

September 23, 2019

Metropolitan Stock Exchange of India Limited  
Vibgyor Towers, 4<sup>th</sup> Floor, Plot No C-62,  
Opp. Trident Hotel, Bandra Kurla Complex  
Bandra (E), Mumbai 400 098  
Trading Symbol: ADTECH

Dear Sir,

Sub: Proceedings of 28<sup>th</sup> Annual General Meeting of Adtech Systems Limited held on Saturday 21<sup>st</sup> September 2019

Pursuant to Regulation 30 and 44 read with Para A of Part A of Schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, this is to inform you that the 28<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Saturday 21<sup>st</sup> September 2019 at the Registered Office of the Company at 2/796, 2<sup>nd</sup> Floor, A Wing, Sakshi Towers, First Main Road, Kazura Gardens, Neelankarai, Chennai 600 041 at 3.00 PM.

The required quorum was present throughout the meeting and all items of business as mentioned in the Notice of AGM dated 14<sup>th</sup> August 2019 were discussed and based on the report of the Scrutinizer, all the resolutions were declared as duly passed by the requisite majority by remote e-voting and poll at the venue of the AGM.

The meeting considered the following items in the agenda :

**A . Ordinary Business:**

1. Adoption of the Audited Statement of Profit and Loss for the financial year ended 31<sup>st</sup> March 2019, the Audited Balance Sheet as at 31<sup>st</sup> March 2019, together with the Cash Flow Statements for the financial year ended on that date, and the reports of the Board of Directors and the Independent Auditors thereon.
2. Declaration of Dividend on equity shares for the financial year 2018-19 at the rate of Rs. 0.70 per equity share of Rs. 10/- each (7 percent).
3. Re-appointment of Director retiring by rotation Shri. M.R.Narayanan (DIN :00044926).

**B. Special Business:**

4. Re-appointment of Mr. N.Suresh (DIN: 00385139) as an Independent Director of the Company as a Special Resolution.  
"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on August 14, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with



Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "SEBI (LODR) Regulations, 2015") (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. N.Suresh (DIN:00385139) as the Non-Executive Independent Director of the Company whose current period of office is expiring on September 23, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the Companies Act, 2013 read with the SEBI (LODR) Regulations, 2015, as amended from time to time and who is eligible for re-appointment for the second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (LODR) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as a Non-Executive Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for five (5) consecutive years on the Board of the Company for a term w.e.f. September 24, 2019 upto September 23, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to the above resolution."

5. Re-appointment of Mr. K. Manmathan Nair (DIN: 00173417) as an Independent Director of the Company as a Special Resolution.

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on August 14, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "SEBI (LODR) Regulations, 2015") (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. K.Manmathan Nair (DIN 00173417) as the Non-Executive Independent Director of the Company whose current period of office is expiring on September 23, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the Companies Act, 2013 read with the SEBI (LODR) Regulations, 2015, as amended from time to time and who is eligible for re-appointment for the second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (LODR) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as a Non-Executive Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for five (5) consecutive years on the Board of the Company for a term w.e.f. September 24, 2019 upto September 23, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to the above resolution."



6. Re-appointment of Smt. P.K.Anandavally Ammal (DIN: 06947217) as an Independent and Woman Director of the Company as a Special Resolution.

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on August 14, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "SEBI (LODR) Regulations, 2015") (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Smt.P.K.Anandavally Ammal (DIN 06947217) as the Non-Executive Independent and Woman Director of the Company whose current period of office is expiring on September 23, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the Companies Act, 2013 read with the SEBI (LODR) Regulations, 2015, as amended from time to time and who is eligible for re-appointment for the second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (LODR) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as a Non-Executive Independent and Woman Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for five (5) consecutive years on the Board of the Company for a term w.e.f. September 24, 2019 upto September 23, 2024.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to the above resolution."

E-Voting facility was provided to the Members from 18<sup>th</sup> September 2019 from 09.00 AM to 20<sup>th</sup> September 2019 upto 5.00 PM and voting by ballot was also provided to the Members who have not done E-Voting and were present at the meeting.

It may please be noted that the voting results were submitted to the Stock Exchanges in the format specified under Regulation 44 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015.

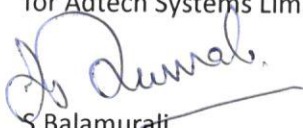
A copy of the combined Scrutinizer's Report on remote e-voting and poll at the venue of the 28<sup>th</sup> AGM is also attached herewith.

We request you to kindly take the same on your records.

Thanking You,

Yours faithfully,

for Adtech Systems Limited

  
S. Balamurali  
Company Secretary



September 23, 2019

Metropolitan Stock Exchange of India Limited  
Vibgyor Towers, 4<sup>th</sup> Floor, Plot No C-62,  
Opp. Trident Hotel, Bandra Kurla Complex  
Bandra (E), Mumbai 400 098  
Trading Symbol ADTECH

Dear Sir,

Sub: Voting results under Regulation 44(3) of SEBI (LODR) Regulations, 2015

Pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the consolidated voting results at the 28<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Saturday 21<sup>st</sup> September 2019 at the Registered Office of the Company at 2/796, 2<sup>nd</sup> Floor, A Wing, Sakshi Towers, First Main Road, Kazura Gardens, Neelankarai, Chennai 600 041 at 3.00 PM is enclosed herewith as **Annexure 1** to this letter in the prescribed format.

We request you to kindly take the same on your records.

Thanking You,

Yours faithfully,

for Adtech Systems Limited

  
S. Balamurali  
Company Secretary



Encl.a.a.

**VOTING RESULTS**

Sl No	Particulars	Details
1.	Date of the Annual General Meeting	21 <sup>st</sup> September 2019
2	Total Number of Shareholders on cut off-date ie 15 <sup>th</sup> September 2019	326
3	No. of Shareholders present in the meeting either in person or through proxy  (a) Promoters and Promoter Group  (b) Public  (i) Members :  (ii) Proxy :	  3  17  Nil
4	No. of Shareholders attended the meeting through Video Conferencing  (a) Promoters and Promoter Group  (b) Public :  (i) Members : Nil  (ii) Proxy : Nil	  Nil  Nil



## AGENDA-WISE DISCLOSURE

**Resolution No.1:** Adoption of the Audited Statement of Profit and Loss for the financial year ended 31<sup>st</sup> March 2019, the Audited Balance Sheet as at 31<sup>st</sup> March 2019, together with the Cash Flow Statements for the financial year ended on that date, and the reports of the Board of Directors and the Independent Auditors thereon. **Passed with requisite majority as an Ordinary Resolution.**

Resolution Required				Ordinary Resolution				
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
Promoters & Promoter Group	E-Voting	8112125	Nil	0.00	0.00	Nil	0.00	0.00
	Poll		4900350	60.41	4900350	Nil	100.00	0.00
	<b>Sub Total</b>		4900350	60.41	4900350	Nil	100.00	0.00
Public	E-Voting	3801625	Nil	0.00	0.00	Nil	0.00	0.00
	Poll		224590	5.91	224590	Nil	100.00	0.00
	<b>Sub Total</b>		224590	5.91	224590	Nil	100.00	0.00
<b>Total</b>		11913750	5124940	43.02	5124940	Nil	100.00	0.00



**Resolution No.2:** Declaration of Dividend on equity shares for the financial year 2018-19 at the rate of Rs. 0.70 per equity share of Rs. 10/- each (7 percent).  
**Passed with requisite majority as an Ordinary Resolution.**

Resolution Required				Ordinary Resolution				
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
Promoters & Promoter Group	E-Voting	8112125	Nil	0.00	0.00	Nil	0.00	0.00
	Poll		4900350	60.41	4900350	Nil	100.00	0.00
	Sub Total		4900350	60.41	4900350	Nil	100.00	0.00
Public	E-Voting	3801625	Nil	0.00	0.00	Nil	0.00	0.00
	Poll		224590	5.91	224590	Nil	100.00	0.00
	Sub Total		224590	5.91	224590	Nil	100.00	0.00
Total		11913750	5124940	43.02	5124940	Nil	100.00	0.00

*[Signature]*

*[Circular Stamp: SYSTEMS LIMITED]*

**Resolution No.3:** Re-appointment of Director retiring by rotation Shri. M.R.Narayanan (DIN :00044926), Passed with requisite majority as an Ordinary Resolution

Resolution Required				Ordinary Resolution				
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
Promoters & Promoter Group	E-Voting	8112125	Nil	0.00	0.00	Nil	0.00	0.00
	Poll		4900350	60.41	4900350	Nil	100.00	0.00
	Sub Total		4900350	60.41	4900350	Nil	100.00	0.00
Public	E-Voting	3801625	Nil	0.00	0.00	Nil	0.00	0.00
	Poll		224590	5.91	224590	Nil	100.00	0.00
	Sub Total		224590	5.91	224590	Nil	100.00	0.00
Total		11913750	5124940	43.02	5124940	Nil	100.00	0.00





**Resolution No.4 :** Re-appointment of Mr. N.Suresh (DIN: 00385139) as an Independent Director of the Company. **Passed as a Special Resolution with requisite majority.**

Resolution Required				Ordinary Resolution				
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)	$(6)=(4)/(2)*100$	$(7)=(5)/(2)*100$
Promoters & Promoter Group	E-Voting	8112125	Nil	0.00	0.00	Nil	0.00	0.00
	Poll		4900350	60.41	4900350	Nil	100.00	0.00
	<b>Sub Total</b>		4900350	60.41	4900350	Nil	100.00	0.00
Public	E-Voting	3801625	Nil	0.00	0.00	Nil	0.00	0.00
	Poll		224590	5.91	224590	Nil	100.00	0.00
	<b>Sub Total</b>		224590	5.91	224590	Nil	100.00	0.00
<b>Total</b>		11913750	5124940	43.02	5124940	Nil	100.00	0.00



**Resolution No.5 :** Re-appointment of Mr. K. Manmathan Nair (DIN: 00173417) as an Independent Director of the Company. **Passed as a Special Resolution with requisite majority.**

Resolution Required				Ordinary Resolution				
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
Promoters & Promoter Group	E-Voting	8112125	Nil	0.00	0.00	Nil	0.00	0.00
	Poll		4900350	60.41	4900350	Nil	100.00	0.00
	<b>Sub Total</b>		4900350	60.41	4900350	Nil	100.00	0.00
Public	E-Voting	3801625	Nil	0.00	0.00	Nil	0.00	0.00
	Poll		224590	5.91	224590	Nil	100.00	0.00
	<b>Sub Total</b>		224590	5.91	224590	Nil	100.00	0.00
<b>Total</b>		11913750	5124940	43.02	5124940	Nil	100.00	0.00



**Resolution No.6:** Re-appointment of Smt. P.K.Anandavally Ammal (DIN: 06947217) as an Independent and Woman Director of the Company. **Passed as a Special Resolution with requisite majority.**

Resolution Required				Ordinary Resolution				
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
Promoters & Promoter Group	E-Voting	8112125	Nil	0.00	0.00	Nil	0.00	0.00
	Poll		4900350	60.41	4900350	Nil	100.00	0.00
	<b>Sub Total</b>		4900350	60.41	4900350	Nil	100.00	0.00
Public	E-Voting	3801625	Nil	0.00	0.00	Nil	0.00	0.00
	Poll		224590	5.91	224590	Nil	100.00	0.00
	<b>Sub Total</b>		224590	5.91	224590	Nil	100.00	0.00
<b>Total</b>		11913750	5124940	43.02	5124940	Nil	100.00	0.00







# KRISHNA PRASAD R.S. & CO.

## COMPANY SECRETARIES

### Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
28<sup>th</sup> Annual General Meeting of  
Adtech Systems Limited  
2/796, Kazura Gardens, First Main Road, Second Floor,  
Sakshi Towers, Neelankarai Chennai 600041

**Scrutinizer's Report on e-voting in respect of passing of resolutions contained in the notice for the 28<sup>th</sup> Annual General Meeting dated 14th August ,2019.**

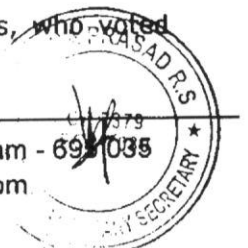
Dear Sir,

I, Krishna Prasad R.S, Practicing Company Secretary, having place of business at TC 12/1233, Law College Junction, Near PMG, Trivandrum-695035 have been appointed as the scrutinizer of M/s Adtech Systems Limited ("the Company") for the purpose of scrutinizing the voting by electronic means in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Companies Act, 2013 and Rules made there under, as amended, on the resolutions, as set out in the Notice dated 14th August ,2019.

The Management of the Company is responsible to ensure the Compliance with the requirements of the relevant provisions of Companies Act 2013 and the rules made there under relating to voting by electronics means. My responsibility as a scrutinizer is restricted to making a scrutinizers' report of the votes cast by the members for the resolutions contained in the notice dated 14th August 2019. Based on the reports generated from the e-voting system provided by CDSL(Central Depository Services Limited), the Authorised agency engaged by the company to provide e-voting facilities for e-voting till the time fixed for closing of the voting process i.e., till 5.00 pm of 20th September 2019.

I submit my report as under:

1. The Voting by electronic means remained open from 18<sup>th</sup> September 2019 at (09.00 a.m.) to 20<sup>th</sup> September, 2019 (5.00 p.m.).
2. The Shareholders holding shares as on the "cut off" date i.e. 13<sup>th</sup> September, 2019, were entitled to vote on the proposed resolutions [item no. 1,2,3,4,5&6 as set out in the Notice dated 14th August, 2019).
3. The votes were unblocked on 21<sup>st</sup> September, 2019 at 05.27 P.M
4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of CDSL.



The result of e-voting is as under:

**Item No. 1 - As an Ordinary Resolution:** To receive, consider and adopt the Audited Balance Sheet as at 31st March 2019, the Audited Statement of Profit and Loss and the Cash Flow Statement for the financial year ended on that date, and the reports of the Auditors and the Board of Directors thereon.

(i) Voted in **favour** of resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
Nil	Nil	Nil

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted	% of total number of valid votes casted
Nil	Nil	Nil

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes casted by Them
Nil	Nil

**Item No. 2 - As an Ordinary Resolution:** To declare a dividend of Rs. 0.70 per fully paid Ordinary(Equity) Share of face value Rs.10/- each for the financial year 2018 19

(i) Voted in **favour** of resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
Nil	Nil	Nil

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted	% of total number of valid votes casted
Nil	Nil	Nil

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes casted by Them
Nil	Nil





**Item No. 3 - As an Ordinary Resolution:** To appoint a Director in place of Shri. M.R.Narayanan (DIN :00044926), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks reappointment.

(i) Voted in **favour** of resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
Nil	Nil	Nil

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted	% of total number of valid votes casted
Nil	Nil	Nil

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes casted by Them
Nil	Nil

## **SPECIAL BUSINESS**

**Item No. 4 - As Special Resolution:**

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on August 14, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "SEBI (LODR) Regulations, 2015") (including any statutory modification(s) or reenactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for reappointment of Mr. N.Suresh (DIN:00385139) as the Non-Executive Independent Director of the Company whose current period of office is expiring on September 23, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the Companies Act, 2013 read with the SEBI (LODR) Regulations, 2015, as amended from time to time and who is eligible for re-appointment for the second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (LODR) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as a Non-Executive Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for five (5) consecutive years on the Board of the Company for a term w.e.f. September 24, 2019 upto September 23, 2024.





**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to the above resolution."

(i) Voted in **favour** of resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
Nil	Nil	Nil

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted	% of total number of valid votes casted
Nil	Nil	Nil

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes casted by Them
Nil	Nil

#### **Item No. 5 - As Special Resolution:**

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of 4 Annual Report 2018-19 An ISO 9001:2015 Company Directors in their respective meetings held on August 14, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "SEBI (LODR) Regulations, 2015") (including any statutory modification(s) or reenactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. K.Manmathan Nair (DIN 00173417) as the Non-Executive Independent Director of the Company whose current period of office is expiring on September 23, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the Companies Act, 2013 read with the SEBI (LODR) Regulations, 2015, as amended from time to time and who is eligible for re-appointment for the second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (LODR) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as a Non-Executive Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for five (5) consecutive years on the Board of the Company for a term w.e.f. September 24, 2019 upto September 23, 2024.



**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to the above resolution."

(i) Voted in **favour** of resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
Nil	Nil	Nil

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted	% of total number of valid votes casted
Nil	Nil	Nil

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes casted by Them
Nil	Nil

#### **Item No. 6 - As Special Resolution:**

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on August 14, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "SEBI (LODR) Regulations, 2015") (including any statutory modification(s) or reenactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Smt.P.K.Anandavally Ammal (DIN 06947217) as the Non-Executive Independent and Woman Director of the Company whose current period of office is expiring on September 23, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the Companies Act, 2013 read with the SEBI (LODR) Regulations, 2015, as amended from time to time and who is eligible for re-appointment for the second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (LODR) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as a Non-Executive Independent and Woman Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for five (5) consecutive years on the Board of the Company for a term w.e.f. September 24, 2019 upto September 23, 2024

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do and perform all such acts, deeds, matters or things as may be





considered necessary, appropriate, expedient or desirable to give effect to the above resolution."

(i) Voted in **favour** of resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of resolution	% of total number of valid votes casted
Nil	Nil	Nil

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted	% of total number of valid votes casted
Nil	Nil	Nil

(iii) **Invalid** votes:

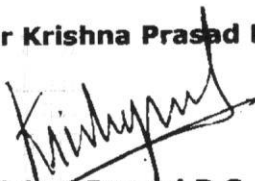
Total numbers of members whose votes were declared invalid	Total number of votes casted by Them
Nil	Nil

The Register, all other paper and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

For Krishna Prasad RS & Co

  
**Krishna Prasad R.S**  
**Proprietor**  
**M.No: FCS 7080, C.P.No: 7379**



Place: Trivandrum  
Date: 21/09/2019