



September 21, 2019

General Manager,  
Department of Corporate Services,  
BSE Ltd.  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai 400 001

Dear Sir,

**Outcome of AGM - Voting Results**

In compliance with the requirements of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we enclose herewith voting results in respect of the business conducted at the 13<sup>th</sup> Annual General Meeting (AGM) held on September 20, 2019 alongwith the Scrutinizer's Report.

Kindly acknowledge receipt.

Yours faithfully,  
For GOKAK TEXTILES LIMITED

(Rakesh M. Nanwani)  
Company Secretary



## Gokak Textiles Limited

<b>Date of the AGM / EGM</b>	20/09/2019
<b>Total number of shareholders on record date</b>	8945
<b>No. of shareholders present in the meeting either in person or through proxy:</b> Promoters and Promoter Group: Public:	1 70
<b>No. of Shareholders attended the meeting through Video Conferencing</b> Promoters and Promoter Group: Public:	Not Applicable Not Applicable

**Agenda- wise disclosure (to be disclosed separately for each agenda item)**

<b>Resolution required: (Ordinary/ Special)</b>			<b>RESOLUTION No.1 (Ordinary) – Adoption of Financial Statements and Reports of the Board of Directors and the Auditors thereon</b>  To receive, consider and adopt: a) the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the Report 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, 2019 together with the Report of the Auditors thereon					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			NO					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled #</b>	<b>% of Votes on Polled outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes – against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	4780845	0	0.00	0	0	0.00	0
	<b>Poll</b>		4780845	100.00	4780845	0	100.00	0
	<b>Postal Ballot (if applicable)</b>		0	0.00	0	0	0.00	0
	<b>Total</b>			4780845	100.00	4780845	0	100.00
<b>Public-Institutions</b>	<b>E-Voting</b>	561832	295807	52.65	295807	0	100.00	0
	<b>Poll</b>		0	0.00	0	0	0.00	0
	<b>Postal Ballot (if applicable)</b>		0	0.00	0	0	0.00	0
	<b>Total</b>			295807	52.65	295807	0	100.00
<b>Public-Non Institutions</b>	<b>E-Voting</b>	1156631	10500	0.91	10500	0	100.00	0
	<b>Poll</b>		215	0.02	215	0	100.00	0
	<b>Postal Ballot (if applicable)</b>		0	0.00	0	0	0.00	0
	<b>Total</b>			10715	0.93	10715	0	100.00
<b>Total</b>		<b>6499308</b>	<b>5087367</b>	<b>78.28</b>	<b>5087367</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

# Votes polled does not include invalid votes.



Agenda- wise disclosure (to be disclosed separately for each agenda item)

Resolution required: (Ordinary/ Special)			RESOLUTION No. 2 (Ordinary) – Appointment of a Director To appoint a Director in place of Mr. Vasant N. Sanzgiri (DIN:01757117), who retires by rotation at this Annual General Meeting and being eligible offers himself, for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled #	% of Polled votes 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	4780845	0	0.00	0	0	0.00	0.00
	Poll		4780845	100.00	4780845	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		4780845	100.00	4780845	0	100.00	0.00
Public-Institutions	E-Voting	561832	295807	52.65	295807	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		295807	52.65	295807	0	100.00	0.00
Public-Non Institutions	E-Voting	1156631	10500	0.91	10500	0	100.00	0.00
	Poll		215	0.02	215	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		10715	0.93	10715	0	100.00	0.00
<b>Total</b>		<b>6499308</b>	<b>5087367</b>	<b>78.28</b>	<b>5087367</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

# Votes polled does not include invalid votes.



Agenda- wise disclosure (to be disclosed separately for each agenda item)

Resolution required: (Ordinary/ Special)		RESOLUTION No.3 (Ordinary)- Ratification of remuneration to Cost Auditor of the Company for the Financial Year 2019-20.						
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	4780845	0	0.00	0	0	0.00	0.00
	Poll		4780845	100.00	4780845	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		4780845	100.00	4780845	0	100.00	0.00
Public-Institutions	E-Voting	561832	295807	52.65	295807	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		295807	52.65	295807	0	100.00	0.00
Public-Non Institutions	E-Voting	1156631	10500	0.91	10500	0	100.00	0.00
	Poll		215	0.02	215	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		10715	0.93	10715	0	100.00	0.00
<b>Total</b>		<b>6499308</b>	<b>5087367</b>	<b>78.28</b>	<b>5087367</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

# Votes polled does not include invalid votes.



Agenda- wise disclosure (to be disclosed separately for each agenda item)

Resolution required: (Ordinary/ Special)			RESOLUTION No.4 (Special) – Re-appointment of Mr. Ramesh R. Patil (DIN:07568951) as Chief Executive Officer & Managing Director.					
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	4780845	0	0.00	0	0	0.00	0.00
	Poll		4780845	100.00	4780845	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		4780845	100.00	4780845	0	100.00	0.00
Public-Institutions	E-Voting	561832	295807	52.65	295807	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		295807	52.65	295807	0	100.00	0.00
Public-Non Institutions	E-Voting	1156631	10500	0.91	10500	0	100.00	0.00
	Poll		215	0.02	215	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		10715	0.93	10715	0	100.00	0.00
<b>Total</b>		<b>6499308</b>	<b>5087367</b>	<b>78.28</b>	<b>5087367</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

# Votes polled does not include invalid votes.



Agenda-wise disclosure (to be disclosed separately for each agenda item)

Resolution required: (Ordinary/ Special)			RESOLUTION No.5 (Special) – Re-appointment of Mr. Pradip N. Kapadia (DIN: 00078673) as Independent Director 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	4780845	0	0.00	0	0	0.00	0.00
	Poll		4780845	100.00	4780845	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		4780845	100.00	4780845	0	100.00	0.00
Public-Institutions	E-Voting	561832	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public-Non Institutions	E-Voting	1156631	10500	0.91	10250	250	97.62	2.38
	Poll		215	0.02	215	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		10715	0.93	10465	250	97.67	2.33
<b>Total</b>		<b>6499308</b>	<b>4791560</b>	<b>73.72</b>	<b>4791310</b>	<b>250</b>	<b>99.99</b>	<b>0.01</b>

# Votes polled does not include invalid votes.





Agenda-wise disclosure (to be disclosed separately for each agenda item)

Resolution required: (Ordinary/ Special)			RESOLUTION No.6 (Special) – Re-appointment of Mr. D G Prasad (DIN: 00160408) as Independent Director of the Company.					
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 on Polled 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	4780845	0	0.00	0	0	0.00	0.00
	Poll		4780845	100.00	4780845	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		4780845	4780845	100.00	4780845	0	100.00
Public-Institutions	E-Voting	561832	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		561832	0	0.00	0	0	0.00
Public-Non Institutions	E-Voting	1156631	10500	0.91	10250	250	97.62	2.38
	Poll		215	0.02	215	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1156631	10715	0.93	10465	250	97.67
<b>Total</b>		<b>6499308</b>	<b>4791560</b>	<b>73.72</b>	<b>4791310</b>	<b>250</b>	<b>99.99</b>	<b>0.01</b>

# Votes polled does not include invalid votes.



Agenda- wise disclosure (to be disclosed separately for each agenda item)

Resolution required: (Ordinary/ Special)			RESOLUTION No.7 (Ordinary) – Appointment of Mr. Nikhil J. Bhatia (DIN: 00414281) as Independent Director 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	4780845	0	0.00	0	0	0.00	0.00
	Poll		4780845	100.00	4780845	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		4780845	4780845	100.00	4780845	0	100.00
Public-Institutions	E-Voting	561832	295807	52.65	295807	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		561832	295807	52.65	295807	0	100.00
Public-Non Institutions	E-Voting	1156631	10500	0.91	10250	250	97.62	2.38
	Poll		215	0.02	215	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1156631	10715	0.93	10465	250	97.67
<b>Total</b>		<b>6499308</b>	<b>5087367</b>	<b>78.28</b>	<b>5087117</b>	<b>250</b>	<b>100.00</b>	<b>0.00</b>

# Votes polled does not include invalid votes.





Agenda- wise disclosure (to be disclosed separately for each agenda item)

Resolution required: (Ordinary/ Special)			RESOLUTION No.8 (Ordinary) – Increasing the Authorised Share Capital and Alteration of Capital Clause of Memorandum of Association.					
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	4780845	0	0.00	0	0	0.00	0.00
	Poll		4780845	100.00	4780845	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		4780845	4780845	100.00	4780845	0	100.00
Public-Institutions	E-Voting	561832	295807	52.65	295807	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		561832	295807	52.65	295807	0	100.00
Public-Non Institutions	E-Voting	1156631	10500	0.91	10500	0	100.00	0.00
	Poll		215	0.02	215	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		1156631	10715	0.93	10715	0	100.00
<b>Total</b>		<b>6499308</b>	<b>5087367</b>	<b>78.28</b>	<b>5087367</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

# Votes polled does not include invalid votes.



Agenda- wise disclosure (to be disclosed separately for each agenda item)

Resolution required: (Ordinary/ Special)			RESOLUTION No.9 (Special) – Issue and Offer of Non-cumulative, Non-convertible, Redeemable Preference Shares on a Private Placement basis.					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
Category	Mode of Voting	No. of shares held	No. of votes polled #	% of Votes on Polled 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	4780845	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public-Institutions	E-Voting	561832	295807	52.65	295807	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		295807	52.65	295807	0	100.00	0.00
Public-Non Institutions	E-Voting	1156631	10480	0.91	10480	0	100.00	0.00
	Poll		215	0.02	215	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		10695	0.92	10695	0	100.00	0.00
<b>Total</b>		<b>6499308</b>	<b>306502</b>	<b>4.71</b>	<b>306502</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

# Votes polled does not include invalid votes.

Date: September 21, 2019

Place: Bengaluru



REPORT OF SCRUTINIZER

To,

The Chairman  
13<sup>th</sup> Annual General Meeting  
Gokak Textiles Limited,  
#1, 2<sup>nd</sup> Floor, 12th Cross Ideal Homes,  
Near Jayanna Circle, Rajarajeshwari Nagar,  
Bangalore -560098.

**Sub:** Consolidated Report of Scrutinizer on remote E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014, and Voting at 13<sup>th</sup> Annual General Meeting of Gokak Textiles Limited held on Friday, September 20, 2019 at 12.00 PM.

I Kiran Desai, Designated Partner of KDSH & Associates LLP being appointed as the Scrutinizer by the Board of Directors of the Gokak Textiles Limited pursuant to Section 108 of the Companies Act 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 to conduct the remote e voting process and voting at the meeting in respect of the below mentioned resolution proposed at the 13<sup>th</sup> Annual General Meeting of the Gokak Textiles Limited held on Friday, 20<sup>th</sup> September, 2019 at 12.00 PM.

The Votes were unblocked on 20<sup>th</sup> September, 2019 at 03.39 PM in the presence of two witnesses viz., Mr. Shivarama Hegde currently residing at No.1133/1170, Ground Floor, Nehru South End Road, 2<sup>nd</sup> Phase, Girinagar, Bangalore-560085 and Ms. Megha Bhat currently residing at # 187, Shiva Industries Building, 3rd Floor, Hoskerekhalli Main Road, Ganapati Nagar, Bangalore-560026.

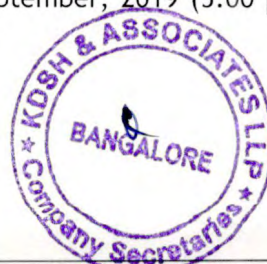
The Notice dated 30<sup>th</sup> July, 2019 along with statement setting out material facts under Section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions proposed at the 13<sup>th</sup> Annual General Meeting of the members of the Company.

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 13<sup>th</sup> September, 2019 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 Tuesday, 17<sup>th</sup> September, 2019 (09.00a.m. IST) and ended on Thursday, 19<sup>th</sup> September, 2019 (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 our 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 and who are not in the employment of the Company and after the conclusion of the voting at the Annual General Meeting the votes cast thereunder were counted.

With respect to Poll, after the time fixed for closing of the poll by the Chairman, the ballot box was opened in our presence and poll papers were diligently scrutinized.

The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company. Invalid ballots are counted and mentioned separately.

We have scrutinized and reviewed the remote e-voting and votes tendered there in based on the download from the NSDL e-voting system and Poll at the meeting.

We now submit our consolidated report as under on the result of the remote e- voting, postal ballot papers and ballot papers at the meeting in respect of the said resolutions.

**Ordinary Business:**

**Resolution No.1 - As an Ordinary Resolution- Adoption of Financial Statements and Reports of the Board of Directors and the Auditors thereon for the Financial Year 2018-19**

**(i) Voting “in favour” of resolution**

	Total Number of members present and exercised their votes(in person or proxy) by Remote E Voting , and Voting at the Meeting	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E-Voting	15	306307	6.021
Voting at the Meeting	42	4781060	93.9790
<b>Total</b>	<b>57</b>	<b>5087367</b>	<b>100</b>



(ii) Voting "against" the resolution

	Total Number of members present and exercised their votes(in person or proxy) by Remote E-Voting , and Voting at the Meeting	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E-Voting	0	0	0
Voting at the Meeting	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Invalid Votes

	Total Number of Members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)
Remote e-voting	0	0
Voting at the meeting	1	1
<b>Total</b>	<b>1</b>	<b>1</b>

Resolution No. 2 - As an Ordinary Resolution- Re-appointment of Director retiring by Rotation, Mr. Vasant N. Sanzgiri (DIN: 01757117).

(i) Voting "in favour" of resolution

	Total Number of members present and exercised their votes(in person or proxy) by Remote E-Voting , and Voting at the Meeting	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E-Voting	15	306307	6.021
Voting at the Meeting	42	4781060	93.9790
<b>Total</b>	<b>57</b>	<b>5087367</b>	<b>100</b>



(ii) Voting "against" the resolution

	Total Number of members present and exercised their votes(in person or proxy) by Remote E Voting , and Voting at the Meeting	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E-Voting	0	0	0
Voting at the Meeting	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Invalid Votes

	Total Number of Members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)
Remote e-voting	0	0
Voting at the meeting	1	1
<b>Total</b>	<b>1</b>	<b>1</b>

**Special Business:**

**Resolution No. 3 - As an Ordinary Resolution- Ratification of remuneration to Cost Auditor of the Company for the Financial Year 2019-20.**

(i) Voting "in favour" of resolution

	Total Number of members present and exercised their votes(in person or proxy) by Remote E Voting , and Voting at the Meeting	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E-Voting	15	306307	6.021
Voting at the Meeting	42	4781060	93.9790
<b>Total</b>	<b>57</b>	<b>5087367</b>	<b>100</b>





(ii) Voting "against" the resolution

	Total Number of members present and exercised their votes(in person or proxy) by Remote E Voting , and Voting at the Meeting	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E-Voting	0	0	0
Voting at the Meeting	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Invalid Votes

	Total Number of Members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)
Remote e-voting	0	0
Voting at the meeting	1	1
<b>Total</b>	<b>1</b>	<b>1</b>

**Resolution No. 4 - As Special Resolution- Re-appointment of Mr. Ramesh R. Patil (DIN:07568951) as Chief Executive Officer & Managing Director.**

(i) Voting "in favour" of resolution

	Total Number of members present and exercised their votes(in person or proxy) by Remote E Voting , and Voting at the Meeting	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E-Voting	15	306307	6.021
Voting at the Meeting	42	4781060	93.9790
<b>Total.</b>	<b>57</b>	<b>5087367</b>	<b>100</b>



(ii) Voting "against" the resolution

	Total Number of members present and exercised their votes(in person or proxy) by Remote E Voting , and Voting at the Meeting	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E-Voting	0	0	0
Voting at the Meeting	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Invalid Votes

	Total Number of Members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)
Remote e-voting	0	0
Voting at the meeting	1	1
<b>Total</b>	<b>1</b>	<b>1</b>

**Resolution No 5 - As Special Resolution- Re-appointment of Mr. Pradip N. Kapadia (DIN: 00078673) as Independent Director of the Company.**

(i) Voting "in favour" of resolution

	Total Number of members present and exercised their votes(in person or proxy) by Remote E Voting , and Voting at the Meeting	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E-Voting	13	10250	0.2139
Voting at the Meeting	42	4781060	99.7809
<b>Total</b>	<b>55</b>	<b>4791310</b>	<b>99.9948</b>



(ii) Voting "against" the resolution

	Total Number of members present and exercised their votes(in person or proxy) by Remote E Voting , and Voting at the Meeting	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E-Voting	01	250	0.0052
Voting at the Meeting	0	0	0
<b>Total</b>	<b>01</b>	<b>250</b>	<b>0.0052</b>

(iii) Invalid Votes

	Total Number of Members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)
Remote e-voting	0	0
Voting at the meeting	1	1
<b>Total</b>	<b>1</b>	<b>1</b>

Resolution No 6 - As Special Resolution- Re-appointment of Mr. D G Prasad (DIN: 00160408) as Independent Director of the Company.

(i) Voting "in favour" of resolution

	Total Number of members present and exercised their votes(in person or proxy) by Remote E Voting , and Voting at the Meeting	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E-Voting	13	10250	0.2139
Voting at the Meeting	42	4781060	99.7809
<b>Total</b>	<b>55</b>	<b>4791310</b>	<b>99.9948</b>



(ii) Voting "against" the resolution

	Total Number of members present and exercised their votes(in person or proxy) by Remote E Voting , and Voting at the Meeting	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E-Voting	01	250	0.0052
Voting at the Meeting	0	0	0
<b>Total</b>	<b>01</b>	<b>250</b>	<b>0.0052</b>

(iii) Invalid Votes

	Total Number of Members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)
Remote e-voting	0	0
Voting at the meeting	1	1
<b>Total</b>	<b>1</b>	<b>1</b>

Resolution No 7 - As Ordinary Resolution- Appointment of Mr. Nikhil J. Bhatia (DIN: 00414281) as Independent Director of the Company.

(i) Voting "in favour" of resolution

	Total Number of members present and exercised their votes(in person or proxy) by Remote E Voting , and Voting at the Meeting	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E-Voting	14	306057	6.0160
Voting at the Meeting	42	4781060	93.9790
<b>Total</b>	<b>56</b>	<b>5087117</b>	<b>99.995</b>



(ii) Voting "against" the resolution

	Total Number of members present and exercised their votes(in person or proxy) by Remote E Voting , and Voting at the Meeting	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E-Voting	01	250	0.005
Voting at the Meeting	0	0	0
<b>Total</b>	<b>01</b>	<b>250</b>	<b>0.005</b>

(iii) Invalid Votes

	Total Number of Members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)
Remote e-voting	0	0
Voting at the meeting	1	1
<b>Total</b>	<b>1</b>	<b>1</b>

**Resolution No 8 - As Ordinary Resolution- Increasing the Authorised Share Capital and Alteration of Capital Clause of Memorandum of Association.**

(i) Voting "in favour" of resolution

	Total Number of members present and exercised their votes(in person or proxy) by Remote E Voting , and Voting at the Meeting	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E-Voting	15	306307	6.021
Voting at the Meeting	42	4781060	93.9790
<b>Total</b>	<b>57</b>	<b>5087367</b>	<b>100</b>



(ii) Voting "against" the resolution

	Total Number of members present and exercised their votes(in person or proxy) by Remote E Voting , and Voting at the Meeting	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E-Voting	0	0	0
Voting at the Meeting	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Invalid Votes

	Total Number of Members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)
Remote e-voting	0	0
Voting at the meeting	1	1
<b>Total</b>	<b>1</b>	<b>1</b>

**Resolution No 9 - As Special Resolution- Issue and Offer of Non-cumulative, Non-convertible, Redeemable Preference Shares on a Private Placement basis.**

(i) Voting "in favour" of resolution

	Total Number of members present and exercised their votes(in person or proxy) by Remote E Voting , and Voting at the Meeting	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E-Voting	14	306287	99.9298
Voting at the Meeting	41	215	0.0702
<b>Total</b>	<b>55</b>	<b>306502</b>	<b>100</b>





(ii) Voting "against" the resolution

	Total Number of members present and exercised their votes(in person or proxy) by Remote E Voting , and Voting at the Meeting	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E-Voting	0	0	0
Voting at the Meeting	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Invalid Votes

	Total Number of Members present and exercised their votes (in person or proxy)	Total Number of votes cast by them (shares)
Remote e-voting	0	0
Voting at the meeting	1	1
<b>Total</b>	<b>1</b>	<b>1</b>

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 there after 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,

**KDSH & ASSOCIATES LLP**



**Kiran Desai**  
Designated Partner

10056 C.P. No. 12924

Date: 20<sup>th</sup> September, 2019

Place: Bangalore

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

**Mr. Shivarama Hegde**  
No.1133/1170, Ground Floor,  
Nehru South End Road, 2<sup>nd</sup> Phase,  
Girinagar, Bangalore-560085  
Signature:

Signature: 

**Ms. Megha Bhat**  
# 187, Shiva Industries Building,  
3<sup>rd</sup> Floor, Hoskerekhalli Main Road,  
Ganapati Nagar, Bangalore-560026  
Signature:

Signature: 