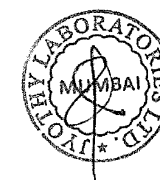


Jyothy Laboratories Limited

Format for Voting Results

Date of the AGM			25th July, 2018					
Total number of shareholders on record date			76357					
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group:			5					
Public:			139					
No. of Shareholders attended the meeting through Video Conferencing								
Promoters and Promoter Group:			Not Applicable					
Public:			Not Applicable					
Agenda- wise disclosure								
Resolution Required : (Ordinary)			1 - Adoption of the Audited Standalone and Consolidated Financial Statements for the year ended March 31, 2018 and the reports thereon.					
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
Promoter and Promoter Group	E-Voting	243067694	243067694	100.00	243067694	0.00	100.00	0.00
	Poll		0	0.00	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0.00	0.00	0.00	0.00
	Total		243067694	100.00	243067694	0.00	0.00	0.00
Public- Institutions	E-Voting	82197884	49840351	60.6346	49840351	0.00	100	0.00
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		49840351	60.6346	49840351	0	100	0
Public- Non Institutions	E-Voting	38322596	416403	1.0866	416037	366	99.9121	0.0879
	Poll		6831	0.0178	6461	370	94.5835	5.4165
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		423234	1.1044	422498	736	99.8261	0.1739
Total		363588174	293331279	80.6768	293330543	736	99.9997	0.0003



Jyothy Laboratories Limited

Resolution Required : (Ordinary)		2 - Declaration of Dividend on equity shares of the Company for the financial year 2017-18.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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
Promoter and Promoter Group	E-Voting	243067694	243067694	100.0000	243067694	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		243067694	100.0000	243067694	0	100.0000	0.0000
Public Institutions	E-Voting	82197884	53489633	65.0742	53489633	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		53489633	65.0742	53489633	0	100.0000	0.0000
Public Non Institutions	E-Voting	38322596	19109358	49.8645	19109356	2	100.0000	0.0000
	Poll		6831	0.0178	6831	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		19116189	49.8823	19116187	2	100.0000	0.0000
Total		363588174	315673516	86.8217	315673514	2	100.0000	0.0000



Jyothy Laboratories Limited

Resolution Required : (Ordinary)			3 - Appointment of the Director in place of Mr. K. Ullas Kamath (DIN: 00506681), who retires by rotation and being eligible, offers himself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes (Mr. K. Ullas Kamath is interested to the extent of his Shareholding)					
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	243067694	243067694	100.0000	243067694	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		243067694	100.0000	243067694	0	100.0000	0.0000
Public Institutions	E-Voting	82197884	53489633	65.0742	41289804	12199829	77.1922	22.8078
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		53489633	65.0742	41289804	12199829	77.1922	22.8078
Public Non Institutions	E-Voting	38322596	19109368	49.8645	19108952	416	99.9978	0.0022
	Poll		6831	0.0178	6461	370	94.5835	5.4165
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		19116199	49.8823	19115413	786	99.9959	0.0041
Total		363588174	315673526	86.8217	303472911	12200615	96.1351	3.8649



Jyothy Laboratories Limited

Resolution Required : (Special)		4 - Re-appointment of Mr. Nilesh Bansilal Mehta (DIN: 00199071), as an Independent Director of the Company for a further period of 5 (Five) years with effect from April 1, 2019 upto March 31, 2024.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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	243067694	243067694	100.0000	243067694	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		243067694	100.0000	243067694	0	100.0000	0.0000
Public Institutions	E-Voting	82197884	49861009	60.6597	46549397	3311612	93.3583	6.6417
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		49861009	60.6597	46549397	3311612	93.3583	6.6417
Public Non Institutions	E-Voting	38322596	416403	1.0866	415987	416	99.9001	0.0999
	Poll		6831	0.0178	6461	370	94.5835	5.4165
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		423234	1.1044	422448	786	99.8143	0.1857
Total		363588174	293351937	80.6825	290039539	3312398	98.8708	1.1292



Jyothy Laboratories Limited

Resolution Required : (Special) 5 - Re-appointment of Mr. Ramakrishnan Lakshminarayanan (DIN: 00238887), as an Independent Director of the Company for a further period of 5 (Five) years with effect from April 1, 2019 upto March 31, 2024.

Whether promoter/ promoter group are interested in the agenda/resolution?

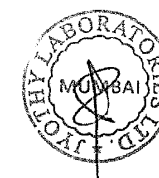
No

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
Promoter and Promoter Group	E-Voting	243067694	243067694	100.0000	243067694	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		243067694	100.0000	243067694	0	100.0000	0.0000
Public Institutions	E-Voting	82197884	49861009	60.6597	49330625	530384	98.9363	1.0637
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		49861009	60.6597	49330625	530384	98.9363	1.0637
Public Non Institutions	E-Voting	38322596	416403	1.0866	415087	1316	99.6840	0.3160
	Poll		6831	0.0178	6461	370	94.5835	5.4165
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		423234	1.1044	421548	1686	99.6016	0.3984
Total		363588174	293351937	80.6825	292819867	532070	99.8186	0.1814



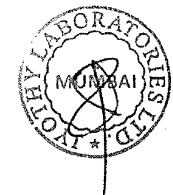
Jyothy Laboratories Limited

Resolution Required : (Special)			6 - Adoption of new set of Articles of Association of the Company in substitution and to the entire exclusion of the existing Articles of Association of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	243067694	243067694	100.0000	243067694	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		243067694	100.0000	243067694	0	100.0000	0.0000
Public Institutions	E-Voting	82197884	52466941	63.8300	49093361	3373580	93.5701	6.4299
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		52466941	63.8300	49093361	3373580	93.5701	6.4299
Public Non Institutions	E-Voting	38322596	19109368	49.8645	19109002	366	99.9981	0.0019
	Poll		6831	0.0178	6461	370	94.5835	5.4165
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		19116199	49.8823	19115463	736	99.9961	0.0039
Total		363588174	314650834	86.5404	311276518	3374316	98.9276	1.0724



Jyothy Laboratories Limited

Resolution Required : (Special)			7 - Approval of stock options to Mr. Raghunandan Sathyanarayan Rao.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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	243067694	243067694	100.0000	243067694	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		243067694	100.0000	243067694	0	100.0000	0.0000
Public Institutions	E-Voting	82197884	49861009	60.6597	32739758	17121251	65.6620	34.3380
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		49861009	60.6597	32739758	17121251	65.6620	34.3380
Public Non Institutions	E-Voting	38322596	19109368	49.8645	413409	18695959	2.1634	97.8366
	Poll		6831	0.0178	3961	2870	57.9857	42.0143
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		19116199	49.8823	417370	18698829	2.1833	97.8167
Total		363588174	312044902	85.8237	276224822	35820080	88.5209	11.4791



Jyothy Laboratories Limited

Resolution Required : (Special)		8 - Approval for issue of Debentures to the tune of Rs. 500 Crores on a Private Placement basis.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
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
Promoter and Promoter Group	E-Voting	243067694	243067694	100.0000	243067694	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		243067694	100.0000	243067694	0	100.0000	0.0000
Public Institutions	E-Voting	82197884	53489633	65.0742	53489633	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		53489633	65.0742	53489633	0	100.0000	0.0000
Public Non Institutions	E-Voting	38322596	19109368	49.8645	19107352	2016	99.9895	0.0105
	Poll		6831	0.0178	6461	370	94.5835	5.4165
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		19116199	49.8823	19113813	2386	99.9875	0.0125
Total		363588174	315673526	86.8217	315671140	2386	99.9992	0.0008



Jyothy Laboratories Limited

Resolution Required : (Ordinary)			9 - Ratification of remuneration of Cost Auditors.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
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
Promoter and Promoter Group	E-Voting	243067694	243067694	100.0000	243067694	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		243067694	100.0000	243067694	0	100.0000	0.0000
Public Institutions	E-Voting	82197884	53489633	65.0742	53489633	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		53489633	65.0742	53489633	0	100.0000	0.0000
Public Non Institutions	E-Voting	38322596	19109358	49.8645	19107402	1956	99.9898	0.0102
	Poll		6831	0.0178	6461	370	94.5835	5.4165
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		19116189	49.8823	19113863	2326	99.9878	0.0122
Total		363588174	315673516	86.8217	315671190	2326	99.9993	0.0007





JYOTHY LABORATORIES LIMITED

27TH ANNUAL GENERAL MEETING HELD ON JULY 25, 2018

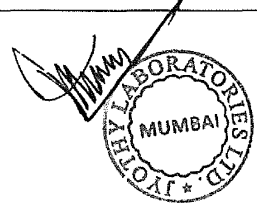
Declaration of results of remote e-voting / physical voting through poll in respect of resolutions proposed in the Notice dated May 16, 2018 convening the 27th Annual General Meeting of Jyothy Laboratories Limited held on July 25, 2018

As per the provisions of sections 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of remote e-voting and physical voting through poll to its members to enable them to cast their votes on the resolutions proposed in the Notice convening the 27th Annual General Meeting (AGM).

Members voting through remote e-voting till July 24, 2018 (upto 5.00 p.m.) being the last date fixed for remote e-voting and members voting physically through poll at the time of AGM, have been considered by the Scrutinizer. The Company had appointed Mr. Himanshu S. Kamdar, Practicing Company Secretary, Partner, Rathi & Associates as the Scrutinizer to scrutinize the voting process at the 27th AGM of the Company.

Based on the Scrutinizer's report dated July 25, 2018, *I hereby declare that all the 9 (Nine) resolutions, as set out in the Notice dated May 16, 2018 convening the 27th AGM of the Company have been duly passed with requisite majority*, the details of which are specified as below:

Item No.	Brief description	% Votes in Favour (Assent)	% Votes Against (Dissent)	Passed as
1	To receive, consider and adopt: (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018, comprising of Audited Balance Sheet as at March 31, 2018, the Statement of Profit & Loss and Cash Flow Statement for the financial year April 1, 2017 to March 31, 2018 including its Schedules and the Notes attached thereto and forming part thereof and the reports of the Board of Directors and the Statutory Auditors	99.9997	0.0003	Ordinary





	thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, comprising of Audited Consolidated Balance Sheet as at March 31, 2018, the Statement of Consolidated Profit & Loss and Cash Flow Statement for the financial year April 1, 2017 to March 31, 2018 including its Schedules and the Notes attached thereto and forming part thereof together with the report of the Statutory Auditors thereon.			
2	Declaration of Dividend on equity shares of the Company for the financial year 2017-18.	100.0000	0.0000	Ordinary
3	Appointment of the Director in place of Mr. K. Ullas Kamath (DIN: 00506681), who retires by rotation and being eligible, offers himself for re-appointment.	96.1351	3.8649	Ordinary
4	Re-appointment of Mr. Nilesh Bansilal Mehta (DIN: 00199071), as an Independent Director of the Company for a further period of 5 (Five) years with effect from April 1, 2019 upto March 31, 2024.	98.8708	1.1292	Special
5	Re-appointment of Mr. Ramakrishnan Lakshminarayanan (DIN: 00238887), as an Independent Director of the Company for a further period of 5 (Five) years with effect from April 1, 2019 upto March 31, 2024.	99.8186	0.1814	Special
6	Adoption of new set of Articles of Association of the Company in substitution and to the entire exclusion of the existing Articles of Association of the Company.	98.9276	1.0724	Special
7	Approval of stock options to Mr. Raghunandan Sathyanarayan Rao.	88.5209	11.4791	Special
8	Approval for issue of Debentures to the tune of Rs. 500 Crores on a Private Placement basis.	99.9992	0.0008	Special
9	Ratification of remuneration of Cost Auditors.	99.9993	0.0007	Ordinary






UJALA

The Consolidated Scrutinizer's report on remote e-voting and physical voting through poll process conducted at the 27th AGM is enclosed herewith.

For JYOTHY LABORATORIES LIMITED

M. P. Ramachandran
Chairman & Managing Director
(DIN – 00553406)



Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
Tel. : 4076 4444 / 2491 1222 * Fax : 4076 4466 * E-mail : associates.rathi8@gmail.com

25th July, 2018

The Chairman

JYOTHY LABORATORIES LIMITED.

Ujala House, Ram Krishna Mandir Road,
Kondivita, Andheri (East),
Mumbai- 400 059

Dear Sir,

Sub: Scrutinizer's Report on the remote e-voting and physical voting through ballot process conducted at the 27th Annual General Meeting of the Members of Jyothy Laboratories Limited held on 25th July, 2018:

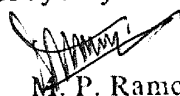
Jyothy Laboratories Limited ("the Company") vide resolution of its Board of Directors dated May 16, 2018, appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and physical voting through ballot on the resolutions contained in the Notice dated May 16, 2018 for the 27th Annual General Meeting held on 25th July 2018 (AGM), as prescribed under Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act") as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed for the approval of Members of the Company, be carried out in a fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and voting by physical ballot on the resolutions contained in the aforesaid Notice of the 27th Annual General Meeting (AGM) of the Members of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and physical ballot is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against"



For Jyothy Laboratories Ltd

1


M. P. Ramchandran
Chairman & Managing Director

the resolutions, based on the reports generated from the remote e-voting system of Central Depository Services (India) Limited (CDSL) and of voting through physical ballots as provided by Link Intime (India) Private Limited, the agencies engaged by the Company to provide remote e-voting facilities at the AGM.

As required under Section 101 of the Act, a notice of AGM along with explanatory statement under Section 102 of the Act was sent to the Members by permitted means (i.e. by courier and e-mail), for seeking approval of members on following resolutions:

1. Resolution No. 1 as an Ordinary Resolution for consideration and adoption of
 - (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018, including the Audited Balance Sheet as at March 31, 2018, the Statement of Profit & Loss and Cash Flow Statement for the financial year commencing from April 1, 2017 to March 31, 2018 including Schedules and Notes attached thereto and forming part thereof and the reports of the Board of Directors ('the Board') and the Statutory Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, comprising of Audited Consolidated Balance Sheet as at March 31, 2018, the Statement of Consolidated Profit & Loss and Cash Flow Statement for the financial year from April 1, 2017 to March 31, 2018 including Schedules and the Notes attached thereto and forming part thereof together with the report of the Statutory Auditors thereon.
2. Resolution No. 2 as an Ordinary Resolution for declaration of dividend on Equity Shares of the Company for the Financial Year 2017-18.
3. Resolution No.3 as an Ordinary Resolution for re-appointment of Mr. K. Ullas Kamath (DIN: 00506681) as Director of the Company, who retired by rotation and being eligible, had offered himself for re-appointment.
4. Resolution No.4 as a Special Resolution for the re-appointment of Mr. Nilesh Bansilal Mehta (DIN: 00199071) as an Independent Director of the Company, in terms of the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the



Companies Act, 2013 for a further period of 5 (Five) years with effect from April 1, 2019 upto March 31, 2024.

5. Resolution No.5as a Special Resolution for the re-appointment of Mr. Ramakrishnan Lakshminarayanan (DIN: 00238887) as an Independent Director of the Company, in terms of the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 for a further period of 5 (Five) years with effect from April 1, 2019 upto March 31, 2024.
6. Resolution No. 6as a Special Resolution for adoption of new set of Articles of Association of the Company in substitution and to the entire exclusion of the existing Articles of Association of the Company;
7. Resolution No. 7 as a Special Resolution for granting 18,10,235 options and ratification of 4,52,558 options already granted under ESOS 2014-A to Mr. Raghunandan SathyanarayanRao, the former Whole Time Director & Chief Executive Officer of the Company and further resolution under sub-section 10 of Section 197 of the Companies Act, 2013, as amended vide Section 67 of the Companies (Amendment) Act, 2017, for waiver of recovery of remuneration paid in excess of the limits prescribed under Section 197 of the Companies Act, 2013 from him, arising on account of allotment of shares due to vesting and exercise of the options so granted to him as aforesaid, subject to notification of the provisions of Section 67 of the Companies (Amendment) Act, 2017 by the Ministry of Corporate Affairs, Government of India;
8. Resolution No. 8 as a Special Resolution for making offer(s) or invitation(s) to subscribe to Debentures in one or more tranches, aggregating upto INR 500 Crores (Rupees Five Hundred Crores), on private placement basis, during the period of one year from the date of passing of this Special Resolution by the members, within the overall borrowing limits of the Company, as may be approved by the members from time to time;
9. Resolution No. 9 as an Ordinary Resolution for approval of payment of remuneration to M/s R. Nanabhoy & Co., Cost Accountants (Firm Registration Number 000010), Cost Auditors of the Company, amounting to INR 3,25,000/- (Rupees Three Lacs Twenty Five Thousand only) per annum plus taxes as applicable and out of pocket expenses on actual basis, for the financial year ended March 31, 2019.



The Company provided the remote e-voting facility offered by CDSL to cast votes on aforesaid resolutions by the members of the Company. The Company had also made available the physical ballots at the 27th AGM to enable the members to cast their votes on the aforesaid resolutions.

Remote e-voting facility was made available to shareholders of the Company to exercise their voting rights commenced from 9.00 a.m. of Sunday, July 22, 2018 and ended at 5.00 p.m. on Tuesday, July 24, 2018. Accordingly, e-votes casted upto 5.00 p.m. of July 24, 2018 have been considered for my scrutiny. The facility of voting at the Annual General Meeting through physical ballots has also been considered for the scrutiny.

The remote e-voting was unblocked in the presence of two witnesses not in employment of the Company, namely Mr. Safal Jain and Ms. Radhika Khatod.

After the conclusion of the 27th Annual General Meeting, the voting was conducted through physical ballots at the meeting and the locked ballot box was subsequently opened in the presence of two shareholders of the Company.

A summary of the votes cast by shareholders through remote e-voting and physical ballots at the 27th Annual General Meeting with their pattern of voting is as per Annexure annexed to this Report.

The results of the voting by members through remote e-voting and physical ballots at the 27th Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Company.

Thanking you,
Yours sincerely,

**For RATHI & ASSOCIATES
COMPANY SECRETARIES**



**HIMANSHU S. KAMDAR
PARTNER
FCS NO. 5171
COP NO. 3030**

ANNEXURE

The summary of the votes cast through Physical Ballot and through remote e-voting confirmations received for each of the resolutions is given below:

For Resolution 1: As an Ordinary Resolution for consideration and adoption of

- (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018, including the Audited Balance Sheet as at March 31, 2018, the Statement of Profit & Loss and Cash Flow Statement for the financial year commencing from April 1, 2017 to March 31, 2018 including Schedules and Notes attached thereto and forming part thereof and the reports of the Board of Directors ('the Board') and the Statutory Auditors thereon; and
- (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, comprising of Audited Consolidated Balance Sheet as at March 31, 2018, the Statement of Consolidated Profit & Loss and Cash Flow Statement for the financial year April 1, 2017 to March 31, 2018 including its Schedules and the Notes attached thereto and forming part thereof together with the report of the Statutory Auditors thereon.

Sr. No.	Particulars	Resolution 1	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	55	6,831
b.	Remote e-voting confirmations received	145	293,324,448
	Total	200	293,331,279
c.	Less: Invalid Ballot / Remote e-voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / Remote e-Voting	200	293,331,279
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	195	293,330,543



		% of Assent	100.00*	
	(ii)	Physical Ballot Forms / Remote e-voting with dissent for the Resolution	5	736
		% of Dissent	0.00	

* Rounded off to nearest percentage



Resolution No. 2 as an Ordinary Resolution for declaration of dividend on Equity Shares of the Company for the Financial Year 2017-18

Sr. No.	Particulars	Resolution 2	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	55	6,831
b.	Remote e-voting confirmations received	153	315,666,685
	Total	208	315,673,516
c.	Less: Invalid Ballot / Remote e-voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / Remote e-Voting	208	315,673,516
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	207	315,673,514
	% of Assent		100.00*
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	1	2
	% of Dissent		0.00

* Rounded off to nearest percentage



Resolution No.3as an Ordinary Resolution for re-appointment of Mr. K. UllasKamath (DIN: 00506681) as Director of the Company, who retired by rotation and being eligible, had offered himself for re-appointment

Sr. No.	Particulars	Resolution 3	
		No. of Ballots / Remote Voting	No. of Shares voted
a.	Votes cast through physical ballot	55	6,831
b.	Remote e-voting confirmations received	154	315,666,695
	Total	209	315,673,526
c.	Less: Invalid Ballot / Remote e-voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / Remote e-Voting	209	315,673,526
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	167	303,472,911
	% of Assent		96.14
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	42	12,200,615
	% of Dissent		3.86



Resolution No. 4 as a Special Resolution for the re-appointment of Mr. Nilesh Bansilal Mehta (DIN: 00199071) as an Independent Director of the Company, in terms of the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 for a further period of 5 (Five) years with effect from April 1, 2019 upto March 31, 2024

Sr. No.	Particulars	Resolution 4	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	55	6,831
b.	Remote e-voting confirmations received	146	293,345,106
	Total	201	293,351,937
c.	Less: Invalid Ballot / Remote e-voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / Remote e-Voting	201	293,351,937
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	183	290,039,539
	% of Assent		98.87
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	18	3,312,398
	% of Dissent		1.13



Resolution No. 5 as a Special Resolution for the re-appointment of Mr. RamakrishnanLakshminarayanan (DIN: 00238887) as an Independent Director of the Company, in terms of the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 for a further period of 5 (Five) years with effect from April 1, 2019 upto March 31, 2024

Sr. No.	Particulars	Resolution 5	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	55	6,831
b.	Remote e-voting confirmations received	146	293,345,106
	Total	151	293,351,937
c.	Less: Invalid Ballot / Remote e-voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / Remote e-Voting	151	293,351,937
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	190	292,819,867
	% of Assent		99.82
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	11	532,070
	% of Dissent		0.18



Resolution No. 6 as a Special Resolution for adoption of new set of Articles of Association of the Company in substitution and to the entire exclusion of the existing Articles of Association of the Company

Sr. No.	Particulars	Resolution 6	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	55	6,831
b.	Remote e-voting confirmations received	153	314,644,003
	Total	208	314,650,834
c.	Less: Invalid Ballot / Remote e-voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / Remote e-Voting	208	314,650,834
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	198	311,276,518
	% of Assent		98.93
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	10	3,374,316
	% of Dissent		1.07



Resolution No. 7 as a Special Resolution for granting 18,10,235 options and ratification of 4,52,558 options already granted under ESOS 2014-A to Mr. Raghunandan Sathyanarayan Rao, the former Whole Time Director & Chief Executive Officer of the Company and further resolution under sub-section 10 of Section 197 of the Companies Act, 2013, as amended vide Section 67 of the Companies (Amendment) Act, 2017, for waiver of recovery of remuneration paid in excess of the limits prescribed under Section 197 of the Companies Act, 2013 from him, arising on account of allotment of shares due to vesting and exercise of the options so granted to him as aforesaid, subject to notification of the provisions of Section 67 of the Companies (Amendment) Act, 2017 by the Ministry of Corporate Affairs, Government of India

Sr. No.	Particulars	Resolution 7	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	55	6,831
b.	Remote e-voting confirmations received	147	312,038,071
	Total	202	312,044,902
c.	Less: Invalid Ballot / Remote e-voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / Remote e-Voting	202	312,044,902
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	146	276,224,822
	% of Assent		88.52
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	56	35,820,080
	% of Dissent		11.48



Resolution No. 8 as a Special Resolution for making offer(s) or invitation(s) to subscribe to Debentures in one or more tranches, aggregating upto INR 500 Crores (Rupees Five Hundred Crores), on private placement basis, during the period of one year from the date of passing of this Special Resolution by the members, within the overall borrowing limits of the Company, as may be approved by the members from time to time

Sr. No.	Particulars	Resolution 8	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	55	6,831
b.	Remote e-voting confirmations received	154	315,666,695
	Total	209	315,673,526
c.	Less: Invalid Ballot / Remote e-voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / Remote e-Voting	209	315,673,526
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	202	315,671,140
	% of Assent		100.00*
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	7	2,386
	% of Dissent		0.00

* Rounded off to nearest percentage



Resolution No. 9 as an Ordinary Resolution for approval of payment of remuneration to M/s R. Nanabhoy & Co., Cost Accountants (Firm Registration Number 000010), Cost Auditors of the Company, amounting to INR 3,25,000/- (Rupees Three Lacs Twenty Five Thousand only) per annum plus taxes as applicable and out of pocket expenses on actual basis, for the financial year ended March 31, 2019

Sr. No.	Particulars	Resolution 9	
		No. of Ballots / Remote E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	55	6,831
b.	Remote e-voting confirmations received	153	315,666,685
	Total	208	315,673,516
c.	Less: Invalid Ballot / Remote e-voting confirmations	0	0
d.	Net Valid Physical Ballot Forms / Remote e-Voting	208	315,673,516
	(i) Physical Ballot Forms / Remote e-voting with assent for the Resolution	203	315,671,190
	% of Assent		100.00*
	(ii) Physical Ballot Forms / Remote e-voting with dissent for the Resolution	5	2,326
	% of Dissent		0.00

* Rounded off to nearest percentage

