



June 21, 2022

1. The Dy. General Manager  
Corporate Relationship Dept.  
BSE Ltd.  
Phiroze Jeejeebhoy Towers,  
Dalal Street  
MUMBAI - 400 001  
Scrip Code No: 532301
2. The Secretary  
National Stock Exchange of India Ltd  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No. C/1, G. Block  
Bandra-Kurla Complex, Bandra (E)  
MUMBAI – 400 051  
Scrip symbol: TATACOFFEE

Dear Sir(s),

**Sub: Regulation 30 and 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015  
- Proceedings and details of Voting Results of the 79th Annual General Meeting**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we are submitting herewith the details of the proceedings of the 79<sup>th</sup> Annual General Meeting (AGM) of the Company which was held on Monday, June 20, 2022 at 11:00 A.M.(IST) and concluded at 1:20 P.M.(IST), through Video Conferencing (VC) / Other Audio Video Means (OAVM).

Further, pursuant to Regulation 44(3) of the Listing Regulations, we are submitting herewith the voting results in the prescribed format in respect of the business(es) transacted at the AGM, along with the consolidated report of the Scrutinizer on remote e-voting prior and during the AGM.

The voting results along with the Scrutinizer's Report are also being uploaded on the Company's website at [www.tatacoffee.com](http://www.tatacoffee.com) and on the website of National Securities Depository Limited, at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The video recording of the proceedings of the AGM is also being made available on the Company's website at [www.tatacoffee.com](http://www.tatacoffee.com).

Please take the same on record.

Thanking You,  
For **Tata Coffee Limited**

  
**Anantha Murthy N**  
Head - Legal & Company Secretary

Encl.: As above

**TATA COFFEE LIMITED**

Corporate Identity Number (CIN): L01131KA1943PLC000833  
57, Railway Parallel Road, Kumara Park West, Bengaluru 560 020  
Tel: 91 80 2356 0695 - 97, 2356 1976 - 81 Fax: 91 80 2334 1843  
Registered Office: Pollibetta, 571 215, South Kodagu, Karnataka, India  
Website address- [www.tatacoffee.com](http://www.tatacoffee.com)



**A. Details on Proceedings of the Meeting**

Sl. No.	Particulars	Details
1.	<b>Date of the AGM</b>	Monday, June 20, 2022
2.	<b>Total Number of shareholders as on record date</b>	As of Cut-off date i.e., June 13, 2022 - <b>2,73,957</b>
3.	<b>No. of Shareholders present in the meeting either in person or through proxy:</b>  1. Promoters and Promoter Group 2. Public	Not Applicable
4.	<b>No. of Shareholders attended the meeting through Video Conferencing:</b>  1. Promoters and Promoter Group 2. Public	1  82



**TATA COFFEE LIMITED**

Corporate Identity Number (CIN): L01131KA1943PLC000833  
57, Railway Parallel Road, Kumara Park West, Bengaluru 560 020  
Tel: 91 80 2356 0695 - 97, 2356 1976 - 81 Fax: 91 80 2334 1843  
Registered Office: Pollibetta, 571 215, South Kodagu, Karnataka, India  
Website address- [www.tatacoffee.com](http://www.tatacoffee.com)



**B. Results of the Meeting:**

Sl. No.	Agenda	Resolution Required (Ordinary/Special)	Mode of Voting	Remarks
<b>Ordinary Business</b>				
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon	Ordinary	Remote e-voting prior and during the AGM	Approved as an Ordinary Resolution
2.	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Report of the Auditors thereon	Ordinary	Remote e-voting prior and during the AGM	Approved as an Ordinary Resolution
3.	To declare a Dividend on Equity Shares for the Financial Year ended March 31, 2022	Ordinary	Remote e-voting prior and during the AGM	Approved as an Ordinary Resolution
4.	To appoint a Director in place of Mr. Sunil A. D'Souza (DIN: 07194259), who retires by rotation and being eligible, offers himself for re-appointment	Ordinary	Remote e-voting prior and during the AGM	Approved as an Ordinary Resolution
<b>Special Business</b>				
5.	Ratification of remuneration payable to M/s. S. Mahadevan & Co., Cost Auditors of the Company	Ordinary	Remote e-voting prior and during the AGM	Approved as an Ordinary Resolution
6.	Re-appointment of Dr. P G Chengappa (DIN: 06771287) as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of	Special	Remote e-voting prior and	Approved as a Special Resolution

**TATA COFFEE LIMITED**

Corporate Identity Number (CIN): L01131KA1943PLC000833  
 57, Railway Parallel Road, Kumara Park West, Bengaluru 560 020  
 Tel: 91 80 2356 0695 - 97, 2356 1976 - 81 Fax: 91 80 2334 1843  
 Registered Office: Pollibetta, 571 215, South Kodagu, Karnataka, India  
 Website address- [www.tatacoffee.com](http://www.tatacoffee.com)





	3 (three) consecutive years on the Board of the Company with effect from May 18, 2022 to May 17, 2025		during the AGM	
7.	Appointment of Mr. S. Venkatraman (DIN: 00246012) as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing from July 28, 2021 upto July 27, 2026	Special	Remote e-voting prior and during the AGM	Approved as a Special Resolution
8.	Re-appointment of Mr. Chacko Purackal Thomas (DIN: 05215974) as Managing Director and Chief Executive Officer (MD & CEO) of the Company for a period of 3 (three) years commencing from April 1, 2022 to March 31, 2025	Ordinary	Remote e-voting prior and during the AGM	Approved as an Ordinary Resolution
9.	Re-appointment of Mr. K. Venkataramanan (DIN: 01728072) as Executive Director – Finance and Chief Financial Officer (ED – Finance & CFO) of the Company for a period of 1 (one) year commencing from October 25, 2022 to October 24, 2023	Ordinary	Remote e-voting prior and during the AGM	Approved as an Ordinary Resolution

**C. Resolution-wise details of Voting Results is attached as Annexure - 1**



## **TATA COFFEE LIMITED**

Corporate Identity Number (CIN): L01131KA1943PLC000833  
 57, Railway Parallel Road, Kumara Park West, Bengaluru 560 020  
 Tel: 91 80 2356 0695 - 97, 2356 1976 - 81 Fax: 91 80 2334 1843  
 Registered Office: Pollibetta, 571 215, South Kodagu, Karnataka, India  
 Website address- [www.tatacoffee.com](http://www.tatacoffee.com)

## Annexure -1

TATA COFFEE LIMITED									
RESOLUTION - 1									
Resolution Required : (Ordinary/Special)						ORDINARY			
Whether promoter/ promoter group are interested in the agenda/resolution?						No			
To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon									
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	No. of votes Invalid
		[1]	[2]	[3]={([2]/[1])*100	[4]	[5]	[6]={([4]/[2])*100	[7]={([5]/[2])*100	[8]
Promoter and Promoter Group	E-Voting	107359820	107359820	100.0000	107359820	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		107359820	100.0000	107359820	0	100.0000	0.0000	0
Public Institutions	E-Voting	11289566	3756094	33.2705	3756094	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		3756094	33.2705	3756094	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	68120984	114008	0.1674	113368	640	99.4386	0.5614	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		114008	0.1674	113368	640	99.4386	0.5614	0
Total		186770370	111229922	59.5544	111229282	640	99.9994	0.0006	0



TATA COFFEE LIMITED									
RESOLUTION - 2									
Resolution Required : (Ordinary/Special)					ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?					NO				
To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Report of the Auditors thereon									
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	107359820	107359820	100.0000	107359820	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		107359820	100.0000	107359820	0	100.0000	0.0000	0
Public Institutions	E-Voting	11289566	3756094	33.2705	3756094	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		3756094	33.2705	3756094	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	68120984	92029	0.1351	91264	765	99.1687	0.8313	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		92029	0.1351	91264	765	99.1687	0.8313	0
Total		186770370	111207943	59.5426	111207178	765	99.9993	0.0007	0



TATA COFFEE LIMITED									
RESOLUTION - 3									
Resolution Required : (Ordinary/Special)					ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?					No				
To declare a Dividend on Equity Shares for the Financial Year ended March 31, 2022									
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	No. of votes Invalid
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100	[8]
Promoter and Promoter Group	E-Voting	107359820	107359820	100.0000	107359820	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		107359820	100.0000	107359820	0	100.0000	0.0000	0
Public Institutions	E-Voting	11289566	3820721	33.8429	3820721	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		3820721	33.8429	3820721	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	68120984	91880	0.1349	91247	633	99.3111	0.6889	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		91880	0.1349	91247	633	99.3111	0.6889	0
Total		186770370	111272421	59.5771	111271788	633	99.9994	0.0006	0





TATA COFFEE LIMITED									
RESOLUTION - 4									
Resolution Required : (Ordinary/Special)					ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?					No				
To appoint a Director in place of Mr. Sunil A. D’Souza (DIN: 07194259), who retires by rotation and being eligible, offers himself for re-appointment									
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	No. of votes Invalid
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100	[8]
Promoter and Promoter Group	E-Voting	107359820	107359820	100.0000	107359820	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		107359820	100.0000	107359820	0	100.0000	0.0000	0
Public Institutions	E-Voting	11289566	3820721	33.8429	3817922	2799	99.9267	0.0733	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		3820721	33.8429	3817922	2799	99.9267	0.0733	0
Public Non Institutions	E-Voting	68120984	91919	0.1349	90730	1189	98.7065	1.2935	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		91919	0.1349	90730	1189	98.7065	1.2935	0
Total		186770370	111272460	59.5771	111268472	3988	99.9964	0.0036	0





TATA COFFEE LIMITED									
RESOLUTION - 5									
Resolution Required : (Ordinary/Special)					ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?					No				
Ratification of remuneration payable to M/s. S. Mahadevan & Co., Cost Auditors of the Company									
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	No. of votes Invalid
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100	[8]
Promoter and Promoter Group	E-Voting	107359820	107359820	100.0000	107359820	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		107359820	100.0000	107359820	0	100.0000	0.0000	0
Public Institutions	E-Voting	11289566	3820721	33.8429	3820721	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		3820721	33.8429	3820721	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	68120984	91815	0.1348	90757	1058	98.8477	1.1523	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		91815	0.1348	90757	1058	98.8477	1.1523	0
Total		186770370	111272356	59.5771	111271298	1058	99.9990	0.0010	0



TATA COFFEE LIMITED									
RESOLUTION - 6									
Resolution Required : (Ordinary/Special)					SPECIAL				
Whether promoter/ promoter group are interested in the agenda/resolution?					No				
Re-appointment of Dr. P G Chengappa (DIN: 06771287) as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 3 (three) consecutive years on the Board of the Company with effect from May 18, 2022 to May 17, 2025									
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	107359820	107359820	100.0000	107359820	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		107359820	100.0000	107359820	0	100.0000	0.0000	0
Public Institutions	E-Voting	11289566	3820721	33.8429	1149601	2671120	30.0886	69.9114	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		3820721	33.8429	1149601	2671120	30.0886	69.9114	0
Public Non Institutions	E-Voting	68120984	91926	0.1349	90189	1737	98.1104	1.8896	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		91926	0.1349	90189	1737	98.1104	1.8896	0
Total		186770370	111272467	59.5772	108599610	2672857	97.5979	2.4021	0



TATA COFFEE LIMITED									
RESOLUTION - 7									
Resolution Required : (Ordinary/Special)					SPECIAL				
Whether promoter/ promoter group are interested in the agenda/resolution?					No				
Appointment of Mr. S. Venkatraman (DIN: 00246012) as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing from July 28, 2021 upto July 27, 2026									
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	No. of votes Invalid
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100	[8]
Promoter and Promoter Group	E-Voting	107359820	107359820	100.0000	107359820	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		107359820	100.0000	107359820	0	100.0000	0.0000	0
Public Institutions	E-Voting	11289566	3820721	33.8429	3820721	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		3820721	33.8429	3820721	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	68120984	91320	0.1341	89552	1768	98.0640	1.9360	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		91320	0.1341	89552	1768	98.0640	1.9360	0
Total		186770370	111271861	59.5768	111270093	1768	99.9984	0.0016	0



TATA COFFEE LIMITED									
RESOLUTION - 8									
Resolution Required : (Ordinary/Special)					ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?					No				
Re-appointment of Mr. Chacko Purackal Thomas (DIN: 05215974) as Managing Director and Chief Executive Officer (MD & CEO) of the Company for a period of 3 (three) years commencing from April 1, 2022 to March 31, 2025									
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	No. of votes Invalid
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100	[8]
Promoter and Promoter Group	E-Voting	107359820	107359820	100.0000	107359820	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		107359820	100.0000	107359820	0	100.0000	0.0000	0
Public Institutions	E-Voting	11289566	3820721	33.8429	3820721	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		3820721	33.8429	3820721	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	68120984	91911	0.1349	90360	1551	98.3125	1.6875	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		91911	0.1349	90360	1551	98.3125	1.6875	0
Total		186770370	111272452	59.5771	111270901	1551	99.9986	0.0014	0



TATA COFFEE LIMITED									
RESOLUTION - 9									
Resolution Required : (Ordinary/Special)					ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?					No				
Re-appointment of Mr. K. Venkataramanan (DIN: 01728072) as Executive Director – Finance and Chief Financial Officer (ED – Finance & CFO) of the Company for a period of 1 (one) year commencing from October 25, 2022 to October 24, 2023									
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	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	107359820	107359820	100.0000	107359820	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		107359820	100.0000	107359820	0	100.0000	0.0000	0
Public Institutions	E-Voting	11289566	3820721	33.8429	3820721	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		3820721	33.8429	3820721	0	100.0000	0.0000	0
Public Non Institutions	E-Voting	68120984	91321	0.1341	90072	1249	98.6323	1.3677	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		91321	0.1341	90072	1249	98.6323	1.3677	0
Total		186770370	111271862	59.5768	111270613	1249	99.9989	0.0011	0







Date: June 20, 2022

To,  
The Chairman,  
Tata Coffee Limited  
CIN: L01131KA1943PLC000833  
Pollibetta, Kodagu, Karnataka 571215

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 79<sup>th</sup> Annual General Meeting of Tata Coffee Limited held on Monday, June 20 2022, at 11:00 A.M. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')**

I, Pramod S. M. of M/s. BMP & Co. LLP, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Tata Coffee Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of below mentioned resolutions proposed at the 79<sup>th</sup> Annual General Meeting ("AGM") of Tata Coffee Limited on Monday, June 20, 2022 at 11.00 A.M. (IST) through VC / OAVM

I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the said AGM.

The notice dated April 26, 2022, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM by the Company through electronic mode to those members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circulars



Page 1 of 16

**BMP & Co. LLP**

Regd Office : # 4272, Sapthagiri, 2nd Floor, Vivekananda Park Road, Near Seetha Circle, Girinagar, Bangalore - 560 085.

☎ : 080 26728442, ✉ : biswajit@bmpandco.com, 🌐 : [www.bmpandco.com](http://www.bmpandco.com), LLPIN : AAI-4194

dated April 08, 2020, April 13, 2020, followed by Circular dated May 05, 2020 and Circulars dated December 14, 2021, January 13, 2021 and May 05, 2022 (collectively referred to as “**MCA Circulars**”) and SEBI Circulars dated May 12, 2020 and January 15, 2021.

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

On account of the situation raised out of COVID-19 and in terms of the MCA Circulars, the Company had sent the Annual General Meeting notice in electronic form only and the same was completed on May 26, 2022

The remote voting commenced on Friday, June 17, 2022 (9:00 A.M. IST) and ended on Sunday, June 19, 2022 (5:00 P.M. IST) for e-voting.

The e-voting facility was provided by NSDL. The votes were unblocked on June 20, 2022 at around 1:39 P.M. in the presence of two witnesses, viz., Ms. Sahana Govind, currently residing at No. 2, Raghavendra Layout, Arekere, Bangalore-560076 and Ms. Surbhi Sharma, currently residing at MBR Shangri-La, Kengeri satellite town, Harsha layout, Bengaluru-560060, who are not in employment of the Company.

The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC/OAVM and who had not cast their vote earlier.

The Shareholders of the Company holding shares as on the “cut-off” date of Monday, June 13, 2022, were entitled to vote on the resolutions contained in the Notice of the AGM.





After the closure of the remote e-voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and were counted.

I have scrutinized and reviewed the remote e-voting prior to and during the AGM and votes cast therein based on the data downloaded from NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with requirements of the Act and rules relating to remote e-voting prior and during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting is restricted to making scrutinizers report of the votes cast in favour or against the resolutions

I now submit my consolidated Report as under of the remote e-voting in respect of the said resolutions.

#### **Resolution No. 1 – Ordinary Resolution**

Adoption of Audited Standalone Financial Statements for the Financial Year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon

(i) Voted “*in Favour*” of the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E- voting	488	111229282	99.9994
<b>Total</b>	<b>488</b>	<b>111229282</b>	<b>99.9994</b>



(ii) Voted “*against*” the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E- voting	10	640	0.0006
<b>Total</b>	<b>10</b>	<b>640</b>	<b>0.0006</b>

(iii) *Invalid Votes*

	Total Number of members exercised their votes	Total number of votes cast by them(shares)
Remote E- voting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

## Resolution No. 2 – Ordinary Resolution

Adoption of Audited Consolidated Financial Statements for the Financial Year ended March 31, 2022 together with the Report of the Auditors thereon

(i) Voted “*in Favour*” of the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E- voting	484	111207178	99.9993
<b>Total</b>	<b>484</b>	<b>111207178</b>	<b>99.9993</b>



(ii) Voted “*against*” the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E- voting	12	765	0.0007
<b>Total</b>	<b>12</b>	<b>765</b>	<b>0.0007</b>

(iii) *Invalid Votes*

	Total Number of members exercised their votes	Total number of votes cast by them(shares)
Remote E- voting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

### Resolution No. 3 – Ordinary Resolution

Declaration of Dividend on Equity Shares for the Financial Year ended March 31, 2022

(i) Voted “*in Favour*” of the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E- voting	489	111271788	99.9994
<b>Total</b>	<b>489</b>	<b>111271788</b>	<b>99.9994</b>



(ii) Voted “*against*” the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E- voting	7	633	0.0006
<b>Total</b>	<b>7</b>	<b>633</b>	<b>0.0006</b>

(iii) *Invalid Votes*

	Total Number of members exercised their votes	Total number of votes cast by them(shares)
Remote E- voting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

#### Resolution No. 4 – Ordinary Resolution

Appointment of a Director in place of Mr. Sunil A. D’Souza (DIN: 07194259), who retires by rotation and being eligible, offers himself for re-appointment

(i) Voted “*in Favour*” of the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E- voting	466	111268472	99.9964
<b>Total</b>	<b>466</b>	<b>111268472</b>	<b>99.9964</b>





(ii) Voted “*against*” the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E- voting	29	3988	0.0036
<b>Total</b>	<b>29</b>	<b>3988</b>	<b>0.0036</b>

(iii) *Invalid Votes*

	Total Number of members exercised their votes	Total number of votes cast by them(shares)
Remote E- voting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

#### Resolution No. 5 – Ordinary Resolution

Ratification of remuneration payable to M/s. S. Mahadevan & Co., Cost Auditors of the Company

(i) Voted “*in Favour*” of the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E- voting	468	111271298	99.9990
<b>Total</b>	<b>468</b>	<b>111271298</b>	<b>99.9990</b>

(ii) Voted “*against*” the resolution



	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E- voting	26	1058	0.0010
<b>Total</b>	<b>26</b>	<b>1058</b>	<b>0.0010</b>

(iii) *Invalid Votes*

	Total Number of members exercised their votes	Total number of votes cast by them(shares)
Remote E- voting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Resolution No. 6 – Special Resolution**

Re-appointment of Dr. P G Chengappa (DIN: 06771287) as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 3 (three) consecutive years on the Board of the Company with effect from May 18, 2022 to May 17, 2025

(i) Voted “*in Favour*” of the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E- voting	459	108599610	97.5979
<b>Total</b>	<b>459</b>	<b>108599610</b>	<b>97.5979</b>



(ii) Voted “*against*” the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E- voting	36	2672857	2.4021
<b>Total</b>	<b>36</b>	<b>2672857</b>	<b>2.4021</b>

(iii) *Invalid Votes*

	Total Number of members exercised their votes	Total number of votes cast by them(shares)
Remote E- voting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

#### Resolution No. 7 – Special Resolution

Appointment of Mr. S. Venkatraman (DIN: 00246012) as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing from July 28, 2021 upto July 27, 2026

(i) Voted “*in Favour*” of the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E- voting	463	111270093	99.9984
<b>Total</b>	<b>463</b>	<b>111270093</b>	<b>99.9984</b>





(ii) Voted “*against*” the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E- voting	31	1768	0.0016
<b>Total</b>	<b>31</b>	<b>1768</b>	<b>0.0016</b>

(iii) *Invalid Votes*

	Total Number of members exercised their votes	Total number of votes cast by them(shares)
Remote E- voting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

#### Resolution No. 8 – Ordinary Resolution

Re-appointment of Mr. Chacko Purackal Thomas (DIN: 05215974) as Managing Director and Chief Executive Officer (MD & CEO) of the Company for a period of 3 (three) years commencing from April 1, 2022 to March 31, 2025

(i) Voted “*in Favour*” of the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E- voting	470	111270901	99.9986
<b>Total</b>	<b>470</b>	<b>111270901</b>	<b>99.9986</b>



(ii) Voted “*against*” the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E- voting	25	1551	0.0014
<b>Total</b>	<b>25</b>	<b>1551</b>	<b>0.0014</b>

(iii) *Invalid Votes*

	Total Number of members exercised their votes	Total number of votes cast by them(shares)
Remote E- voting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

#### Resolution No. 9 – Ordinary Resolution

Re-appointment of Mr. K. Venkataramanan (DIN: 01728072) as Executive Director – Finance and Chief Financial Officer (ED – Finance & CFO) of the Company for a period of 1 (one) year commencing from October 25, 2022 to October 24, 2023

(i) Voted “*in Favour*” of the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E- voting	477	111270613	99.9989
<b>Total</b>	<b>477</b>	<b>111270613</b>	<b>99.9989</b>



(ii) Voted “*against*” the resolution

	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E- voting	18	1249	0.0011
<b>Total</b>	<b>18</b>	<b>1249</b>	<b>0.0011</b>

(iii) *Invalid Votes*

	Total Number of members exercised their votes	Total number of votes cast by them(shares)
Remote E- voting	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

The final analysis of the e-voting is annexed herewith as *Annexure A*. The Register, all other papers and relevant records relating to remote e-voting shall remain in our safe custody until the chairman considers, approves, and signs the minutes and thereafter the same would be handed over to the Company Secretary of the Company for the safe keeping.

For BMP & Co. LLP,  
Company Secretaries




Pramod S M  
Designated Partner  
FCS No: 7834  
CP No: 13784

Place: Bangalore  
Date: 20<sup>th</sup> June, 2022  
UDIN: F007834D000511227

# Annexure A

## THE FINAL ANALYSIS OF THE E-VOTING IS AS FOLLOWS:

Sl No.	Resolution	E-Voting		Percentage		Result
		For	Against	For	Against	
1	Adoption of Audited Standalone Financial Statements for the Financial Year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon	111229282	640	99.9994	0.0006	Approved as an Ordinary Resolution
2	Adoption of Consolidated Financial Statements for the Financial Year ended March 31, 2022 together with the Report of the Auditors thereon	111207178	765	99.9993	0.0007	Approved as an Ordinary Resolution
3	Declaration of Dividend on Equity Shares for the Financial Year ended March 31, 2022	111271788	633	99.9994	0.0006	Approved as an Ordinary Resolution
4	Appointment of a Director in place of Mr. Sunil A. D'Souza (DIN: 07194259), who retires by rotation and being eligible, offers himself for re-appointment	111268472	3988	99.9964	0.0036	Approved as an Ordinary Resolution





5	Ratification of remuneration payable to M/s. S. Mahadevan & Co., Cost Auditors of the Company	111271298	1058	99.9990	0.0010	Approved as an Ordinary Resolution
6	Re-appointment of Dr. P G Chengappa (DIN: 06771287) as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 3 (three) consecutive years on the Board of the Company with effect from May 18, 2022 to May 17, 2025	108599610	2672857	97.5979	2.4021	Approved as a Special Resolution
7	Appointment of Mr. S. Venkatraman (DIN: 00246012) as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years commencing from July 28, 2021 upto July 27, 2026	111270093	1768	99.9984	0.0016	Approved as a Special Resolution
8	Re-appointment of Mr. Chacko Purackal Thomas (DIN: 05215974) as Managing Director and Chief Executive Officer (MD & CEO) of the	111270901	1551	99.9986	0.0014	Approved as an Ordinary Resolution



	Company for a period of 3 (three) years commencing from April 1, 2022 to March 31, 2025					
9	Re-appointment of Mr. K. Venkataramanan (DIN: 01728072) as Executive Director – Finance and Chief Financial Officer (ED – Finance & CFO) of the Company for a period of 1 (one) year commencing from October 25, 2022 to October 24, 2023	111270613	1249	99.9989	0.0011	Approved as an Ordinary Resolution


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

Thanking you,  
Yours faithfully

For BMP & Co. LLP,  
Company Secretaries

Place: Bangalore  
Date: 20<sup>th</sup> June, 2022  
UDIN: F007834D000511227



  
Pramod S M  
Designated Partner  
FCS No: 7834  
CP No: 13784

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

*Sahana*

**Ms. Sahana Govind**

No. 2 , Raghavendra Layout,  
Arekere, Bangalore-560076

*Surbhi Sharma*

**Ms. Surbhi Sharma**

MBR Shangri-La, Kengeri satellite town,  
Harsha layout, Bengaluru-560060

