

HQ/CS/CL.24B/16219 28 June 2017

Sir,

Sub: Results of voting in respect of business transacted at the 31st Annual General Meeting of Tata Communications Limited

Ref: Stock Code: TATACOMM / (500483)

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the following documents:

- a. Result of voting under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Attachment 'A')
- b. Scrutinizer's report (Attachment 'B')

Thanking you,

Yours faithfully, For Tata Communications Limited

Manish Sansi Company Secretary & General Counsel (India)

To:

1) Security Code 500483, BSE, Mumbai.

 Security Code TATACOMM, The Asst. Manager (Listing), National Stock Exchange of India Limited.

TATA COMMUNICATIONS

Tata Communications Limited



31ST ANNUAL GENERAL MEETING (AGM) TATA COMMUNICATIONS LIMITED VOTING RESULTS

Date of the AGM	27-Jun-17
Total number of shareholders on record date .	56195
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	ത
Public:	95
No. of shareholders attended the meeting through Video Conferencing:	NI
Promoters and Promoter Group:	
Public:	

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

Resolution No. 1: To receive, consider and adopt:

Audited Standalone Financial Statements of the Company for the financial year ended March 31 2017, together with the Reports of the Board of Directors and the Auditors thereon; and

b. Audited Consolidated Financial Statements of the Company for the financial year ended March 31 2017 along with the Report of the Auditors thereon

Whether promoter/ promoter group are interested in the agenda/resolution? NO

	Promoter/Public	Mode of Voting Total No. of No. of Shares Held polled	Total No. of No. of Shares Held polled	votes	% of Votes Polled on Votes - in outstanding shares favour	No. of Votes - in favour	No. of Votes - against	% of Votes in favour % of Votes against on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[2]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
	Promote par setomore	E-Voting	•	40087639	18.76	40087639	0	100.00	
н	Group	Poll	213733215	160223539	74.96	160223539	0	100.00	
	1	Total		200311178	93.72	200311178	0	100.00	00.0
	Public - Toetitutional	E-Voting		32594778	61.02	19907069	12687709		(1)
7	holders	Poll	53418408	0	00.00	0	0	0.00	
		Total		32594778	61.02	19907069	12687709	61.07	8
20 - 2	Commence of the control of the control	E-Voting		1625108	9.11	1625098	10	100.00	0.00
m	Public-Others	Poll	17848377	4017	0.02	4017	0	100.00	
		Total		1629125	9.13	1629115	10	100.00	0.00
		E-Voting		74307525	26.07	61619806	12687719	82.93	17.07
	Total	Poli	285000000	160227556	56.22	160227556	0	100.00	
		Total		234535081	82.29	82.29 221847362	12687719	94.59	5,41







Resolution No. 2 : Declaration of Dividend for the financial year 2016-17

Whether p	Whether promoter/ promoter group are interested in the agenda/resol	are interested in	the agenda/	resolution? NO					
	Promoter/Public	Mode of Voting Shares Held polled	Total No. of No. o	f votes 1	% of Votes Polled on Votes - in outstanding shares favour	No. of Votes - in favour	No. of Votes - against	% of Votes in favour % of Votes against on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[6]=[(4)/(2)]*100 [7]=[(5)/(2)]*100
		E-Voting		40087639	18.76	40087639	0	100.00	0.00
н	Group	Poll	213733215	160223539	74.96	160223539	0	100.00	0.00
	450	Total		200311178	93.72	200311178	0	100.00	0.00
		E-Voting		32632278	61.09	32632278	0	100.00	0.00
2	Public - Institutional	Poll	53418408	0	00.0	0	0	0.00	0.00
		Total		32632278	61.09	32632278	0	100.00	0.00
		E-Voting		1625078	01.6	1625068	01	100.00	0.00
m	Public-Others	Poll	17848377	4017	0.02	4017	0	100.00	0.00
		Total		1629095	9.13	1629085	01	100.00	0.00
		E-Voting		74344995	26.09	74344985	01	100.00	0.00
	Total	Poll	285000000	160227556	56.22	160227556	0	100.00	0.00
1000		Total		234572551	82.31	82.31 234572541	01	100.00	0.00

Resolution No. 3: Re-appointment of Mr. Bharat Vasani as a Director

	The state of the s		' Gn 0:::						
	Promoter/Public	Mode of Voting Shares Held polled	Total No. of No. of v Shares Held polled	No. of votes polled	% of Votes Polled on Votes - in outstanding shares favour	No. of Votes - in favour	No. of Votes - against	% of Votes in favour % of Votes against on votes polled	% of Votes against on votes polled
	ja		[1]	[2]	[3]=[(5)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[6]=[(4)/(2)]*100 [7]=[(5)/(2)]*100
		E-Voting		40087639	18.76	40087639	0	100.00	0.00
H	Promoter and Promoter	Poll	213733215	160223539	74.96	160223539	0	100.00	0.00
	200	Total		200311178	93.72	200311178	0	100.00	0.00
	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	E-Voting		31846915	29.62	21102234	10744681	66.26	33.74
2	Public - Institutional	Poll	53418408	0	00.0	0	0	00.0	0.00
	5 5000	Total		31846915	59.62	21102234	10744681	66.26	33.74
	1	E-Voting		1625148	9.11	1624857	291	86.66	0.02
m	Public-Others	Poll	17848377	4017	0.02	3587	430	89.30	10.70
		Total		1629165	9.13	1628444	721	96.66	0.04
		E-Voting		73559702	25.81	62814730	10744972	85.39	14.61
	Total	Poll	285000000	160227556	56.22	160227126	430	100.00	0.00
		Total		233787258		82.03 223041856	10745402	95.40	WICATION 4.60



Resolution No. 4: Re-appointment of Mr. N. Srinath as a Director.

Whether promoter/ promoter group are interested in the agenda/resolution? NO

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	Promoter/Public	Mode of Voting Total No. of No. of Shares Held polled	Total No. of Shares Held	Total No. of No. of votes Shares Held polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour % of Votes against 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
	Dromoter and Dromotor	E-Voting		40087639	18.76	40087639	0	100.00	
Н	Group	Poll	213733215	160223539	74.96	-	0	100.00	
		Total		200311178	93.72	200311178	0	100 001	
	Public - Institutional	E-Voting		31846915	59.62	18281393	13565522	57.40	7
7	holders	Poll	53418408	0	00.00	0	0	0.00	
		Total		31846915	59.62	18281393	13565522	57.40	
		E-Voting		1625118	9.11	1624582	536		
m	Public-Others	Poll	17848377	4017	0.02	3717	300		
		Total		1629135	9.13	1628299	836		
	L J	E-Voting		73559672	25.81	59993614	13566058		
	Total	Poll	285000000	160227556	56.22	160227256	300	100.00	
		Total		233787228	82.03	82.03 220220870	13566358	94.20	

Resolution No. 5 : Appointment of Statutory Auditors

Whether promoter/ promoter group are interested in the agenda/resolution? NO

אווברוובו ה	wiletiel plomotel/ plomotel group are interested in the agenda/resolution? NO	are interested in	the agenda/	resolution? NO					
	Promoter/Public	Mode of Voting Shares Held polled	Total No. of Shares Held	votes	% of Votes Polled on Votes - in outstanding shares favour	No. of Votes - in favour	No. of Votes - against	% of Votes in favour % of Votes against on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	171=[(5)/(5)1*100
	Dromoter and Dromoter	E-Voting		40087639	18.76	4	0	100.00	0.00
н	Group	Poll	213733215	160223539	74.96	160223539	0	100.00	
	L.	Total		200311178	93.72	200311178	0	100.00	
	Public - Trettitution	E-Voting		32632278	61.09	32632278	0	100.00	
7	holders	Poll	53418408	0	00.0	0	0	0.00	
		Total		32632278	61.09	32632278	0	100 001	
		E-Voting		1625118	9.11	1625052	99		
m	Public-Others	Poll	17848377	4017	0.02	3887	130		
		Total		1629135	9.13	1628939	196		
		E-Voting		74345035	26.09	74344969	99	1	
	Total	Poll	285000000	160227556	56.22	160227426	130		000
		Total		234572591	82.31	82.31 234572395	196		NICATION.



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Resolution No. 6: Appointment of Mr. G. Narendra Nath as a Director

Promoter/Public	Mode of Voting Total No. of No. of Shares Held polled	Total No. of Shares Held	Total No. of No. of votes Shares Held polled	% of Votes Polled on Votes - in outstanding shares favour	No. of Votes - in favour	No. of Votes - against	% of Votes in favour % of Votes against on votes polled	% of Votes against on votes polled
(1)		[1]	[2]	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[6]=[(4)/(5)]*100 [7]=[(5)/(5)]*100
Dromoter and Dromotor	E-Voting		40087639	18.76	40087639	0	100.00	0.00
מו מוס בוסווסנפ	Poll	213733215	160223539	74.96	160223539	0	100.00	
	Total		200311178	93.72	200311178	0	100.00	
Durblic - Tooth History	E-Voting		28929515	54.16	15341052	13588463	53.03	4
holders	Poll	53418408	0	00.0	0	0	0.00	
	Total		28929515	54.16	15341052	13588463	53.03	7
	E-Voting		1625116	9.11	1624674	442	76.66	0.03
Public-Others	Poll	17848377	4017	0.02	3987	30	99.25	0.75
	Total		1629133	9.13	1628661	472	79.99	0.03
	E-Voting		70642270	24.79	57053365	13588905	80.76	19.24
	Poll	285000000	160227556	56.22	160227526	30	100.00	0.00
	Total		230869826	81.01	81.01 217280891	13588935	94.11	II.

Resolution No. 7: Ratification of Cost Auditor's Remuneration

Whether promoter/ promoter group are interested in the agenda/resolution? NO

						NI COL			
						No. or			
			Total No. of No.	No. of votes	% of Votes Polled on Votes - in	Votes - in	No. of Votes -	% of Votes in favour % of Votes against	% of Votes against
	Promoter/Public ==	Mode of Voting Shares Held polled	Shares Held	polled	outstanding shares	favour	against	on votes polled	on votes polled
			[1]	[2]	[3]=[(2)/(1)]*100	[4]	[2]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
	Dromord Local State	E-Voting		40087639	18.76	40087639	0	100.00	0.00
	Group	Poll	213733215	160223539	74.96	160223539	0	100.00	0.00
H	1	Total		200311178	93.72	200311178	0	100.00	0.00
	Coordination - Silving	E-Voting		32632278	61.09	32632278	0	100.00	0.00
	holders	Poll	53418408	0	00.00	0	0	0.00	
2		Total		32632278	61.09	32632278	0	100.00	0.00
		E-Voting		1625086	9.10	1624689	397	86.66	0.02
+	Public-Others	Poll	17848377	4017	0.02	3892	125	96.89	3.11
m		Total		1629103	9.13	1628581	522	79.97	0.03
		E-Voting		74345003	26.09	74344606	397	100.00	0.00
	Total	Poll	285000000	160227556	56.22	160227431	125	100.00	O.00
		Total		234572559		82.31 234572037	522		OO. Sales es Co.



Practicing Company Secretary

B-604, Ballerina CHS, 3rd Cross Road, Lokhandwala Complex, Andheri West, Mumbai -400 053 Tel: 40168040 Mobile: 98208 30294 Email ID: preetighiya@hotmail.com

To,
The Chairperson,
Tata Communications Limited
VSB, MG Road, Fort,
Mumbai- 400 001

Dear Sir,

At the outset, I would like to thank you for appointing me as the Scrutinizer for the remote e-Voting and e-Voting by members of the Company at the 31st Annual General Meeting (AGM) of your Company held on Tuesday, June 27, 2017 at 11.00 A.M.

I am pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

All the resolutions have been passed with requisite majority.

Thanking you,

Yours faithfully,

Preeti Ghiya

Practicing Company Secretary

MUMBAI

CP No. 6157

Date: June 27, 2017

Place: Mumbai

Practicing Company Secretary

B-604, Ballerina CHS, 3rd Cross Road, Lokhandwala Complex, Andheri West, Mumbai -400 053 Tel: 40168040 Mobile: 98208 30294 Email ID: preetighiya@hotmail.com

SCRUTINIZER'S REPORT

Dated - June 27, 2017

To,
The Chairperson,
Tata Communications Limited
VSB, MG Road, Fort,
Mumbai- 400 001

Dear Sir,

SUB: Consolidated Scrutinizer's Report on remote e-Voting and e-Voting by members of the Company at the 31st Annual General Meeting (AGM) of Tata Communications Limited held at 11.00 A.M. on Tuesday, June 27, 2017 at MC Ghia Hall, Bhogilal Hargovindas Building, Second Floor, 18/20 Kaikhushru Dubash Road, Kalaghoda, Mumbai- 400 001.

I, Preeti Ghiya, Practicing Company Secretary, have been appointed by the board of directors at their meeting held on May 4, 2017 as the Scrutinizer for the remote e-Voting 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 as well as the electronic voting pursuant to the provisions of Section 109 of the Companies Act,2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 at the 31st Annual General Meeting of Tata Communications Limited held at 11.00 A.M. on Tuesday, June 27, 2017 at MC Ghia Hall, Bhogilal Hargovindas Building, Second Floor, 18/20 Kaikhushru Dubash Road, Kalaghoda, Mumbai- 400 001.

Notice -The Notice dated 4th May 2017 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.



Practicing Company Secretary

B-604, Ballerina CHS, 3rd Cross Road, Lokhandwala Complex, Andheri West, Mumbai -400 053 Tel: 40168040 Mobile: 98208 30294 Email ID: preetighiya@hotmail.com

The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper Free Press Journal and in a vernacular newspaper Navshakti having wide circulation, in their respective editions dated June 6, 2017.

As a Scrutinizer, I present herewith the Scrutinizer's Report on the votes cast "in favour" or "against" or abstained (In-valid votes), in respect of the resolutions stated below, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the agency to provide e-voting facilities, engaged by the Company.

Cut-off date- The shareholders of the company holding shares as on the 'cut-off' date June 20, 2017 were entitled to vote on the resolutions (Item no 1 to 7 as set out in the Notice of the 31st AGM of the Company).

Remote e-Voting-

- i) The Company had appointed National Securities Depository Limited (NSDL) as the agency for providing remote e-Voting platform.
- ii) The Remote e-Voting platform was open from Thursday, June 22, 2017 (9.00 a.m. IST) to Monday, June 26, 2017 (5.00 p.m., IST) (both days inclusive)and Members holding shares either in physical form or in dematerialized form were required to cast their votes electronically, on the e-Voting platform provided by NSDL.
- As prescribed under Rule 20 (4) (xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have cast their votes through remote e-Voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-Voting, such as their names, DP Id/Client Id, Folios, no. of shares held but not the manner in which they have voted.
- iv) Accordingly, NSDL the remote e-Voting agency provided us with the names, DP Id/Client Id, Folios and shareholding of the members who had cast their votes through remote e-Voting.



Practicing Company Secretary

B-604, Ballerina CHS, 3rd Cross Road, Lokhandwala Complex, Andheri West, Mumbai -400 053 Tel: 40168040 Mobile: 98208 30294 Email ID: preetighiya@hotmail.com

v) The Corporate members who had participated in the remote e-Voting had provided scanned copy of the resolution passed at their Board of Directors Meeting for authorization to exercise their votes through e-Voting.

E-Voting at the AGM venue:

i) The Company had also provided the facility for e-voting at the AGM and members, who had not cast their vote by remote e-voting, were allowed to exercise their right to vote at the meeting.

On completion of voting at the meeting-

- i) NSDL provided with the list of members who had cast their votes along with their holding details and details of vote cast on the resolutions.
- ii) The votes were reconciled with the records maintained by the Company and NSDL with respect to authorizations/proxies lodged with the Company.
- iii) The votes cast under remote e-voting facility were unblocked in presence of two witnesses who were not in employment of the Company.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system i.e https://www.evoting.nsdl.com and the e-voting done at the venue of the AGM.

I now submit my Consolidated Report as under on the results of remote e-voting and e-voting at AGM venue with respect to each item on the agenda as set out in the Notice of the 31st AGM dated 4th May 2017.



Preeti GhiyaPracticing Company Secretary

B-604, Ballerina CHS, 3rd Cross Road, Lokhandwala Complex, Andheri West, Mumbai -400 053 Tel: 40168040 Mobile: 98208 30294 Email ID: preetighiya@hotmail.com

Resolution No. 1: Ordinary Resolution

Ordinary Business: Adoption of:

a. The audited standalone financial statements of the Company for the financial year ended March 31, 2017, together with the reports of the board of directors and auditors thereon; and

b. The audited consolidated financial statements of the company for the financial year ended March 31, 2017 along with the report of the auditors thereon.

		Votes in fa	vour of the reso	lution	Votes agair	st the resolution	1	Invalid vot	es
Voting Method	Total Valid Votes	No of members voted	No of votes cast(Shares)	% of total no of valid votes cast	No of members voted	No of votes cast(Shares)	% of total no of valid votes cast	No of members voted	No of votes cast (Shares)
Remote E- voting	74307525	187	61619806	82.93%	52	12687719	17.07%	0	0
E-Voting at the AGM	160227556	27	160227556	100%	0	0	0%	0	0
Total	234535081	214	221847362	94.59%	52	12687719	5.41%	0	0

Resolution No. 2: Ordinary Resolution

Ordinary Business: Declaration of final dividend on equity shares for the financial year 2016-17

		Votes in fa	vour of the reso	lution	Votes again	st the resolution	1.	Invalid vot	es
Voting Method	Total Valid Votes	No of members voted	No of votes cast(Shares)	% of total no of valid votes cast	No of members voted	No of votes cast(Shares)	% of total no of valid votes cast	No of members voted ·	No of votes cast (Shares)
Remote E- voting	74344995	239	74344985	100%	1	10	0.00%	0	0
E-Voting at the AGM	160227556	27	160227556	100%	0	0	0.00%	0	0
Total	234572551	266	234572541	100%	1	10	0.00%	0	0



Practicing Company Secretary

B-604, Ballerina CHS,

3rd Cross Road, Lokhandwala Complex,

Andheri West, Mumbai -400 053

Tel: 40168040 Mobile: 98208 30294 Email ID: preetighiya@hotmail.com

Resolution No. 3: Ordinary Resolution

Ordinary Business: Appointment of Mr. Bharat Vasani (DIN- 00040243), Director retiring by rotation

as a Director of the Company

		Votes in fa	vour of the reso	lution	Votes again	st the resolution	1	Invalid vote	es
Voting Method	Total Valid Votes	No of members voted	No of votes cast(Shares)	% of total no of valid votes cast	No of members voted	No of votes cast(Shares)	% of total no of valid votes cast	No of members voted	No of votes cast (Shares)
Remote E- voting	73559702	171	62814730	85.39%	64	10744972	14.61%	0	0
E-Voting at the AGM	160227556	25	160227126	100%	2	430	0.00%	0	0
Total	233787258	196	223041856	95.40%	66	10745402	4.60%	0	0

Resolution No. 4: Ordinary Resolution

Ordinary Business: Appointment of Mr. N. Srinath (DIN- 00058133), Director retiring by rotation as a

Director of the Company

	5	Votes in fa	vour of the reso	lution	Votes again	st the resolution	1	Invalid vote	es
Voting Method	Total Valid Votes	No of members voted	No of votes cast(Shares)	% of total no of valid votes cast	No of members voted	No of votes cast(Shares)	% of total no of valid votes cast	No of members voted	No of votes cast (Shares)
Remote E- voting	73559672	154	59993614	81.56%	80	13566058	18.44%	0	0
E-Voting at the AGM	160227556	26	160227256	100%	1	300	0.00%	0	0
Total	233787228	180	220220870	94.2%	81	13566358	5.8%	0	0



Practicing Company Secretary

B-604, Ballerina CHS,

3rd Cross Road, Lokhandwala Complex,

Andheri West, Mumbai -400 053

Tel: 40168040 Mobile: 98208 30294 Email ID: preetighiya@hotmail.com

Resolution No. 5: Ordinary Resolution

Ordinary Business: Appointment of M/s S.R. Batliboi & Associates LLP, Chartered Accountants (Firm registration No. 101049W/E300004) as statutory auditors of the Company

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid votes	
		No of members voted	No of votes cast(Shares)	% of total no of valid votes cast	No of members voted	No of votes cast(Shares)	% of total no of valid votes cast	No of members voted	No of votes cast (Shares)
Remote E- voting	74345035	239	74344969	100%	2	66	0.00%	0	0
E-Voting at the AGM	160227556	26	160227426	100%	1	130	0.00%	0	0
Total	234572591	265	234572395	100%	3	196	0.00%	0	0

Resolution No. 6: Ordinary Resolution

Special Business: Appointment of Mr. G. Narendra Nath (DIN- 07440439) as Director of the Company

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid votes	
		No of members voted	No of votes cast(Shares)	% of total no of valid votes cast	No of members voted	No of votes cast(Shares)	% of total no of valid votes cast	No of members voted	No of votes cast (Shares)
Remote E- voting	70642270	151	57053365	80.76%	79	13588905	19.24%	0	0
E-Voting at the AGM	160227556	26	160227526	100%	1	30	0.00%	0	0
Total	230869826	177	217280891	94.11%	80	13588935	5.89%	0	0



Practicing Company Secretary

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3rd Cross Road, Lokhandwala Complex,

Andheri West, Mumbai -400 053

Tel: 40168040 Mobile: 98208 30294 Email ID: preetighiya@hotmail.com

Resolution No. 7: Ordinary Resolution

Special Business: Ratification of the remuneration of the cost auditor- Mr. Jugal Kishor Puri

Voting Method	Total Valid Votes	Votes in favour of the resolution			Votes against the resolution			Invalid votes	
		No of members voted	No of votes cast(Shares)	% of total no of valid votes cast	No of members voted	No of votes cast(Shares)	% of total no of valid votes cast	No of memb ers voted	No of votes cast (Shares)
Remote E- voting	74345003	235	74344606	100%	4	397	0.00%	0	0
E-Voting at the AGM	160227556	26	160227431	100%	1	125	0.00%	0	0
Total	234572559	261	234572037	100%	5	522	0.00%	0	0

All the resolutions have been passed with requisite majority.

The relevant records relating to Remote E-voting and E-voting at the AGM is handed over to the Company Secretary of the Company for safe keeping.

Thanking you,

Yours faithfully

Preeti Ghiya

Practicing Company Secretary

CP No. 6157