



# B.N. RATHI SECURITIES LIMITED

CIN : L65993TG1985PLC005838  
Corporate Member : NSE / BSE / MCX  
Depository Participant of Central Depository Service (I) Ltd.

REGISTERED OFFICE : # 6-3-652, IV Floor, "Kautilya"  
Amrutha Estates, Somajiguda, Hyderabad - 500 082  
Tel. : 040 - 40527777, 40727777, Fax : 040-40526283  
bnrsl@bnrsecurities.com www.bnrsecurities.com

To,

Date: 10.08.2019

BSE Limited  
P. J. Towers, Dalal Street  
Mumbai - 400 001

Dear Sir/ Madam,

**Sub: 33<sup>rd</sup> Annual General Meeting (AGM) and Voting Results - B.N. Rathi Securities Limited**  
**Ref: Scrip Code: 523019**

With reference to the subject cited, this is to inform the Exchange that 33<sup>rd</sup> Annual General Meeting of B.N. Rathi Securities Limited held on 10.08.2019 at 10.00 A.M. at "FTCCI Surana Hall, Federation House, FTAPCCI Marg, Red Hills, Hyderabad - 500004."

In this regard, 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 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 August 10, 2019 Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as **Annexure - III**.

The Voting Results of the 33<sup>rd</sup> Annual General Meeting ('AGM') is available on the company's website: [www.bnrsecurities.com](http://www.bnrsecurities.com)

The Meeting concluded at 11.10 A.M

This is for the kind information and records of the Exchange, please.

Thanking you.

Yours faithfully,  
For B.N. Rathi Securities Limited

Hari Narayan Rathi  
Managing Director  
(DIN: 00010968)





# B.N. RATHI SECURITIES LIMITED

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## Annexure - 1

### Summary of proceedings of the 33<sup>rd</sup> Annual General Meeting:

The 33<sup>rd</sup> Annual General Meeting (AGM) of the Members of B.N. Rathi Securities Limited ('the Company') was held on Saturday, August 10, 2019 at 10.00 A.M (IST) at the FTCCI Surana Hall, Federation House, FTAPCCI Marg, Red Hills, Hyderabad - 500004. Shri Laxminiwas Sharma, chaired the meeting. He requested his colleagues on the dais to introduce themselves. The requisite quorum being present, the Chairman called the meeting to order. The Chairman delivered his speech and informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the end the meeting. It was further informed that there would be no voting by show of hands.

The following items of business, as per the Notice of AGM dated August 10, 2019, were transacted at the meeting.

1. Adoption of Financial Statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2019 and the reports of the Boards' and Auditor's thereon.
2. Declaration of Dividend @10% on equity shares for the financial year 2018-2019.
3. Appointment of Mr. Hari Narayan Rathi as a director liable to retire by rotation.
4. Appointment of M/s. Seshachalam & Co., Chartered Accountants as Statutory Auditors of the company for the term of next five years from the conclusion of this 33<sup>rd</sup> AGM till the conclusion of 38<sup>th</sup> AGM .
5. Re-appointment of Smt. Shanti Sree Bolleni as Independent Director of the Company

Clarifications were provided to the queries raised by the members.

The Board of Directors had appointed M/s. S.S. Reddy & Associates, Practicing Company Secretaries as the Scrutinizer to supervise the e - voting and ballot voting process.

The scrutinizers report was received and accordingly all the resolutions as set out in the notice were declared as passed.

This is for your information and records.

Thanking you,  
For B.N. Rathi Securities Limited

Hari Narayan Rathi  
Managing Director  
(DIN: 00010968)





# B.N. RATHI SECURITIES LIMITED

CIN : L65993TG1985PLC005838  
Corporate Member : NSE / BSE / MCX  
Depository Participant of Central Depository Service (I) Ltd.

REGISTERED OFFICE : # 6-3-652, IV Floor, "Kautilya"  
Amrutha Estates, Somajiguda, Hyderabad - 500 082  
Tel. : 040 - 40527777, 40727777, Fax : 040-40526283  
bnrstl@bnrsecurities.com www.bnrsecurities.com

**Date: 10.08.2019**

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 33<sup>rd</sup> Annual General Meeting of the company held on 10<sup>th</sup> August, 2019 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  
(DIN: 00010968)



**Voting Results:**

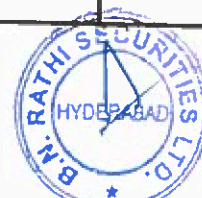
<b>Date of the AGM</b>	10.08.2019
<b>Total number of shareholders on record date</b>	3127
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	2
Public:	63
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group:	Nil
Public:	Nil





1. Adoption of Audited Financial Accounts for the year ended 31.03.2019 along with auditor's and directors' report:

Resolution required: (Ordinary/ Special)		Ordinary						
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 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
Promoter and Promoter Group	E-Voting	2637419	513930	19.4861	513930	-	100.00	-
	Poll		2123489	80.5139	2123489	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	2637419	2637419	100.00	2637419	-	100.00	-
Public-Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Public-Non Institutions	E-Voting	2402581	20	0.0008	20	0	100.00	0
	Poll		106318	4.4252	36819	69499	100.00	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	2402581	106338	4.426	36839	69499	34.6433	65.3567
Total		5040000	2743757	54.4396	2674258	69499	97.4670	2.5330





**2. Declaration of dividend on equity shares for the financial year ended 31.03.2019:**

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			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 – again st (5)	% of Votes in favour on votes polled (6)=[(4)/( 2)]*100	% of Votes again st on votes polled (7)=[(5 )/(2)]*1 00
Promote r and Promote r Group	E- Voting	2637419	513930	19.4861	513930	-	100.00	-
	Poll		2123489	80.5139	2123489	-	100.00	-
	Postal Ballot (if applica ble)		-	-	-	-	-	-
	<b>Total</b>		<b>2637419</b>	<b>2637419</b>	<b>100.00</b>	<b>2637419</b>	<b>-</b>	<b>100.00</b>
Public- Instituti ons	E- Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applica ble)		-	-	-	-	-	-
	<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public- Non Instituti ons	E- Voting	2402581	20	0.0008	20	0	100.00	0
	Poll		106318	4.4252	106318	0	100.00	0.0000
	Postal Ballot (if applica ble)		-	-	-	-	-	-
	<b>Total</b>		<b>2402581</b>	<b>106338</b>	<b>4.426</b>	<b>106338</b>	<b>0</b>	<b>100.00</b>
<b>Total</b>		<b>5040000</b>	<b>2743757</b>	<b>54.4396</b>	<b>2743757</b>	<b>0</b>	<b>100</b>	<b>0</b>





**3. Appointment of Mr. Hari Narayan Rathi as Director who retires by rotation.**

Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		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 – again st (5)	% of Votes in favour on votes polled (6)=[(4)/( 2)]*100	% of Votes again st on votes polled (7)=[(5 )/(2)]*1 00
Promoter and Promoter Group	E- Voting	2637419	513930	19.4861	513930	-	100.00	-
	Poll		2123489	80.5139	2123489	-	100.00	-
	Postal Ballot (if applica ble)		-	-	-	-	-	-
	<b>Total</b>	<b>2637419</b>	<b>2637419</b>	<b>100.00</b>	<b>2637419</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public- Instituti ons	E- Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applica ble)		-	-	-	-	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public- Non Instituti ons	E- Voting	2402581	20	0.0008	20	0	100.00	0
	Poll		106318	4.4252	106318	0	100.00	0.0000
	Postal Ballot (if applica ble)		-	-	-	-	-	-
	<b>Total</b>	<b>2402581</b>	<b>106338</b>	<b>4.426</b>	<b>106338</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
<b>Total</b>		<b>5040000</b>	<b>2743757</b>	<b>54.4396</b>	<b>2743757</b>	<b>0</b>	<b>100</b>	<b>0</b>





4. To appoint M/s. Seshachalam & Co., Statutory Auditors to hold office from the conclusion of this 33<sup>rd</sup> Annual General Meeting till the conclusion of the next 38<sup>th</sup> Annual General Meeting of the Company at remuneration as may be fixed by the Board.

Resolution required: (Ordinary/ Special)			Ordinary					
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 again st on votes polled (7)=[(5 )/(2)]*1 00
Promote r and Promote r Group	E- Voting	2637419	513930	19.4861	513930	-	100.00	-
	Poll		2123489	80.5139	2123489	-	100.00	-
	Postal Ballot (if applica ble)		-	-	-	-	-	-
	<b>Total</b>	<b>2637419</b>	<b>2637419</b>	<b>100.00</b>	<b>2637419</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public- Instituti ons	E- Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applica ble)		-	-	-	-	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public- Non Instituti ons	E- Voting	2402581	20	0.0008	20	0	100.00	0
	Poll		106318	4.4252	106318	0	100.00	0.0000
	Postal Ballot (if applica ble)		-	-	-	-	-	-
	<b>Total</b>	<b>2402581</b>	<b>106338</b>	<b>4.426</b>	<b>106338</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
<b>Total</b>		<b>5040000</b>	<b>2743757</b>	<b>54.4396</b>	<b>2743757</b>	<b>0</b>	<b>100</b>	<b>0</b>







**5. Re-Appointment of Mrs. Shanti Sree Bolleni (DIN: 07092258) as Independent Director of the company:**

Resolution required: (Ordinary/ Special)			Special					
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 again st on votes polled (7)=[(5 )/(2)]*1 00
Promote r and Promote r Group	E- Voting	2637419	513930	19.4861	513930	-	100.00	-
	Poll		2123489	80.5139	2123489	-	100.00	-
	Postal Ballot (if applica ble)		-	-	-	-	-	-
	<b>Total</b>		<b>2637419</b>	<b>2637419</b>	<b>100.00</b>	<b>2637419</b>	<b>-</b>	<b>100.00</b>
Public- Instituti ons	E- Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applica ble)		-	-	-	-	-	-
	<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public- Non Instituti ons	E- Voting	2402581	20	0.0008	20	0	100.00	0
	Poll		106318	4.4252	105199	1119	98.9474	1.0525
	Postal Ballot (if applica ble)		-	-	-	-	-	-
	<b>Total</b>		<b>2402581</b>	<b>106338</b>	<b>4.426</b>	<b>105219</b>	<b>1119</b>	<b>98.9477</b>
<b>Total</b>		<b>5040000</b>	<b>2743757</b>	<b>54.4396</b>	<b>2742638</b>	<b>1119</b>	<b>99.9592</b>	<b>0.0408</b>





# S.S. Reddy & Associates

Practicing Company Secretaries

**FORM NO. MGT-13**

**Report of Scrutinizer(s)**

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]*

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

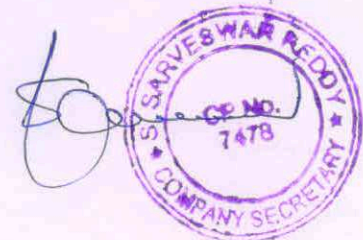
**Subject:** 33<sup>rd</sup> Annual General Meeting of Equity Shareholders of the Company held on Saturday, 10.08.2019 at 10.00 A.M. at FTCCI Surana Hall, Federation House, FTCCI Marg, Red Hills, Hyderabad - 500004.

Dear Sir,

1. We, S.S. Reddy & Associates, appointed as Scrutiniser for the purpose of the poll and e-voting taken on the below mentioned resolution(s), at the 33<sup>rd</sup> Annual General Meeting of Equity Shareholders of the Company held on Saturday, 10.08.2019 at 10.00 A.M. at FTCCI Surana Hall, Federation House, FTCCI Marg, Red Hills, Hyderabad - 500004, submit our report as under:
2. In compliance with the provisions of Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by use of ballots by shareholders on the resolutions proposed in the Notice of the 33<sup>rd</sup> Annual General Meeting, our responsibility as a scrutiniser is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render Consolidated Scrutiniser's Report of the total votes cast in favour or against if any, to Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Karvy Fintech Private Limited and the report generated electronically for voting by use of ballots at the meeting.



3. In accordance with the Notice of 33<sup>rd</sup> Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20 (4) (v) of the Companies (Management and Administration) Rules 2014, (Amendment Rules 2015) on July 02, 2019 the remote e-voting opened at 09.00 a.m on August 07, 2019 and remained open up to 05.00 p.m on August 09, 2019.
4. The equity shareholders holding shares as on August, 3<sup>rd</sup> 2019, "cut-off date", were entitled to vote on the resolutions stated in the Notice of the 33<sup>rd</sup> Annual General Meeting of the Company.
5. After declaration of voting by use of ballot by the Chairman at the meeting, ballot box was locked and kept for voting duly marked by identification mark placed on it. The ballot box subsequently on close of voting hours was opened in the presence of two witnesses who are not the employees of the company, and ballots received were serially numbered, sorted, signatures verified and were scrutinised and initialled by the scrutiniser. The ballots were reconciled with the records maintained by the Registrar and Transfer Agent of the Company. The voters were also scrutinised for the purpose of eliminating duplicate voting i.e. on remote e-voting as well as by use of ballot. As per the information given by the Company, the names of the shareholders who had voted on e-voting through facility provided by Karvy Fintech Private Limited had been blocked and the ballots duly numbered serially by print were issued only to those members who were present at the Annual General Meeting and who had not voted on remote e-voting.
6. The ballots, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately. The votes cast by use of ballots at the meeting were first counted electronically.
7. The votes on remote e-voting were unblocked at around 5.00 p. m after conclusion of voting at the AGM in the presence of two witnesses who are not the employees of the Company and the e-voting results/list of equity shareholders who have voted for and against were downloaded from the e-voting website of Karvy Fintech Private Limited (<https://evoting.karvy.com/>) and the same are being handed over to the Chairman.
8. The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:



(a) Resolution No.1 : Ordinary Resolution

Approval of financial statements for the year ended 31.03.2019

(i) Voted in favour of the resolution:

Mode of Voting	Number of Members Present and Voting (in presence or by Proxy)	Number of Votes cast by them	% of Total number of Valid Votes cast
Remote e-voting	4	513950	100
Voting by Ballot	64	2160308	100
<b>Total</b>	<b>68</b>	<b>2674258</b>	<b>100</b>

(ii) Voted against the resolution:

Mode of Voting	Number of Members Present and Voting (in presence or by Proxy)	Number of Votes cast by them	% of Total number of Valid Votes cast
Remote e-voting	--	--	--
Voting by Ballot	1	69499	100
<b>Total</b>	<b>1</b>	<b>69499</b>	<b>100</b>

(iii) Invalid Votes:

Total number of members (In person or by Proxy) Whose votes were declared invalid	Total Number of Votes cast by them
--	--



(b) **Resolution No.2: Ordinary Resolution**

**Declaration of dividend on equity shares for the financial year ended 31.03.2019**

(ii) Voted in favour of the resolution:

<b>Mode of Voting</b>	<b>Number of Members Present and Voting (in presence or by Proxy)</b>	<b>Number of Votes cast by them</b>	<b>% of Total number of Valid Votes cast</b>
Remote e-voting	4	513950	100
Voting by Ballot	65	2229807	100
<b>Total</b>	<b>69</b>	<b>2743757</b>	<b>100</b>

(ii) Voted against the resolution:

<b>Mode of Voting</b>	<b>Number of Members Present and Voting (in presence or by Proxy)</b>	<b>Number of Votes cast by them</b>	<b>% of Total number of Valid Votes cast</b>
Remote e-voting	--	--	--
Voting by Ballot	--	--	--
<b>Total</b>	<b>--</b>	<b>--</b>	<b>--</b>

(iii) Invalid Votes:

<b>Total number of members (In person or by Proxy) Whose votes were declared invalid</b>	<b>Total Number of Votes cast by them</b>
--	--



(c) Resolution No. 3: Ordinary Resolution

Re-appointment of Mr. Hari Narayan Rathi (DIN: 00010968) as Director of the Company, who retires by rotation

(iii) Voted in favour of the resolution:

Mode of Voting	Number of Members Present and Voting (in presence or by Proxy)	Number of Votes cast by them	% of Total number of Valid Votes cast
Remote e-voting	4	513950	100
Voting by Ballot	65	2229807	100
<b>Total</b>	<b>69</b>	<b>2743757</b>	<b>100</b>

(ii) Voted against the resolution:

Mode of Voting	Number of Members Present and Voting (in presence or by Proxy)	Number of Votes cast by them	% of Total number of Valid Votes cast
Remote e-voting	--	--	--
Voting by Ballot	--	--	--
<b>Total</b>	<b>--</b>	<b>--</b>	<b>--</b>

(iii) Invalid Votes:

Total number of members (In person or by Proxy) Whose votes were declared invalid	Total Number of Votes cast by them
--	--



(d) Resolution No. 4: Ordinary Resolution

**Appointment M/s. Seshachalam & Co., Statutory Auditors to hold office from the conclusion of this 33<sup>rd</sup> Annual General Meeting till the conclusion of the 38<sup>th</sup> Annual General Meeting of the Company at remuneration as may be fixed by the Board.**

(iv) Voted in favour of the resolution:

Mode of Voting	Number of Members Present and Voting (in presence or by Proxy)	Number of Votes cast by them	% of Total number of Valid Votes cast
Remote e-voting	4	513950	100
Voting by Ballot	65	2229807	100
<b>Total</b>	<b>69</b>	<b>2743757</b>	<b>100</b>

(ii) Voted against the resolution:

Mode of Voting	Number of Members Present and Voting (in presence or by Proxy)	Number of Votes cast by them	% of Total number of Valid Votes cast
Remote e-voting	--	--	--
Voting by Ballot	--	--	--
<b>Total</b>	<b>--</b>	<b>--</b>	<b>--</b>

(iii) Invalid Votes:

Total number of members (In person or by Proxy) Whose votes were declared invalid	Total Number of Votes cast by them
--	--



(e) Resolution No.5: Special Resolution

Re-appointment of Smt. Shanti Sree Bolleni (DIN: 07092258) as Independent Director of the Company for a term from 01.04.2020 to 31.03.2025

(i) Voted in favour of the resolution:

Mode of Voting	Number of Members Present and Voting (in presence or by Proxy)	Number of Votes cast by them	% of Total number of Valid Votes cast
Remote e-voting	4	513950	100
Voting by Ballot	64	2228688	100
<b>Total</b>	<b>68</b>	<b>2742638</b>	<b>100</b>

(ii) Voted against the resolution:

Mode of Voting	Number of Members Present and Voting (in presence or by Proxy)	Number of Votes cast by them	% of Total number of Valid Votes cast
Remote e-voting	--	--	--
Voting by Ballot	1	1119	100
<b>Total</b>	<b>1</b>	<b>1119</b>	<b>100</b>

(iii) Invalid Votes:

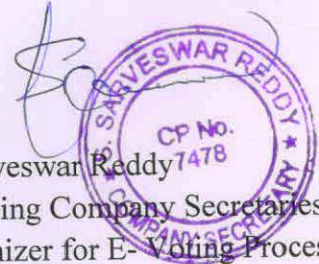
Total number of members (In person or by Proxy) Whose votes were declared invalid	Total Number of Votes cast by them
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5. List of equity shareholders for each resolution is enclosed.
6. The poll papers and all other relevant record were sealed and handed over to the Managing Director authorized by the Board for safe keeping.

For S. S. Reddy & Associates



Place: Hyderabad  
Date: 10.08.2019

S. Sarveswar Reddy  
Practicing Company Secretaries  
Scrutinizer for E-Voting Process  
CP No.7478