sasken

BSE Limited
National Stock Exchange of India Limited
September 24, 2014

Dear Sirs,
Sub: Disclosure under Clause 35A of the Listing Agreement
Ref: Scrip Code / Name of the Scrip / Class of Security: 532663 / SASKEN / Equity
In accordance with Clause 35A of the Listing Agreement with the Stock Exchange, we wish to inform you the details of voting at the 26th Annual General Meeting of the Shareholders of the Company held on Monday, 22nd September, 2014 at 4:00 pm at the Regd. Office.

| Date of the AGM | $: 22$ nd September, 2014 |
| :--- | :--- |
| Book Closure Date | $: 15$ th to 19th September, 2014(Both days inclusive) |
| Total number of shareholders on re: 25,403 |  |

Total number of shareholders on re: 25,403

No. of Shareholders present in the meeting either in person or through proxy:

| Category of Shareholders | Present in <br> Person | Present Through <br> Proxy | Total | Shares | $\%$ of <br> Capital |
| :--- | ---: | ---: | ---: | ---: | ---: |
| Promoters and Promoter Group: | 7 |  | 6 | 13 | $1,497,925$ |
| Public: | 42 |  | 1 | 43 | 55,837 |
| Total |  |  | 56 | $1,553,762$ | 7.26 |

No. of Shareholders attended the meeting through Video Conferencing

| Category of Shareholders | Present in <br> Person | Present Through <br> Proxy | Total |
| :--- | :--- | :--- | :--- |
| Promoters and Promoter Group: | No video conferencing facility was made <br> available. |  |  |
| Public: |  |  |  |
| Total |  |  |  |

## Outcome of the 26th Annual General Meeting of the Shareholders of the Company

The 26th Annual General Meeting of the Shareholders of our Company was held in Monday, 22nd September, 2014 at 4:00 pm (IST) at the Regd. Office: 139/25 Domlur Ring Road, Bangalore-560071, Karnataka, India. The mode of voting was by way of Poll/E-voting. The shareholders transacted the business as provided in annexure.

Thanking you,

Yours faithfully,
For Sasken Communication Technologies Ltd.

S. Prasad

Company Secretary \& Compliance Officer
Encl.

| ANNEXURE |  |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Resolution ID | Category | No. of Shares Held | No. of Votes Polled | \% of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes against | \% of Votes in favour on votes polled | \% of Votes against on votes polled |
| 1. Adoption of the Audited financial statements of the Company for the year ended March 31, 2014, together with the reports of the Directors and the Auditors thereon. (Ordinary Resolution) | Promoter and Promoter Group | 7,764,235 | 6,098,047 | 78.54\% | 6,098,047 |  | 100.00\% | 0.00\% |
|  | Public - Institutional Holders | 2,484,203 | 2,467,140 | 99.31\% | 2,442,792 | 24,348 | 99.01\% | 0.99\% |
|  | Public-Others | 11,039,535 | 1,651,253 | 14.96\% | 1,651,253 |  | 100.00\% | 0.00\% |
|  | Total | 21,287,973 | 10,216,440 |  | 10,192,092 | 24,348 |  |  |
| 2. Confirming the payment of (a) interim dividend of Rs.5.50 per equity share; (b) special dividend of Rs. 25.00 per equity share in celebration of its 25 th year since incorporation and (c) declaring a final dividend of Rs. 1.50 per equity share. (Ordinary Resolution) | Promoter and Promoter Group | 7,764,235 | 6,098,047 | 78.54\% | 6,098,047 | - | 100.00\% | 0.00\% |
|  | Public - Institutional Holders | 2,484,203 | 2,467,140 | 99.31\% | 2,467,140 | - | 100.00\% | 0.00\% |
|  | Public-Others | 11,039,535 | 1,651,253 | 14.96\% | 1,651,253 | - | 100.00\% | 0.00\% |
|  | Total | 21,287,973 | 10,216,440 |  | 10,216,440 | - |  |  |
| 3. Re-appointment of Mr. Pranabh D. Mody (DIN: 00035505) who retires by rotation. (Ordinary Resolution) | Promoter and Promoter Group | 7,764,235 | 5,398,622 | 69.53\% | 5,398,622 | - | 100.00\% | 0.00\% |
|  | Public - Institutional Holders | 2,484,203 | 2,467,140 | 99.31\% | 2,442,059 | 25,081 | 98.98\% | 1.02\% |
|  | Public-Others | 11,039,535 | 1,651,253 | 14.96\% | 1,651,053 | 200 | 99.99\% | 0.01\% |
|  | Total | 21,287,973 | 9,517,015 |  | 9,491,734 | 25,281 |  |  |
| 4. Re-appointment of Mr. Krishna J. Jhaveri (DIN: 00102729) who retires by rotation. (Ordinary Resolution) | Promoter and Promoter Group | 7,764,235 | 5,090,951 | 65.57\% | 5,090,951 |  | 100.00\% | 0.00\% |
|  | Public - Institutional Holders | 2,484,203 | 2,467,140 | 99.31\% | 2,124,113 | 343,027 | 86.10\% | 13.90\% |
|  | Public-Others | 11,039,535 | 1,651,253 | 14.96\% | 1,651,053 | 200 | 99.99\% | 0.01\% |
|  | Total | 21,287,973 | 9,209,344 |  | 8,866,117 | 343,227 |  |  |
| 5. Re-appointment of M/s S.R. Batliboi \& Co. LLP, Chartered Accountants as Auditors and fix their remuneration. (Ordinary Resolution) | Promoter and Promoter Group | 7,764,235 | 6,098,047 | 78.54\% | 6,098,047 |  | 100.00\% | 0.00\% |
|  | Public - Institutional Holders | 2,484,203 | 2,467,140 | 99.31\% | 2,467,140 |  | 100.00\% | 0.00\% |
|  | Public-Others | 11,039,535 | 1,651,253 | 14.96\% | 1,651,053 | 200 | 99.99\% | 0.01\% |
|  | Total | 21,287,973 | 10,216,440 |  | 10,216,240 | 200 |  |  |
| 6. Amendment to Articles of Association. (Special Resolution) | Promoter and Promoter Group | 7,764,235 | 6,098,047 | 78.54\% | 6,098,047 |  | 100.00\% | 0.00\% |
|  | Public - Institutional Holders | 2,484,203 | 2,467,140 | 99.31\% | 2,424,559 | 42,581 | 98.27\% | 1.73\% |
|  | Public-Others | 11,039,535 | 1,651,253 | 14.96\% | 1,651,153 | 100 | 99.99\% | 0.01\% |
|  | Total | 21,287,973 | 10,216,440 |  | 10,173,759 | 42,681 |  |  |
| 7. Appointment of Mr. Anjan Lahiri (DIN: 06407055) as a Director. (Ordinary Resolution) | Promoter and Promoter Group | 7,764,235 | 6,098,047 | 78.54\% | 6,098,047 |  | 100.00\% | 0.00\% |
|  | Public - Institutional Holders | 2,484,203 | 2,467,140 | 99.31\% | 2,467,140 |  | 100.00\% |  |
|  | Public-Others | 11,039,535 | 1,651,253 | 14.96\% | 1,495,811 | 155,442 | 90.59\% |  |
|  | Total | 21,287,973 | 10,216,440 |  | 10,060,998 | 155,442 |  |  |
|  |  |  |  |  |  |  |  |  |


| Resolution ID | Category | No. of Shares Held | No. of Votes Polled | \% of Votes <br> 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 |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| 8. Appointment of Mr. Deepak V. Harlalka (DIN: 00170335) as an Independent Director. (Ordinary Resolution) | Promoter and Promoter Group | 7,764,235 | 6,098,047 | 78.54\% | 6,098,047 |  | 100.00\% | 0.00\% |
|  | Public - Institutional Holders | 2,484,203 | 2,467,140 | 99.31\% | 2,467,140 |  | 100.00\% | 0.00\% |
|  | Public-Others | 11,039,535 | 1,645,324 | 14.90\% | 1,645,124 | 200 | 99.99\% | 0.01\% |
|  | Total | 21,287,973 | 10,210,511 |  | 10,210,311 | 200 |  |  |
| 9. Payment of Remuneration to Mr. Rajiv C. Mody (DIN: 00092037), as Chairman \& Managing Director. (Ordinary Resolution) | Promoter and Promoter Group | 7,764,235 | 5,093,043 | 65.60\% | 5,093,043 |  | 100.00\% | 0.00\% |
|  | Public - Institutional Holders | 2,484,203 | 2,449,640 | 98.61\% | 2,449,640 |  | 100.00\% | 0.00\% |
|  | Public-Others | 11,039,535 | 1,651,253 | 14.96\% | 1,651,050 | 203 | 99.99\% | 0.01\% |
|  | Total | 21,287,973 | 9,193,936 |  | 9,193,733 | 203 |  |  |
| 10. Payment of Remuneration to Mr. Krishna J. Jhaveri (DIN: 00102729), as Whole-time Director. (Ordinary Resolution) | Promoter and Promoter Group | 7,764,235 | 5,090,951 | 65.57\% | 5,090,951 |  | 100.00\% | 0.00\% |
|  | Public - Institutional Holders | 2,484,203 | 2,449,640 | 98.61\% | 2,449,640 |  | 100.00\% | 0.00\% |
|  | Public-Others | 11,039,535 | 1,651,253 | 14.96\% | 1,651,050 | 203 | 99.99\% | 0.01\% |
|  | Total | 21,287,973 | 9,191,844 |  | 9,191,641 | 203 |  |  |
| 11. Payment of Remuneration to Dr. G. Venkatesh (DIN: 00092085), as Whole time Director. (Ordinary Resolution) | Promoter and Promoter Group | 7,764,235 | 6,098,047 | 78.54\% | 6,098,047 |  | 100.00\% | 0.00\% |
|  | Public - Institutional Holders | 2,484,203 | 2,449,640 | 98.61\% | 2,449,640 | - | 100.00\% | 0.00\% |
|  | Public-Others | 11,039,535 | 1,350,408 | 12.23\% | 1,350,205 | 203 | 99.98\% | 0.02\% |
|  | Total | 21,287,973 | 9,898,095 |  | 9,897,892 | 203 |  |  |
| 12. Payment of Remuneration to Ms. Neeta S. Revankar (DIN: 00145580), as Whole-time Director \& CFO. (Ordinary Resolution) | Promoter and Promoter Group | 7,764,235 | 6,098,047 | 78.54\% | 6,098,047 |  | 100.00\% | 0.00\% |
|  | Public - Institutional Holders | 2,484,203 | 2,449,640 | 98.61\% | 2,449,640 |  | 100.00\% | 0.00\% |
|  | Public-Others | 11,039,535 | 1,496,011 | 13.55\% | 1,495,808 | 203 | 99.99\% | 0.01\% |
|  | Total | 21,287,973 | 10,043,698 |  | 10,043,495 | 203 |  |  |
| 13. Payment of Remuneration to Mr. Anjan Lahiri (DIN: 06407055), as Whole-time Director \& CEO. (Ordinary Resolution) | Promoter and Promoter Group | 7,764,235 | 6,098,047 | 78.54\% | 6,098,047 | - | 100.00\% | 0.00\% |
|  | Public - Institutional Holders | 2,484,203 | 2,449,640 | 98.61\% | 2,449,640 |  | 100.00\% | 0.00\% |
|  | Public-Others | 11,039,535 | 1,651,253 | 14.96\% | 1,495,811 | 155,442 | 90.59\% | 9.41\% |
|  | Total | 21,287,973 | 10,198;940 |  | 10,043,498 | 155,442 |  |  |
| 14. Appointment of Mr. Bansi S. Mehta (DIN: 00035019), as an Independent Director. (Ordinary Resolution) | Promoter and Promoter Group | 7,764,235 | 6,098,047 | 78.54\% | 6,098,047 |  | 100.00\% | 0.00\% |
|  | Public - Institutional Holders | 2,484,203 | 2,467,140 | 99.31\% | 2,106,613 | 360,527 | 85.39\% | 14.61\% |
|  | Public-Others | 11,039,535 | 1,645,324 | 14.90\% | 1,645,124 | 200 | 99.99\% |  |
|  | Total | 21,287,973 | 10,210,511 |  | 9,849,784 | 360,727 |  |  |
|  |  |  |  |  |  |  |  | D 5 |


| Resolution ID | Category | 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 |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| 15. Appointment of Prof. J. Ramachandran (DIN: 00004593), as an Independent Director. (Ordinary Resolution) | Promoter and Promoter Group | 7,764,235 | 6,098,047 | 78.54\% | 6,098,047 |  | 100.00\% | 0.00\% |
|  | Public - Institutional Holders | 2,484,203 | 2,467,140 | 99.31\% | 2,442,059 | 25,081 | 98.98\% | 1.02\% |
|  | Public-Others | 11,039,535 | 1,644,053 | 14.89\% | 1,643,853 | 200 | 99.99\% | 0.01\% |
|  | Total | 21,287,973 | 10,209,240 |  | 10,183,959 | 25,281 |  |  |
| 16. Appointment of Mr. Bharat V. Patel (DIN: 00060998), as an Independent Director. (Ordinary Resolution) | Promoter and Promoter Group | 7,764,235 | 6,098,047 | 78.54\% | 6,098,047 |  | 100.00\% | 0.00\% |
|  | Public - Institutional Holders | 2,484,203 | 2,467,140 | 99.31\% | 2,467,140 |  | 100.00\% | 0.00\% |
|  | Public-Others | 11,039,535 | 1,651,253 | 14.96\% | 1,651,053 | 200 | 99.99\% | 0.01\% |
|  | Total | 21,287,973 | 10,216,440 |  | 10,216,240 | 200 |  |  |
| 17. Appointment of Dr. Ashok Jhunjhunwala (DIN: 00417944), as an Independent Director. (Ordinary Resolution) | Promoter and Promoter Group | 7,764,235 | 6,098,047 | 78.54\% | 6,098,047 |  | 100.00\% | 0.00\% |
|  | Public - Institutional Holders | 2,484,203 | 2,467,140 | 99.31\% | 2,442,059 | 25,081 | 98.98\% | 1.02\% |
|  | Public-Others | 11,039,535 | 1,651,253 | 14.96\% | 1,651,053 | 200 | 99.99\% | 0.01\% |
|  | Total | 21,287,973 | 10,216,440 |  | 10,191,159 | 25,281 |  |  |
| 18. Appointment of Mr. Sanjay M. Shah (DIN: 00375679), as an Independent Director. (Ordinary Resolution) | Promoter and Promoter Group | 7,764,235 | 6,098,047 | 78.54\% | 6,098,047 |  | 100.00\% | 0.00\% |
|  | Public - Institutional Holders | 2,484,203 | 2,467,140 | 99.31\% | 2,467,140 | - | 100.00\% | 0.00\% |
|  | Public-Others | 11,039,535 | 1,638,371 | 14.84\% | 1,638,171 | 200 | 99.99\% | 0.01\% |
|  | Total | 21,287,973 | 10,203,558 |  | 10,203,358 | 200 |  |  |
| 19. Appointment of Mr. Kiran S. Karnik (DIN: 00542951), as an Independent Director. (Ordinary Resolution) | Promoter and Promoter Group | 7,764,235 | 6,098,047 | 78.54\% | 6,098,047 | - | 100.00\% | 0.00\% |
|  | Public - Institutional Holders | 2,484,203 | 2,467,140 | 99.31\% | 2,106,613 | 360,527 | 85.39\% | 14.61\% |
|  | Public-Others | 11,039,535 | 1,651,253 | 14.96\% | 1,651,053 | 200 | 99.99\% | 0.01\% |
|  | Total | 21,287,973 | 10,216,440 |  | 9,855,713 | 360,727 |  |  |
| 20. Payment of Commission to Non-Executive Directors. (Special Resolution) | Promoter and Promoter Group | 7,764,235 | 6,098,047 | 78.54\% | 6,098,047 | - | 100.00\% | 0.00\% |
|  | Public - Institutional Holders | 2,484,203 | 2,449,640 | 98.61\% | 2,449,640 |  | 100.00\% | 0.00\% |
|  | Public-Others | 11,039,535 | 1,623,092 | 14.70\% | 1,622,689 | 403 | 99.98\% | 0.02\% |
|  | Total | 21,287,973 | 10,170,779 |  | 10,170,376 | 403 |  |  |
|  |  |  |  |  |  |  |  |  |
|  |  |  | For SASKEN COMMUNICATION TECHNOLOGIES LTD. |  |  |  |  | $5$ |

FORM No. MGT-13

## Report of Scrutinizer

Pursuant to Section 109 of the Companies Act, 2013 and Rule 21 (2) of the Companies (Management and Administration) Rutes, 2014

## To

The Chairman
Sasken Communketion Technologies Limited
139/25, Ring Road, Domlur
Bangalore 560071 .

Dear Sir,
Sub: Twenty Stxth Annual General Meethn of the Equfty Shareholders of Sasken Communication Technologles Limited, held on the $22^{\text {nd }}$ day of September, 2014 at 4 PM at the Reglstered office of the Company at 139/25, Ring Road, Domlur, Bangatore 560074

I, Gopalakrishnaraj H H, Company Secretary, appolnted as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the $26^{\text {th }}$ Annual General Meeting of the Equity Shareholders of Sasken Communication Technologles Limited, held on the $22^{\text {en }}$ day of September, 2014 at 4 PM at the Registered office of the Company at 139/25, Ring Road, Domiur, Bangalore 560 071, submit my report as under:

1. After the time fxed for closing of the poll by the Chairman, ballot boxes kept for poling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authortzations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The results of the Poll is as under:

The total no. of members present: 56 (Flify Six)
The total no. of members who voted: 33 (Thirty Three)
The total no. of members who did not vote: 23 (Twenty Three)


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No. $369,16^{\text {th }}$ Main, $4^{\text {th }}$ T Block, Jayanagar, Bangalore -560041 ; Tel/Fax: +91 (080) 26633267 ; email: gopalakrishnaraj@gmail.com

Item No. 1
Adoption of the Audited financlal statements of the Company for the year ended March 31, 2014, together with the reports of the Directors and the Auditors thercon

Type of resolution: Ordinary

1) Voted in favour of the resolution:

| Number of members present and <br> voting (in person or by proxy) | Numbers of votes cast by them | $\%$ of total number of valid <br> votes cast |
| :---: | :---: | :---: |
| 30 (Thirty) | $15,06,510$ | 100 |

i) Voted against the resolution:

| Number of members present and <br> voting (in person or by proxy) | Numbers of votes cast by them | \% of total number of valld <br> votes cast |
| :---: | :---: | :---: |
| NIL | NIL | NIL |

(ii) Invalldo votes:

| Total number of members (In person or by proxy)whose votes were <br> dcclared Invalid | Numbers of votes cast by <br> them |
| :---: | :---: |
| 3 (Three) | 133 |

Item No. 2
Confirming the payment of (a) interlm dividend of Rs.5.50 per equity share; (b) special dividend of Rs. 25.00 per equity thare in celebration of its $25^{\text {h }}$ year since Incorporation and (c) deciartiy a finat dividend of Rs,1.50 per equity share

Type of resolution: Ordinary

1) Voted in favour of the resolution:

| Number of members present and <br> voting (in person or by proxy) | Numbers of votes cast by them | \% of total number of valid <br> votes cast |
| :---: | :---: | :---: |
| 30 (Thirty) | $15,06,510$ | 100 |

(1) Voted against the resolution :

| Number of members present and <br> voting (in person or by proxy) | Numbers of votes cast by them | \% of total number of valld <br> wotes cast |
| :---: | :---: | :---: |
| NIL | NIL | NIL |

iii) Invalid votes


| Total number of members (in person or by proxy) whose votes were <br> declared invalid | Total numbers of votes <br> cast by them |
| :---: | :---: |
| 3 (Three) | 133 |

Hom Mo. 3
Re-appofitiont of Mr. Pranabh D. Mady (DN: 00035505) who rethes by rotation
Type of resolutlon: Orotnery

1) Voted in favour of the resolution:

| Number of members present and <br> yoting (In person or by proxy) | Numbers of votes cast by them | $\%$ of total number of valld <br> votes cast |
| :---: | :---: | :---: |
| 30 (Thirty) | $15,06,510$ | 100 |

(i) Voted against the resolution:

| voting (in person or by proxy) | Numbers of votes cast by them | \% of total number of valld <br> votes cast |
| :---: | :---: | :---: |
| WHLL | NIL | NIL |

iii) Invalid votes:
$\left.\begin{array}{|c|c|}\hline \text { Total number of members (tn person or by proxy) whose votes were } \\ \text { dectared invalid }\end{array} \begin{array}{c}\text { Total numbers of votes } \\ \text { cast by them }\end{array}\right\}$

Item No. 4
Re-appointment of Mr. Krishna J. Jhaverl (DIN: 00102729) who retires by rotation
Type of resolution: Ordinary

1) Voted in favour of the resolution;

| Number of members present and <br> voting (in person or by proxy) | Numbers of votes cast by them | $\%$ of total number of <br> valid votes cast |
| :---: | :---: | :---: |
| 30 (Thirty) | $15,06,510$ | 100 |



No. $369,16^{\text {th }}$ Main, $4^{\text {th }}$ T Block, Jayanagar, Bangalore -560041 ; Tel/Fax: $+91(080) 26633267$; email: gopalakrishnaraj@gmail.com
11) Voted against the resolution :

| Number of members present and <br> voting (tn person or by proxy) | Numbers of votes cast by them | $\%$ of total number of <br> valid voter cast |
| :---: | :---: | :---: |
| NIL | NUlL | NIL |

iil) Invalid votes:

| Total number of members (In person or by proxy) whose votes were <br> declared invalld | Total numbers of votes <br> cast by them |
| :---: | :---: |
| 3 (Three) | 133 |

Item No. 5
Re-appointment of M/s S.R. Batlboi B Co. LLP, Chartered Accountants as Auditors and fix their remuneration

Type of resolution: Ordinary
i) Voted in favour of the resolution:

| Number of members present and <br> voting (in person or by proxy) | Numbers of votes cask by them | \% of total number of <br> valid votes cast |
| :---: | :---: | :---: |
| 30 (Thirty) | $15,06,510$ | 100 |

ii) Voted against the resolution:

| Number of members present and <br> voting (in person or by proxyl) | Numbers of votes cast by <br> them | \% of total number of valld <br> votes cast |
| :---: | :---: | :---: |
| NLL | NUL | NUL |

iii) Invalid votes:
\(\left.$$
\begin{array}{|c|c|}\hline \text { Total number of members (in person or by proxy) whose votes were } \\
\text { declared Invalid }\end{array}
$$ \begin{array}{c}Total numbers of votes <br>

cast by them\end{array}\right]\)| 3 (Three ) | 133 |
| :---: | :---: |



Item No. 6
Amendment to Articles of Association
Type of resolution: Spectal
i) Voted in favor of the resolution:

| Number of members present and <br> voting (In person or' by proxy) | Numbers of votes cast by them | \% of total number of valid <br> votes cast |
| :---: | :---: | :---: |
| 30 (Thirty) | $15,06,510$ | 100 |

1i) Voted against the resolution :

| Number of members present and <br> voting (in person or by proxy) | Numbers of votes cast by them | \% of total number of vatid <br> votes cast |
| :---: | :---: | :---: |
| $\mathbb{N} \\| L$ | NIL | NIL |

iii) Invalid votes:
\(\left.$$
\begin{array}{|c|c|}\hline \text { Total number of members (in person or by proxy) whose votes were } \\
\text { declared invalld }\end{array}
$$ \quad \begin{array}{c}Total numbers of votes <br>

cast by them\end{array}\right]\)| 3 (Three) | 133 |
| :---: | :---: |

Item No. 7
Appolntment of Mr. Anjan Lahdf (DIN: 06407055) as a Director
Type of resolution: Ordinary

1) Voted in favour of the resolution:

| Number of members present and <br> voting (ln person or by proxy) | Numbers of votes cast by them | \% of total number of valid <br> votes cast |
| :---: | :---: | :---: |
| 29 (Twenty Nine) | $13,51,268$ | 89.70 |

1) Voted against the resolution:

| Number of members present and <br> voting (in person or by proxy) | Numbers of votes cast by them | \% of total number of valid <br> votes cast |
| :---: | :---: | :---: |
| 1 (One) | $1,55,242$ | $10: 30$ |



Page 5 of 13
No. $369,16^{\text {th }}$ Main, $4^{\text {® }}$ T Block, Jayanagar, Bangalore -560041 ; Tel/Fax: $+91(080) 2663$ 3267; email: gopalakrishnaraj@gmail.com

17月) Invalid votes:
$\left.\begin{array}{|c|c|}\hline \text { Total number of members (in person or by proxy) whose votes were } \\ \text { declared invalid }\end{array} \quad \begin{array}{c}\text { Total numbers of votes cast } \\ \text { by them }\end{array}\right]$

Item No. 8
Appointment of Mr. Deepak V. Harlalle (DiN: 00170335) as an Independent Directer
Type of resolution: Ordinary
i) Voted in favour of the resolution:

| Number of members present and <br> voting (in person or by proxy) | Numbers of votes cast by them | \% of total number of valid <br> votes cast |
| :---: | :---: | :---: |
| 29 (Twenty Nine) | $15,00,581$ | 100 |

in) Voted against the resolution :

| Number of members present and <br> voting (in person or by proxy) | Numbers of votes cast by them | \% of total number of valld |
| :---: | :---: | :---: |
| votes cast |  |  |

iii) Invalid votes :

| Total number of members (in person or by proxy) whose votes were <br> declared invalid | Total numbers of votes <br> cast by them |
| :---: | :---: |
| 4 (Four) | 6,062 |

## Item No. 9

Payment of Remuneration to Mr. Rajty C. Mody (DIN: 00092037), as Chafman E Managng Drector
Type of resoluthon: Ordinary
7) Voted in favour of the resolution:

| Number of members present and <br> vothing (in person or by proxy) | Numbers of votes cast by them | \% of total number of valld <br> votes cast |
| :---: | :---: | :---: |
| 23 (Twenty Three) | $5,01,506$ | 100. |

il) Voted against the resolution:

| Number of members present and <br> voting (in person of by proxy) | Numbers of votes cast by them | \% of total number of validd <br> votes cast: |
| :---: | :---: | :---: |
| NHL | N\&L | NIL |

iii) Invalid votes:

| Total number of members (in person or by proxy) whose votes were <br> declared fivalld | Total numbers of votes <br> cast by them |
| :---: | :---: |
| 10 (Ten) | $10,05,137$ |

Item No. 10
Payment of Remuneration to Mr. Krlshna J. Jhaver (DiN: 00102729), as Whole-time Director Type of resolution: Ordtnary
i) Voted in favour of the resolution:

| Number of members present and <br> yoting (in person or by proxy) | Numbers of votes cast by them | \% of total number of valdd <br> votes cast |
| :---: | :---: | :---: |
| 30 (Thirty) | $45,06,510$ | 100 |

11) Voted against the resolution :

| Number of members present and <br> voting (in person or by proxy) | Numbers of votes cast by them | \% of total number of valld <br> votes cast |
| :---: | :---: | :---: |
| NIL | N\&L | NUL |

(1il) Invalid votes:

| Total number of members (in person or by proxy) whose votes were <br> declared invalid | Total numbers of votes <br> cast by them |
| :---: | :---: |
| 3 (Three) | 133 |



Item No. 11
Payment of Remumeration to Dr, G. Venkatesh (DIN: 00092085), as Whole time Director
Type of resolution: Ordinary
j) Voted in favour of the resolution:

| Number of members present and <br> voting (in person or by proxy) | Numbers of votes cast by them | \% of total number of <br> valld votes cast |
| :---: | :---: | :---: |
| 29 (Twenty Nine) | $12,05,665$ | 100 |

11) Voted agatist the resolution :

| Number of members present and <br> voting (In person or by proxy) | Numbers of votes cast by them | \% of total number of valld <br> votes cast |
| :---: | :---: | :---: |
| NILL | NIL | $\mathbb{N H L}$ |

(ill) Invalid votes:

$\left.$| Total mumber of members (in person or by proxy) whose votes were |
| :---: | :---: |
| declared invalld | | Total numbers of votes cast |
| :---: |
| by them | \right\rvert\,

Item No. 12
Payment of Remuneration to Ms. Neeta \$. Revankar (OIN: 00145580), as Whole-time Diractor © CFO
Type of resolution: Ordinary

1) Voted in faveur of the resolution:

| Number of members present and <br> voting (in person or by proxy) | Numbers of votes cast by them | \% of total number of valid <br> votes cast |
| :---: | :---: | :---: |
| 29 (Twenty Nine) | $13,51,268$ | 100 |

11) Voted agalnst the resolution :

| Number of members present and <br> voting (in person or by proxy) | Numbers of votes cast by them | \% of total number of valld <br> votes cast |
| :---: | :---: | :---: |
| NIL | NIL | NIL |



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111) Invalld votes:

| Total number of members (in person or by proxy) whose votes were <br> declared finvald | Total numbers of votes <br> cast by them |
| :---: | :---: |
| $4($ Four $)$ | $1,55,375$ |

Stern Mo. 13
Payment of Remumeration to Mr. Anfan Lahirl (DIN: 06407055), as Whole-time Oirector \& CEO
Type of resolution: Ordinary

1) Voted in favour of the resolution:

| Number of members present and <br> voting (in person or by proxy) | Numbers of votes cast by them | \% of total number of valid <br> votes cast |
| :---: | :---: | :---: |
| 29 (Twenty Nine) | $13,51,268$ | 89.70 |

11) Voted against the resolution:

| Number of members present and <br> voting (th person or by proxy) | Numbers of votes cast by them | $\%$ of total number of valid <br> votes cast |
| :---: | :---: | :---: |
| 1 (One) | $1,55,242$ | 10.30 |

iii) Invalid votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total numbers of votes cast by them |
| :---: | :---: |
| 3 (Three) | 133 |

Item No. 14
Appolntment of Mr, Bansil S. Mehta (DIN: 00035019), as an Indopendent Director
Type of resolution: Ordinary

1) Voted in favor of the resolution:

| Number of members present and <br> voting (in person or by proxy) | Numbers of votes cast by them | \% of total number of valid <br> votes cast |
| :---: | :---: | :---: |
| 29 (Twenty Nine) | $15,00,581$ | 100 |



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ii) Voted against the resolution:

| Number of members present and <br> voting (in person or by proxy) | Numbers of votes cast by them | $\%$ of total number of valid <br> votes cast |
| :---: | :---: | :---: |
| NIL | NIL | NUL |

iii) Invalid votes:

| Total number of members (in person or by proxy) whose votes were <br> declared finvald | Total numbers of votes <br> cast by them |
| :---: | :---: |
| $4($ Four $)$ | 6,062 |

Item No. 15
Appointment of Prof, J. Ramachandran (ON: 00004593), as an Independent Director
Type of resolution: Ortinary

1) Voted in favor of the resolution:

| Number of members present and <br> voting (in person or by proxy) | Numbers of votes cast by them | $\%$ of total number of valid <br> votes cast |
| :---: | :---: | :---: |
| 29 (Twenty Nine) | $14,99,310$ | 100 |

i1) Voted aganst the resolution:

| Number of members present and <br> voting (in person or by proxy) | Numbers of votes cast by them | \% of totall number of valld <br> votes cast |
| :---: | :---: | :---: |
| NILL | NIL | NHL |

fif) Invalid votes:

| Total number of members (In person or by proxy) whose votes were <br> declared finalid | Total numbers of votes <br> cast by them |
| :---: | :---: |
| $4($ Four $)$ | 7,333 |



Item No. 16
Appointment of Mr. Bharat V. Patel (DIN: 00060998), as an Independent Director'
Type of resolution: Ordinary

1) Voted in favor of the resolution:

| Number of members present and <br> woting (in person or by proxy) | Numbers of votes cast by thern | $\%$ of total number of valld <br> votes cast |
| :---: | :---: | :---: |
| 30 (Thirty) | $15,06,510$ | 100 |

13) Voted agatrist the resolution:

| Number of members present and <br> voting (fin person or by proxy) | Numbers of votes cast by them | \% of total number of valld <br> votes cast |
| :---: | :---: | :---: |
| NIL | NiL | NiL |

iii) Invalid votes:

| Total number of members (in person or by proxy) whose votes were <br> declared invalld | Total numbers of votes <br> cast by them |
| :---: | :---: |
| $3($ Three) | 133 |

Item No. 17
Appointment of Dr. Ashok thunjhunwala (DiN: 00417941), as an lndependent Diractor
Type of resolution: Ordinary

1) Voted in favor of the resolution;

| Number of members present and <br> voting (In person or by proxy) | Numbers of votes cast by them | $\%$ of total number of valid <br> votes cast |
| :---: | :---: | :---: |
| 30 (Thirty) | $15,06,510$ | 100 |

*1) Voted against the resolution:

| Number of members present and <br> voting (in person or by proxy) | Numbers of votes cast by them | \% of total number of valid <br> notes cast |
| :---: | :---: | :---: |
| NHL | NIL | NIL |

iii) Invalid votes:

| Total number of members (hn person or by proxy) whose votes were <br> declared invalid | Total numbers of votes <br> cast by them |
| :---: | :---: |
| 3 (Three) | 133 |

Item No. 18
Appointment of Mr. Sanjay M. Shah (DIN: 00375679), as an Independent Director
Type of resolution: Ordinary
i) Voted in favor of the resolution:

| Mumber of members present and <br> voting (in person or by proxy) | Numbers of votes cast by them | \% of total number of valid <br> votes cast |
| :---: | :---: | :---: |
| 29 (Twenty Ntre) | $14,93,628$ | 100 |

杖) Voted angainst the resolution:

| Number of members present and <br> voting (In person or by proxy) | Numbers of votes cast by them | \% of total number of valid <br> votes cast |
| :---: | :---: | :---: |
| NWL | NULL | NIL |

iii) Invalid votes:

| Total number of members (lin person or by proxy) whose votes were <br> declared fnvalid | Total numbers of votes <br> cast by them |
| :---: | :---: |
| 4 (Four) | 13,015 |

Item No. 19
Appointment of Mr. Kiran S. Karnilk (DN: 00542951), as an Independent Director
Type of resolution: Ordinary
i) Voted in favor of the resolution:

| Number of members present and <br> voting (in person or by proxy) | Numbers of votes cast by them | $\%$ of total number of valid <br> votes cast |
| :---: | :---: | :---: |
| 30 (Thirty) | $15,06,510$ | 100 |



[^0]i1) Voted against the resolution:

| Number of members present and <br> voting (In person or by proxy) | Numbers of votes cast by them | \% of total number of valld <br> votes cast |
| :---: | :---: | :---: |
| NIL | NILL | NHL |

ti) Invaldd votes:

| Total number of members (in person or by proxy) whose votes were <br> declared invalid | Total numbers of wotes <br> cast by them |
| :---: | :---: |
| 3(Three) | 133 |

## Item No. 20

Payment of Commission to Non-Executive Directors
Type of resolution: Special

1) Voted in favor of the resolution:

| Number of members present and <br> voting (in person or by proxy) | Numbers of votes cast by them | \% of total number of valid <br> votes cast |
| :---: | :---: | :---: |
| 25 (Twenty Five) | $14,78,149$ | 99.99 |

11) Voted against the resolution:

| Number of members present and <br> voting (in person or by proxy) | Numbers of votes cast by them | $\%$ of total number of valid <br> votes cast |
| :---: | :---: | :---: |
| $1($ One) | 200 | 0.01 |

iii) Invalid votes:
\(\left.$$
\begin{array}{|c|c|}\hline \text { Total number of members (in person or by proxy) whose votes were } \\
\text { declared invalid }\end{array}
$$ \begin{array}{c}Total numbers of votes <br>

cast by them\end{array}\right]\)| 7 (Seven) |
| :---: |

*Invalid votes also include votes not cast (abstained) by interested stakeholders.
Thanking you,
Yours fatufully,
Place: Bangalore
For Gopalakrishnaraj H H \& Associates
Date : 22/09/2014
Company Secretaries


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No. $369,16^{\text {m }}$ Main, $4^{\text {m }}$ T Block, Jayanagar, Bangalore -560041 ; Tel/Fax: $+91(080) 2663$ 3267; email: gopalakrishnaraj@gmail.com

## Report of Scrutinizer

Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014

To

The Chairman
Sasken Communication Technologies Limited
139/25, Ring Road, Domlur
Bangalore 560071.

Dear Sir,
E voting conducted from Tuesday, $16^{\text {th }}$ September 2014 at 10.00 AM IST till Thursday, $18^{\text {th }}$ September 2014 at 06.00 PM IST for the Items of Twenty Sixth Annual General Meeting of the Equity Shareholders of Sasken Communlcation Technologles Limited, to be held on the $\mathbf{2 2}^{\text {nd }}$ day of September, 2014 at 4 PM at the Registered office of the Company at 139/25, Ring Road, Domlur, Bangalore 560071

I Gopalakrishnaraj $H H$, Company Secretary, appointed as Scrutinizer for the purpose of the e voting taken on the below mentioned resolution(s), at the Twenty Third Annual General Meeting of the Equity Shareholders of Sasken Communication Technologies Limited, to be held on the $22^{\text {nd }}$ day of September, 2014 at 4 PM at the Registered office of the Company at 139/25, Ring Road, Domlur, Bangalore 560 071, submit my report as under:

1. During the time fixed for e-voting, e voting portal was kept locked.
2. The locked e-portal was opened by me in the presence of Mr. S Prasad, Company Secretary and Mr. Shrinivas Hegde the company and were diligently scrutinized.
3. The results of the e-voting is as under:

The total no. of members voted: 71 (Seventy One)

The total no. of members who voted: 8709930


[^1]Jtem No. 1
Adoption of the Audited financial statements of the Company for the Year ended March 31, 2014, together with the reports of the Dlrectors and the Auditors thereon

## Type of resolution: Ordinary

i) Voted in favour of the resolution:

| Number of members present and <br> voting (in person or by proxy) | Numbers of votes cast by them | \% of total number of <br> vallid votes cast |
| :--- | :--- | :--- |
| 71 (seventy one) | 8685582 | 99.72 |

ii) Voted against the resolution:

| Number of members present and <br> voting (in person or by proxy) | Numbers of votes cast by them | \% of total number of <br> valid votes cast |
| :--- | :--- | :--- |
| 1 | 24348 | 0.28 |

iii) Invalid votes:

| Total number of members (in person or by proxy)whose votes were <br> declared invalid | Numbers of votes cast by <br> them |
| :--- | :--- |
| 0 | 0 |

## Item No. 2

Confirming the payment of (a) interim dividend of Rs.5.50 per equity share; (b) special dividend of Rs. $\mathbf{2 5 . 0 0}$ per equity share in celebration of its $\mathbf{2 5}$ 点 year since Incorporation and (c) declaring a final dividend of Rs. 1.50 per equity share

Type of resolution: Ordinary
i) Voted in favour of the resolution:

| Number of members present <br> and voting (in person or by <br> proxy) | Numbers of votes cast by them | \% of total number of <br> valld votes cast |
| :--- | :--- | :--- |
| 71 | 8709930 | 100 |


ii) Voted against the resolution:

| Number of members present <br> and voting (in person or by <br> proxy) | Numbers of votes cast by them | \% of total number of <br> valid votes cast |
| :--- | :--- | :--- |
| 0 | 0 | 0 |

iii) Invalld votes

| Total number of members (in person or by proxy) whose votes <br> were declared invalid | Total numbers of votes <br> cast by them |
| :--- | :--- |
| 0 | 0 |

## Item No. 3

Re-appointment of Mr. Pranabh D. Mody (DIN: 00035505) who retires by rotation
Type of resolution: Ordinary
i) Voted in favour of the resolution:

| Number of members present <br> and voting (in person or by <br> proxy) | Numbers of votes cast by them <br> \% of total number of <br> valid votes cast |  |
| :--- | :--- | :--- |
| 63 | 7985224 | 91.68 |

ii) Voted against the resolution:

| Number of members present <br> and voting (in person or by <br> proxy) | Numbers of votes cast by them | \% of total number of <br> valid votes cast |
| :--- | :--- | :--- |
| 4 | 25281 | 0.29 |

iii) Invalid votes:

| Total number of members (in person or by proxy) whose votes <br> were declared invalid | Total numbers of votes <br> cast by them |
| :--- | :--- |
| 4 | 699425 |



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## Itam No. 4.

Re-appointment of Mr. Krishna $J_{2}$ Jhaveri (DiN: 00102729) who retires by rotation

## Type of resolution: Ordinary

I) Voted in favour of the resolution:

| Number of members present <br> and voting (in person or by <br> proxy) | Numbers of votes cast by them | \% of total number of <br> valid votes cast |
| :--- | :--- | :--- |
| 52 | 7359607 | 84.45 |

ii) Voted against the resolution :

| Number of members present <br> and voting (in person or by <br> proxy) | Numbers of votes cast by them | \% of total number of <br> valid votes cast |
| :--- | :--- | :--- |
| 13 | 343227 | 3.94 |

iii) Invalld votes :

| Total number of members (in person or by proxy) whose votes were <br> declared invalid | Total numbers of votes <br> cast by them |
| :--- | :--- |
| 6 | 1007096 |

## Item No. 5

Re-appointment of M/s S.R. Batilboi \& Co، LLP, Chartered Accountants as Auditors and fibe their remuneration

## Type of resolution: Ordinary

i) Voted in favour of the resolution:

| Number of members present and <br> voting (in person or by proxy) | Numbers of votes cast by them | $\%$ <br> \%alid votes cast |
| :--- | :--- | :--- |
| 69 | 8709730 | 99.99 |

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ii) Voted against the resolution:

| Number of members present and <br> voting (in person or by proxy) | Numbers of votes cast by <br> them | \% of total number of valld <br> votes cast |
| :--- | :--- | :--- |
| 2 | 200 | 0.01 |

iii) Invalid votes:

| Total inumber of members (in person or by proxy) whose votes were <br> declared Invalid | Total numbers of votes <br> cast by them |
| :--- | :--- |
| 0 | 0 |

Item No. 6

## Amendment to Articles of Association

## Type of resolution: Special

i) Voted in favor of the resolution:

| Number of members present <br> and voting (in person or by <br> proxy) | Numbers of votes cast by them | \% of total number of <br> valid votes cast |
| :--- | :--- | :--- |
| 66 | 8667249 | 99.50 |

ii) Voted against the resolution:

| Number of members present <br> and voting (in person or by <br> proxy) | Numbers of votes cast by them | \% of totail number of <br> valid votes cast |
| :--- | :--- | :--- |
| 5 | 42681 | 0.49 |

iii) Invalid votes :

| Total number of members (in person or by proxy) whose votes were <br> declared invalid | Total numbers of votes <br> cast by them |
| :--- | :--- |
| 0 | 0 |



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## Item No. 7

## Appointment of Mr. Anjan Lahiri (DIN: 06407055) as a Director

Type of resolution: Ordinary
I) Voted in favour of the resolution:

| Number of members present <br> and voting (in person or by <br> proxy) | Numbers of votes cast by them | \% of total number of <br> valld votes cast |
| :--- | :--- | :--- |
| 69 | 8709730 | 99.99 |

it) Voted agalnst the resolution :

| Number of members present <br> and voting (in person or by <br> proxy) | Numbers of votes cast by them | \% of total number of valid <br> votes cast |
| :--- | :--- | :--- |
| 2 | 200 | 0.01 |

iii) Invalid votes :

| Total number of members (in person or by proxy) whose votes <br> were declared invalid | Total numbers of votes <br> cast by them |
| :--- | :--- |
| 0 | 0 |

## Item No. 8

Appointment of Mr. Deepak V. Harlalika (DIN: 00170335) as an Independent Dlrector

## Type of resolution: Ordinary

i) Voted In favour of the resolution:

| Number of members present <br> and voting <br> proxy) | Numbers of vates cast by them | \% of total number of valid <br> votes cast |
| :--- | :--- | :--- | :--- |
| 69 | 8709730 | 99.99 |

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ii) Voted against the resolution :

| Number of members present <br> and voting (in person or by <br> proxy) | Numbers of votes cast by them | \% of total number of <br> valld votes cast |
| :--- | :--- | :--- |
| 2 | 200 | 0.01 |

(ili) invalid votes:

| Total number of members (in person or by proxy) whose votes were <br> declared invalid | Total numbers of votes <br> cast by them |
| :--- | :--- |
| 0 | 0 |

## Item No. 9

Payment of Remuneration to Mr. Rajlv C. Mody (DIN: 00092037), as Chairman \& Managing Director

## Type of resolution: Ordinary

i) Voted in favour of the resolution:

| Number of members present <br> and voting (in person or by <br> proxy) | Numbers of votes cast by them | \% of total number of <br> valld votes cast |
| :--- | :--- | :--- |
| 66 | 8692227 | 99.80 |

ii) Voted against the resolution:

| Number of members present <br> and voting (in person or by <br> proxy) | Numbers of votes cast by them | \% of total number of <br> valid votes cast |
| :--- | :--- | :--- |
| 3 | 203 | 0.00 |

iii) Invalid votes:

| Total number of members (in person or by proxy) whose votes were <br> declared invalld | Total numbers of votes <br> cast by them |
| :--- | :--- |
| 2 | 17500 |

## Item No. 10

Payment of Remuneration to Mr. Krishna J. Jhaveri (DIN: 00102729), as Whole-time Director

## Type of resolution: Ordinary

1) Voted In favour of the resolution:

| Number of members present <br> and voting (in person or by <br> proxy) | Numbers of votes cast by them | $\%$ of total number of <br> valid votes cast |
| :--- | :--- | :--- |
| 60 | 7685131 | 88.23 |

ii) Voted against the resolution :

| Number of members present <br> and voting in person or by <br> proxy) | Numbers of votes cast by them | $\%$ of total number of <br> valid votes cast |
| :--- | :--- | :--- |
| 3 | 203 | 0.00 |

iii) Invalid votes:

| Total number of members (in person or by proxy) whose votes were <br> declared invalid | Total numbers of votes <br> cast by them |
| :--- | :--- |
| 8 | 1024596 |

Item No. 11

Payment of Remuneration to Dr, G. Venkatesh (DIN: 00092085), as Whole time Director

## Type of resolution: Ordinary

i) Voted in favour of the resolution:

| Number of members present <br> and voting (in person or by <br> proxy) | Numbers of votes cast by them | $\%$ of total number of <br> valid votes cast |
| :--- | :--- | :--- | :--- |
| 66 | 8692227 | 99.80 |

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ii) Voted against the resolution :

| Number of members present <br> and vating (in person or by <br> proxy) | Numbers of votes cast by them | \% of total number of valid <br> votes cast |
| :--- | :--- | :--- |
| 3 | 203 | 0.00 |

iii) Invalid votes:

| Total number of members (in person or by proxy) whose votes <br> were declared invalid | Total numbers of votes <br> cast by them |
| :--- | :--- |
| 2 | 17500 |

## Item No. 12

Payment of Remuneration to Ms. Neeta S. Revankar (DiN: 00145580), as Whole-time Director \& CFO

Type of resolution: Ordinary
i) Voted in favour of the resolution:

| Number of members present <br> and voting (in person or by <br> proxy) | Numbers of votes cast by them | \% of total number of <br> valid votes cast |
| :--- | :--- | :--- |
| 66 | 8692227 | 99.80 |

ii) Voted against the resolution :

| Number of members present <br> and voting (in person or by <br> proxy) | Numbers of votes cast by them | \% of total number of <br> valid votes cast |
| :--- | :--- | :--- |
| 3 | 203 | 0.00 |

iil) invalld votes:


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## ftem No. 13

Payment of Remuneration to Mr. Anjan Lahir (DiN: 06407055), as Whole-time Director \& CEO
Type of resolution: Ordinary
i) Voted in favour of the resolution:

| Number of members present <br> and voting (in person or by <br> proxy) | Numbers of votes cast by them | \% of total number of <br> valid votes cast |
| :--- | :--- | :--- |
| 67 | 8692230 | 99.79 |

ii) Voted against the resolution:

| Number of members present <br> and voting (in person or by <br> proxy) | Numbers of votes cast by them | \% of total number of <br> valid votes cast |
| :--- | :--- | :--- |
| 2 | 200 | 0.00 |

iii) Invalid votes:

| Total number of members (in person or by proxy) whose votes <br> were dedared invalid | Total numbers of votes <br> cast by them |
| :--- | :--- |
| 2 | 17500 |

Item No. 14
Appointment of Mr. Bansi S. Mehta (DIN: 00035019), as an Independent Director
Type of resolution: Ordinary
i) Voted in favor of the resolution:

| Number of members present <br> and voting (tn person or by <br> proxy) | Numbers of votes cast by them | $\%$ of total number of <br> valld votes cast |
| :--- | :--- | :--- | :--- |
| 56 | 8349203 | 95.86 |

iil) Voted against the resolution:

| Number of members present <br> and voting (in person or by <br> proxy) | Numbers of votes cast by them | \% of total number of <br> valid votes cast |
| :--- | :--- | :--- |
| 15 | 360727 | 4.14 |

iii) Invalid votes:

| Total number of members (in person or by proxy) whose votes <br> were declared linvalid | Total numbers of votes <br> cast by them |
| :--- | :--- |
| 0 | 0 |

## Item No. 15

Appointment of Prof. J. Ramachandran (DIN: 00004593), as an Independent Director
Type of resolution: Ordinary
i) Voted in favor of the resolution:

| Number of members present <br> and voting (in person or by <br> proxy) | Numbers of votes cast by them | \% of total number of <br> valld votes cast |
| :--- | :--- | :--- |
| 67 | 8684649 | 99.70 |

ii) Voted against the resolution:

| Number of members present <br> and voting (in person or by <br> proxy) | Numbers of votes cast by them | \% of total number of <br> valid votes cast |
| :--- | :--- | :--- |
| 4 | 25281 | 0.30 |

iii) Invalid votes:


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Item No. 16
Appointment of Mr. Bharat V. Patel (DIN: Oc060998), as an Independent Director

## Type of resolution; Ordinary

j) Voted in favor of the resolution:

| Number of members present <br> and voting (in person or by <br> proxy) | Numbers of votes cast by them | $\%$ of total number of <br> valid votes cast |
| :--- | :--- | :--- |
| 69 | 8709730 | 99.99 |

II) Voted against the resolution:

| Number of members present <br> and voting (in person or by <br> proxy) | Numbers of votes cast by them <br> \% of total number of <br> valld votes cast |  |
| :--- | :--- | :--- |
| 2 | 200 | 0.00 |

\#il) Invalid votes:

| Total number of members (in person or by proxy) whose votes <br> were declared invalid | Total numbers of votes <br> cast by them |
| :--- | :--- |
| 0 | 0 |

## Item No. 17

Appointment of Dr. Ashok Jhunjhunwale (DiN: 00417944), as an Independent Director

Type of resolution: Ordinary
i) Voted in favor of the resolution:

| Number of members present <br> and voting (in person or by <br> proxy) | Numbers of votes cast by them <br> 67$(8684649$ | \% of total number of <br> valid votes cast |
| :--- | :--- | :--- | :--- | :--- |

ii) Voted against the resolution:

| Number of members present <br> and voting (in person or by <br> proxy) | Numbers of votes cast by them | \% of total number of <br> valid votes cast |
| :--- | :--- | :--- |
| 4 | 25281 | 0.29 |

iii) Invalid votes:

| Total number of members (in person or by proxy) whose votes <br> were declared Invalid | Total numbers of votes <br> cast by them |  |
| :--- | :--- | :--- |
| 0 | 0 |  |

## Item No. 18

Appointment of Mr. Sanjay M. Shah (OIN: 00375679), as an Independent Director

Type of resolution: Ordinary
i) Voted in favor of the resolution:

| Number of members present <br> and voting (in person or by <br> proxy) | Numbers of votes cast by them | $\%$ of total number of <br> valid votes cast |
| :--- | :--- | :--- |
| 69 | 8709730 | 99.99 |

ii) Voted against the resolution:

| Number of members present <br> and voting (im person or by <br> proxy) | Numbers of votes cast by them | $\%$ of total number of <br> valid votes cast |
| :--- | :--- | :--- |
| 2 | 200 | 0.00 |

iii) Invalid votes:

| Total number of members (in person or by proxy) whose votes <br> were declared invalid | Total numbers of votes <br> cast by them |
| :--- | :--- | :--- |
| 0 | 0 |

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## Item No. 19

Appointment of Mr. Kiran S. Karnik (DIN: 00542951), as an Independent Director

## Type of resolution: Ordinary

1) Voted in favor of the resolution:

| Number of members present <br> and voting (In person or by <br> proxy) | Numbers of votes cast by them | $\%$ of total number of <br> valid votes cast |
| :--- | :--- | :--- |
| 56 | 8349203 | 95.86 |

ii) Voted against the resolution:

| Number of members present <br> and voting (in person or by <br> proxy) | Numbers of votes cast by them | $\%$ of total number of <br> valid votes cast |
| :--- | :--- | :--- |
| 15 | 360727 | 4.14 |

iii) Invalid votes:

| Total number of members (in person or by proxy) whose votes <br> were declared invalid | Total numbers of votes <br> cast by them |
| :--- | :--- |
| 0 | 0 |

Item No. 20

Payment of Commission to Non-Executive Directors
Type of resolution: Spechal
i) Voted in favor of the resolution:

| Number of members present <br> and voting (in person or by <br> proxy) | Numbers of votes cast by them | $\%$ <br> valid votes cast |
| :--- | :--- | :--- | :--- | :--- |
| 66 | 8692227 | 99.79 |

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ii) Voted against the resolution:

| Number of members present <br> and voting (in person or by <br> proxy) | Numbers of votes cast by them | $\%$ of total number of <br> valid votes cast |
| :--- | :--- | :--- |
| 3 | 203 | 0.00 |

iin) Invalid votes:

| Total number of members (in person or by proxy) whose votes <br> were declared invalid | Total numbers of votes <br> cast by them |
| :--- | :--- |
| 2 | 17500 |

Thanking you,

Yours faithfully,
For Gopalakrishnaraj H H \& Associates
Company Secretaries

Gopalakrishnaraj H H
Proprietor
FCS: 5645, CP: 4152

Place: Bangalore
Date: 19/09/2014


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