

7 June 2019

The BSE Limited
PJ Towers 25th Floor,
Dalal Street Mumbai - 400 001
Scrip Code: 532175
Dear Sir/ madam,

The National Stock Exchange of India Ltd
Exchange Plaza, Bandra-Kurla Complex
Bandra (E), Mumbai-400 051
Scrip Code: CYIENT

Sub: Voting Results for the 28th Annual General Meeting.

Pursuant to regulation 44 of SEBI (LODR) Regulations, 2015, please find enclosed the voting results of the 28th Annual General Meeting of the company, held on 6 June 2019, along with the Scrutineer's Report.

This is for your information and records.

Thanking you

Yours faithfully,
For Cyient Limited



Sudheendhra Putty
Company Secretary

| | |
|--|----------------|
| Company Name | CYIENT LIMITED |
| Date of the AGM/EGM | 06-Jun-19 |
| Total number of shareholders on record date | 42033 |
| No. of shareholders present in the meeting either in person or | |
| Promoters and Promoter Group: | 7 |
| Public: | 587 |
| No. of Shareholders attended the meeting through Video | |
| Promoters and Promoter Group: | 0 |
| Public: | 0 |

| | | | | | | | | |
|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|
| Resolution required: (Ordinary/ Special) | ORDINARY - To receive, consider and adopt, the audited standalone financial statements of the company for the financial year ended 31 March 2019 together with the reports of the board of directors and the auditors thereon and the audited consolidated financial statements of the company for the financial year ended 31 March 2019, together with the report of the auditors thereon. | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 2,49,93,036 | - | - | - | - | - | - |
| | Poll | 2,49,93,036 | 2,21,33,545 | 88.56 | 2,21,33,545 | - | 100.00 | - |
| | Postal Ballot (if applicable) | 2,49,93,036 | - | - | - | - | - | - |
| Public- Institutions | E-Voting | 7,06,98,419 | 5,06,00,143 | 71.57 | 5,04,29,902 | 1,70,241 | 99.66 | 0.34 |
| | Poll | 7,06,98,419 | 15,00,000 | - | 15,00,000 | - | - | - |
| | Postal Ballot (if applicable) | 7,06,98,419 | - | - | - | - | - | - |
| Public- Non Institutions | E-Voting | 1,42,29,273 | 1,920 | 0.01 | 1,920 | - | 100.00 | - |
| | Poll | 1,42,29,273 | 9,40,461 | - | 9,40,461 | - | 100.00 | - |
| | Postal Ballot (if applicable) | 1,42,29,273 | - | - | - | - | - | - |
| | Total | 10,99,20,728 | 7,51,76,069 | 68.39 | 7,50,05,828 | 1,70,241 | 99.77 | 0.23 |



| Resolution required: (Ordinary/ Special) | ORDINARY - To confirm the interim dividend paid during the year and declare the final dividend on equity shares for the financial year 2018-19. | | | | | | | |
|---|---|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|
| 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 | 2,49,93,036 | - | - | - | - | - | - |
| | Poll | 2,49,93,036 | 2,21,33,545 | 88.56 | 2,21,33,545 | - | 100.00 | - |
| | Postal Ballot (if applicable) | 2,49,93,036 | - | - | - | - | - | - |
| Public- Institutions | E-Voting | 7,06,98,419 | 5,72,76,644 | 81.02 | 5,71,06,403 | 1,70,241 | 99.70 | 0.30 |
| | Poll | 7,06,98,419 | 15,00,000 | 2.12 | 15,00,000 | - | 100.00 | - |
| | Postal Ballot (if applicable) | 7,06,98,419 | - | - | - | - | - | - |
| Public- Non Institutions | E-Voting | 1,42,29,273 | 1,920 | 0.01 | 1,920 | - | 100.00 | - |
| | Poll | 1,42,29,273 | 9,40,461 | 6.61 | 9,40,461 | - | 100.00 | - |
| | Postal Ballot (if applicable) | 1,42,29,273 | - | - | - | - | - | - |
| Total | | 10,99,20,728 | 8,18,52,570 | 74.47 | 8,16,82,320 | 1,70,241 | 99.79 | 0.21 |

| Resolution required: (Ordinary/ Special) | ORDINARY - To appoint a director in place of Mr. M.M. Murugappan (DIN: 00170478), who retires by rotation and being eligible, offers himself for re-appointment 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 |
| Promoter and Promoter Group | E-Voting | 2,49,93,036 | - | - | - | - | - | - |
| | Poll | 2,49,93,036 | 2,21,33,545 | 88.56 | 2,21,33,545 | - | 100.00 | - |
| | Postal Ballot (if applicable) | 2,49,93,036 | - | - | - | - | - | - |
| Public- Institutions | E-Voting | 7,06,98,419 | 5,72,76,644 | 81.02 | 4,33,33,863 | 1,39,42,781 | 75.66 | 24.34 |
| | Poll | 7,06,98,419 | 15,00,000 | 2.12 | 15,00,000 | - | 100.00 | - |
| | Postal Ballot (if applicable) | 7,06,98,419 | - | - | - | - | - | - |
| Public- Non Institutions | E-Voting | 1,42,29,273 | 1,920 | 0.01 | 1,920 | - | 100.00 | - |
| | Poll | 1,42,29,273 | 9,40,461 | 6.61 | 9,40,461 | - | 100.00 | - |
| | Postal Ballot (if applicable) | 1,42,29,273 | - | - | - | - | - | - |
| Total | | 10,99,20,728 | 8,18,52,570 | 74.47 | 6,79,09,789 | 1,39,42,781 | 82.97 | 17.03 |



| Resolution required: (Ordinary/ Special) | ORDINARY - To appoint M/s. S.R Batliboi Associates LLP, Chartered Accountants, (Firm Registration No. FRN 101049W/E300004) as Statutory Auditors. | | | | | | | |
|---|---|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|
| 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 | 2,49,93,036 | - | - | - | - | - | - |
| | Poll | 2,49,93,036 | 2,21,33,545 | 88.56 | 2,21,33,545 | - | 100.00 | - |
| | Postal Ballot (if applicable) | 2,49,93,036 | - | - | - | - | - | - |
| Public- Institutions | E-Voting | 7,06,98,419 | 5,72,76,644 | 81.02 | 5,70,10,075 | 2,66,569 | 99.53 | 0.47 |
| | Poll | 7,06,98,419 | 15,00,000 | 2.12 | 15,00,000 | - | 100.00 | - |
| | Postal Ballot (if applicable) | 7,06,98,419 | - | - | - | - | - | - |
| Public- Non Institutions | E-Voting | 1,42,29,273 | 1,920 | 0.01 | 1,920 | - | 100.00 | - |
| | Poll | 1,42,29,273 | 9,40,461 | 6.61 | 9,40,461 | - | 100.00 | - |
| | Postal Ballot (if applicable) | 1,42,29,273 | - | - | - | - | - | - |
| Total | | 10,99,20,728 | 8,18,52,570 | 74.47 | 8,15,86,001 | 2,66,569 | 99.67 | 0.33 |

| Resolution required: (Ordinary/ Special) | ORDINARY - To appoint Mr. Vikas Sehgal (DIN: 05218876), as an independent director until 16 October 2021. | | | | | | | |
|---|---|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|
| 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 | 2,49,93,036 | - | - | - | - | - | - |
| | Poll | 2,49,93,036 | 2,21,33,545 | 88.56 | 2,21,33,545 | - | 100.00 | - |
| | Postal Ballot (if applicable) | 2,49,93,036 | - | - | - | - | - | - |
| Public- Institutions | E-Voting | 7,06,98,419 | 5,72,76,644 | 81.02 | 5,71,06,403 | 1,70,241 | 99.70 | 0.30 |
| | Poll | 7,06,98,419 | 15,00,000 | 2.12 | 15,00,000 | - | 100.00 | - |
| | Postal Ballot (if applicable) | 7,06,98,419 | - | - | - | - | - | - |
| Public- Non Institutions | E-Voting | 1,42,29,273 | 1,920 | 0.01 | 1,920 | - | 100.00 | - |
| | Poll | 1,42,29,273 | 9,40,461 | 6.61 | 9,40,461 | - | 100.00 | - |
| | Postal Ballot (if applicable) | 1,42,29,273 | - | - | - | - | - | - |
| Total | | 10,99,20,728 | 8,18,52,570 | 74.47 | 8,16,82,329 | 1,70,241 | 99.79 | 0.21 |



| Resolution required: (Ordinary/ Special) | ORDINARY - To appoint Ms. Matangi Gowrishankar (DIN: 01518137), as an independent director until 24 April 2022. | | | | | | | |
|---|---|------------------------|-------------------------|--|------------------------------|----------------------------|---|---|
| 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 | 2,49,93,036 | - | - | - | - | - | - |
| | Poll | 2,49,93,036 | 2,21,33,545 | 88.56 | 2,21,33,545 | - | 100.00 | - |
| | Postal Ballot (if applicable) | 2,49,93,036 | - | - | - | - | - | - |
| Public- Institutions | E-Voting | 7,06,98,419 | 5,72,76,644 | 81.02 | 5,71,06,403 | 1,70,241 | 99.70 | 0.30 |
| | Poll | 7,06,98,419 | 15,00,000 | 2.12 | 15,00,000 | - | 100.00 | - |
| | Postal Ballot (if applicable) | 7,06,98,419 | - | - | - | - | - | - |
| Public- Non Institutions | E-Voting | 1,42,29,273 | 1,920 | 0.01 | 1,920 | - | 100.00 | - |
| | Poll | 1,42,29,273 | 9,40,461 | 6.61 | 9,40,461 | - | 100.00 | - |
| | Postal Ballot (if applicable) | 1,42,29,273 | - | - | - | - | - | - |
| Total | | 10,99,20,728 | 8,18,52,570 | 74.47 | 8,16,82,329 | 1,70,241 | 99.79 | 0.21 |

| Resolution required: (Ordinary/ Special) | ORDINARY - To appoint Mr. Vivek N. Gour (DIN: 00254383), as an independent director until 24 April 2022. | | | | | | | |
|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|---|---|
| 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 | 2,49,93,036 | - | - | - | - | - | - |
| | Poll | 2,49,93,036 | 2,21,33,545 | 88.56 | 2,21,33,545 | - | 100.00 | - |
| | Postal Ballot (if applicable) | 2,49,93,036 | - | - | - | - | - | - |
| Public- Institutions | E-Voting | 7,06,98,419 | 5,72,76,644 | 81.02 | 5,71,06,403 | 1,70,241 | 99.70 | 0.30 |
| | Poll | 7,06,98,419 | 15,00,000 | 2.12 | 15,00,000 | - | 100.00 | - |
| | Postal Ballot (if applicable) | 7,06,98,419 | - | - | - | - | - | - |
| Public- Non Institutions | E-Voting | 1,42,29,273 | 1,920 | 0.01 | 1,920 | - | 100.00 | - |
| | Poll | 1,42,29,273 | 9,40,461 | 6.61 | 9,40,461 | - | 100.00 | - |
| | Postal Ballot (if applicable) | 1,42,29,273 | - | - | - | - | - | - |
| Total | | 10,99,20,728 | 8,18,52,570 | 74.47 | 8,16,82,329 | 1,70,241 | 99.79 | 0.21 |



| Resolution required: (Ordinary/ Special) | SPECIAL - To appoint Mr. Som Mittal (DIN: 00074842), as an independent director until 6 February 2022. | | | | | | | |
|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|--|---|
| 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 | 2,49,93,036 | - | - | - | - | - | - |
| | Poll | 2,49,93,036 | 2,21,33,545 | 88.56 | 2,21,33,545 | - | 100.00 | - |
| | Postal Ballot (if applicable) | 2,49,93,036 | - | - | - | - | - | - |
| Public- Institutions | E-Voting | 7,06,98,419 | 5,72,76,644 | 81.02 | 5,69,58,563 | 3,18,081 | 99.44 | 0.56 |
| | Poll | 7,06,98,419 | 15,00,000 | 2.12 | 15,00,000 | - | 100.00 | - |
| | Postal Ballot (if applicable) | 7,06,98,419 | - | - | - | - | - | - |
| Public- Non Institutions | E-Voting | 1,42,29,273 | 1,920 | 0.01 | 1,920 | - | 100.00 | - |
| | Poll | 1,42,29,273 | 9,40,461 | 6.61 | 9,40,461 | - | 100.00 | - |
| | Postal Ballot (if applicable) | 1,42,29,273 | - | - | - | - | - | - |
| Total | | 10,99,20,728 | 8,13,52,570 | 74.17 | 8,15,34,489 | 3,18,081 | 99.61 | 0.39 |

| Resolution required: (Ordinary/ Special) | SPECIAL - To appoint and approve remuneration of Mr. B.V.R. Mohan Reddy (DIN: 00058215), as Executive Chairman until 31 March 2020. | | | | | | | |
|---|---|------------------------|-------------------------|--|------------------------------|----------------------------|--|---|
| Whether promoter/ promoter group are interested in the agenda/resolution? | YES | | | | | | | |
| 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 | 2,49,93,036 | - | - | - | - | - | - |
| | Poll | 2,49,93,036 | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | 2,49,93,036 | - | - | - | - | - | - |
| Public- Institutions | E-Voting | 7,06,98,419 | 5,47,78,902 | 77.48 | 5,45,94,075 | 1,84,827 | 99.66 | 0.34 |
| | Poll | 7,06,98,419 | 15,00,000 | 2.12 | 15,00,000 | - | 100.00 | - |
| | Postal Ballot (if applicable) | 7,06,98,419 | - | - | - | - | - | - |
| Public- Non Institutions | E-Voting | 1,42,29,273 | 1,920 | 0.01 | 1,920 | - | 100.00 | - |
| | Poll | 1,42,29,273 | 9,40,461 | 6.61 | 9,40,461 | - | 100.00 | - |
| | Postal Ballot (if applicable) | 1,42,29,273 | - | - | - | - | - | - |
| Total | | 10,99,20,728 | 5,72,21,283 | 52.06 | 5,70,36,456 | 1,84,827 | 99.68 | 0.32 |



| Resolution required: (Ordinary/ Special) | SPECIAL - To appoint and approve remuneration of Mr. Krishna Bodanapu (DIN: 05301037), as Managing Director & Chief Executive Officer for a period of five years. | | | | | | | |
|---|---|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? | YES | | | | | | | |
| 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 | 2,49,93,036 | - | - | - | - | - | - |
| | Poll | 2,49,93,036 | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | 2,49,93,036 | - | - | - | - | - | - |
| Public- Institutions | E-Voting | 7,06,98,419 | 5,19,38,726 | 73.47 | 5,15,51,985 | 3,86,741 | 99.26 | 0.74 |
| | Poll | 7,06,98,419 | 15,00,000 | 2.12 | 15,00,000 | - | 100.00 | - |
| | Postal Ballot (if applicable) | 7,06,98,419 | - | - | - | - | - | - |
| Public- Non Institutions | E-Voting | 1,42,29,273 | 1,920 | 0.01 | 1,920 | - | 100.00 | - |
| | Poll | 1,42,29,273 | 9,40,461 | 6.61 | 9,40,461 | - | 100.00 | - |
| | Postal Ballot (if applicable) | 1,42,29,273 | - | - | - | - | - | - |
| Total | | 10,99,20,728 | 5,43,81,107 | 49.47 | 5,39,94,366 | 3,86,741 | 99.29 | 0.71 |

| Resolution required: (Ordinary/ Special) | SPECIAL - To appoint and approve remuneration of Mr. B. Ashok Reddy as President – Global Corporate Affairs & Infrastructure until 30 June 2020. | | | | | | | |
|---|--|------------------------|-------------------------|--|------------------------------|----------------------------|--|--|
| Whether promoter/ promoter group are interested in the agenda/resolution? | YES | | | | | | | |
| 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 | 2,49,93,036 | - | - | - | - | - | - |
| | Poll | 2,49,93,036 | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | 2,49,93,036 | - | - | - | - | - | - |
| Public- Institutions | E-Voting | 7,06,98,419 | 5,47,78,902 | 77.48 | 5,46,08,661 | 1,70,241 | 99.69 | 0.31 |
| | Poll | 7,06,98,419 | 15,00,000 | 2.12 | 15,00,000 | - | 100.00 | - |
| | Postal Ballot (if applicable) | 7,06,98,419 | - | - | - | - | - | - |
| Public- Non Institutions | E-Voting | 1,42,29,273 | 1,920 | 0.01 | 1,920 | - | 100.00 | - |
| | Poll | 1,42,29,273 | 9,40,461 | 6.61 | 9,40,461 | - | 100.00 | - |
| | Postal Ballot (if applicable) | 1,42,29,273 | - | - | - | - | - | - |
| Total | | 10,99,20,728 | 5,72,21,283 | 52.06 | 5,70,51,042 | 1,70,241 | 99.70 | 0.30 |





S. CHIDAMBARAM

B.Com., LLB., F.C.S., A.I.C.W.A

Company Secretary in Practice

#6-3-855/10/A, Flat No .4A, Sampathji Apartments,

Near Niraj Public School,

Lane Opp.to Green Park Hotel,

Ameerpet, Hyderabad - 500 016 (India)

Phone : 91-40-23413376, Fax : 040-23410449

Email : schid285@gmail.com

To
Chairman
CYIENT LIMITED
Hyderabad

28th (Twenty Eighth) Annual General Meeting (AGM) of the Equity Shareholders of CYIENT LIMITED held on Thursday 06th June, 2019 at 3.00 pm at L&D Centre (Company's Campus), Plot No. 2, IT Park, Manikonda, Hyderabad – 500 032, Telangana.

Dear Sir,

I, S. Chidambaram, Practicing Company Secretary, at # 6-3-855/10/A, Flat No. 4A, Sampath Apartments, Near Niraj Public School, Lane Opp. To Green park Hotel, Ameerpet, Hyderabad - 500016, was appointed as scrutineer by the Board of Directors of **CYIENT LIMITED** (the Company) for the purpose of scrutinizing the e-voting process (remote e-voting) and voting by use of ballot at the meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 28th Annual General Meeting of the Equity Shareholders of the Company held on Thursday, 06 June 2019 at 3.00 pm at L&D Centre (Company's Campus), Plot No. 2, IT Park, Manikonda, Hyderabad – 500 032, Telangana, submit my report as under.

1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by use of Ballot by the shareholders on the resolutions proposed in the Notice of the 28th Annual General meeting of the Company is the responsibility of the management. My responsibility as a scrutineer is to ensure that the voting process both through electronic means and by use of Ballot at the meeting are conducted in a fair and transparent manner and render consolidated Scrutineer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Karvy Fintech Private Limited and the report generated for voting by use of Ballot at the meeting.
2. In accordance with the Notice of the 28th Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(V) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on 17 May 2019 the remote e-voting opened at 9:00 AM on 03 June, 2019 and remained open up to 5:00 PM on 05 June, 2019.
3. The Equity Shareholders holding shares as on 31 May, 2019, "cutoff date", were entitled to vote on the resolutions stated in the Notice of the 28th Annual General Meeting of the Company.

4. After declaration of voting by use of ballot by the Chairman at the meeting, ballot boxes were locked and kept for voting duly marked by identification mark placed on them. The ballot boxes subsequently on close of voting hours were opened in the presence of two witnesses who are not the employees of the company, and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialed by the scrutineer. The ballots were reconciled with the records maintained by the Company/ Registrar and Transfer Agents (R&TA) of the Company and the authorizations / proxies lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on remote e-voting as well as by use of ballot. As per the information given by the Company the names of the shareholders who had voted on e-voting through Karvy Fintech Private Limited facility had been blocked and ballots duly numbered serially by print were issued only to those members who were present at the Annual General Meeting and who had not voted on remote e-voting.
5. The ballots, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. The votes cast by use of ballots at the meeting were first counted.
6. The votes on remote e-voting were unblocked at around 4.45 pm, after conclusion of voting at the AGM in the presence of two witnesses who are not the employees of the Company and the e-voting results/list of equity shareholders who have voted for and against were downloaded from the e-voting website of Karvy Fintech Private Limited (<https://www.evoting.karvy.com>) and the same are being handed over to the Chairman.
7. The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

(A) **RESOLUTION No. 1**– To receive, consider and adopt, the audited standalone financial statements of the company for the financial year ended 31 March 2019 together with the reports of the board of directors and the auditors thereon and the audited consolidated financial statements of the company for the financial year ended 31 March 2019, together with the report of the auditors thereon.

(i) Voted in favour of the resolution:

| Particulars | Number of members present and voting | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--------------------------------------|------------------------------|---------------------------------------|
| Remote E-Voting | 152 | 5,04,31,822 | |
| Ballot At AGM | 99 | 2,45,74,006 | |
| TOTAL | 251 | 7,50,05,828 | 99.77 |

(ii) Voted against the resolution:

| Particulars | Number of members present and voting | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--------------------------------------|------------------------------|---------------------------------------|
| Remote E-Voting | 1 | 170,241 | |
| Ballot At AGM | 0 | 0 | |
| TOTAL | 1 | 170241 | 0.23 |

(iii) Invalid votes:

| Particulars | Number of members present and voting | Number of votes cast by them |
|-----------------|--------------------------------------|------------------------------|
| Remote E-Voting | 0 | 0 |
| Ballot At AGM | 0 | 0 |
| TOTAL | 0 | 0 |

(B) **RESOLUTION No. 2-** To confirm the interim dividend paid during the year and declare the final dividend on equity shares for the financial year 2018-19.

(i) Voted in favour of the resolution:

| Particulars | Number of members present and voting | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--------------------------------------|------------------------------|---------------------------------------|
| Remote E-Voting | 161 | 5,71,08,323 | |
| Ballot at AGM | 99 | 2,45,74,006 | |
| TOTAL | 260 | 8,16,82,329 | 99.79 |

(ii) Voted against the resolution:

| Particulars | Number of members present and voting | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--------------------------------------|------------------------------|---------------------------------------|
| Remote E-Voting | 1 | 170,241 | |
| Ballot at AGM | 0 | 0 | |
| TOTAL | 1 | 170,241 | 0.21 |

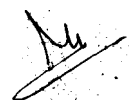
(iii) Invalid votes:

| Particulars | Number of members present and voting | Number of votes cast by them |
|-----------------|--------------------------------------|------------------------------|
| Remote E-Voting | 0 | 0 |
| Ballot at AGM | 0 | 0 |
| TOTAL | 0 | 0 |

(C) **RESOLUTION No. 3-** To appoint a director in place of Mr. M.M. Murugappan (DIN: 00170478), who retires by rotation and being eligible, offers himself for re-appointment as a director liable to retire by rotation.

(i) Voted in favour of the resolution:

| Particulars | Number of members present and voting | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--------------------------------------|------------------------------|---------------------------------------|
| Remote E-Voting | 109 | 4,33,35,783 | |
| Ballot at AGM | 99 | 2,45,74,006 | |
| TOTAL | 208 | 6,79,09,789 | 82.97 |



(ii) Voted against the resolution:

| Particulars | Number of members present and voting | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--------------------------------------|------------------------------|---------------------------------------|
| Remote E-Voting | 53 | 1,39,42,781 | |
| Ballot at AGM | 0 | 0 | |
| TOTAL | 53 | 1,39,42,781 | 17.03 |

(iii) Invalid votes:

| Particulars | Number of members present and voting | Number of votes cast by them |
|-----------------|--------------------------------------|------------------------------|
| Remote E-Voting | 0 | 0 |
| Ballot at AGM | 0 | 0 |
| TOTAL | 0 | 0 |

(D) RESOLUTION No. 4- To appoint M/s. S.R Batliboi & Associates LLP, Chartered Accountants, (Firm Registration No. FRN 101049W/E300004) as Statutory Auditors.

(i) Voted in favour of the resolution:

| Particulars | Number of members present and voting | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--------------------------------------|------------------------------|---------------------------------------|
| Remote E-Voting | 160 | 5,70,11,995 | |
| Ballot at AGM | 99 | 2,45,74,006 | |
| TOTAL | 259 | 8,15,86,001 | 99.67 |

(ii) Voted against the resolution:

| Particulars | Number of members present and voting | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--------------------------------------|------------------------------|---------------------------------------|
| Remote E-Voting | 2 | 2,66,569 | |
| Ballot at AGM | 0 | 0 | |
| TOTAL | 2 | 2,66,569 | 0.33 |

(iii) Invalid votes:

| Particulars | Number of members present and voting | Number of votes cast by them |
|-----------------|--------------------------------------|------------------------------|
| Remote E-voting | 0 | 0 |
| Ballot at AGM | 0 | 0 |
| TOTAL | 0 | 0 |



(E) **RESOLUTION No. 5-** To appoint Mr. Vikas Sehgal (DIN: 05218876), as an independent director until 16 October 2021.

(i) Voted in favour of the resolution:

| Particulars | Number of members present and voting | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--------------------------------------|------------------------------|---------------------------------------|
| Remote E-Voting | 161 | 5,71,08,323 | |
| Ballot at AGM | 99 | 2,45,74,006 | |
| TOTAL | 260 | 8,16,82,329 | 99.79 |

(ii) Voted against the resolution:

| Particulars | Number of members present and voting | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--------------------------------------|------------------------------|---------------------------------------|
| Remote E-Voting | 1 | 170,241 | |
| Ballot at AGM | 0 | 0 | |
| TOTAL | 1 | 170,241 | 0.21 |

(iii) Invalid votes:

| Particulars | Number of members present and voting | Number of votes cast by them |
|-----------------|--------------------------------------|------------------------------|
| Remote E-Voting | 0 | 0 |
| Ballot at AGM | 0 | 0 |
| TOTAL | 0 | 0 |

(F) **RESOLUTION No. 6-** To appoint Ms. Matangi Gowrishankar (DIN: 01518137), as an independent director until 24 April 2022.

(i) Voted in favour of the resolution:

| Particulars | Number of members present and voting | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--------------------------------------|------------------------------|---------------------------------------|
| Remote E-Voting | 161 | 5,71,08,323 | |
| Ballot at AGM | 99 | 2,45,74,006 | |
| TOTAL | 260 | 8,16,82,329 | 99.79 |

(ii) Voted against the resolution:

| Particulars | Number of members present and voting | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--------------------------------------|------------------------------|---------------------------------------|
| Remote E-Voting | 1 | 170,241 | |
| Ballot at AGM | 0 | 0 | |
| TOTAL | 1 | 170241 | 0.21 |



(iii) Invalid votes:

| Particulars | Number of members present and voting | Number of votes cast by them |
|-----------------|--------------------------------------|------------------------------|
| Remote E-Voting | 0 | 0 |
| Ballot at AGM | 0 | 0 |
| TOTAL | 0 | 0 |

(G) RESOLUTION No. 7- To appoint Mr. Vivek N. Gour (DIN: 00254383), as an independent director until 24 April 2022.

(i) Voted in favour of the resolution:

| Particulars | Number of members present and voting | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--------------------------------------|------------------------------|---------------------------------------|
| Remote E-Voting | 161 | 5,71,08,323 | |
| Ballot at AGM | 99 | 2,45,74,006 | |
| TOTAL | 260 | 8,16,82,329 | 99.79 |

(ii) Voted against the resolution:

| Particulars | Number of members present and voting | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--------------------------------------|------------------------------|---------------------------------------|
| Remote E-Voting | 1 | 170,241 | |
| Ballot at AGM | 0 | 0 | |
| TOTAL | 1 | 170,241 | 0.21 |

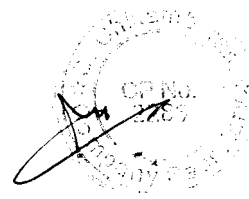
(iii) Invalid votes:

| Particulars | Number of members present and voting | Number of votes cast by them |
|-----------------|--------------------------------------|------------------------------|
| Remote E-Voting | 0 | 0 |
| Ballot at AGM | 0 | 0 |
| TOTAL | 0 | 0 |

(H) RESOLUTION No. 8- To appoint Mr. Som Mittal (DIN: 00074842), as an independent director until 6 February 2022.

(i) Voted in favour of the resolution:

| Particulars | Number of members present and voting | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--------------------------------------|------------------------------|---------------------------------------|
| Remote E-Voting | 158 | 5,69,60,483 | |
| Ballot at AGM | 99 | 2,45,74,006 | |
| TOTAL | 257 | 8,15,34,489 | 99.61 |



(ii) Voted against the resolution:

| Particulars | Number of members present and voting | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--------------------------------------|------------------------------|---------------------------------------|
| Remote E-Voting | 4 | 3,18,081 | |
| Ballot at AGM | 0 | 0 | |
| TOTAL | 4 | 3,18,081 | 0.39 |

(iii) Invalid votes:

| Particulars | Number of members present and voting | Number of votes cast by them |
|-----------------|--------------------------------------|------------------------------|
| Remote E-Voting | 0 | 0 |
| Ballot at AGM | 0 | 0 |
| TOTAL | 0 | 0 |

(I) **RESOLUTION No. 9-** To appoint and approve remuneration of Mr. B.V.R. Mohan Reddy (DIN: 00058215), as Executive Chairman until 31 March 2020.

(i) Voted in favour of the resolution:

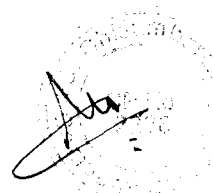
| Particulars | Number of members present and voting | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--------------------------------------|------------------------------|---------------------------------------|
| Remote E-Voting | 152 | 5,45,95,995 | |
| Ballot at AGM | 92 | 24,40,461 | |
| TOTAL | 244 | 5,70,36,456 | 99.68 |

(ii) Voted against the resolution:

| Particulars | Number of members present and voting | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--------------------------------------|------------------------------|---------------------------------------|
| Remote E-Voting | 3 | 1,84,827 | |
| Ballot at AGM | 0 | 0 | |
| TOTAL | 3 | 1,84,827 | 0.32 |

(iii) Invalid votes:

| Particulars | Number of members present and voting | Number of votes cast by them |
|-----------------|--------------------------------------|------------------------------|
| Remote E-Voting | 0 | 0 |
| Ballot at AGM | 0 | 0 |
| TOTAL | 0 | 0 |



(J) **RESOLUTION No. 10-** To appoint and approve remuneration of Mr. Krishna Bodanapu (DIN: 05301037), as Managing Director & Chief Executive Officer for a period of five years.

(i) Voted in favour of the resolution:

| Particulars | Number of members present and voting | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--------------------------------------|------------------------------|---------------------------------------|
| Remote E-Voting | 151 | 5,15,53,905 | |
| Ballot at AGM | 92 | 24,40,461 | |
| TOTAL | 243 | 5,39,94,366 | 99.29 |

(ii) Voted against the resolution:

| Particulars | Number of members present and voting | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--------------------------------------|------------------------------|---------------------------------------|
| Remote E-Voting | 3 | 3,86,741 | |
| Ballot at AGM | 0 | 0 | |
| TOTAL | 3 | 3,86,741 | 0.71 |

(iii) Invalid votes:

| Particulars | Number of members present and voting | Number of votes cast by them |
|-----------------|--------------------------------------|------------------------------|
| Remote E-Voting | 0 | 0 |
| Ballot at AGM | 0 | 0 |
| TOTAL | 0 | 0 |

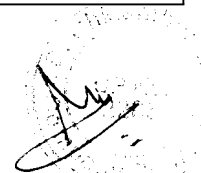
(K) **RESOLUTION No. 11-** To appoint and approve remuneration of Mr. B. Ashok Reddy as President – Global Corporate Affairs & Infrastructure until 30 June 2020.

(i) Voted in favour of the resolution:

| Particulars | Number of members present and voting | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--------------------------------------|------------------------------|---------------------------------------|
| Remote E-Voting | 154 | 5,46,10,581 | |
| Ballot at AGM | 92 | 24,40,461 | |
| TOTAL | 246 | 5,70,51,042 | 99.70 |

(ii) Voted against the resolution:

| Particulars | Number of members present and voting | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|--------------------------------------|------------------------------|---------------------------------------|
| Remote E-Voting | 1 | 170,241 | |
| Ballot at AGM | 0 | 0 | |
| TOTAL | 1 | 170,241 | 0.30 |



(iii) Invalid votes:

| Particulars | Number of members present and voting | Number of votes cast by them |
|-----------------|--------------------------------------|------------------------------|
| Remote E-Voting | 0 | 0 |
| Ballot at AGM | 0 | 0 |
| TOTAL | 0 | 0 |

Thanking you,

Yours faithfully,

S. Chidambaram

Place: Hyderabad

Date: 07.06.2019

