

Brigade Enterprises Limited

Corporate Identity Number (CIN): L85110KA1995PLC019126
Registered Office : 29th & 30th Floors, World Trade Center
Brigade Gateway Campus, 26/1, Dr. Rajkumar Road
Malleswaram-Rajajinagar, Bengaluru - 560 055, India
T: +91 80 4137 9200 F: +91 80 2221 0784
E: enquiry@brigadeenterprise.com, www.brigadeenterprise.com



BRIGADE

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14th August, 2019

Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East),
Mumbai - 400 051
Fax Nos. : 022-26598237/38

Department of Corporate Services - Listing
BSE Limited
P. J. Towers
Dalal Street,
Mumbai - 400 001
Fax Nos.: 022- 22722037/2039

Re.: Scrip Symbol: **BRIGADE/Scrip Code: 532929**

Dear Sir,

Sub: Proceedings, Voting Results & Scrutinizer's Report of the Twenty Fourth Annual General Meeting

The Twenty Fourth Annual General Meeting of the Company was held as scheduled on Wednesday, 14th August, 2019 at 11:30 a.m. at the Lalit Ashok Bengaluru, Grand Ball Room, Kumara Krupa High Grounds, Bengaluru - 560001.

Mr. K. Rajashekar, Practising Company Secretary (Membership No. 4078) was the scrutinizor for the E-voting and Instapoll and based on his report all the resolutions wereduly passed with requite majority.

We are enclosing the following relating to the Twenty Fourth Annual General Meeting:

- ❖ Proceedings of the Twenty Fourth Annual General Meeting.
- ❖ Voting results (E-voting & Instapoll) of the Resolutions passed pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- ❖ The report of the Scrutinizer on the voting results (E-voting & Instapoll) pursuant to provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014.

Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully,

For **Brigade Enterprises Limited**

P. Om Prakash

Company Secretary & Compliance Officer



Encl.: a/a

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Place
To
Work.**

Brigade is recognised as one among the best in
Construction & Real Estate Industry.

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PROCEEDINGS OF THE 24TH ANNUAL GENERAL MEETING

The Company had availed E-voting facility from M/s Karvy Fintech Private Limited to enable Shareholders to vote in electronic form & Instapoll was conducted at the venue of the Meeting. This is in accordance with the provisions of Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Shareholders raised queries in the meeting which were answered by the Chairman.

Sl No.	Description	Details				
1	Date of AGM	14-08-2019				
2	Cut-off date	07-08-2019				
3	Total number of Shareholders on cut-off date	52,308				
4	No of Shareholders present in the meeting either in person or through proxy	250				
	Shareholders	Present in person	Present through proxy	Total	Shares	% to capital
	Promoter and Promoter Group	15	0	15	63788694	46.84
	Public	233	2	235	21799189	16.00
	Total	248	2	250	85587883	62.84
5	No. of Shareholders attended the meeting through Video Conferencing: NA No Video Conferencing facility was made available.					

DETAILS OF RESOLUTIONS PASSED AS PER THE AGM NOTICE:

Resolution No	Description of the Resolutions passed	Mode of Voting	Result of Voting
1	Adoption of Annual Accounts and Reports thereon (Standalone and Consolidated) for the financial year ended 31 st March, 2019. (Ordinary Resolution)	E-Voting & Instapoll	Resolution passed with Requisite Majority
2	Declaration of Dividend. (Ordinary Resolution)	E-Voting & Instapoll	Resolution passed with Requisite Majority

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3	Re-appointment of M R Jaishankar, as a Director liable to retire by rotation (Ordinary Resolution)	E-Voting & Instapoll	Resolution passed with Requisite Majority
4	Re-appointment of Messers S.R. Batliboi & Associates LLP, Chartered Accountants as the Statutory Auditors of the Company (Ordinary Resolution)	E-Voting & Instapoll	Resolution passed with Requisite Majority
5	Appointment of Mr. Aroon Raman as an Independent Director of the Company. (Special Resolution)	E-Voting & Instapoll	Resolution passed with Requisite Majority
6	Ratification of remuneration payable to M/s. Murthy & Co. LLP, Cost Accountants, Cost Auditors for the financial year 2018-19. (Ordinary Resolution)	E-Voting & Instapoll	Resolution passed with Requisite Majority
7	To Increase the Authorised Share Capital of the Company from Rs.150 crores to Rs.250 crores (Ordinary Resolution)	E-Voting & Instapoll	Resolution passed with Requisite Majority
8	To approve the issue of Bonus equity shares by Capitalisation of reserves (Ordinary Resolution)	E-Voting & Instapoll	Resolution passed with Requisite Majority
9	To approve the issue of Convertible Warrants on a preferential basis. (Special Resolution)	E-Voting & Instapoll	Resolution passed with Requisite Majority



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NAME: **BRIGADE ENTERPRISES LTD**

SLNO	DESCRIPTION					
A	DATE OF AGM					
B	BOOK CLOSURE DATE					
C	TOTAL NUMBER OF SHAREHOLDERS ON RECORD DATE					
D	NO OF SHAREHOLDERS PRESENT IN THE MEETING EITHER IN PERSON OR THROUGH PROXY					
	SHAREHOLDERS	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO CAPITAL
	PROMOTER AND PROMOTER GROUP ()	15	0	15	63788694	46.83542
	PUBLIC	233	2	235	21799189	16.00556
	TOTAL	248	2	250	85587883	62.84098
E	No. of shareholders attended the meeting through Video conferencing : NA No video conferencing facility was made available.					

P. [Signature]



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BRIGADE ENTERPRISES LTD	
Date of the AGM/EGM	14-08-2019
Total number of shareholders on record date	52308
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	15
Public:	235
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	ORDINARY - Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2019.										
Resolution required: (Ordinary/ Special)											
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	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting		637,88,694	100.0000	637,88,694	0	100.0000	0.0000	0	0	
	Poll	637,88,694		0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)			0.0000		0	0.0000	0.0000	0	0	
Public- Institutions	Total		637,88,694	100.0000	637,88,694	0	100.0000	0.0000	0	0	
	E-Voting		241,41,725	61.2031	241,41,725	0	100.0000	0.0000	0	60,441	
	Poll	394,45,264		0.0000		0	0.0000	0.0000	0	0	
Public- Non Institutions	Postal Ballot (if applicable)			0.0000		0	0.0000	0.0000	0	0	
	Total		241,41,725	61.2031	241,41,725	0	100.0000	0.0000	0	60441	
	E-Voting		219,72,358	66.6564	219,72,358	0	100.0000	0.0000	0	0	
Public- Non Institutions	Poll	329,63,603	32,793	0.0995	32,788	5	99.9847	0.0152	0	587	
	Postal Ballot (if applicable)			0.0000		0	0.0000	0.0000	0	0	
	Total		220,05,151	66.7559	220,05,146	5	100.0000	0.0000	0	587	
	Total	1361,97,561	1099,35,570	80.7177	1099,35,565	5	100.0000	0.0000	0	61028	



P. Dhanu



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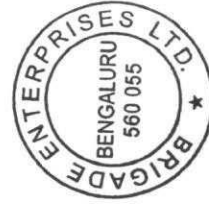
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Resolution No.	2										
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of Dividend.										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	Mode of Voting	No. of shares held (1)	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	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting		637,88,694	100.0000	637,88,694	0	100.0000	0.0000	0	0	
	Poll	637,88,694		0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)										
	Total		637,88,694	100.0000	637,88,694	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting		242,02,166	61.3563	242,02,166	0	100.0000	0.0000	0	0	
	Poll	394,45,264		0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)										
	Total		242,02,166	61.3563	242,02,166	0	100.0000	0.0000	0	0	
Public- Non Institutions	E-Voting		219,72,358	66.6564	219,72,358	0	100.0000	0.0000	0	0	
	Poll	329,63,603	32,793	0.0995	32,788	5	99.9847	0.0152	0	587	
	Postal Ballot (if applicable)										
	Total		220,05,151	66.7559	220,05,146	5	100.0000	0.0000	0	0	
	Total	1361,97,561	1099,96,011	80.7621	1099,96,006	5	100.0000	0.0000	0	587	



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Resolution No.	3										
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. M.R. Jaishankar as a Director liable to retire by rotation.										
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	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	637,88,694	637,88,694	100.0000	637,88,694	0	100.0000	0.0000	0	0	
	Poll	637,88,694	0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)										
	Total		637,88,694	100.0000	637,88,694	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting		177,93,154	45.1085	177,77,712	15,442	99.9132	0.0867	0	64,09,012	
	Poll	394,45,264	0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		177,93,154	45.1085	177,77,712	15,442	99.9132	0.0868	0	64,09,012	
Public- Non Institutions	E-Voting		219,72,358	66.6564	219,72,301	57	99.9997	0.0002	0	0	
	Poll	329,63,603	32,793	0.0995	32,788	5	99.9847	0.0152	0	587	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		220,05,151	66.7559	220,05,089	62	99.9997	0.0003	0	587	
	Total	1361,97,561	1035,86,999	76.0564	1035,71,495	15,504	99.9850	0.0150	0	64,09,599	



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Resolution No.	4										
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Messers S.R. Batliboi Associates LLP, Chartered Accountants as the Statutory Auditors of the Company										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category		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	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	Mode of Voting		637,88,694	100.0000	637,88,694	0	100.0000	0.0000	0	0	
	E-Voting			0.0000	0	0	0.0000	0.0000	0	0	
	Poll	637,88,694		0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)			0.0000	0	0	0.0000	0.0000	0	0	
	Total		637,88,694	100.0000	637,88,694	0	100.0000	0.0000	0	0	
Public- Institutions	Mode of Voting		242,02,166	61.3563	242,02,166	0	100.0000	0.0000	0	0	
	E-Voting			0.0000	0	0	0.0000	0.0000	0	0	
	Poll	394,45,264		0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)			0.0000	0	0	0.0000	0.0000	0	0	
	Total		242,02,166	61.3563	242,02,166	0	100.0000	0.0000	0	0	
Public- Non Institutions	Mode of Voting		219,72,358	66.6564	219,72,301	57	99.9997	0.0002	0	0	
	E-Voting			0.0995	32,778	15	99.9542	0.0457	0	587	
	Poll	329,63,603		0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)			0.0000	0	0	0.0000	0.0000	0	0	
	Total		220,05,151	66.7559	220,05,079	72	99.9997	0.0003	0	587	
	Total	1361,97,561	1099,96,011	80.7621	1099,95,939	72	99.9999	0.0001	0	587	



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Resolution No.	5										
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Aroon Raman as an 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 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	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	637,88,694	637,88,694	100.0000	637,88,694	0	100.0000	0.0000	0	0	
	Poll	637,88,694	0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)										
	Total		637,88,694	100.0000	637,88,694	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting	177,93,154	177,93,154	45.1085	99,97,138	77,96,016	56.1853	43.8146	0	64,09,012	
	Poll	394,45,264	0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)										
	Total		177,93,154	45.1085	99,97,138	77,96,016	56.1853	43.8147	0	64,09,012	
Public- Non Institutions	E-Voting	329,63,603	219,72,358	66.6564	219,72,271	87	99.9996	0.0003	0	0	
	Poll		32,793	0.0995	32,788	5	99.9847	0.0152	0	587	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		220,05,151	66.7559	220,05,059	92	99.9996	0.0004	0	587	
	Total	1361,97,561	1035,86,999	76.0564	957,90,891	77,96,108	92.4739	7.5261	0	6409599	



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Resolution No.	6									
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	ORDINARY - Ratification of remuneration payable to Messrs Murthy Co. LLP, Cost Accountants, Cost Auditors for the Financial Year 2018-19.									
No	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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting		637,88,694	100.0000	637,88,694	0	100.0000	0.0000	0	0
	Poll	637,88,694		0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)									
	Total		637,88,694	100.0000	637,88,694	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting		242,02,166	61.3563	242,02,166	0	100.0000	0.0000	0	0
	Poll	394,45,264		0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)									
	Total		242,02,166	61.3563	242,02,166	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting		219,72,358	66.6564	219,72,358	0	100.0000	0.0000	0	0
	Poll	329,63,603	32,793	0.0995	32,788	5	99.9847	0.0152	0	587
	Postal Ballot (if applicable)									
	Total		220,05,151	66.7559	220,05,146	5	100.0000	0.0000	0	587
	Total	1361,97,561	1099,96,011	80.7621	1099,96,006	5	100.0000	0.0000	0	587

P. Dinku



Resolution No.	7										
Resolution required: (Ordinary/ Special)	ORDINARY - To Increase the Authorised Share Capital of the Company from Rs 150 Crores to Rs. 250 Crores.										
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	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting		637,88,694	100.0000	637,88,694	0	100.0000	0.0000	0	0	
	Poll	637,88,694		0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)										
	Total		637,88,694	100.0000	637,88,694	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting		242,02,166	61.3563	242,02,166	0	100.0000	0.0000	0	0	
	Poll	394,45,264		0.0000	0	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)										
	Total			0.0000	0	0	0.0000	0.0000	0	0	
Public- Non Institutions	E-Voting		242,02,166	61.3563	242,02,166	0	100.0000	0.0000	0	0	
	Poll	329,63,603		66.6564	219,72,358	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		32,793	0.0995	32,793	0	100.0000	0.0000	0	587	
	Total			0.0000	0	0	0.0000	0.0000	0	0	
Total			220,05,151	66.7559	220,05,151	0	100.0000	0.0000	0	587	
		1361,97,561	1099,96,011	80.7621	1099,96,011	0	100.0000	0.0000	0	587	

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Resolution No.	8										
Resolution required: (Ordinary/ Special)	ORDINARY - To approve the issue of Bonus equity shares by capitalisation of reserves.										
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	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting		637,88,694	100.0000	637,88,694	0	100.0000	0.0000	0	0	
	Poll			0.0000	0		0.0000	0.0000	0	0	
	Postal Ballot (if applicable)	637,88,694									
	Total		637,88,694	100.0000	637,88,694	0	100.0000	0.0000	0	0	
	E-Voting		242,02,166	61.3563	242,02,166	0	100.0000	0.0000	0	0	
	Poll			0.0000	0	0	0.0000	0.0000	0	0	
Public- Institutions	Postal Ballot (if applicable)	394,45,264									
	Total		242,02,166	61.3563	242,02,166	0	100.0000	0.0000	0	0	
	E-Voting		219,72,358	66.6564	219,72,358	0	100.0000	0.0000	0	0	
Public- Non Institutions	Poll		32,793	0.0995	32,788	5	99.9847	0.0152	0	587	
	Postal Ballot (if applicable)										
	Total		220,05,151	66.7559	220,05,146	5	100.0000	0.0000	0	0	
	Total	1361,97,561	1099,96,011	80.7621	1099,96,006	5	100.0000	0.0000	0	587	



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Resolution No.	9										
Resolution required: (Ordinary/ Special)	SPECIAL - To approve the issue of convertible warrants on a preferential basis										
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	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	637,88,694	637,88,694	100.0000	637,88,694	0	100.0000	0.0000	0	0	
	Poll	637,88,694		0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)										
	Total		637,88,694	100.0000	637,88,694	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting	394,45,264	242,02,166	61.3563	242,02,166	0	100.0000	0.0000	0	0	
	Poll	394,45,264	0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)										
	Total		242,02,166	61.3563	242,02,166	0	100.0000	0.0000	0	0	
Public- Non Institutions	E-Voting		219,72,358	66.6564	219,72,301	57	99.9997	0.0002	0	0	
	Poll		32,793	0.0995	32,788	5	99.9847	0.0152	0	587	
	Postal Ballot (if applicable)										
	Total		220,05,151	66.7559	220,05,089	62	99.9997	0.0003	0	587	
	Total	1361,97,561	1099,96,011	80.7621	1099,95,949	62	99.9999	0.0001	0	587	



P. Dhanraj

SCRUTINIZER'S REPORT

The Chairman
Brigade Enterprises Limited
29& 30th Floor, World Trade Centre,
Brigade Gateway Campus
26/1-171/172, Dr. Rajkumar Road
Malleswaram-Rajajinagar
Bengaluru- 560055

Authorised Capital: Rs.2,50,00,00,000

Paid up Capital : Rs.1,36,19,75,610

Reg: Consolidated Report of Scrutinizer on voting by the Shareholders on the Agendas set out in the Notice Convening the 24th Annual General Meeting

Sir,

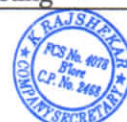
1. The Board of Directors of Brigade Enterprises Limited (hereinafter referred to as “the Company”) passed a resolution at their Meeting held on **15th July, 2019** appointing me as Scrutinizer for scrutinizing;
 - (i) Remote e-voting process pursuant to Regulation 44(3) of Securities and Exchange Board of India (Listing Regulations & Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and
 - (ii) Poll through Instapoll e-voting facility pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014;

in a fair and transparent manner and ascertaining the outcome of the voting on the Agendas set out in the Notice convening the 24th Annual General Meeting of Brigade Enterprises Limited held on 14th August, 2019 at The Lalit Ashok Bengaluru, Grand Ball Room, Kumara Krupa High Grounds, Bengaluru – 560 001 at 11.30 a.m.

2. The following Resolutions were placed on the e-voting platform <https://evoting.karvy.com> of Karvy Fintech Private Limited for voting through the Remote e-voting process and before the Shareholders for voting at the Annual General Meeting through the Instapoll facility;

Resolution ID	Resolution	Type of Resolution
R-01	Adoption of Standalone and Consolidated Financial Statements and Reports thereon for the financial year ended 31 st March, 2019.	Ordinary
R-02	Declaration of Final Dividend	Ordinary
R-03	Re-appointment of Mr. M R Jaishankar (DIN 00191267), as a Director liable to retire by rotation	Ordinary
R-04	Reappointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants (Firm Registration Number 101049W/E00004), as the Statutory Auditors of the Company from conclusion of 24 th Annual General Meeting till conclusion of 29 th Annual General Meeting	Ordinary

Law



COMPANY SECRETARY

R-05	Reappointment of Mr. Aroon Raman (DIN 00201205) as Independent Director of the Company for a period of five years commencing from 5 th August, 2019	Special
R-06	Ratification of remuneration payable to M/s Murthy & Co. LLP, Cost Accountants, Cost Auditors (LLP ID No. AAB-1402), for the Financial Year 2018-19	Ordinary
R-07	Increase of Authorised Share Capital of the Company from Rs. 150 Crores to Rs. 250 Crores and consequential amendment to Memorandum & Articles of Association of the Company	Ordinary
R-08	Issue of Bonus equity shares by capitalization of reserves in the ratio of 1 equity share for every 2 existing equity shares held by the members on the record date	Ordinary
R-09	Issue of 42,75,000 Convertible Warrants at a price of Rs. 269/- per Warrant to persons/entities forming part of Promoter Group	Special

3. The e-voting platform is password driven and can be accessed only if the shareholder has both the client-id and the password provided by Karvy Fintech Private Limited. On successful voting, an acknowledgement is generated for reference of the shareholders.
4. I K Rajshekar, Practicing Company Secretary, submit my Consolidated Report as under:
 - 4.1 The Company completed on 20th July, 2019 the dispatch of 52,611 (Fifty Two Thousand Six Hundred and Eleven) numbers of the 24th Annual Report together with the Notice convening the 24th Annual General Meeting. 16,495. Reports were dispatched through courier/post and 36,116.. reports were electronically dispatched to its Members whose name(s) appeared on the Register of Members/ List of Beneficiaries as on **12th July, 2019**. Members holding shares as on **7th August, 2019** were entitled to vote on the resolutions stated above.
 - 4.2 The e-voting opened at 09.00 a.m. on Sunday, **11th August, 2019** and remained open upto 05.00 p.m., Tuesday **13th August, 2019**. Cut-off date for remote e-voting was fixed as **7th August, 2019**.
 - 4.3 Instapoll facility provided at the venue of the Annual General Meeting, was operational till all the resolutions were considered and voted upon, only by the members attending the meeting and who have not voted through Remote e-voting. *250 Members were present in person out of which 02 were present through Proxy.*
 - 4.4 The votes were unblocked in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 first on 13th August, 2019 at 5.07 p.m. and subsequently after ascertaining the Instapoll votes cast at the Annual General Meeting, in the presence of Mrs. Aarthi G Krishna and Mr. Adithya Sharma, who are not in any way connected with the Company and have signed below as witness to the unblocking of the votes.
 - 4.5 Following documents were generated on the website of Karvy Fintech Private Limited (<https://evoting.karvy.com>);
 - 4.5.1 Certificate/Results generation
 - 4.5.2 Dashboard Report indicating Ballots received, Votes cast in favor/against/abstain for each resolution
 - 4.5.3 Votes Cast Register containing list of shareholders casting the vote on each of the above resolutions

COMPANY SECRETARY

5. Based on the documents referred to in 4.5. above, the results of e-voting are reported as under. A comprehensive list of the shareholders exercising e-votes is provided as an Annexure to this Report;

5.1 Summary of Remote E-voting and Instapoll at the Annual General Meeting:

Remote E-Voting		Instapoll at AGM		Total Voting	
No. of Ballots	No. of Shares	No. of Ballots	No. of Votes	No. of Ballots	No. of Shares
190	110759689	153	33380	343	110793069 **

** Representing 81.35% of the paid-up share capital of the Company

5.2 Resolution-wise Consolidated Report on the results of Voting:

Resolution Id	Votes cast in favor of the Resolution (A)		Votes cast against the Resolution (B)		Abstain/ Invalid Votes	Less Voted	Total No. of Shares/ Votes Cast (A)+(B)	
	No. of Ballots	No. of Votes	No. of Ballots	No. of Votes	No. of Votes	No. of Votes	No. of Ballots	No. of Votes
Ordinary Resolutions								
R-01	339	109935565	1	5	61028	796471	340	109935570
R-02	340	109996006	1	5	587	796471	341	109996011
R-03	332	103571495	4	15504	6409599	796471	336	103586999
R-04	337	109995939	4	72	587	796471	341	109996011
R-06	340	109996006	1	5	587	796471	341	109996011
R-07	341	109996011	0	0	587	796471	341	109996011
R-08	340	109996006	1	5	587	796471	341	109996011
Special Resolutions								
R-05	292	95790891	44	7796108	6409599	796471	336	103586999
R-09	339	109995949	2	62	587	796471	341	109996011

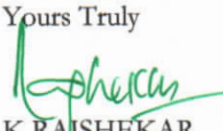
6. Details of the voting along with particulars of name, address, folio number/ client id, number and nominal value of shares held has been recorded in a Register maintained for the purpose.




7. All the relevant documents stated above pertaining to the e-voting process will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 24th Annual General Meeting and the same shall be handed over to the Company Secretary for safe keeping.

Thanking You

Yours Truly



K RAJSHEKAR

COMPANY SECRETARY

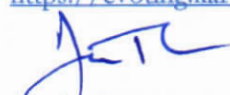
CP No. 2468



Place : Bengaluru

Date: 14th August, 2019

We the undersigned witness that the votes were unblocked as stated herein above on the website <https://evoting.karvy.com>, in our presence;



Aarthi G Krishna

Company Secretary

328/B, 14th Cross, 5th Main, Sadashivanagar

Bengaluru – 560 080



Adithya Sharma

328/B, 14th Cross, 5th Main,

Sadashivanagar

Bengaluru – 560 080

Place : Bengaluru

Date: 14th August, 2019