



REF:INABB:AGM:2021:AGM-COMPL:

April 28, 2021

BSE Limited  
P.J. Towers  
Dalal Street  
Mumbai 400 001  
**DCS – CRD**

National Stock Exchange of India Ltd.  
Exchange Plaza, 5<sup>th</sup> floor  
Plot No. C/1, G Block  
Bandra-Kurla Complex, Bandra (E).  
Mumbai 400 051  
**Attn.: Manager, Listing Dept.**

National Securities Depository Limited  
Trade World, Kamala Mill Compound  
Senapati Bapat Marg, Lower Parel  
Mumbai 400 013

Central Depository Services (India) Limited  
28th Floor, P.J.Towers  
Dalal Street, Fort  
Mumbai 400 001

Dear Sirs,

Sub: 71<sup>st</sup> Annual General Meeting – 28.04.2021 and voting results.

Ref: Scrip Code: **EQ**: 500002 / ABB - ISIN: **EQ**: INE117A01022

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With regard to the above subject, please find enclosed the following:

- (1) Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations and the Chairman Statement as read out during the AGM as **Annexure – I**.
- (2) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as **Annexure – II**.
- (3) Report of Scrutinizer dated April 28, 2021, pursuant to the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014.

Please take the above on record.

Thanking you

Yours faithfully  
For ABB India Limited

T K Sridhar  
Chief Financial Officer

Encl: as above



**Annexure - I**

**Summary of Proceedings of 71<sup>st</sup> Annual General Meeting held on April 28, 2021**

As required under item 13 of Part A in Schedule III of Regulation 30 of Listing Regulations, we furnish below the summary of proceedings of 71<sup>st</sup> Annual General Meeting (AGM) of the Company held on **April 28, 2021 at 11.00 AM** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”):

<b>Item No.</b>	<b>Particulars</b>	<b>Resolution required</b>	<b>Mode of Voting</b>	<b>Remarks</b>
1.	Adoption of Audited Balance Sheet, Audited Profit and Loss Account, Cash Flow Statement for the year ended December 31, 2020, Reports of the Directors and the Auditors thereon.	Ordinary Resolution	By Remote E-voting and E-voting during the AGM	Passed with requisite Majority.
2.	Declaration of Dividend.	Ordinary Resolution	By Remote E-voting and E-voting during the AGM	Passed with requisite Majority.
3.	Appointment of Mr. Morten Wierod as a Director (DIN: 08753868)	Ordinary Resolution	By Remote E-voting and E-voting during the AGM	Passed with requisite Majority.
4.	Appointment of Ms. Maria Rosaria Varsellona as non-executive non-independent director (DIN: 08892891)	Ordinary Resolution	By Remote E-voting and E-voting during the AGM	Passed with requisite Majority.
5.	Approval of remuneration to the Cost Auditor of the Company for Financial Year 2021.	Ordinary Resolution	By Remote E-voting and E-voting during the AGM	Passed with requisite Majority.

For ABB India Limited

T K Sridhar  
Chief Financial Officer



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# **Chairman's Speech**

71<sup>st</sup> Annual General Meeting,  
Bengaluru, April 28, 2021

## **Valued Shareholders of ABB India,**

On behalf of the Board of Directors of ABB India Limited, I welcome you to the 71<sup>st</sup> Annual General Meeting (AGM) of your Company. This is my first AGM as the Chairman of your Company and I together with my Board colleagues, the ABB India management team, and our talented people do look forward to continue the journey of consistently adding value and charting the next phase of growth for your Company in this period of the “new normal”. I would also like to convey my sincere appreciation to Mr. Jean-Christophe Deslarzes, our outgoing Chairman, for his contribution and leadership for the Board of your Company.

You may all be aware, the second wave of COVID-19 is now prevalent in India, hence, it was not possible to hold this Annual General Meeting in person. As we stand today, I hope, you and your families continue to stay safe and follow all government protocols, just the way your Company always prioritizes health and safety.

Most of you would be well acquainted with our Company Secretary, Mr. B Gururaj, who was a constant presence at our AGMs. I am deeply saddened to inform you about his sudden demise. Our prayers and condolences are with his family. We will miss his leadership, wise counsel and deep insights marked by decades of experience in serving ABB India.

We are living in extraordinary times. A year ago, ABB across the world and in India was holding daily crisis meetings to try to manage a rapidly spreading pandemic. Today, as multiple waves of COVID-19 recur, we have adjusted to a new normal of working from home, meeting and transacting online, and generally relying on technology to help us overcome barriers and restrictions on our freedom of movement.

At ABB, thanks to our dedicated people, advanced technologies and financial resilience, we have managed the crisis very well and helped our customers and many others through it. I would like to specially mention the contribution of your Company’s management team and employees led by Sanjeev, to put health and safety first while ensuring continuity and productivity for your Company and that of our customers. I would like to thank you, our valued Shareholders, for standing by your Company in such challenging times.

## **2020 performance**

In 2020, we delivered a solid financial and operational performance, despite the challenging circumstances. Your Company’s agile business model helped to navigate headwinds and deliver consistent, profitable performance for the year. The year 2020 got off to a reasonable start in the first half, punctuated by the pandemic outbreak. This was followed by quick action to steer your Company through COVID-19, ensuring business continuity and proximity to customers, amidst lockdown by leveraging technology. The second half of the year was marked by improving performance in profitability and cash with proactive actions on the high growth market segments.

In line with our policy of paying sustainable dividend over time, the Board is recommending a full-year dividend of 250% per share from 240% the year before.

## **Megatrends**

COVID-19 has not so much changed our world as accelerated changes that were already happening, especially when it comes to adopting advanced technology. India is no exception. Apart from remote working, we are seeing more Indian industries turning to robotics and automation to address challenges like fluctuating demand—and issues of productivity and energy optimization. In India, it also provided the impetus to focus on localization of supply chains resulting in the development of small and medium enterprises and promotion of greater self-reliance in end to end manufacturing. Global technology and automation

companies like ABB have been examples in this respect for decades with localization and a conducive eco-system of suppliers and smart facilities to cater to this journey of enhanced market focus.

The pandemic has also brought sustainability to the center point of discussions, as it has further heightened awareness of how vulnerable our society is to changes in our environment. We see this in the enhanced adoption of smart technologies for energy and water utilities in Indian smart cities, in the twice as fast rise of electricity use e.g. electric vehicles, and industries in process and discrete sectors, increasingly seek to reduce their environmental footprint.

At ABB India, we are very well-positioned to drive and benefit from these changes. Our digitally connected robotics, electrification, industrial motion and automation solutions are being deployed across high-growth segments including datacenters, electronics, renewables, healthcare, food and beverage, water and waste-water, power distribution, metros and railways, among others in the country.

Our superior domain knowledge has allowed us to build up a strong portfolio of digital solutions and services under the ABB Ability™ brand. Our digital prowess also confirmed that we were able ensure business continuity for ourselves and our customers with remote factory acceptance tests, remote pitches, digital service, remote product testing and project shutdown, maintenance, and commissioning. As the demand for digitally enabled solutions increases, we see tremendous opportunities for our remote monitoring, preventive maintenance and other connected solutions for industry, cities, and transport.

### **Purpose**

Our Purpose of ABB is to create success and value for all our stakeholders. We do so through our leading technologies, which address the world's energy challenges, transform industries and, along with our responsible business practices, embed sustainability in everything we do. Our Purpose is a key driver of engagement, performance and culture. Our culture is defined by our values: courage, care, curiosity and collaboration. Our Purpose feeds into everything we do – it is at the core of our performance- driven operating model, the ABB Way.

### **Sustainability**

As a global technology Company, part of ABB's Purpose, worldwide is to contribute to a more productive and sustainable future, which we do through our advanced technologies and sustainable business practices. Key activities include achieving carbon neutrality in our own operations; helping our customers reduce their CO<sub>2</sub> emissions; and increasing re-use, recycling and product durability while reducing waste.

Am pleased to inform you that ABB in India has been an active contributor to the ABB Group's sustainability strategy. You shall find more information on your Company's activities in this regard in the Business Responsibility Report section of the Annual Report.

ABB India has been driving sustainability to the last mile with a ten-point ESG agenda from green infrastructure and energy in operations to energy efficiency, conservation of resources, promoting a circular economy, innovation, green supply chain among other areas. Your Company has also received recognition for the work done to further diversity and inclusion and continuously improving the hiring, development, and retention of women workforce in the organization. As anyone would say, any initiative should start from the top. So, we are pleased to take this opportunity to mention that the diversity ratio on the ABB India Board is even going forward.

## **Acknowledgements**

I am very grateful to all of you Shareholders, to our customers, channel partners, suppliers, banks, financial institutions, the Government and other stakeholders for their continued support, partnership and invaluable contribution in facilitating the Company's operations in India in an unprecedented year 2020 we are reporting on.

Over the last several decades ABB India has been enriched and guided by the presence of an accomplished Board of Directors with a diverse range of experiences. As informed earlier, in this Meeting, we outlined a few changes to the Board composition. We would like to make a special mention of Mr. Darius E Udawadia, who after spending 16 years on the Board of your Company, is stepping down. ABB India and the Board has time and again benefitted from his counsel and experience while navigating evolving markets and regulatory frameworks. I would also like to welcome Ms. Gopika Pant, an accomplished legal professional, who was inducted on the Board of your Company, effective conclusion of this Meeting and acknowledge the presence of Miss Maria Varsellona, General Counsel and Company Secretary, ABB Group, and my colleague on the ABB Group's Executive Committee. The proposal for Ms. Varsellona's appointment is placed before you in this meeting.

I would especially like to thank the Board of your Company for its support to sail through this Covid situation and Sanjeev and his entire management team for the multi-pronged strategy put in place with joint forces to counter the COVID-19 crisis, and all employees for remaining focused and committed, delivering on customer promises.

I look forward to the continued support of all our Shareholders as we advance with our 21 divisions, playing an important role in the digital transformation of Indian industries, digital management of smart city resources and electrification of the Indian mobility network and beyond in a "new normal" world.

I also thank the ABB Group for their unstinted support to the Company's operations, and my colleagues on the Board for their unfailing guidance. I speak for the Board members and for ABB Group when I say that we have full confidence in the fantastic leadership team of your Company to lead the way for next phase growth of the businesses in a competent, compliant and transparent manner.

With gradual recovery underway, ABB India is well positioned for the growth cycle, in order to effectively support customers in and outside India with the latest innovative technology in our Electrification, Motion, Process Automation as well as Robotics & Discrete Automation businesses.

## ANNEXURE - II

	ABB INDIA LIMITED
Date of the AGM	28-04-2021
Total number of shareholders on record date	78715
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	NA
Public:	NA
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	1
Public:	45

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Financial Statements and Reports of the Board of Directors and the Auditors thereon									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	158,931,281	158,931,281	100.0000	158,931,281	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		158,931,281	100.0000	158,931,281	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	23,189,666	20,544,112	88.5917	20,387,439	156,673	99.2373	0.7626	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		20,544,112	88.5917	20,387,439	156,673	99.2374	0.7626	0	0
Public- Non Institutions	E-Voting	29,787,428	10,342,040	34.7195	10,342,035	5	99.9999	0.0000	0	13,865
	Poll		5,035	0.0169	5,035	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		10,347,075	34.7364	10,347,070	5	100.0000	0.0000	0	13865
Total	211,908,375	189,822,468	89.5776	189,665,790	156,678	99.9175	0.0825	0	13865	

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of Dividend									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	158,931,281	158,931,281	100.0000	158,931,281	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>158,931,281</b>	<b>100.0000</b>	<b>158,931,281</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	23,189,666	20,544,112	88.5917	20,387,439	156,673	99.2373	0.7626	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>20,544,112</b>	<b>88.5917</b>	<b>20,387,439</b>	<b>156,673</b>	<b>99.2374</b>	<b>0.7626</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	29,787,428	10,355,240	34.7638	10,355,235	5	99.9999	0.0000	0	665
	Poll		5,035	0.0169	5,035	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>10,360,275</b>	<b>34.7807</b>	<b>10,360,270</b>	<b>5</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>665</b>
<b>Total</b>		<b>211,908,375</b>	<b>189,835,668</b>	<b>89.5838</b>	<b>189,678,990</b>	<b>156,678</b>	<b>99.9175</b>	<b>0.0825</b>	<b>0</b>	<b>665</b>

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of a Director									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	158,931,281	158,931,281	100.0000	158,931,281	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>158,931,281</b>	<b>100.0000</b>	<b>158,931,281</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	23,189,666	20,544,112	88.5917	19,360,209	1,183,903	94.2372	5.7627	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>20,544,112</b>	<b>88.5917</b>	<b>19,360,209</b>	<b>1,183,903</b>	<b>94.2373</b>	<b>5.7627</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	29,787,428	10,355,240	34.7638	10,353,735	1,505	99.9854	0.0145	0	665
	Poll		5,035	0.0169	5,035	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>10,360,275</b>	<b>34.7807</b>	<b>10,358,770</b>	<b>1,505</b>	<b>99.9855</b>	<b>0.0145</b>	<b>0</b>	<b>665</b>
<b>Total</b>		<b>211,908,375</b>	<b>189,835,668</b>	<b>89.5838</b>	<b>188,650,260</b>	<b>1,185,408</b>	<b>99.3756</b>	<b>0.6244</b>	<b>0</b>	<b>665</b>

Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Ms Maria Rosaria Varsellona as a Director									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	158,931,281	158,931,281	100.0000	158,931,281	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>158,931,281</b>	<b>100.0000</b>	<b>158,931,281</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0.0000</b>	<b>0</b>
Public- Institutions	E-Voting	23,189,666	20,544,112	88.5917	19,097,345	1,446,767	92.9577	7.0422	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>20,544,112</b>	<b>88.5917</b>	<b>19,097,345</b>	<b>1,446,767</b>	<b>92.9578</b>	<b>7.0422</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	29,787,428	10,355,240	34.7638	10,342,035	13,205	99.8724	0.1275	0	665
	Poll		5,035	0.0169	5,035	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>10,360,275</b>	<b>34.7807</b>	<b>10,347,070</b>	<b>13,205</b>	<b>99.8725</b>	<b>0.1275</b>	<b>0</b>	<b>665</b>
<b>Total</b>		<b>211,908,375</b>	<b>189,835,668</b>	<b>89.5838</b>	<b>188,375,696</b>	<b>1,459,972</b>	<b>99.2309</b>	<b>0.7691</b>	<b>0</b>	<b>665</b>

Resolution No.	5									
Resolution required: (Ordinary/ Special)	ORDINARY - Approval of remuneration to the Cost Auditor of the Company for Financial Year 2021									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	158,931,281	158,931,281	100.0000	158,931,281	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		158,931,281	100.0000	158,931,281	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	23,189,666	20,544,112	88.5917	20,544,112	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		20,544,112	88.5917	20,544,112	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	29,787,428	10,355,240	34.7638	10,355,235	5	99.9999	0.0000	0	665
	Poll		5,035	0.0169	5,035	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		10,360,275	34.7807	10,360,270	5	100.0000	0.0000	0	665
Total		211,908,375	189,835,668	89.5838	189,835,663	5	100.0000	0.0000	0	665



**CS S KANNAN**  
Complete Compliance



## SCRUTINIZER'S REPORT

(Pursuant to section 110 of the Companies Act, 2013 and  
Rule 22 of the Companies (Management and Administration) Rules, 2014.

### The Chairman / Authorized Person

**71<sup>st</sup> Annual General Meeting of the Equity Shareholders of ABB India Limited held on Wednesday, 28<sup>th</sup> April 2021, at 11:00 a.m. through Video Conferencing / Other Audio Visual Means.**

Dear Sir,

I, S Kannan, Practicing Company Secretary, appointed as Scrutinizer by the Board of Directors of ABB India Limited (the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) during the 71<sup>st</sup> Annual General Meeting (AGM) pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), in respect of the below mentioned Resolutions proposed at the 71<sup>st</sup> AGM of the Equity Shareholders of the Company held on Wednesday, 28<sup>th</sup> April 2021 at 11:00 a.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) hereby submit my report.

The Management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013, Listing Regulations and Rules and Circulars issued by Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) relating to conducting of AGM through VC/OAVM and voting through electronic means on the Resolutions specified in the AGM Notice dated 10<sup>th</sup> February 2021. My responsibility as a Scrutinizer for the voting process is restricted to make a consolidated Scrutinizer Report of the votes cast "in favour" or "against" the Resolutions based on the reports generated from the e-voting system both through e-voting (remote e-voting) and by electronic voting (e-voting) during the AGM.

Accordingly, I submit my report as under:

1. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by Kfin Technologies Private Limited (Kfintech).

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**S KANNAN AND ASSOCIATES**

Company Secretaries

FCS 6261, PCS No. 13016, Firm No.S2017KR473100.

13, Ground Floor, 1<sup>st</sup> Main Road, Venkateshwara Lay Out, Attiguppe, Vijayanagara, Bengaluru - 560040

Email : [cs.skannan@gmail.com](mailto:cs.skannan@gmail.com) / [kannans@kannancs.in](mailto:kannans@kannancs.in), Mobile : 98450 58441, [www.kannancs.in](http://www.kannancs.in)





2. In terms of General Circulars No. 14/2020, 17/2020, 20/2020 and 2/2021, dated 08.04.2020, 13.04.2020, 05.05.2020 and 13.01.2021 respectively issued by MCA, (MCA Circulars), read with Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD /CMD2/CIR/P /2021/11 dated 12.05.2020 and 15.1.2021 respectively issued by the SEBI, the Company had sent the AGM Notice through electronic mode to those Members whose E-mail addresses were registered with the Company/Depositories. Accordingly, the communication of assent or dissent of the Members on the Resolutions stated in the Notice of the 71<sup>st</sup> AGM of the Company, took place, only through the remote e-voting system and e-voting system during the AGM.
3. The Equity Shareholders holding shares as on 20<sup>th</sup> April 2021, i.e. "cut-off date", were entitled to vote on the Resolutions stated in the Notice of the 71<sup>st</sup> AGM of the Company.
4. For those Members who have not registered their email ids with the Company/Depositories, the Company had made arrangement to register the email ids, to receive AGM Notice, Annual Report and e-voting user ID and password. For permanent registration, the Members holding shares in physical mode were required to approach Kfintech and the Members holding shares in demat mode were required to approach the respective Depository Participant. Alternatively, for temporary registration, all such Members were required to approach the Kfintech.
5. The Public advertisement in terms of the MCA Circulars with respect to 71<sup>st</sup> AGM was published on March 30, 2021 in English in Financial Express and in Kannada in Vijaya Karnataka.
6. The Members were informed vide the AGM notice that they were required to give their assent for or dissent against the Resolutions stated in the AGM Notice, either through remote e-voting facility or through the e-voting facility during the AGM. The remote e-voting was kept open from 9.00 AM on Friday, 23<sup>rd</sup> April 2021 till 5.00 PM on Tuesday, 27<sup>th</sup> April 2021 (both days inclusive).
7. Pursuant to the provisions of Listing Regulations and the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any amendments thereto), the Company has provided electronic voting facility (e-voting) to the Members of the Company and has engaged the Kfintech for providing e-voting platform.
8. Particulars of all the Members who participated in the e-voting are separately maintained by Service Provider of the Company i.e. Kfintech.

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## **S KANNAN AND ASSOCIATES**

Company Secretaries

FCS 6261, PCS No. 13016, Firm No.S2017KR473100.

13, Ground Floor, 1<sup>st</sup> Main Road, Venkateshwara Lay Out, Attiguppe, Vijayanagara, Bengaluru - 560040

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9. Names of the Members who had voted by remote e-voting through the facility provided by Kfintech had been blocked and only those Members who were present at the AGM through VC and who had not casted their votes through the remote e-voting system, were allowed to cast their votes through e-voting system during the AGM.
10. 46 members attended the AGM through VC.
11. After declaration of voting by the Chairman, the Members present in the AGM through VC voted through e-voting facility (Instapoll) provided by Kfintech at the AGM. The e-voting facility was kept open for 30 minutes. Out of 46 members who attended the AGM through VC, 7 members voted through the Instapoll.
12. I have considered all electronic votes recorded from 9.00 AM on Friday, 23<sup>rd</sup> April 2021 till 5.00 PM on Tuesday, 27<sup>th</sup> April 2021, being the last date and time fixed by the Company for remote e-voting and all electronic votes casted during the AGM, through the e-voting facility i.e. Instapoll.
13. A summary of the electronic voting confirmations (e-votes) received for the Resolutions given in the Notice referred to above, seeking Members' approval as downloaded from the remote e-voting system of Kfintech and votes casted at the AGM through Instapoll facility and the total votes cast in favour or against all the Resolutions proposed in the Notice of the AGM are as under:

Res. No.	Resolution	E-VOTING		Result
		For	Against	
1	Adoption of Financial Statements and Reports of the Board of Directors and the Auditors thereon.	189665790	156678	Passed with requisite majority
2	Declaration of Dividend of Rs. 5.00 per Equity Share of Rs.2/- each for the Financial Year 2020.	189678990	156678	Passed with requisite majority
3	Appointment of Mr. Morten Wierod as a Director (DIN: 08753868).	188650260	1185408	Passed with requisite majority
4	Appointment of Ms. Maria Rosaria Varsellona as Director (DIN: 08892891).	188375696	1459972	Passed with requisite majority
5	Approval of remuneration to the Cost Auditor of the Company for Financial Year 2021.	189835663	5	Passed with requisite majority

## **S KANNAN AND ASSOCIATES**

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**CS S KANNAN**  
Complete Compliance



For your information, I have provided the details of vote casts through remote e-voting and votes casts through instapoll at the AGM, in **Annexure A**.

I write to state that all Resolutions set out in the AGM Notice dated 10<sup>th</sup> February 2021 are approved by Members of the Company with requisite majority. You may accordingly declare the results as per law.

Further I state that:

- a. A list of equity shareholders who have casted their vote through Remote E-voting and through Instapoll at the AGM has been shared with you.
- b. 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 you for preserving safely after the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting.

Yours truly,  
For S Kannan & Associates



  
S Kannan  
Company Secretary  
FCS 6261, PCS 13016  
UDIN No. F006261C000202974

Place: Bengaluru  
Date: 28<sup>th</sup> April 2021

Encl: Annexure A

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**S KANNAN AND ASSOCIATES**

Company Secretaries

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## Details of Remote E-voting and E-Voting during 71ST AGM held on 28th April 2021

Res. No.	Resolution Description	Mode of Polling	Ballots Received	Total Votes held	Ballots in Favour	Votes polled in favour	% of votes in favour	Ballots against	Votes polled against	% of votes against	Invalid-Ballots	Invalid-Votes	% of Invalid votes	Abstain-Ballots	No. of abstain Votes
1	Adoption of Financial Statements and Reports of the Board of Directors and the Auditors thereon	Remote E-voting E-voting at AGM (Instapoll)	203	189852834	198	189660755	99.9175	3	156678	0.0825	0	0	0	2	13865
	<b>TOTAL</b>		210	189857869	205	189665790	99.9175	3	156678	0.0825	0	0	0	2	13865
2	Declaration of Dividend of Rs. 5.00 per Equity Share of Rs.2/- each for the Financial Year 2020.	Remote E-voting E-voting at AGM (Instapoll)	203	189852834	199	189673955	99.9175	3	156678	0.0825	0	0	0	1	665
	<b>TOTAL</b>		210	189857869	206	189678990	99.9175	3	156678	0.0825	0	0	0	1	665
3	Appointment of Mr. Morten Wierod as a Director (DIN: 08753868).	Remote E-voting E-voting at AGM (Instapoll)	203	189852834	159	188645225	99.3755	43	1185408	0.6245	0	0	0	1	665
	<b>TOTAL</b>		210	189857869	166	188650260	99.3756	43	1185408	0.6244	0	0	0	1	665
4	Appointment of Ms. Maria Rosaria Varsellona as Director (DIN: 08892891)	Remote E-voting E-voting at AGM (Instapoll)	203	189852834	166	188370661	99.2309	36	1459972	0.7691	0	0	0	1	665
	<b>TOTAL</b>		210	189857869	173	188375696	99.2309	36	1459972	0.7691	0	0	0	1	665
5	Approval of remuneration to the Cost Auditor of the Company for Financial Year 2021.	Remote E-voting E-voting at AGM (Instapoll)	203	189852834	201	189830628	100.0000	1	5	0.0000	0	0	0	1	665
	<b>TOTAL</b>		210	189857869	208	189835663	100.0000	1	5	0.0000	0	0	0	1	665

NOTE: One of the shareholder who participated through remote e-voting has partially not voted to the extent of 21536 shares held by them.



For S Kannan &amp; Associates

S Kannan

UDIN No. F006261C000202974