



**ASHOK LEYLAND**

**Aapki Jeet. Hamari Jeet.**

September 09, 2021

**National Stock Exchange of India Limited  
Exchange Plaza  
C-1, Block G, Bandra Kurla Complex  
Bandra (E), Mumbai - 400 051**

**BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001**

**Scrip Code: ASHOKLEY**

**Scrip Code: 500477**

**Through: NEAPS**

**Through: BSE Listing Centre**

Dear Sirs,

**Subject: Details of voting results of the 72<sup>nd</sup> Annual General Meeting of the Company held on September 8, 2021**

Pursuant to regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015, we submit herewith the details regarding the voting results of the business transacted at the 72<sup>nd</sup> Annual General Meeting (AGM) of the Members of the Company held on Wednesday, September 8, 2021 at 3.00 p.m., through video conferencing / Other Audio Visual Means.

We also enclose the consolidated report of the scrutinizer on remote e-voting and e-voting at the AGM. A copy of the above is being uploaded in the website of the Company and National Securities Depository Limited (NSDL).

Thanking you,

Yours faithfully,  
**for Ashok Leyland Limited**

**N Ramanathan  
Company Secretary**

Encl.: a/a

**ASHOK LEYLAND LIMITED**

Registered & Corporate Office: No.1, Sardar Patel Road, Guindy, Chennai - 600 032, India | T : +91 44 2220 6000 | F : +91 44 2220 6001  
CIN - L34101TN1948PLC000105 | www.ashokleyland.com



**HINDUJA GROUP**

<b>General information about company</b>	
Scrip code	500477
NSE Symbol	ASHOKLEY
MSEI Symbol	NOTLISTED
ISIN	INE208A01029
Name of the company	ASHOK LEYLAND LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	08-09-2021
Start time of the meeting	03:00 PM
End time of the meeting	05:06 PM

<b>Scrutinizer Details</b>	
Name of the Scrutinizer	B CHANDRA
Firms Name	B.CHANDRA & ASSOCIATES
Qualification	CS
Membership Number	20879
Date of Board Meeting in which appointed	24-06-2021
Date of Issuance of Report to the company	09-09-2021

<b>Voting results</b>	
Record date	01-09-2021
Total number of shareholders on record date	1059484
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	1
b) Public	158
No. of resolution passed in the meeting	12
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2021, 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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1500660261	1500660261	100	1500660261	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1500660261	1500660261	100	1500660261	0	100
Public-Institutions	E-Voting	1041681569	782595524	75.1281	779534057	3061467	99.6088	0.3912
	Poll							
	Postal Ballot (if applicable)							
	Total		1041681569	782595524	75.1281	779534057	3061467	99.6088
Public- Non Institutions	E-Voting	393185446	26970193	6.8594	26930528	39665	99.8529	0.1471
	Poll							
	Postal Ballot (if applicable)							
	Total		393185446	26970193	6.8594	26930528	39665	99.8529
Total		2935527276	2310225978	78.6988	2307124846	3101132	99.8658	0.1342
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of dividend for the year ended March 31, 2021				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1500660261	1500660261	100	1500660261	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1500660261	1500660261	100	1500660261	0	100
Public-Institutions	E-Voting	1041681569	782917172	75.159	782917172	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1041681569	782917172	75.159	782917172	0	100
Public- Non Institutions	E-Voting	393185446	26964176	6.8579	26926379	37797	99.8598	0.1402
	Poll							
	Postal Ballot (if applicable)							
	Total		393185446	26964176	6.8579	26926379	37797	99.8598
Total		2935527276	2310541609	78.7096	2310503812	37797	99.9984	0.0016
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of a Director in place of Mr. Gopal Mahadevan (DIN: 01746102) 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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1500660261	1500660261	100	1500660261	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1500660261	1500660261	100	1500660261	0	100
Public-Institutions	E-Voting	1041681569	782638221	75.1322	626498764	156139457	80.0496	19.9504
	Poll							
	Postal Ballot (if applicable)							
	Total		1041681569	782638221	75.1322	626498764	156139457	80.0496
Public- Non Institutions	E-Voting	393185446	26953945	6.8553	26778151	175794	99.3478	0.6522
	Poll							
	Postal Ballot (if applicable)							
	Total		393185446	26953945	6.8553	26778151	175794	99.3478
Total		2935527276	2310252427	78.6997	2153937176	156315251	93.2338	6.7662
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Dr. C Bhaktavatsala Rao (DIN: 00010175), as a Director of the Company, liable to retire by rotation				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1500660261	1500660261	100	1500660261	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1500660261	1500660261	100	1500660261	0	100
Public-Institutions	E-Voting	1041681569	775960221	74.4911	507766192	268194029	65.4371	34.5629
	Poll							
	Postal Ballot (if applicable)							
	Total		1041681569	775960221	74.4911	507766192	268194029	65.4371
Public- Non Institutions	E-Voting	393185446	26955413	6.8556	26782179	173234	99.3573	0.6427
	Poll							
	Postal Ballot (if applicable)							
	Total		393185446	26955413	6.8556	26782179	173234	99.3573
Total		2935527276	2303575895	78.4723	2035208632	268367263	88.35	11.65
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Dr. Andrew C Palmer (DIN: 02155231), as a Director of the Company liable, to retire by rotation.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1500660261	1500660261	100	1500660261	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1500660261	1500660261	100	1500660261	0	100
Public-Institutions	E-Voting	1041681569	775246402	74.4226	587217050	188029352	75.7459	24.2541
	Poll							
	Postal Ballot (if applicable)							
	Total		1041681569	775246402	74.4226	587217050	188029352	75.7459
Public- Non Institutions	E-Voting	393185446	26947506	6.8536	26761217	186289	99.3087	0.6913
	Poll							
	Postal Ballot (if applicable)							
	Total		393185446	26947506	6.8536	26761217	186289	99.3087
Total		2935527276	2302854169	78.4477	2114638528	188215641	91.8269	8.1731
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Jose Maria Alapont (DIN: 07712699), as an Independent Director for a second term of 5 (five) consecutive years from January 25, 2022 till January 24, 2027 and not liable to retire by rotation.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1500660261	1500660261	100	1500660261	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1500660261	1500660261	100	1500660261	0	100
Public- Institutions	E-Voting	1041681569	775582975	74.4549	757542153	18040822	97.6739	2.3261
	Poll							
	Postal Ballot (if applicable)							
	Total		1041681569	775582975	74.4549	757542153	18040822	97.6739
Public- Non Institutions	E-Voting	393185446	26951380	6.8546	26823192	128188	99.5244	0.4756
	Poll							
	Postal Ballot (if applicable)							
	Total		393185446	26951380	6.8546	26823192	128188	99.5244
Total		2935527276	2303194616	78.4593	2285025606	18169010	99.2111	0.7889
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of remuneration of Mr. Vipin Sondhi (DIN: 00327400), Managing Director and Chief Executive Officer for the financial year 2020-21 in excess of the limits prescribed under the provisions of Section 197 read with Schedule V of the Companies Act, 2013.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1500660261	1500660261	100	1500660261	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1500660261	1500660261	100	1500660261	0	100
Public-Institutions	E-Voting	1041681569	775960221	74.4911	771896721	4063500	99.4763	0.5237
	Poll							
	Postal Ballot (if applicable)							
	Total		1041681569	775960221	74.4911	771896721	4063500	99.4763
Public-Non Institutions	E-Voting	393185446	26954697	6.8555	26706937	247760	99.0808	0.9192
	Poll							
	Postal Ballot (if applicable)							
	Total		393185446	26954697	6.8555	26706937	247760	99.0808
Total		2935527276	2303575179	78.4723	2299263919	4311260	99.8128	0.1872
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(8)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of remuneration of Mr. Gopal Mahadevan (DIN: 01746102), Whole-time Director and Chief Financial Officer for the financial year 2020-21 in excess of the limits prescribed under the provisions of Section 197 read with Schedule V of the Companies Act, 2013.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1500660261	1500660261	100	1500660261	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1500660261	1500660261	100	1500660261	0	100
Public-Institutions	E-Voting	1041681569	775960221	74.4911	772719098	3241123	99.5823	0.4177
	Poll							
	Postal Ballot (if applicable)							
	Total		1041681569	775960221	74.4911	772719098	3241123	99.5823
Public-Non Institutions	E-Voting	393185446	26953759	6.8552	26480644	473115	98.2447	1.7553
	Poll							
	Postal Ballot (if applicable)							
	Total		393185446	26953759	6.8552	26480644	473115	98.2447
Total		2935527276	2303574241	78.4722	2299860003	3714238	99.8388	0.1612
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(9)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for payment of remuneration to Non-Executive Directors not exceeding one percent per annum of the net profits in accordance with Section 198 of the Companies Act, 2013 for a period of five years, commencing from the financial year 2021-22.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1500660261	1500660261	100	1500660261	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1500660261	1500660261	100	1500660261	0	100
Public-Institutions	E-Voting	1041681569	775960221	74.4911	753315775	22644446	97.0818	2.9182
	Poll							
	Postal Ballot (if applicable)							
	Total		1041681569	775960221	74.4911	753315775	22644446	97.0818
Public-Non Institutions	E-Voting	393185446	26951855	6.8547	26527242	424613	98.4245	1.5755
	Poll							
	Postal Ballot (if applicable)							
	Total		393185446	26951855	6.8547	26527242	424613	98.4245
Total		2935527276	2303572337	78.4722	2280503278	23069059	98.9986	1.0014
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(10)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for payment of remuneration to Non-Executive Directors of the Company for the financial year 2020-21.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1500660261	1500660261	100	1500660261	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1500660261	1500660261	100	1500660261	0	100
Public-Institutions	E-Voting	1041681569	775960221	74.4911	768656923	7303298	99.0588	0.9412
	Poll							
	Postal Ballot (if applicable)							
	Total		1041681569	775960221	74.4911	768656923	7303298	99.0588
Public- Non Institutions	E-Voting	393185446	26953794	6.8552	26578686	375108	98.6083	1.3917
	Poll							
	Postal Ballot (if applicable)							
	Total		393185446	26953794	6.8552	26578686	375108	98.6083
Total		2935527276	2303574276	78.4722	2295895870	7678406	99.6667	0.3333
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(11)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for payment of remuneration to Mr. Dheeraj G Hinduja, Chairman and Dr. C Bhaktavatsala Rao, Non-Executive Director of the Company for the financial year 2020-21.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1500660261	1500660261	100	1500660261	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1500660261	1500660261	100	1500660261	0	100
Public-Institutions	E-Voting	1041681569	775960221	74.4911	768656923	7303298	99.0588	0.9412
	Poll							
	Postal Ballot (if applicable)							
	Total		1041681569	775960221	74.4911	768656923	7303298	99.0588
Public- Non Institutions	E-Voting	393185446	26953333	6.8551	26463087	490246	98.1811	1.8189
	Poll							
	Postal Ballot (if applicable)							
	Total		393185446	26953333	6.8551	26463087	490246	98.1811
Total		2935527276	2303573815	78.4722	2295780271	7793544	99.6617	0.3383
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Resolution(12)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of remuneration payable to Geeyes & Co., Cost and Management Accountants, (Firm Registration No.000044), for the financial year ended March 31, 2021.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1500660261	1500660261	100	1500660261	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1500660261	1500660261	100	1500660261	0	100
Public-Institutions	E-Voting	1041681569	782788862	75.1467	782788862	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		1041681569	782788862	75.1467	782788862	0	100
Public- Non Institutions	E-Voting	393185446	26954287	6.8554	26798860	155427	99.4234	0.5766
	Poll							
	Postal Ballot (if applicable)							
	Total		393185446	26954287	6.8554	26798860	155427	99.4234
Total		2935527276	2310403410	78.7049	2310247983	155427	99.9933	0.0067
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



**B.CHANDRA & ASSOCIATES**  
**PRACTISING COMPANY SECRETARIES**

AG3 RAGAMALIKA,  
No.26, Kumaran Colony Main Road,  
Vadapalani,  
Chennai – 600026  
REGN NO P2017TN065700

E-mail:bchandraandassociates@gmail.com  
bchandracosecy@gmail.com  
H/P: 9840276313, 9840375053

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**FORM NO. MGT - 13**

**Report of the Scrutinizer(s) [Pursuant to rule section 108 &109 of the Companies Act, 2013  
and rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014 as  
amended upto date]**

Dated 09-09-2021

To

**The Chairman,**

**of the 72<sup>nd</sup> Annual General Meeting of ASHOK LEYLAND LIMITED, held on 8<sup>th</sup> September 2021, at 3.00 PM [Indian Standard Time (IST)] through Video Conferencing /Other Audio- Visual Means.**

**Subject:** Voting at Annual General Meeting - Ordinary Resolution(s) and Special resolution(s) under different provisions of the Companies Act, 2013 read with Rules made there under – Voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20 read with Rule 21 of the Companies (Management & Administration) Rules, 2014 as amended till date.

Dear Sir,

I, **B Chandra**, partner of **B.Chandra & Associates**, Practising Company Secretaries, having our office at AG3, Ragamalika, No.26 Kumaran Colony Main Road, Vadapalani, Chennai 600 026, appointed as Scrutinizer as per the letter dated June 24, 2021 for the purpose of remote e- voting and e-voting provided for holding the Annual General Meeting through Video Conferencing (VC) / other audio visual means (OAVM) of Equity Shareholders, at the 72<sup>nd</sup> Annual General Meeting of ASHOK LEYLAND LIMITED, held on 8<sup>th</sup> September, 2021 at 3.00 PM (IST) in line with the Circular No14/2020 dated 8<sup>th</sup> April 2020 and, Circular No.17/2020 dated April 13, 2020 and No.20/2020 dated May 5, 2020 and Circular No.02/2021 dated January 13, 2021 on the below mentioned resolutions, hereby submit my report as under:

BALASUBRA  
MANIAN  
CHANDRA

Digitally signed by  
BALASUBRAMANIAN  
CHANDRA  
Date: 2021.09.09  
16:58:06 +05'30'

a.	Pursuant to Sections 101, 108 of the Companies Act 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended upto date, the notice convening the meeting have been dispatched to those members of the Company, who have their e mail ids registered with the Company/ RTA, through electronic means on 13 <sup>th</sup> August 2021. Subsequently, the Notice was also placed on the website of the Company. Out of the emails sent, 2614 emails bounced. The required paper advertisement with respect to other shareholders inter alia by way of seeking updation of mail ids to a dedicated email id was given in English newspaper in Business Standard and in Tamil (vernacular) newspaper in Dinamani on 22 <sup>nd</sup> July 2021. The members of the Company were given an option to vote electronically on e-voting platform, provided by the National Securities Depository Limited (NSDL).
b.	The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper “Business Standard” on 14 <sup>th</sup> August 2021 and a vernacular newspaper “Dinamani” on the same date.
c.	The remote e-voting period commenced on 4 <sup>th</sup> September 2021 at 9:00 AM and ended on the close of 7 <sup>th</sup> September 2021 at 5:00 PM
d.	Accordingly, the electronic votes cast were taken into account and at the end of the voting period i.e., on 7 <sup>th</sup> September 2021 at 5:00 PM, the NSDL portal was blocked for voting.
e.	The List of shareholders who cast their votes through remote e voting were unblocked in the presence of two witnesses on 8 <sup>th</sup> September 2021.
f.	The Corporate members who had participated in the remote e-voting and who had provided the scanned copy of the resolution passed at the Board of Directors / Power of Attorney for authorization to exercise their votes through e voting have been taken into account.

At the Annual general meeting held at the scheduled time through VC/OAVM, the Chairman informed the members that a 30 minute voting period even after the close of the meeting was provided to those members who have not voted earlier through Remote e-voting to cast their votes by participating through VC/OAVM evoting pursuant to circulars mentioned aforesaid and the provisions of law as well as the Companies (Management & Administration) Rules, 2014 as amended till date by the Ministry of Corporate Affairs dated 23-09-2016.

The resolutions for which this Annual General Meeting of the shareholders was held were as follows:

S.No	Resolutions	Nature of Resolution
1	To receive, consider and adopt: a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021, 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, 2021 together with the Report of Auditors thereon.	Ordinary

2	To declare a dividend for the year ended March 31, 2021	Ordinary
3	To appoint a Director in place of Mr. Gopal Mahadevan (DIN: 01746102) who retires by rotation and being eligible, offers himself for re-appointment	Ordinary
4	To appoint Dr. C Bhaktavatsala Rao (DIN: 00010175) as a Director of the Company, liable to retire by rotation.	Ordinary
5	To appoint Dr. Andrew C Palmer (DIN: 02155231) as a Director of the Company, liable to retire by rotation	Ordinary
6	To reappoint Mr. Jose Maria Alapont (DIN: 07712699) as Independent Director for the second term of 5 (five) consecutive years on the Board of the Company from January 25, 2022 till January 24, 2027	Special
7	To ratify and confirm the remuneration of Rs.10,62,60,978/- paid/payable to Mr. Vipin Sondhi (DIN: 00327400), Managing Director and Chief Executive Officer for the financial year 2020-21	Special
8	To ratify and confirm the remuneration of Rs. 4,79,67,418/- paid/payable to Mr. Gopal Mahadevan (DIN: 01746102), Whole-time Director and Chief Financial Officer for the financial year 2020-21	Special
9	To approve payment of a sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, in addition to the sitting fees for attending the meeting(s) of the Board of Directors of the Company or any Committee thereof be paid to the Non-Executive Directors of the Company for a period of five years commencing from the financial year 2021-22	Ordinary
10	To approve payment of remuneration to the Non- Executive Directors of the Company for the financial year 2020-21 as detailed in the resolution.	Ordinary
11	To approve payment of remuneration to the Mr. Dheeraj G Hinduja, Chairman and Mr. C Bhaktavatsala Rao, Non-Executive Director of the Company for the financial year 2020-21	Special
12	To ratify payment of remuneration to the Cost auditor for the financial year ended March 31, 2021, amounting to Rs.7,00,000/- (Rupees Seven Lakhs only) plus applicable taxes and reimbursement of out-of-pocket expenses	Ordinary

On the conclusion of the Annual General Meeting and after the 30 minutes time period provided for e-voting by members through VC/OAVM, the votes cast through remote e-voting was unblocked and were available for viewing by the undersigned.

BALASUBRA  
MANIAN  
CHANDRA

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The results of the remote e-voting and e-voting at AGM through VC/OAVM are summarised as follows in terms of the Count and Number of votes cast for and against out of the total valid votes is given below.

RESOLUTION NO	COUNT OF VOTES CAST IN FAVOUR	NUMBER OF VOTES CAST IN FAVOUR	COUNT OF VOTES CAST AGAINST	NUMBER OF VOTES CAST AGAINST	TOTAL VALID VOTES	ASSENT %	DISSENT%	NUMBER OF MEMBERS WHOSE VOTES WAS DECLARED INVALID	TOTAL NUMBER OF INVALID VOTES
1	3159	2307124846	64	3101132	2310225978	99.8658	0.1342	39	66086545
2	3155	2310503812	66	37797	2310541609	99.9984	0.0016	39	66086545
3	2937	2153937176	255	156315251	2310252427	93.2338	6.7662	38	56662616
4	2912	2035208632	273	268367263	2303575895	88.3500	11.6500	38	56662616
5	2890	2114638528	291	188215641	2302854169	91.8269	8.1731	38	56662616
6	2937	2285025606	241	18169010	2303194616	99.2111	0.7889	38	56662616
7	2822	2299263919	351	4311260	2303575179	99.8128	0.1872	38	56662616
8	2793	2299860003	374	3714238	2303574241	99.8388	0.1612	38	56662616
9	2853	2280503278	319	23069059	2303572337	98.9986	1.0014	38	56662616
10	2915	2295895870	256	7678406	2303574276	99.6667	0.3333	38	56662616
11	2749	2295780271	428	7793544	2303573815	99.6617	0.3383	38	56662616
12	3013	2310247983	171	155427	2310403410	99.9933	0.0067	39	66086545

Since the votes cast in favour of resolution numbers 1,2,3,4,5,9, 10 and 12 exceeded the number of votes cast against the said resolutions, I hereby report that the resolution numbers 1,2,3,4,5,9, 10 and 12 as passed with requisite majority as Ordinary resolutions.; Similarly as the votes cast in favour of the resolutions 6,7,8,11 are more than three times the number of the votes cast against the said resolutions, I hereby report that the resolution numbers 6,7,8,11 as passed as Special resolutions.

The data sheet relating to remote e-voting and e-voting after AGM through VC/OAVM, records are in the safe custody of the undersigned, and that they will be handed over to the Chairman of the Company, once the Minutes are approved and signed.

Thanking you,

Yours Sincerely,

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AN CHANDRA  
Date: 2021.09.09  
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CHANDRA

**B CHANDRA,**  
**PARTNER**  
**B CHANDRA & ASSOCIATES**  
**PRACTISING COMPANY SECRETARIES**  
**UDIN: A020879C000924804**