



SEC 13 /2016-17

4th August 2016

The General Manager, DCS – CRD
BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort,
MUMBAI - 400 001
Scrip Code: **500114**

The General Manager, DCS – CRD
National Stock Exchange of India Ltd
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (East),
MUMBAI - 400 051
Symbol: **TITAN**

Sub: 32nd Annual General Meeting (AGM) and Voting Results

In continuation to our letter dated 1st July 2016, the 32nd Annual General Meeting ('AGM') of the Company was held today and the business mentioned in the Notice dated 27th June 2016 were transacted.

In this regard, Please find enclosed the following-

- (1) Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations.
- (2) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations.
- (3) Report of Scrutinizer dated 3rd August 2016, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.

This is for your information and records.

Thank you.

Yours truly,
For TITAN COMPANY LIMITED

A R Rajaram
Head - Legal & Company Secretary

End. As stated

Titan Company Limited
(formerly Titan Industries Limited)

No. 132/133 DivyaSree Technopolis Yamalur Main Road Yamalur Post Bengaluru 560 037 India. Tel 91 80 6660 9000 Fax 91 80 6660 8073
Registered Office 3 Sipcot Industrial Complex Hosur 635 126 TN India Tel 91 4344 664 199 Fax 91 4344 276037. CIN: L74999TZ1984PLC001456
www.titan.co.in

A **TATA** Enterprise



Summary of proceedings of the 32nd Annual General Meeting

The 32nd Annual General Meeting (AGM) of the Members of Titan Company Limited ('the Company') was held on Wednesday, 3rd August 2016 at 3.00 P.M at its Registered Office in Hosur. The requisite quorum being present, the Chairman called the AGM to order.

All the Directors of the Company attended the meeting except Mr. T.K. Balaji, Mr. C.V. Sankar & Prof. Das Narayandas. The Chairman delivered his speech updating the members on the developments in the Company. The Chairman informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the end of the meeting. It was further informed that there would be no voting by show of hands. Mr. A.R. Rajaram, Head – Legal & Company Secretary, read the Auditors' Report.

The following items of business, as per the Notice of AGM dated 27th June 2016, were transacted at the meeting.

1. Adoption of Financial Statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2016 and the reports of the Board of Directors ('the Board') and Auditors thereon.
2. Confirmation of payment of Interim Dividend as dividend for the financial year ended 31st March 2016
3. Appointment of Mr. C.V. Sankar as a director liable to retire by rotation
4. Appointment of Auditors
5. Appointment of Branch Auditors
6. Ratification of Cost Auditors' Remuneration
7. Re-appointment of Mr. Bhaskar Bhat as Managing Director
8. Appointment of Mr. Ashwani Puri as an Independent Director
9. Appointment of Mr. K. Gnanadesikan as a Director

Clarifications were provided to the queries raised by the members.

The Board of Directors had appointed Mr. Pramod SM as the Scrutinizer to supervise the e - voting and ballot voting process.

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The Chairman authorized the Company secretary to declare the results of voting.

The scrutinizers report was received and accordingly all the resolutions as set out in the notice were declared as passed.

This is for your information and records.

Thank you.

Yours truly,
For TITAN COMPANY LIMITED

A R Rajaram
Head - Legal & Company Secretary

End. As stated

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Format for Voting Results

Date of the AGM/EGM	3rd August 2016
Total number of shareholders on record date	107,403
No. of shareholders present in the meeting either in person or through proxy:	
Promoters & Promoter Group	
Public	67
No. of shareholders attended the meeting through Video Conferencing	
Promoters & Promoter Group	
Public	

TITAN COMPANY LIMITED

To receive, consider and adopt (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016, together with the Report of the Auditors thereon

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

Resolution No 1

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100
			[1]	[2]		[4]	[5]		
		E-Voting	471007920	471007920	100.00	471007920	0	100.00	0.00
		Poll	471007920	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	471007920	0	0.00	0	0	0.00	0.00
1	Promoter and Promoter Group	Total	471007920	471007920	100.00	471007920	0	100.00	0.00
		E-Voting	234698720	178989233	76.26	178989233	0	100.00	0.00
		Poll	234698720	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	234698720	0	0.00	0	0	0.00	0.00
2	Public - Institutional holders	Total	234698720	178989233	76.26	178989233	0	100.00	0.00
		E-Voting	182079520	86164	0.05	86008	156	99.82	0.18
		Poll	182079520	37006	0.02	37006	0	100.00	0.00
		Postal Ballot (if applicable)	182079520	0	0.00	0	0	0.00	0.00
3	Public-Others	Total	182079520	123170	0.07	123014	156	99.87	0.13
		E-Voting	887786160	650083317	73.23	650083161	156	100.00	0.00
		Poll	887786160	37006	0.00	37006	0	100.00	0.00
		Postal Ballot (if applicable)	887786160	0	0.00	0	0	0.00	0.00
	Total	Total	887786160	650120323	73.23	650120167	156	100.00	0.00

TITAN COMPANY LIMITED

Confirmation of the payment of interim dividend on equity shares as dividend for the financial year ended 31st March 2016

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

Resolution No 2

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100
			[1]	[2]		[4]	[5]		
1	Promoter and Promoter Group	E-Voting	471007920	471007920	100.00	471007920	0	100.00	0.00
		Poll	471007920	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	471007920	0	0.00	0	0	0.00	0.00
		Total	471007920	471007920	100.00	471007920	0	100.00	0.00
2	Public - Institutional holders	E-Voting	234698720	180158217	76.76	180158217	0	100.00	0.00
		Poll	234698720	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	234698720	0	0.00	0	0	0.00	0.00
		Total	234698720	180158217	76.76	180158217	0	100.00	0.00
3	Public-Others	E-Voting	182079520	86239	0.05	85194	1045	98.79	1.21
		Poll	182079520	37006	0.02	37006	0	100.00	0.00
		Postal Ballot (if applicable)	182079520	0	0.00	0	0	0.00	0.00
		Total	182079520	123245	0.07	122200	1045	99.15	0.85
	Total	E-Voting	887786160	651252376	73.36	651251331	1045	100.00	0.00
		Poll	887786160	37006	0.00	37006	0	100.00	0.00
		Postal Ballot (if applicable)	887786160	0	0.00	0	0	0.00	0.00
		Total	887786160	651289382	73.36	651288337	1045	100.00	0.00

TITAN COMPANY LIMITED

Re-appointment of Mr. C.V.Sankar as a Director

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

Resolution No 3

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares $[3]=\frac{[2]}{[1]}\times 100$	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled $[6]=\frac{[4]}{[2]}\times 100$	% of Votes against on votes polled $[7]=\frac{[5]}{[2]}\times 100$
			[1]	[2]		[4]	[5]		
1	Promoter and Promoter Group	E-Voting	471007920	471007920	100.00	471007920	0	100.00	0.00
		Poll	471007920	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	471007920	0	0.00	0	0	0.00	0.00
		Total	471007920	471007920	100.00	471007920	0	100.00	0.00
2	Public - Institutional holders	E-Voting	234698720	179162596	76.34	173819716	5342880	97.02	2.98
		Poll	234698720	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	234698720	0	0.00	0	0	0.00	0.00
		Total	234698720	179162596	76.34	173819716	5342880	97.02	2.98
3	Public-Others	E-Voting	182079520	82579	0.05	79595	2984	96.39	3.61
		Poll	182079520	37006	0.02	37006	0	100.00	0.00
		Postal Ballot (if applicable)	182079520	0	0.00	0	0	0.00	0.00
		Total	182079520	119585	0.07	116601	2984	97.50	2.50
Total	Total	E-Voting	887786160	650253095	73.24	644907231	5345864	99.18	0.82
		Poll	887786160	37006	0.00	37006	0	100.00	0.00
		Postal Ballot (if applicable)	887786160	0	0.00	0	0	0.00	0.00
		Total	887786160	650290101	73.25	644944237	5345864	99.18	0.82

TITAN COMPANY LIMITED

Appointment of Auditors

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

Resolution No 4

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100
			[1]	[2]		[4]	[5]		
1	Promoter and Promoter Group	E-Voting	471007920	471007920	100.00	471007920	0	100.00	0.00
		Poll	471007920	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	471007920	0	0.00	0	0	0.00	0.00
		Total	471007920	471007920	100.00	471007920	0	100.00	0.00
2	Public - Institutional holders	E-Voting	234698720	180158217	76.76	174029361	6128856	96.60	3.40
		Poll	234698720	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	234698720	0	0.00	0	0	0.00	0.00
		Total	234698720	180158217	76.76	174029361	6128856	96.60	3.40
3	Public-Others	E-Voting	182079520	84794	0.05	82892	1902	97.76	2.24
		Poll	182079520	37006	0.02	37006	0	100.00	0.00
		Postal Ballot (if applicable)	182079520	0	0.00	0	0	0.00	0.00
		Total	182079520	121800	0.07	119898	1902	98.44	1.56
Total	Total	E-Voting	887786160	651250931	73.36	645120173	6130758	99.06	0.94
		Poll	887786160	37006	0.00	37006	0	100.00	0.00
		Postal Ballot (if applicable)	887786160	0	0.00	0	0	0.00	0.00
		Total	887786160	651287937	73.36	645157179	6130758	99.06	0.94

TITAN COMPANY LIMITED

Appointment of Branch Auditors

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

Resolution No 5

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100
			[1]	[2]	[3]=[2]/(1)*100	[4]	[5]	[6]=[4]/(2)*100	[7]=[5]/(2)*100
1	Promoter and Promoter Group	E-Voting	471007920	471007920	100.00	471007920	0	100.00	0.00
		Poll	471007920	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	471007920	0	0.00	0	0	0.00	0.00
		Total	471007920	471007920	100.00	471007920	0	100.00	0.00
2	Public - Institutional holders	E-Voting	234698720	180158217	76.76	180029157	129060	99.93	0.07
		Poll	234698720	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	234698720	0	0.00	0	0	0.00	0.00
		Total	234698720	180158217	76.76	180029157	129060	99.93	0.07
3	Public-Others	E-Voting	182079520	85294	0.05	84312	982	98.85	1.15
		Poll	182079520	37006	0.02	37006	0	100.00	0.00
		Postal Ballot (if applicable)	182079520	0	0.00	0	0	0.00	0.00
		Total	182079520	122300	0.07	121318	982	99.20	0.80
Total	Total	E-Voting	887786160	651251431	73.36	651121389	130042	99.98	0.02
		Poll	887786160	37006	0.00	37006	0	100.00	0.00
		Postal Ballot (if applicable)	887786160	0	0.00	0	0	0.00	0.00
		Total	887786160	651288437	73.36	651158395	130042	99.98	0.02

TITAN COMPANY LIMITED

Ratification of Cost Auditor's Remuneration

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

Resolution No 6

	Promoter/Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	E-Voting	471007920	471007920	100.00	471007920	0	100.00	0.00
		Poll	471007920	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	471007920	0	0.00	0	0	0.00	0.00
		Total	471007920	471007920	100.00	471007920	0	100.00	0.00
2	Public - Institutional holders	E-Voting	234698720	180158217	76.76	180120146	38071	99.98	0.02
		Poll	234698720	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	234698720	0	0.00	0	0	0.00	0.00
		Total	234698720	180158217	76.76	180120146	38071	99.98	0.02
3	Public-Others	E-Voting	182079520	85004	0.05	82341	2663	96.87	3.13
		Poll	182079520	37006	0.02	37006	0	100.00	0.00
		Postal Ballot (if applicable)	182079520	0	0.00	0	0	0.00	0.00
		Total	182079520	122010	0.07	119347	2663	97.82	2.18
	Total	E-Voting	887786160	651251141	73.36	651210407	40734	99.99	0.01
		Poll	887786160	37006	0.00	37006	0	100.00	0.00
		Postal Ballot (if applicable)	887786160	0	0.00	0	0	0.00	0.00
		Total	887786160	651288147	73.36	651247413	40734	99.99	0.01

TITAN COMPANY LIMITED

Re-appointment of Mr. Bhaskar Bhat as Managing Director

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

Resolution No 7

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100
			[1]	[2]		[4]	[5]		
1	Promoter and Promoter Group	E-Voting	471007920	471007920	100.00	471007920	0	100.00	0.00
		Poll	471007920	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	471007920	0	0.00	0	0	0.00	0.00
		Total	471007920	471007920	100.00	471007920	0	100.00	0.00
2	Public - Institutional holders	E-Voting	234698720	180158217	76.76	179690994	467223	99.74	0.26
		Poll	234698720	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	234698720	0	0.00	0	0	0.00	0.00
		Total	234698720	180158217	76.76	179690994	467223	99.74	0.26
3	Public-Others	E-Voting	182079520	82598	0.05	79952	2646	96.80	3.20
		Poll	182079520	37006	0.02	37006	0	100.00	0.00
		Postal Ballot (if applicable)	182079520	0	0.00	0	0	0.00	0.00
		Total	182079520	119604	0.07	116958	2646	97.79	2.21
Total	Total	E-Voting	887786160	651248735	73.36	650778866	469869	99.93	0.07
		Poll	887786160	37006	0.00	37006	0	100.00	0.00
		Postal Ballot (if applicable)	887786160	0	0.00	0	0	0.00	0.00
		Total	887786160	651285741	73.36	650815872	469869	99.93	0.07

TITAN COMPANY LIMITED

Appointment of Mr. Ashwani Puri as an Independent Director

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

Resolution No 8

	Promoter/Public	Mode of Voting	Total 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
1	Promoter and Promoter Group	E-Voting	471007920	471007920	100.00	471007920	0	100.00	0.00
		Poll	471007920	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	471007920	0	0.00	0	0	0.00	0.00
		Total	471007920	471007920	100.00	471007920	0	100.00	0.00
2	Public - Institutional holders	E-Voting	234698720	180158217	76.76	180158217	0	100.00	0.00
		Poll	234698720	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	234698720	0	0.00	0	0	0.00	0.00
		Total	234698720	180158217	76.76	180158217	0	100.00	0.00
3	Public-Others	E-Voting	182079520	81974	0.05	78199	3775	95.39	4.61
		Poll	182079520	37006	0.02	37006	0	100.00	0.00
		Postal Ballot (if applicable)	182079520	0	0.00	0	0	0.00	0.00
		Total	182079520	118980	0.07	115205	3775	96.83	3.17
Total	Total	E-Voting	887786160	651248111	73.36	651244336	3775	100.00	0.00
		Poll	887786160	37006	0.00	37006	0	100.00	0.00
		Postal Ballot (if applicable)	887786160	0	0.00	0	0	0.00	0.00
		Total	887786160	651285117	73.36	651281342	3775	100.00	0.00

TITAN COMPANY LIMITED

Appointment of Mr. K. Gnanadesikan as a Director

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

Resolution No 9

	Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3]=[2]/(1)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6]=[4]/(2)*100	% of Votes against on votes polled [7]=[5]/(2)*100
			[1]	[2]		[4]	[5]		
1	Promoter and Promoter Group	E-Voting	471007920	471007920	100.00	471007920	0	100.00	0.00
		Poll	471007920	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	471007920	0	0.00	0	0	0.00	0.00
		Total	471007920	471007920	100.00	471007920	0	100.00	0.00
2	Public - Institutional holders	E-Voting	234698720	180158217	76.76	171636570	8521647	95.27	4.73
		Poll	234698720	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	234698720	0	0.00	0	0	0.00	0.00
		Total	234698720	180158217	76.76	171636570	8521647	95.27	4.73
3	Public-Others	E-Voting	182079520	82146	0.05	79688	2458	97.01	2.99
		Poll	182079520	37006	0.02	37006	0	100.00	0.00
		Postal Ballot (if applicable)	182079520	0	0.00	0	0	0.00	0.00
		Total	182079520	119152	0.07	116694	2458	97.94	2.06
	Total	E-Voting	887786160	651248283	73.36	642724178	8524105	98.69	1.31
		Poll	887786160	37006	0.00	37006	0	100.00	0.00
		Postal Ballot (if applicable)	887786160	0	0.00	0	0	0.00	0.00
		Total	887786160	651285289	73.36	642761184	8524105	98.69	1.31

SCRUTINIZER REPORT

To:

Date: 3rd August, 2016

The Chairman
Titan Company Limited
No.3, SIPCOT Industrial Complex,
Hosur 635 126,
Tamilnadu,

Dear Sir,

Subject: Consolidated Scrutinizers Report on remote E Voting conducted pursuant to the provision of Section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies (Management and Administration) Rules, 2014, and voting at the 32nd Annual General Meeting of the Titan Company Limited held on Wednesday, 3rd August, 2016 at 3.00 PM.

I, Pramod S M , Partner, HBP & Co, Practicing Company Secretaries, Bangalore, being appointed as Scrutinizer by the Board of Directors of Titan Company Limited, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies (Management and Administration) Rules, 2014 to conduct the remote e-voting process in respect of the below mentioned resolution proposed at the Thirty Second Annual General Meeting of the members of Titan Company Limited held on Wednesday, 3rd August, 2016 at 3.00 PM.

The votes were unblocked on 3rd August, 2016 at 04.54 P.M. in the presence of two witnesses, viz., Ms. Akshata Rao residing #23/13, 6th Cross, 5th Main, Srinidhi Layout Konankunte, Bangalore-560062 and Mr. Shivaram Hegde currently residing at No.1133/1170, Ground Floor, Nehru South End Road, 2nd Phase Girinagar, Bangalore-560085 who are not in employment of the Company.

The Notice dated 27th June, 2016 along with statement setting out material facts under Section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions proposed at the Thirty Second Annual General Meeting of the members of the Company.



The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e voting by the shareholders of the company.

The Annual General Meeting had also provided voting facility to the shareholders present at the meeting and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the Company holding shares as on the cut-off date of 27th July, 2016 were entitled to vote on the resolutions as contained in the notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Sunday, 31st July, 2016 (9.00 a.m. IST) and ended on Tuesday 2nd August, 2016 (5.00 p.m. IST) and the e-voting module was blocked by NSDL thereafter.

After the closure of the voting at the Annual General Meeting, the report on the said voting taken at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of the two witnesses who are not in the employment of the company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the download from the NSDL e-voting system, Poll at the meeting through electronic means (i.e. insta-poll at AGM).

I now submit my consolidated report as under on the result of the remote e- voting and Poll (insta - poll voting) at AGM through electronic means at the meeting in respect of the said resolution.



Resolution No. 1 - As an Ordinary Resolution - Adoption of Financial Statement

(i) Voting "*in Favour*" of the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	593	650083161	99.99
Voting at the meeting	12	37006	0.01
Total	605	650120167	100

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	2	156	0
Voting at the meeting	0	0	0
Total	2	156	0

(iii) *Invalid Votes*

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them(shares)
Remote e- voting	0	0
Voting at the meeting	0	0
Total	0	0



Resolution No. 2 - As an Ordinary Resolution - To confirm the payment of interim dividend.

(i) Voting "*in Favour*" of the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	598	651251331	99.99
Voting at the meeting	12	37006	0.01
Total	610	651288337	100

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	4	1045	0
Voting at the meeting	0	0	0
Total	4	1045	0

(iii) *Invalid Votes*

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them(shares)
Remote e- voting	0	0
Voting at the meeting	0	0
Total	0	0



Resolution No. 3 - As an Ordinary Resolution - Reappointment of Director retiring by Rotation Mr. C V Sankar (DIN: 00703204)

(i) Voting "*in Favour*" of the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	552	644907231	99.17
Voting at the meeting	12	37006	0.01
Total	564	644944237	99.18

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	39	5345864	0.82
Voting at the meeting	0	0	0
Total	39	5345864	0.82

(iii) *Invalid Votes*

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them(shares)
Remote e- voting	0	0
Voting at the meeting	0	0
Total	0	0



Resolution No.4 - As an Ordinary Resolution - Ratification of appointment of Auditors

(i) Voting "*in Favour*" of the resolution

	Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	555	645120173	99.05
Voting at the meeting	12	37006	0.01
Total	567	645157179	99.06

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	38	6130758	0.94
Voting at the meeting	0	0	0
Total	38	6130758	0.94

(iii) Invalid Votes

	Total number of members present and exercised their votes(in person or proxy) whose votes were declared invalid	Total number of votes cast by them(shares)
Remote e- voting	0	0
Voting at the meeting	0	0
Total	0	0



5. Resolution No.5 - As an Ordinary Resolution - Appointment of Branch Auditors

(i) Voting "*in Favour*" of the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	577	651121389	99.97
Voting at the meeting	12	37006	0.01
Total	589	651158395	99.98

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	13	130042	0.02
Voting at the meeting	0	0	0
Total	13	130042	0.02

(iii) Invalid Votes

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them(shares)
Remote e- voting	0	0
Voting at the meeting	0	0
Total	0	0



Resolution No.6 - As an Ordinary Resolution - Ratification of Cost Auditors' Remuneration

(i) Voting "*in Favour*" of the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	576	651210407	99.98
Voting at the meeting	12	37006	0.01
Total	588	651247413	99.99

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	15	40734	0.01
Voting at the meeting	0	0	0
Total	15	40734	0.01

(iii) Invalid Votes

	Total number of members present and exercised their votes(in person or proxy) whose votes were declared invalid	Total number of votes cast by them(shares)
Remote e- voting	0	0
Voting at the meeting	0	0
Total	0	0



7. Resolution No.7 - As an Ordinary Resolution - Re-Appointment of Mr. Bhaskar Bhat as Managing Director

(i) Voting "*in Favour*" of the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	578	650778866	99.92
Voting at the meeting	12	37006	0.01
Total	590	650815872	99.93

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	15	469869	0.07
Voting at the meeting	0	0	0
Total	15	469869	0.07

(iii) Invalid Votes

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them(shares)
Remote e- voting	0	0
Voting at the meeting	0	0
Total	0	0



8. Resolution No.8 - As an Ordinary Resolution - Appointment of Mr. Ashwani Puri as an Independent Director

(i) Voting "*in Favour*" of the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	577	651244336	99.99
Voting at the meeting	12	37006	0.01
Total	589	651281342	100

(ii) Voted "*against*" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	14	3775	0
Voting at the meeting	0	0	0
Total	14	3775	0

(iii) Invalid Votes

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them(shares)
Remote e- voting	0	0
Voting at the meeting	0	0
Total	0	0



9. Resolution No.9 - As an Ordinary Resolution - Appointment of Mr. K. Gnanadesikan as a Director

(iv) Voting "*in Favour*" of the resolution

	Total Number of members present and exercised their votes(in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	560	642724178	98.68
Voting at the meeting	12	37006	0.01
Total	572	642761184	98.69

(v) Voted "*against*" the resolution

	Total Number of members present and exercised their votes (in person or proxy)	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote e- voting	34	8524105	1.31
Voting at the meeting	0	0	0
Total	34	8524105	1.31

(vi) Invalid Votes

	Total number of members present and exercised their votes (in person or proxy) whose votes were declared invalid	Total number of votes cast by them(shares)
Remote e- voting	0	0
Voting at the meeting	0	0
Total	0	0



The Register, all other papers and relevant records relating to remote e voting and voting at the meeting shall remain in our safe custody until the chairman considers, approves and signs the minutes of the aforesaid Annual General meeting and thereafter the same would be handed over to the Company Secretary for the safe keeping.

Based on the above information, you may kindly announce the results.

Thanking You,

Yours faithfully,



Pramod S. M
Partner
HBP & Co.,
Company Secretaries
(Membership No. FCS: 7834 C.P. No:13784)



Date: 3rd August, 2016

We the undersigned witnesseth that the votes were unblocked from the e voting website of National Securities Depository Limited (<https://evoting.nsdl.com>) in our presence.



Ms. Akshata Rao
#23/13, "Ashirvaad", 6th Cross, 5th Main,
Srinidhi Layout, Konankunte
Bangalore-560062



Mr. Shivaram Hegde
No.1133/1170, Ground Floor,
Nehru South End Road, 2nd Phase Girinagar,
Bangalore-560085

