CIN: L65993TG1985PLC005838 Corporate Member: NSE & BSE

Depository Participant of Central Depository Service (I) Ltd.

REGISTERED OFFICE: # 6-3-652, IV Floor, "Kautilya" Amrutha Estates, Somajiguda, Hyderabad - 500 082 Tel.: 040 - 30527777, 30727777, Fax: 040-30526283 bnrsl@bnrsecurities.com www.bnrsecurities.com

Date: 06.08.2016

To,

BSE Limited, Phiroze Jeejobhoy Towers, Dalal Street, Mumbai-400001

Dear Sir/Madam,

Sub: Voting Results of Annual General Meeting

Unit: B.N. RATHI SECURITIES LIMITED

Ref: Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) 2015.

With reference to the captioned subject, please find enclosed details of voting results at the Annual General Meeting of the company held on 6<sup>th</sup> August, 2016 pursuant to regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) 2015.

This is for the information of the records of the exchange please.

Thanking You Yours faithfully,

For B.N. RATHI SECURITIES LIMITED

Hari Narayan Rathi Managing Director



CIN: L65993TG1985PLC005838 Corporate Member: NSE & BSE

Depository Participant of Central Depository Service (I) Ltd.

REGISTERED OFFICE: #6-3-652, IV Floor, "Kautilya" Amrutha Estates, Somajiguda, Hyderabad - 500 082 Tel.: 040 - 30527777, 30727777, Fax: 040-30526283 bnrsl@bnrsecurities.com www.bnrsecurities.com



#### Voting Results:

Date of the AGM	06.08.2016
Total number of shareholders on record date	4108
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	4 61
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	Nil Nil

1. Adoption of Audited Financial Accounts for the year ended 31.03.2016 along with auditor's and director's report:

Resolution (Ordinary/			Ordinary					
group are i	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 Voters Polled on outstan ding shares (3)=[(2)/ (1)]* 100	No. of Votes – in favour (4)	No. of Votes - again st (5)	% of Votes in favour on votes polled (6)=[(4)/(2) ]*100	% of Votes against on votes polled (7)=[(5)/( 2)]*100
Promoter	E- Voting	2308954	0	0	0	0	0	0
and Promoter	Poll	2308954	2308954	100.00	2308954	0	100.00	0
Group	Postal Ballot (if applica ble)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	2308954	2308954	100.00	2308954	0	100.00	0
Public- Institutio	E- Voting	0	0	0	0	0	0	0
ns	Poll	, 0	0	0	0	0	0	0
	Postal Ballot (if	N.A	N.A	N.A	N.A	N.A	N.A	N.A

CIN: L65993TG1985PLC005838 Corporate Member: NSE & BSE REGISTERED OFFICE: # 6-3-652, IV Floor, "Kautilya" Amrutha Estates, Somajiguda, Hyderabad - 500 082 Tel.: 040 - 30527777, 30727777, Fax: 040-30526283

Depository Par		ntral Depository	Service (I) Lti	1	www.bnrsec			
	applica ble)							
	Total	0	0	0	0	0	0	0
Public- Non	E- Voting	2731046	173	0.0063	173	0	100.00	0
Institutio ns	Poll	2731046	54909	2.0105	54909	0	100.00	0
	Postal Ballot (if applica ble)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	2731046	55082	2.0168	55082	0	-	0
Tot	al	5040000	2364036	46.9055	2364036	0	100.00	0

#### 2. Declaration of dividend on equity shares for the financial year ended 31st March 2016:

Resolutio Special)	Resolution required: (Ordinary/ Special)		Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?		No								
Categor y	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Voters Polled on outstan ding 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)]*1	% of Votes agains t on votes polled (7)=[(5 )/(2)]*1		
Promote	E- Voting	2308954	0	0	0	0	0	0		
r and	Poll	2308954	2308954	100.00	2308954	0	100.00	0		
Promote r Group	Postal Ballot (if applica ble)	N.A	N.A	N.A	N.A	N.A	N.A	N.A		
	Total	2308954	2308954	100.00	2308954	0	100.00	0		
Public- Instituti	E- Voting	0	0	0	0	0	0	0		
ons	Poll	0	0	0	0	0	0	0		
	Postal Ballot (if applica ble)	N.A	N.A	N.A	N.A	N.A	N.A	N.A		

Servicos: Equity, Derivatives, Currency Futures, Internet Trading, Mobile Trading, Depository, Mutual Funds, IPOs, Loan Referal SEBI Reg. No.(s): NSE: INB/INF/INE 230714134, BSE: INB/INF 010714138, CDSL: IN-DP-CDSL-414-2007



CIN: L65993TG1985PLC005838 Corporate Member: NSE & BSE REGISTERED OFFICE: # 6-3-652, IV Floor, "Kautilya" Amrutha Estates, Somajiguda, Hyderabad - 500 082 Tel.: 040 - 30527777, 30727777, Fax: 040-30526283

Depository Participant of Central Depository Service (I) Ltd. ww.bnrsecurities.com 0 Total 0 0 0 0 0 0 Public-E-2731046 173 0.0063 173 0 100.00 0 Non Voting Instituti Poll 2731046 54909 2.0105 54909 0 100.00 0 ons Postal N.A N.A N.A N.A N.A N.A N.A **Ballot** (if applica ble) Total 2731046 55082 2.0168 55082 0 0 Total 5040000 2364036 46.9055 2364036 0 100.00 0

3. Appointment of a director in place of Mr. Chetan Rathi (DIN: 00536441) who retires by rotation and being eligible, offers himself for re-appointment:

Resolution Special)	5 3								
group are	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 Voters Polled on outstan ding shares (3)=[(2)/ (1)]* 100	No. of Votes – in favour (4)	No. of Votes - agains t (5)	% of Votes in favour on votes polled (6)=[(4)/ (2)]*100	% of Votes against on votes polled (7)=[(5)/ (2)]*100	
Promote	E-Voting	2308954	0	0	0	0	0	0	
r and Promote	Poll	2308954	2308954	100.00	2308954	0	100.00	0	
r Group	Postal Ballot (if applicab le)	N.A	N.A	N.A	N.A	N.A	N.A	N.A	
	Total	2308954	2308954	100.00	2308954	0	100.00	0	
Public-	E-Voting	0	0	0	0	0	0	0	
Institutio ns	Poll	0	0	0	0	0	0	0	
200-2004	Postal Ballot (if applicab le)	N.A	N.A	N.A	N.A	N.A	N.A	N.A	
	Total	0	0	0	0	0	0	0	
Public-	E-Voting	2731046	178	0.0065	173	5	97.191	2.8089	
Non Institutio	Poll	2731046	54909	2.0105	54909	0	100.00	0	

Servicos: Equity, Derivatives, Currency Futures, Internet Trading, Mobile Trading, Depository, Mutual Funds, IPOs, Loan Referal SEBI Reg. No.(s): NSE: INB/INF/INE 230714134, BSE: INB/INF 010714138, CDSL: IN-DP-CDSL-414-2007



CIN: L65993TG1985PLC005838 Corporate Member: NSE & BSE REGISTERED OFFICE: # 6-3-652, IV Floor, "Kautilya" Amrutha Estates, Somajiguda, Hyderabad - 500 082 Tel.: 040 - 30527777, 30727777, Fax: 040-30526283

Denository F	Participant of Cen	tral Denository	Service (I) Ltd.		hn	rsl@hnrsec	irities com	www.hnrsecu
ns	Postal	N.A	N.Á	N.A	N.A	N.A	N.A	N.A
	Ballot (if applicab le)						500MS W	
	Total	2731046	55087	2.0168	55082	5		2.8089
Total		5040000	2364041	46.9056	2364036	5	99.9998	0.0002

4. Appointment M/s. Seshachalam& Co., Statutory Auditors to hold office from the conclusion of thisAnnual General Meeting till the conclusion of the next Annual General Meeting of the Companyat remuneration as may be fixed by the Board:

Resolution r Special)	equired:	(Ordinary/	Ordinary					
Whether pro group are in agenda/reso	terested i	in the	No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Voters Polled on outstan ding shares (3)=[(2)/ (1)]* 100	No. of Votes – in favour (4)	No. of Votes - again st (5)	% of Votes in favour on votes polled (6)=[(4)/( 2)]*100	% of Votes agains t on votes polled (7)=[(5 )/(2)]*1 00
Promoter	E- Voting	2308954	0	0.00	0	0	0.0000	0.00
and Promoter	Poll	2308954	2308954	100.00	2308954	0	100.00	0.00
Group	Postal Ballot (if applic able)	N.A	N.A	-N.A	N.A	N.A	N.A	N.A
12	Total	2308954	2308954	100.00	2308954	0	100.00	0.00
Public- Institution	E- Voting	0	0	0	0	0	0	0
s	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applic able)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	0	0	0	0	0	0	0
Public- Non	E- Voting	2731046	178	0.0065	178	0	100.00	0.00
Institution s	Poll	2731046	54909	2.0105	54909	0	100.00	0.00
-	Postal Ballot (if applic	N.A	N.A	N.A	N.A	N.A	N.A	N.A

Services: Equity, Derivatives, Currency Futures, Internet Trading, Mobile Trading, Depository, Mutual Funds, IPOs, Loan Referal SEBI Reg. No.(s): NSE: INB/INF/INE 230714134, BSE: INB/INF 010714138, CDSL: IN-DP-CDSL-414-2007



CIN: L65993TG1985PLC005838 Corporate Member: NSE & BSE **REGISTERED OFFICE**: # 6-3-652, IV Floor, "Kautilya" Amrutha Estates, Somajiguda, Hyderabad - 500 082 Tel.: 040 - 30527777, 30727777, Fax: 040-30526283

			rities.com v	
			1	
87 2.6605	55087	0		0
41 46.9056	2364041	0	100.00	0.00

#### 5. Re-Appointment of Mr. Hari Narayan Rathi, Managing Director:

Resolution Special)	required:	(Ordinary/	Ordinary							
Whether p group are agenda/res	interested		yes	yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Voters Polled on outstan ding 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 agains t on votes polled (7)=[(5 )/(2)]*1		
Promote	E- Voting	2308954	. 0	0.00	00	0	0.00	0.00		
r and Promote	Poll	2308954	2308954	100.00	2308954	0	100.00	0.00		
r Group	Postal Ballot (if applica ble)	N.A	N.A	N.A	N.A	N.A	N.A	N.A		
	Total	2308954	2308954	100.00	2308954	0		0.00		
Public- Institutio	E- Voting	0	0	0	0	0	0	0		
ns	Poll	0	0	0	0	0	0	0		
	Postal Ballot (if applica ble)	N.A	N.A	N.A	N.A	N.A	N.A	N.A		
	Total	0	0	0	0	0	0	0		
Public- Non	E- Voting	2731046	178	0.0065	173	5	97.1910	2.8089		
Institutio ns	Poll	2731046	54909	2.0105	54909	0	100.00	0.00		
	Postal Ballot (if applica ble)	N.A	N.A	N.A	N.A	N.A	N.A	N.A		



Continuation Sheet.....

							Continuation	011001	
	Total	2731046	55087	2.017	55082	5		2.8089	
Tot	al	5040000	2364041	46.9056	2364036	5	99.9998	0.0002	



# S.S. Reddy & Associates

Practicing Company Secretaries

6-3-354/13/A1, First Floor, Suryateja Apts., Hindi Nagar, Panjagutta, Hyderabad - 500 034.

Ph: Off: 040-40036584, Fax: 040-40036584

Mobile: 9866253999 E-mail: ssrfcs@gmail.com

# CONSOLIDATED SCRUTINIZER REPORT

To,
The Chairman
M/s. B.N. Rathi Securities Limited
6-3-652, IV Floor, Kautilya
Amrutha Estates, Somajiguda
Hyderabad - 500082

- I, S. Sarveswar Reddy, Practicing Company Secretary, having office at Plot No. 6-3-354/13, A1, Suryateja Apartments, Hindi Nagar, Panjagutta, Hyderabad 500034 being appointed as the Scrutinizer by the Board of Directors of M/s. B.N. Rathi Securities Limited at their meeting held on 25.05.2016 for the purpose of scrutinizing voting process in a fair and transparent manner in respect of below mentioned resolutions at the 30th Annual General Meeting of Equity Shareholders of the Company held on 6th August, 2016 at 10.00 A.M. at Hotel Mercure Hyderabad, KCP, 6-3-551, Somajiguda, Hyderabad 500082, Telangana submit my report as under:
- 1. In accordance with the Notice of the 30<sup>th</sup> Annual General Meeting dated 25.05.2016 sent to the shareholders and the Advertisement published pursuant to the Rule 20(3) (V) of the Companies (Management and Administration) Rules, 2014 on 5<sup>th</sup> July, 2016 in "Business Standard" in English and "Andhra Prabha" in Telugu, the e-voting opened at 9.00 A.M on 3<sup>rd</sup> August, 2016 and remained open upto 5.00 P.M on 5<sup>th</sup> August, 2016.
- The equity shareholders holding shares as on 30<sup>th</sup> July, 2016 was considered as "cut-off date" for purpose of voting on the resolutions stated in the Notice of the Annual General Meeting of the Company.
- The votes were unblocked and considered on 5<sup>th</sup>August, 2016 in presence of two persons, who are not the employees of the Company.

U. Satish Kumar

Aakanksha Shukla

- 4. The e-voting results/list of equity shareholders who have voted "For and Against" were downloaded from the e-voting website of Karvy Computershare Private Limited (<a href="http://evoting.karvy.com">http://evoting.karvy.com</a>) and the same were handed over to the Chairman.
- 5. The results of the e-voting and the polling at the Meeting (AGM), for the resolutions starting from serial no. 1 to 5 are passed with the requisite majority, are as under:

#### **Voting Results:**

Date of the AGM	06.08.2016
Total number of shareholders on record date	4108
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	4 61
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	Nil Nil

1. Adoption of Audited Financial Accounts for the year ended 31.03.2016 along with auditor's and director's report:

Resolution (Ordinary/			Ordinary					
group are i	Whether promoter/ promoter group are interested in the agenda/resolution?							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Voters Polled on outstan ding shares (3)=[(2)/ (1)]* 100	No. of Votes – in favour (4)	No. of Votes - again st (5)	% of Votes in favour on votes polled (6)=[(4)/(2) ]*100	% of Votes against on votes polled (7)=[(5)/( 2)]*100
Promoter	E- Voting	2308954	0	0	0	0	0	0
and Promoter	Poll	2308954	2308954	100.00	2308954	0	100.00	0
Group	Postal Ballot (if applica ble)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	2308954	2308954	100.00	2308954	0	100.00	0
Public- Institutio	E- Voting	0	0	0	0	0	0	0
ns	Poll	0	0	0	0	0	0	0



	Postal Ballot (if applica ble)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	0	0	0	0	0	0	0
Public- Non	E- Voting	2731046	173	0.0063	173	0	100.00	0
Institutio	Poll	2731046	54909	2.0105	54909	0	100.00	0
ns	Postal Ballot (if applica ble)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	2731046	55082	2.0168	55082	0	•	0
To	tal	5040000	2364036	46.9055	2364036	0	100.00	0

# 2. Declaration of dividend on equity shares for the financial year ended 31st March 2016:

Resolution Special)	Resolution required: (Ordinary/ Special)					5					
group are	Vhether promoter/ promoter roup are interested in the genda/resolution?		No								
Categor y	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Voters Polled on outstan ding 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)]*1	% of Votes agains t on votes polled (7)=[(5 )/(2)]*1			
Promote	E- Voting	2308954	0	0	0	0	0	0			
r and	Poll	2308954	2308954	100.00	2308954	0	100.00	0			
Promote r Group	Postal Ballot (if applica ble)	N.A	N.A	N.A	N.A	N.A	N.A	N.A			
	Total	2308954	2308954	100.00	2308954	0	100.00	0			
Public- Instituti	E- Voting	0	0	0	0	0	0	0			
ons	Poll	0	0	0	0	0	0	0			
	Postal Ballot	N.A	N.A	N.A	N.A	N.A	N.A	N.A			



	(if applica ble)							
	Total	0	0	0	0	0	0	0
Public- Non	E- Voting	2731046	173	0.0063	173	0	100.00	0
Instituti ons	Poll	2731046	54909	2.0105	54909	0	100.00	0
	Postal Ballot (if applica ble)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	2731046	55082	2.0168	55082	0		0
Γotal		5040000	2364036	46.9055	2364036	0	100.00	0

3. Appointment of a director in place of Mr. Chetan Rathi (DIN: 00536441) who retires by rotation and being eligible, offers himself for re-appointment:

Special)		: (Ordinary/	Ordinary					
group are	promoter/ per interested esolution?	promoter I in the	No					
Category	Voting	No. of shares held (1)	No. of votes polled (2)	% of Voters Polled on outstan ding shares (3)=[(2)/ (1)]*	No. of Votes – in favour (4)	No. of Votes - agains t (5)	% of Votes in favour on votes polled (6)=[(4)/ (2)]*100	% of Votes against on votes polled (7)=[(5)/ (2)]*100
Promote r and	E-Voting	2308954	0	0	0	0	0	0
Promote	Poll	2308954	2308954	100.00	2308954	0	100.00	0
r Group	Postal Ballot (if applicab le)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	2308954	2308954	100.00	2308954	0	100.00	0
Public-	E-Voting	0	0	0	0	0	0	0
Institutio ns	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicab le)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	0	0	0	0	0	0	0
Public-	E-Voting	2731046	178	0.0065	173	5	97.191	2.8089



Non	Poll	2731046	54909	2.0105	54909	0	100.00	0
Institutio ns	Postal Ballot (if applicab le)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	2731046	55087	2.0168	55082	5		2.8089
Total		5040000	2364041	46.9056	2364036	5	99.9998	0.0002

4. Appointment M/s. Seshachalam& Co., Statutory Auditors to hold office from the conclusion of thisAnnual General Meeting till the conclusion of the next Annual General Meeting of the Companyat remuneration as may be fixed by the Board:

Resolution ( Special)	required:	(Ordinary/	Ordinary					
Whether progroup are in agenda/reso	iterested in terested in terested in the state of the sta		No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Voters Polled on outstan ding shares (3)=[(2)/ (1)]*	No. of Votes – in favour (4)	No. of Votes - again st (5)	% of Votes in favour on votes polled (6)=[(4)/( 2)]*100	% of Votes agains t on votes polled (7)=[(5 )/(2)]*1 00
Promoter and Promoter Group	E- Voting	2308954	0	0.00	0	0	0.0000	0.00
	Poll	2308954	2308954	100.00	2308954	0	100.00	0.00
	Postal Ballot (if applic able)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	2308954	2308954	100.00	2308954	0	100.00	0.00
Public- Institution	E- Voting	0	0	0	0	0	0	0
S	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applic able)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	0	0	0	0	0	0	0
Public- Non	E- Voting	2731046	178	0.0065	178	0	100.00	0.00
Institution s	Poll	2731046	54909	2.0105	54909	0	100.00	0.00



	Postal Ballot (if applic able)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	2731046	55087	2.6605	55087	0		0
Total		5040000	2364041	46.9056	2364041	0	100.00	0.00

# 5. Re-Appointment of Mr. Hari Narayan Rathi, Managing Director:

Resolution Special)	required:	(Ordinary/	Ordinary					
Whether p group are agenda/res	interested	romoter in the	Yes.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Voters Polled on outstan ding 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 agains t on votes polled (7)=[(5 )/(2)]*1 00
Duamata	E-	2308954	0	0.00	00	0	0.00	0.00
Promote r and	Voting Poll	2308954	2308954	100.00	2308954	0	100.00	0.00
Promote r Group	Postal Ballot (if applica ble)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	2308954	2308954	100.00	2308954	0		0.00
Public- Institutio	E- Voting	0	0	0	0	0	0	0
ns	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applica ble)	N.A	N.A	N.A	N.A	N.A	N.A	N.A
	Total	0	0	0	0	0	0	0
Public- Non	E- Voting	2731046	178	0.0065	173	5	97.1910	2.8089
Institutio ns	Poll	2731046	54909	2.0105	54909	- 0	100.00	0.00
	Postal Ballot (if applica	N.A	N.A	N.A	N.A	N.A	N.A	N.A



ble)								
				2.017	55082	5		2.80
Tot	al	2731046	55087	2.017			99.9998	0.00
Total		5040000	2364041	46.9056	2364036	5	99.9990	0.0

6. You may accordingly declare the results of Ballot & E -voting.

Place: Hyderabad Date: 06.08.2016

For S. S. Reddy & Associate SESWAR

S. Sarveswar Reddy

Practicing Company Secretary & Scrutinizer for E- Voting Process

CP No.

CP No.7478