



Both the above-mentioned voting is done under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013, Rules and circulars issued by MCA and SEBI relating to conducting of AGM through VC/OAVM and voting by electronic means for the resolutions contained in the Notice of the Seventy Sixth Annual General Meeting of the Equity Shareholders dated June 08, 2022. My responsibility as a Scrutinizer for the voting process of voting by electronic means is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favor" and/or "against" the resolutions stated in the notice of the AGM, based on the report generated from the e-voting system provided by KFin Technologies Limited, the Agency Authorized under the Rules and engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the AGM ("Instapoll").

**I submit my report as under:**

1. The remote E-Voting period remained open from 9.00 AM IST on Friday, July 15, 2022, up to 5.00 PM IST on Monday, July 18, 2022.
2. The Annual Report, the Notice of Annual General Meeting and the e-voting instructions slip were sent only by the electronic mode (e-mail) to those members whose email addresses were registered with the Company / Depository Participants / Depositories pursuant to General Circular No. 02/2022 read with General Circular Nos. 02/2021, 19/2021, 21/2021, 14/2020, 17/2020, 20/2020 issued by Ministry of Corporate Affairs read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued

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SREEDHARAN



by the Securities and Exchange Board of India (Collectively referred to as “Circulars”).

3. The voting rights were reckoned as on Tuesday, 12 July 2022, being the Cut-off date for the purpose of deciding the entitlements of members for e-voting (Remote e-voting and Instapoll).
4. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked on July 19, 2022, at 11:16 AM IST.
5. After declaration of voting by the Chairman, the shareholders present at the AGM through VC voted through e-voting facility provided by KFin Technologies Limited.
6. As per the information given by the Company / RTA the names of the shareholders who had voted by remote e-voting through the facility provided by KFin Technologies Limited had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
7. Based on the data provided by KFin Technologies Limited e-voting system, the total votes cast in favour or against for all the resolutions proposed in the Notice of the AGM are as under:

**a) RESOLUTION No. 1**

To receive, consider and adopt the Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon.

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(i) Voted in favour of resolution

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	3,043	16	3,059
Number of votes cast by them	4,81,26,20,065	2,865	4,81,26,22,930
% of Total Number of valid votes cast	99.9863	99.9651	99.9863

(ii) Voted against the resolution

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	70	1	71
Number of votes cast by them	6,59,239	1	6,59,240
% of Total Number of valid votes cast	0.0137	0.0349	0.0137

(iii) Invalid Votes - NIL

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**b) RESOLUTION No. 2**

To confirm the interim dividend of Re. 1/- per equity share declared by the Board on January 12, 2022, and Rs. 5/- per equity share declared by the Board on March 25, 2022, as the final dividend for the financial year 2021-22.

**(i) Voted In favour of resolution**

<b>Particulars</b>	<b>Remote E-voting</b>	<b>E-Voting at the AGM (Instapoll)</b>	<b>Total</b>
Number of Members voting	3,042	15	3,057
Number of votes cast by them	4,82,80,06,365	2,715	4,82,80,09,080
% of Total Number of valid votes cast	99.9997	94.7313	99.9997

**(ii) Voted against the resolution**

<b>Particulars</b>	<b>Remote E-voting</b>	<b>E-Voting at the AGM (Instapoll)</b>	<b>Total</b>
Number of Members voting	103	2	105
Number of votes cast by them	15,967	151	16,118
% of Total Number of valid votes cast	0.0003	5.2687	0.0003

**(iii) Invalid Votes - NIL**



c) **RESOLUTION No. 3**

To consider appointment of a Director in place of Mr. Azim H. Premji (DIN: 00234280) who retires by rotation and being eligible, offers himself for re-appointment.

(i) **Voted In favour of resolution**

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	2,953	15	2,968
Number of votes cast by them	4,59,99,23,811	2,864	4,59,99,26,675
% of Total Number of valid votes cast	99.6118	99.9302	99.6118

(ii) **Voted against the resolution**

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	148	1	149
Number of votes cast by them	1,79,24,559	2	1,79,24,561
% of Total Number of valid votes cast	0.3882	0.0698	0.3882



(iii) Invalid Votes - NIL

d) **RESOLUTION No. 4**

To consider and approve re-appointment of Deloitte Haskins & Sells LLP, Chartered Accountants, as statutory auditors of the Company and to fix their remuneration.

(i) Voted in favour of resolution

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	2,932	16	2,948
Number of votes cast by them	4,80,65,08,255	2,866	4,80,65,11,121
% of Total Number of valid votes cast	99.5545	100	99.5545

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(ii) Voted against the resolution

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	193	0	193
Number of votes cast by them	2,15,07,514	0	2,15,07,514
% of Total Number of valid votes cast	0.4455	0	0.4455

(iii) Invalid Votes - NIL

8. A list of Equity shareholders who voted "FOR", "AGAINST" the resolutions (Both through Remote E-voting and E-voting at the AGM) has been handed over to the Company Secretary.
9. The electronic data and all other relevant records relating to the e-voting shall remain in my safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting.

Thanking You,  
Yours faithfully,  
For V. Sreedharan & Associates

VISHWANATHA  
N SREEDHARAN

(V. Sreedharan)

Partner

FCS: 2347; CP No. 833

Date: July 20, 2022

Place: Bengaluru

UDIN: F002347D000647299

