Practising Company Secretaries having the office address at # 216, First & Third Floor, Maruthi Nilaya, 4<sup>th</sup> Cross, Cubbonpet, Bangalore 560002, Karnataka, have been appointed as Scrutinizer of **KIRLOSKAR ELECTRIC COMPANY LIMITED ("the Company")**, for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014, on the below mentioned resolutions, through e-voting, submit our report as under:

1. The e-voting facility was made available to shareholders from 09.00 AM of 21<sup>ST</sup> June, 2016 to 05.00 PM of 23<sup>rd</sup> June, 2016.
2. The shareholders holding shares as on "cut off" date, i.e., June 17, 2016 were entitled to vote for the proposed five (5) resolutions (item 1 to 5 as set out in the Notice).
3. The votes cast through e-voting process were unblocked at 11:45 am on 24<sup>th</sup> June, 2016 in the presence of two witnesses, Mrs. Annie Jain (residing at: No. 20/21, Shri Subramaniam Nilaya, 5<sup>th</sup> Floor, VV Puram, Bangalore-560004) and Ms. Niddhi Parekh, (residing at: No. 35, first main road, second stage, Okalipuram Bangalore-560021) who are not in employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.

Name: Annie Jain

Name: Niddhi Parekh



4. Further, all the e-voting data containing the list of shareholders, their votes casted "for" or "against" the resolutions were downloaded from portal of Central Depository Services (India) Limited ([www.evotingindia.com](http://www.evotingindia.com)).
5. The result of the e-voting is as under:

a. **Resolution 1**

**To consider and, if thought fit, to pass the following resolution as Ordinary Resolutions:**

**"RESOLVED THAT**, in supersession to the earlier resolution passed by the members at the 68th Annual General Meeting of the company, held on September 28, 2015 and pursuant to the Articles of Association of the company and provisions of section 61 read with section 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and other rules framed thereunder, the consent of the members is hereby accorded to increase the Authorised Share Capital of the company from existing Rs. 900,000,000/- (Rupees Ninety Crores) divided into 60,000,000 (Six Crores) Equity Shares of Rs. 10/- each and 3,000,000 (Thirty Lakhs) Preference Shares of Rs. 100/- each to Rs. 1,150,000,000/- (Rupees One Hundred and Fifteen Crores) divided into 85,000,000 (Eight Crores Fifty Lakhs) Equity Shares of Rs. 10/- each and 3,000,000 (Thirty Lakhs) Preference Shares of Rs. 100/- each.

**RESOLVED FURTHER THAT** the earlier resolution passed by the members of the company at the 68th Annual General Meeting held on September 28, 2015 increasing the Authorised Share Capital of the company from Rs. 900,000,000/- (Rupees Ninety Crores) divided into 60,000,000 (Six Crores) Equity Shares of Rs. 10/- each and 3,000,000 (Thirty Lakhs) Preference Shares of Rs. 100/- each to Rs. 1,650,000,000/- (Rupees One Hundred and Sixty Five crores) divided into 90,000,000 (Nine Crores) Equity Shares of Rs. 10/- each and 7,500,000 (Seventy Five Lakhs) Preference Shares of Rs. 100/- each hereby stands cancelled and void ab initio and shall not take effect.





**RESOLVED FURTHER THAT** consequent to the increase in the Authorized Share Capital, Clause V of the Memorandum of Association of the company (herein after referred as "MOA") is hereby altered to read as under:

"V. The Capital of the company is Rs. 1,150,000,000/- (Rupees One Hundred and Fifteen Crores) divided into 85,000,000 (Eight Crores and Fifty Lakhs) Equity shares of Rs. 10/- each and 3,000,000 (Thirty Lakhs) Preference shares of Rs. 100/- each, with powers to increase or reduce the capital of the company for the time being into several classes and to attach thereto repetitively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the company."

**RESOLVED FURTHER THAT** the earlier resolution passed by the members at the 68th Annual General Meeting of the Company held on September 28<sup>th</sup> 2015 altering Clause V of the MOA, hereby stands cancelled and void ab initio and shall not take effect.

**RESOLVED FURTHER THAT** the Board of directors of the company be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.

**RESOLVED FURTHER THAT** the Board of directors be and is hereby authorized to delegate all or any of its powers herein conferred to any Committee of directors/ director/ any other Officer(s) / Authorized Representative(s) of the company to give effect to the aforesaid resolution



i. Voted **in favour** of the resolution:

Number of Members voted through electronic voting system provided by CDSL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
36	31090537	100%

ii. Voted **against** the resolution:

Number of Members voted through electronic voting system provided by CDSL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
NIL	NIL	NIL

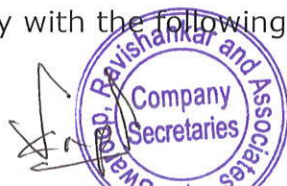
iii. Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

b. **Resolution 2**

**To consider and, if thought fit, to pass the following resolution as Special Resolutions:**

**"RESOLVED THAT** in supersession to the earlier resolution passed by the members at the 68th Annual General Meeting of the company held on September 28, 2015, and pursuant to the provisions of Section 14 read with Section 61 and all other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members of the company is hereby accorded to alter the Articles of Association of the company (herein after referred as "AOA") by substituting sub clause (1) of clause 6 of the AOA of the company with the following clause:



"The Authorized Share Capital of the company shall be such amount and divided into such number of shares as mentioned in Clause V of the Memorandum of Association of the company with the power to increase and to reduce the capital of the company and to divide or consolidate the shares in the capital for the time being divided into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be in determined by or in accordance with the regulations of the company."

**RESOLVED FURTHER THAT** the earlier resolution passed by the members at the 68th Annual General Meeting of the company held on September 28, 2015 altering sub clause 1 of clause 6 of the AOA, hereby stands cancelled and void ab initio and shall not take effect.

**RESOLVED FURTHER THAT** the Board of directors of the company be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to the above resolution."

**RESOLVED FURTHER THAT** the Board of directors be and is hereby authorized to delegate all or any of its powers herein conferred to any Committee of directors/ director/ any other Officer(s) / Authorized Representative(s) of the company to give effect to the aforesaid resolution.

i. Voted **in favour** of the resolution:

Number of Members voted through electronic voting system provided by CDSL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
36	31090537	100%





ii. Voted **against** the resolution:

Number of Members voted through electronic voting system provided by CDSL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
Nil	Nil	Nil

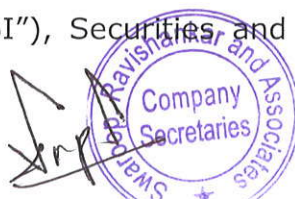
iii. Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

**c. Resolution 3**

**To consider and, if thought fit, to pass the following resolution as Special Resolutions:**

**"RESOLVED THAT** pursuant to Sections 23, 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 and all other applicable rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 (collectively "the Act") (including any amendments/ modifications thereto or re-enactment thereof for the time being in force) and provisions of the Memorandum and Articles of Association of the company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, ("SEBI LODR"), the listing Agreement entered into with the Stock Exchanges and subject to the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR") as amended from time to time, the provisions of Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2002 as amended, and in accordance with applicable rules, regulations, guidelines or laws and/or any approval, consent, permission or sanction of the Central Government, ("GOI"), Reserve Bank of India ("RBI"), Securities and Exchange Board of India



("SEBI"), Registrar of Companies ("ROC"), the Stock Exchanges and any appropriate authorities, institutions or bodies (hereinafter collectively referred to as the "appropriate authorities"), and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission and/or sanction (hereinafter referred to as the "requisite approvals") which may be agreed to by the Board of directors of the company (hereinafter called the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution), the Board be and is hereby authorized to create, issue, offer and allot Equity Shares to the Qualified Institutional Buyers ("QIBs"), on a private placement basis through Qualified Institutions Placement ("QIP") in accordance with Chapter VIII of the SEBI ICDR, whether or not such QIBs are members of the company, through a placement document, at such time or times in one or more tranche or tranches, at par or at such price or prices, as may be determined in accordance with the provisions under Chapter VIII of the SEBI ICDR, and on such terms and conditions and in such manner as the Board may, in its absolute discretion determine, in consultation with the lead managers, advisors or other intermediaries, provided however that the total amount raised through the issuance of such Equity Shares shall not exceed Rs. 75 Crores (Rupees Seventy Five Crores only).

**RESOLVED FURTHER THAT** the allotment of Equity Shares shall only be made to Qualified Institutional Buyers within the meaning of Chapter VIII of SEBI ICDR Regulations and such Equity Shares shall be fully paid up and the allotment of such Equity Shares shall be completed within 12 (Twelve) months from the date of passing this resolution or such other time as may be allowed under the SEBI ICDR from time to time at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of SEBI ICDR Regulations. The company may, in accordance with the applicable law, also offer a discount of not more than 5 percentage (%) or such percentage (%) as permitted under the applicable law on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations.





**RESOLVED FURTHER THAT** the "Relevant Date" for the purpose of determination of price for the issue of the Equity Shares shall be the date of meeting in which the Board decides to open the proposed issue of Equity Shares.

**RESOLVED FURTHER THAT** the Equity Shares so issued shall rank pari-passu in all respects including entitlement to dividend with the existing Equity Shares of the company;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the issue, allotment, listing and trading of Equity Shares as above, the Board be and is hereby authorized on behalf of the company to do all such acts, deeds, matters and things as may be necessary, including to obtain any approvals, permissions, sanctions from SEBI, Stock Exchanges, Foreign Investment Promotion Board, Reserve Bank of India and such other authorities which may be necessary or desirable, and to execute all such arrangements, contracts/agreements, memorandum, documents, etc. and to appoint and remunerate the managers, bankers, lawyers, advisors and all such agencies / intermediaries by way of commission, brokerage, fees and the like that may be involved or connected in such offerings of the Equity Shares, with power on behalf of the company to settle any questions, difficulties or doubts that may arise in regard to such issue, offer and allotment of Equity Shares and utilization of issue proceeds.

**RESOLVED FURTHER THAT** the Board of directors shall have authority and power to accept any modification(s) in the proposal as may be required or imposed by GOI / RBI / SEBI / Stock Exchanges where the shares of the company are listed or such other appropriate authorities at the time of according / granting their approvals, consents, permissions and sanctions to the issue, allotment and listing thereof and as agreed to by the Board.

**RESOLVED FURTHER THAT** the Board of directors be and is hereby authorized to delegate all or any of its powers herein conferred to any Committee of directors or any other Officer(s) / Authorized Representative(s) of the company to give effect to the aforesaid resolution."





i. Voted **in favour** of the resolution:

Number of Members voted through electronic voting system provided by CDSL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
35	31090467	99.9999%

ii. Voted **against** the resolution:

Number of Members voted through electronic voting system provided by CDSL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
1	1	0.0001%

iii. Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

**d. Resolution 4**

**To consider and, if thought fit, to pass the following resolution as Special Resolutions:**

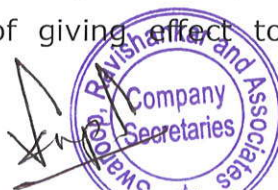
**"RESOLVED THAT** pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999, the Companies Act, 2013, to the extent applicable, the Consolidated Foreign Direct Investment Policy Circular of 2015 ("Consolidated FDI Policy"), as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and all other applicable laws, rules, regulations, guidelines and subject to the approvals, consents and permissions of the Government of India, the Foreign Investment Promotion Board, the Reserve Bank of India ("RBI") and any other



appropriate authorities, institutions or bodies as may be necessary and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the concerned authorities while granting such approvals, permissions and sanctions and the like, which may be agreed to by the Board of directors of the company (Board which term shall include any Committee thereof which the Board may have constituted or hereafter constitute to exercise its powers including the powers conferred by this Resolution), consent of the company be and is hereby accorded for purchase/acquisition of Equity Share(s) by foreign investors including Foreign Institutional Investors ("FIIs") / Foreign Portfolio Investors ("FPIs") registered with the Securities and Exchange Board of India ("SEBI"), on their own account and/or on behalf of their SEBI approved sub-accounts or Foreign Portfolio Investors (FPIs), Non Resident Indians and other eligible Investors under the Portfolio Investment Scheme/Foreign Direct Investment Scheme and / or any such investments scheme of the RBI, on the recognized stock exchange or in any other manner, subject to the condition that the aggregate holding of the such investors shall not exceed 49% (Forty nine percent) of the paid up equity share capital of the company, provided however that the shareholding of each FII / FPI, on its own account and on behalf of each of the SEBI approved sub-accounts of FPI shall not exceed 10% (ten percent) of paid-up share capital of the company or such other limit as may be stipulated by Reserve Bank of India in each case, from time to time.

**RESOLVED FURTHER THAT** the said purchase/acquisition of shares as aforesaid upto a limit of 49% (Forty nine percent) of the paid-up equity share capital of the company shall be subject to the conditions and restrictions laid down under the Portfolio Investment Scheme/Foreign Direct Investment Scheme and / or any such investments schemes of the RBI for the time being in force and as amended from time to time.

**RESOLVED FURTHER THAT** the Board of directors of the company be and is hereby authorized to do all such acts, deeds and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for





matters connected therewith or incidental thereto including intimating the concerned authorities or other regulatory bodies and to represent the company before any government authorities and delegating all or any of the power conferred herein to any Committee or directors of the company."

**"RESOLVED FURTHER THAT** the Board of directors be and is hereby authorized to delegate all or any of its powers herein conferred to any Committee of directors/ director or any other Officer(s) / Authorized Representative(s) of the company to give effect to the aforesaid resolution."

i. Voted **in favour** of the resolution:

Number of Members voted through electronic voting system provided by CDSL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
36	31090537	100%

ii. Voted **against** the resolution:

Number of Members voted through electronic voting system provided by CDSL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
Nil	Nil	Nil

iii. Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



e. **Resolution 5**

**To consider and, if thought fit, to pass the following resolution as Special Resolutions:**

**"RESOLVED THAT** pursuant to the provisions of section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the company.

**RESOLVED FURTHER THAT** for the purpose of giving full effect to this resolution, the Board of directors be and is hereby authorized on behalf of the company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the members of the company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED THAT** any of the directors and/or the company secretary be and are hereby authorised severally to do such acts and deeds to give effect to this resolution and file all necessary forms/returns with the Registrar of Companies/Ministry of Corporate Affairs."

i. Voted **in favour** of the resolution:

Number of Members voted through electronic voting system provided by CDSL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
36	31090537	100%





ii. Voted **against** the resolution:

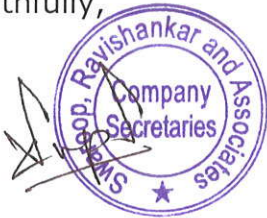
Number of Members voted through electronic voting system provided by CDSL Portal	Number of Votes Cast in favour of the resolution	% of total number of valid votes cast
Nil	Nil	Nil

iii. Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

6. The registers, documents and other relevant records relating to the e-voting shall remain in our custody until the Chairman considers, approves and signs the minutes of the Annual General Meeting and the same were sealed and handed over to the Compliance Officer authorized by the Board for safe keeping.

Thanking you,  
Yours faithfully,



Place: Bangalore

Dated: 24.06.2016

**SWAROOP S., BBM., ACS**  
**PRACTISING COMPANY SECRETARY**  
**ACS: 27907 CP: 9997**  
# 216, 1st Floor, Maruthi Nilaya, 4th Cross  
Subbonpet, Bangalore-560 007



**Consolidated Report**  
**(e-voting & poll)**

To,

The Company Secretary,  
**KIRLOSKAR ELECTRIC COMPANY LIMITED,**  
Industrial Suburb, Rajajinagar,  
Bangalore-560010

Dear Sir,

I, Swaroop S, Partner: Swaroop, Ravishankar & Associates., Practising Company Secretaries having the office address at # 216, First & Third Floor, Maruthi Nilaya, 4<sup>th</sup> Cross, Cubbonpet, Bangalore 560002, Karnataka, having been appointed as Scrutinizer of **KIRLOSKAR ELECTRIC COMPANY LIMITED ("the Company")**, in its Board Meeting held on May 18, 2016 to conduct the e-voting & Poll in a fair and transparent manner for the following resolution:

**1. Ordinary Resolution**

Approval for increase in the Authorised Share Capital of the company from existing Rs. 900,000,000/- (Rupees Ninety Crores) divided into 60,000,000 (Six Crores) Equity Shares of Rs. 10/- each and 3,000,000 (Thirty Lakhs) Preference Shares of Rs. 100/- each to Rs. 1,150,000,000/- (Rupees One Hundred and Fifteen Crores) divided into 85,000,000 (Eight Crores Fifty Lakhs) Equity Shares of Rs. 10/- each and 3,000,000 (Thirty Lakhs) Preference Shares of Rs. 100/- each.

**2. Special Resolution**

Approval for alteration of Articles of Association for amending the Capital clause by substituting sub clause (1) of clause 6 of the AOA of the company with the following clause: "The Authorized Share Capital of the company shall be such amount and divided into such number of shares as mentioned in Clause V of the Memorandum of Association of the company with the power to increase and to reduce the capital of the company and to divide or consolidate the shares in the capital for the time being divided into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the company."





### 3. Special Resolution

Approval for issue and allotment of Equity Shares to Qualified Institutions Buyers within the meaning of Chapter VIII of SEBI ICDR Regulations and such Equity Shares shall be fully paid up and the allotment of such Equity Shares shall be completed within 12 (Twelve) months from the date of passing this resolution or such other time as may be allowed under the SEBI ICDR from time to time at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of SEBI ICDR Regulations.

### 4. Special Resolution

Approval for Increase in the aggregate limit of investment by foreign institutional investors/foreign portfolio investors and non resident Indians in Equity Share Capital of the Company

### 5. Special Resolution

Approval of the new set of Articles of Association of the Company, and adoption of the same as the new set of Articles of Association of the Company, in substitution for, the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

I submit my report as under:


1. The dispatch of the notice & electronic ballot and postage prepaid business reply envelope(s) was completed on May 31, 2016.
2. The members holding shares as on "relevant date" i.e., June 17, 2016 were entitled to vote on the proposed resolution by e-voting or voting through ballot papers.
3. An advertisement regarding dispatch of Polling/ Ballot Papers was published in Business Standard and Samyukta Karnataka as on June 2, 2016.
4. The Shareholders of the Company had an option to vote either through the postal ballot forms or through the e-voting facility. Shareholders opting to vote through e-voting facility, cast their votes on the designated website ([www.evotingindia.com](http://www.evotingindia.com)).
5. The voting through electronic means commenced from 09.00 AM of 21<sup>st</sup> June, 2016 to 05:00 PM of 23<sup>rd</sup> June, 2016.



6. 31 (Thirty-One) Polling/ Ballot Papers were received and 36 (Thirty-Six) shareholders have cast the votes on the e-voting platform. In those cases where the member cast his/her vote both through e-voting and postal ballot, the votes cast through e-voting were considered valid and the Polling/ Ballot Paper was treated as null and void.
7. With the support of M/s. Integrated Enterprises (India) Limited, Registrar and Transfer Agent ('RTA') of the Company, the Polling/ Ballot Paper were scrutinized and signatures of Members who had cast their votes were verified with specimen signatures registered with RTA as provided by depositories.
8. A final electronic report of the e-voting was generated by me accessing the data available to me from the website [www.evotingindia.com](http://www.evotingindia.com) of CDSL. The votes were unblocked by me in presence of two witnesses, Mrs. Annie Jain (residing at: No. 20/21, Shri Subramaniam Nilaya, 5<sup>th</sup> Floor, V V.Puram, Bangalore-560004) and Ms. Niddhi Parekh, (residing at: No. 35, first main road, second stage, Okalipuram Bangalore-560021) who are not in employment of the Company.

They have signed below in confirmation of votes being unblocked in their presence.

  
Name: Annie Jain

  
Name: Niddhi Parekh

9. The particulars of Polling/ Ballot Paper received from the Members in physical form(s) and electronic voting report generated from CDSL (the Authorized Agency for e-voting) have been entered in a separate register maintained for the purpose.
10. The Polling/ Ballot Paper, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

Details of Invalid Votes:

Total number of invalid Polling/ Ballot Paper #	Total no. of votes cast by them
7	35

*# considered invalid on account of incompleteness and incorrect selection of voting options.*

11. The consolidated report on the results of the voting through Polling/ Ballot Paper and e-voting are as under:



# Resolution No. 1 - Increase in authorised capital & alteration to Memorandum of Association

Type of Resolution: **Ordinary Resolution**

Number of Members voted	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 of votes polled	% of votes against on votes polled
1	2	3	4	5	6	7	
Mode of voting (e-voting) (A)							
Promoter and Promoter Group	30138444	30138444	100.00%	30138444	0	100.00%	0
Public Institutions	3588192	0	0	0	0	0	0
Public – Non-Institutions Group	22007087	952093	4.33%	952093	0	100.00%	0
Mode of voting (Polling/ Ballot Paper)							
Promoter and Promoter Group	30138444	0	0	0	0	0	0
Public Institutions	3588192	0	0	0	0	0	0
Public – Non-Institutions Group	22007087	2343	0.01%	2293	50	97.87%	2.13%
Total (A+B)	55733723	31092880		31092830	50		





**Resolution No. 2 – Alteration of Articles of Association.**Type of Resolution: **Special Resolution**

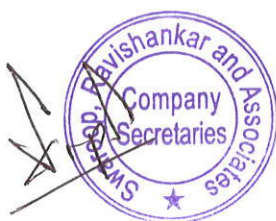
Number of Members voted	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour of votes polled	% of votes against on votes polled
1	2	3	4	5	6	7	8
Mode of voting (e-voting) (A)							
Promoter and Promoter Group	30138444	30138444	100.00%	30138444	0	100.00%	0
Public Institutions	3588192	0	0	0	0	0	0
Public – Non-Institutions Group	22007087	952093	4.33%	952093	0	100.00%	0
Mode of voting (Polling/ Ballot Paper)							
Promoter and Promoter Group	30138444	0	0	0	0	0	0
Public Institutions	3588192	0	0	0	0	0	0
Public – Non-Institutions Group	22007087	2333	0.01%	2283	50	97.86%	2.14%
Total (A+B)	55733723	31092870		31092820	50		



**Resolution No. 3 – Issue of Equity Shares through Qualified Institutions Placement.**

Type of Resolution: **Special Resolution**

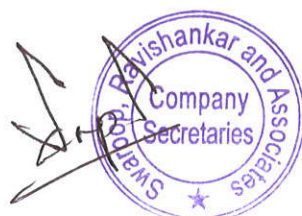
Number of Members voted	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour of votes polled	% of votes against on votes polled
	1	2	3	4	5	6	7
<b>Mode of voting (e-voting) (A)</b>							
Promoter and Promoter Group	30138444	30138444	100.00%	30138444	0	100.00%	0
Public Institutions	3588192	0	0	0	0	0	0
Public – Non-Institutions Group	22007087	952093	4.33%	952023	70	99.993%	0.007%
<b>Mode of voting (Polling/ Ballot Paper)</b>							
Promoter and Promoter Group	30138444	0	0	0	0	0	0
Public Institutions	3588192	0	0	0	0	0	0
Public – Non-Institutions Group	22007087	2343	0.01%	2293	50	97.87%	2.13%
<b>Total (A+B)</b>	<b>55733723</b>	<b>31092880</b>		<b>31092760</b>	<b>120</b>		



**Resolution No. 4 – Increase in the aggregate limit of investment by Foreign Institutional Investors/Foreign Portfolio Investors and Non Resident Indians in Equity Share Capital of the company**

Type of Resolution: **Special Resolution**

Number of Members voted	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 of votes polled	% of votes against on votes polled
1	2	3	4	5	6	7	8
Mode of voting (e-voting) (A)							
Promoter and Promoter Group	30138444	30138444	100.00%	30138444	0	100.00%	0
Public Institutions	3588192	0	0	0	0	0	0
Public – Non-Institutions Group	22007087	952093	4.33%	952093	0	100.00%	0
Mode of voting (Polling/ Ballot Paper)							
Promoter and Promoter Group	30138444	0	0	0	0	0	0
Public Institutions	3588192	0	0	0	0	0	0
Public – Non-Institutions Group	22007087	2343	0.01%	2293	50	97.87%	2.13%
Total (A+B)	55733723	31092880		31092830	50		





## Resolution No. 5 – Adoption of new set of Articles of Association

Type of Resolution: **Special**

Number of Members voted	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 of votes polled	% of votes against on votes polled
1	2	3	4	5	6	7	8
Mode of voting (e-voting) (A)							
Promoter and Promoter Group	30138444	30138444	100.00%	30138444	0	100.00%	0
Public Institutions	3588192	0	0	0	0	0	0
Public – Non-Institutions Group	22007087	952093	4.33%	952093	0	100.00%	0
Mode of voting (Polling/ Ballot Paper)							
Promoter and Promoter Group	30138444	0	0	0	0	0	0
Public Institutions	3588192	0	0	0	0	0	0
Public – Non-Institutions Group	22007087	2315	0.01%	2265	50	97.84%	2.16%
Total (A+B)	55733723	31092852		31092802	50		

12. Based on the aforesaid result, I report that the Special Resolution as contained in the EGM Notice dated 18.05.2016 has been passed with requisite majority.

13. The registers, documents and other relevant records relating to the e-voting shall remain in our custody until the Chairman considers, approves and signs the minutes of the General Meeting and the same were sealed and handed over to the Compliance Officer authorized by the Board for safe keeping.

Thanking you,  
Yours faithfully



Place: Bangalore

Dated: 24.06.2016

**SWAROOP S., BBM., ACS**  
**PRACTISING COMPANY SECRETARY**  
**ACS: 27907 CP: 9997**  
# 216, 1st Floor, Maruthi Nitya, 4th Cross  
Cubbonpet, Bangalore-560 002