



BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

31st July, 2014

General Manager,
Dept. of Corporate Services,
Bombay Stock Exchange Ltd.,
Floor-I, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001
Scrip Code: 517421

Listing Compliance Department
National Stock Exchange of India Ltd.
'Exchange Plaza', Plot No. C/1, G Block
Bandra- Kurla Complex
Bandra (E), Mumbai – 400 051
Scrip Code: BUTTERFLY

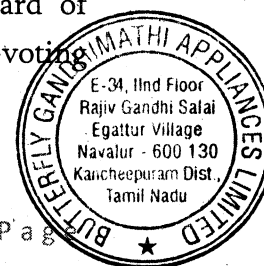
Dear Sirs,

Submission of voting results of the 27th Annual General Meeting of Butterfly Gandhimathi Appliances Limited (the Company), pursuant to Clause 35A of the Listing Agreement

The 27th Annual General Meeting (AGM) of the Equity Shareholders of the Company was held on Thursday, 31st July, 2014 at 11.00 AM at its Corporate office at E-34, Rajiv Gandhi Salai, Egattur Village, Navalur – 600130, Kancheepuram Dist., Tamil Nadu.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules') and Clause 35B of the Listing Agreement, the Company had extended the e-voting facility to its Members and engaged the services of NSDL for the same. NSDL had provided a system for recording the votes of the shareholders electronically on all the items of the business (both Ordinary and Special businesses) sought to be transacted at the AGM of the Company and set up e-voting facility on their website, <https://www.evoting.nsdl.com>. The e-voting period commenced on Friday, 25th July, 2014 (9.00 AM) and concluded on Sunday, 27th July, 2014 (6.00 PM).

Mr. K.J.Rebello, Advocate, Chennai was appointed as the Scrutinizer by the Board of Directors of the Company at its meeting held on 04th June, 2014 for scrutinizing the e-voting results as well as the poll process at the AGM.



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Regd. Office : 143, Pudupakkam Village, Vandalur - Kelambakkam Road, Kelambakkam - 603 103, Kancheepuram District.

Phone : +91-44-67415590 / 91 / 93 / 94 **CIN No: L28931TN1986PLC012728**

E-mail : gmal@butterflyindia.com Web : www.butterflyindia.com / butterflygandhimathiappliances.com

Corporate Office : E-34, II Floor, Rajiv Gandhi Salai, Egattur Village, Navalur - 603 103, Kancheepuram District.

Phone : 044 - 4900 5100, 5120 E-mail : butterflyho@butterflyindia.com / butterflyco@butterflyindia.com

After conclusion of the e-voting period as above, Mr. Rebello unblocked the details of votes cast in the presence of two independent witnesses who are not in the employment of the Company and submitted on 28th July, 2014, his report on the results of the e-voting to Mr. V.M.Lakshminarayanan, Chairman & Managing Director of the Company, which was duly initialled by him on all pages for the purpose of identification.

At the AGM held on 31st July, 2014, the shareholders, who could not participate in the e-voting to record their votes and proxies of such shareholders, were facilitated to exercise their votes through poll process, as per provisions of Section 109 of the Act read with Rule 21 of the Rules.

Mr. K.J.Rebello, Scrutinizer, after collecting the serially numbered polling papers in Form MGT-12 from each shareholder/proxy, deposited the same in a sealed poll box. After completion of the polling process, he opened the polling box in the presence of two independent witnesses who are not in the employment of the Company and counted the votes cast 'for' and 'against' each of the resolutions and presented his report to the Chairman in Form MGT-13, along with the report on combined results of e-voting unblocked on 28.07.2014 and the Poll process conducted on 31.07.2014.

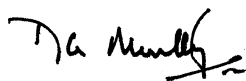
The Chairman announced the combined results of e-voting and poll process at the AGM and declared that all the seven special resolutions and fifteen ordinary resolutions proposed in the notice convening the AGM have been passed with overwhelming majority of votes cast in favour of the resolutions.

In terms of Clause 35A of the Listing Agreement, a summary of the combined voting results of the meeting is enclosed, together with the Scrutinizer's combined results report dated 31st July, 2014, which may kindly be uploaded on NSE/BSE website.

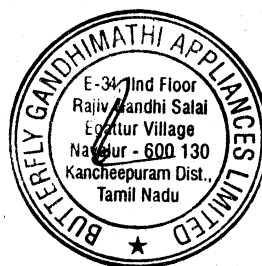
Thanking you,

Yours faithfully,

For Butterfly Gandhimathi Appliances Limited,



Executive Director-cum-Company Secretary



Name of the Company: BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

S. No.	Description	Particulars			
1.	Date of AGM	31 st July, 2014			
2.	Place of AGM	Corporate Office of the Company at E-34, Rajiv Gandhi Salai, Egattur Village, Navalur – 600 130, Kancheepuram Dist., Tamil Nadu			
3.	Book Closure date	28 th to 31 st July, 2014 (Both days inclusive)			
4.	Total number of shareholders on record date (i.e., 30 th June, 2014- Cut-off date for e-voting purpose)	12761			
5.	No. of shareholders present in the meeting either in person or through proxy				
	Shareholders	Present in person	Present through Proxy	Total	
	Promoters and Promoter Group	18	3	21	
	Public	23	2	25	
	Total	41	5	46	
6.	No. of shareholders attended the meeting through Video Conferencing	NIL (No video conferencing facility was arranged)			



BUTTERFLY GANDHIMATHI APPLIANCES LIMITED
Details of reporting as per Clause 35A of the Listing Agreement

Item No.1:

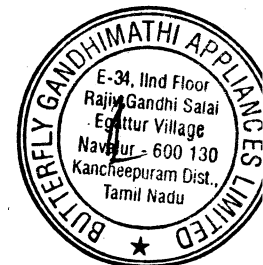
Ordinary Resolution: Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors.

Promoter/Public	No. of Shares held (1)	No. of votes cast (2)	% of votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour of resolution (4)	No. of votes against the resolution (5)	% of votes in favour on votes cast (6)=[(4)/(2)]*100	% of votes against on votes cast (7)=[(5)/(2)]*100
Promoters and Promoter Group	11643778	11643778	100.000	11643778	0	100.000	0.000
Public-Institutional holders	3198418	2451000	76.632	2451000	0	100.000	0.000
Public-Others	3037355	2720	0.090	2720	0	100.000	0.000
Total	17879551	14097498	78.847	14097498	0	100.000	0.000

Item No.2:

Ordinary Resolution: Re-appointment of Mr.V.M.Balasubramaniam, Director, who retires by rotation.

Promoter/Public	No. of Shares held (1)	No. of votes cast (2)	% of votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour of resolution (4)	No. of votes against the resolution (5)	% of votes in favour on votes cast (6)=[(4)/(2)]*100	% of votes against on votes cast (7)=[(5)/(2)]*100
Promoters and Promoter Group	11643778	11643778	100.000	11643778	0	100.000	0.000
Public-Institutional holders	3198418	2451000	76.632	2451000	0	100.000	0.000
Public-Others	3037355	2720	0.090	2720	0	100.000	0.000
Total	17879551	14097498	78.847	14097498	0	100.000	0.000



Item No.3:

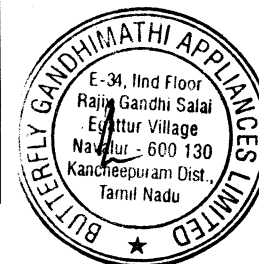
Ordinary Resolution: Re-appointment of Mr.D.Krishnamurthy, Director and Executive Director-cum-Company Secretary, who retires by rotation.

Promoter/Public	No. of Shares held (1)	No. of votes cast (2)	% of votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour of resolution (4)	No. of votes against the resolution (5)	% of votes in favour on votes cast (6)=[(4)/(2)]*100	% of votes against on votes cast (7)=[(5)/(2)]*100
Promoters and Promoter Group	11643778	11643778	100.000	11643778	0	100.000	0.000
Public-Institutional holders	3198418	2451000	76.632	2451000	0	100.000	0.000
Public-Others	3037355	2820	0.093	2719	101	96.418	3.582
Total	17879551	14097598	78.848	14097497	101	99.999	0.001

Item No.4:

Ordinary Resolution: Appointment of M/s. Rudhrakumar & Associates as Statutory Auditors.

Promoter/Public	No. of Shares held (1)	No. of votes cast (2)	% of votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour of resolution (4)	No. of votes against the resolution (5)	% of votes in favour on votes cast (6)=[(4)/(2)]*100	% of votes against on votes cast (7)=[(5)/(2)]*100
Promoters and Promoter Group	11643778	11643778	100.000	11643778	0	100.000	0.000
Public-Institutional Holders	3198418	2451000	76.632	2451000	0	100.000	0.000
Public-Others	3037355	2820	0.093	2720	100	96.454	3.546
Total	17879551	14097598	78.848	14097498	100	99.999	0.001



Item No.5:

Special Resolution: Amendment to Articles of Association of the Company.

Promoter/Public	No. of Shares held (1)	No. of votes cast (2)	% of votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour of resolution (4)	No. of votes against the resolution (5)	% of votes in favour on votes cast (6)=[(4)/(2)]*100	% of votes against on votes cast (7)=[(5)/(2)]*100
Promoters and Promoter Group	11643778	11643778	100.000	11643778	0	100.000	0.000
Public-Institutional holders	3198418	2451000	76.632	2451000	0	100.000	0.000
Public-Others	3037355	2820	0.093	2719	101	96.418	3.582
Total	17879551	14097598	78.848	14097497	101	99.999	0.001

Item No.6:

Special Resolution: Re-appointment of Mr.V.M.Lakshminarayanan, Chairman & Managing Director.

Promoter/Public	No. of Shares held (1)	No. of votes cast (2)	% of votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour of resolution (4)	No. of votes against the resolution (5)	% of votes in favour on votes cast (6)=[(4)/(2)]*100	% of votes against on votes cast (7)=[(5)/(2)]*100
Promoters and Promoter Group	11643778	11643778	100.000	11643778	0	100.000	0.000
Public-Institutional holders	3198418	2451000	76.632	2451000	0	100.000	0.000
Public-Others	3037355	2720	0.090	2720	0	100.000	0.000
Total	17879551	14097498	78.847	14097498	0	100.000	0.000



Item No.7:

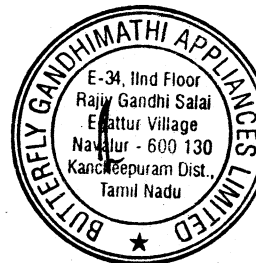
Special Resolution: Appointment of Mr.V.M.Balasubramaniam, Director as Managing Director.

Promoter/Public	No. of Shares held (1)	No. of votes cast (2)	% of votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour of resolution (4)	No. of votes against the resolution (5)	% of votes in favour on votes cast (6)=[(4)/(2)]*100	% of votes against on votes cast (7)=[(5)/(2)]*100
Promoters and Promoter Group	11643778	11643778	100.000	11643778	0	100.000	0.000
Public-Institutional holders	3198418	2451000	76.632	2451000	0	100.000	0.000
Public-Others	3037355	2820	0.093	2819	1	99.965	0.035
Total	17879551	14097598	78.848	14097597	1	99.999	0.001

Item No.8:

Ordinary Resolution: Change in terms of appointment of Mr.V.M.Seshadri, Managing Director.

Promoter/Public	No. of Shares held (1)	No. of votes cast (2)	% of votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour of resolution (4)	No. of votes against the resolution (5)	% of votes in favour on votes cast (6)=[(4)/(2)]*100	% of votes against on votes cast (7)=[(5)/(2)]*100
Promoters and Promoter Group	11643778	11643778	100.000	11643778	0	100.000	0.000
Public-Institutional holders	3198418	2451000	76.632	2451000	0	100.000	0.000
Public-Others	3037355	2820	0.093	2819	1	99.965	0.035
Total	17879551	14097598	78.848	14097597	1	99.999	0.001



Item No.9:

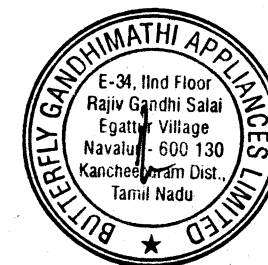
Ordinary Resolution: Change in terms of appointment of Mr.V.M.Gangadharam, Executive Director.

Promoter/Public	No. of Shares held (1)	No. of votes cast (2)	% of votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour of resolution (4)	No. of votes against the resolution (5)	% of votes in favour on votes cast (6)=[(4)/(2)]*100	% of votes against on votes cast (7)=[(5)/(2)]*100
Promoters and Promoter Group	11643778	11643778	100.000	11643778	0	100.000	0.000
Public-Institutional holders	3198418	2451000	76.632	2451000	0	100.000	0.000
Public-Others	3037355	2720	0.090	2719	1	99.963	0.037
Total	17879551	14097498	78.847	14097497	1	99.999	0.001

Item No.10:

Ordinary Resolution: Change in terms of appointment of Mr.V.M.Kumaresan, Executive Director-Technical.

Promoter/Public	No. of Shares held (1)	No. of votes cast (2)	% of votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour of resolution (4)	No. of votes against the resolution (5)	% of votes in favour on votes cast (6)=[(4)/(2)]*100	% of votes against on votes cast (7)=[(5)/(2)]*100
Promoters and Promoter Group	11643778	11643778	100.000	11643778	0	100.000	0.000
Public-Institutional holders	3198418	2451000	76.632	2451000	0	100.000	0.000
Public-Others	3037355	2720	0.090	2719	1	99.963	0.037
Total	17879551	14097498	78.847	14097497	1	99.999	0.001



Item No.11:

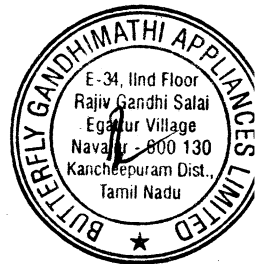
Ordinary Resolution: Appointment of Mr.V.R.Lakshminarayanan, Director, as an Independent Director.

Promoter/Public	No. of Shares held (1)	No. of votes cast (2)	% of votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour of resolution (4)	No. of votes against the resolution (5)	% of votes in favour on votes cast (6)=[(4)/(2)]*100	% of votes against on votes cast (7)=[(5)/(2)]*100
Promoters and Promoter Group	11643778	11643778	100.000	11643778	0	100.000	0.000
Public-Institutional holders	3198418	2451000	76.632	2451000	0	100.000	0.000
Public-Others	3037355	2720	0.090	2719	1	99.963	0.037
Total	17879551	14097498	78.847	14097497	1	99.999	0.001

Item No.12:

Ordinary Resolution: Appointment of Mr.K.Ganesan, Director, as an Independent Director.

Promoter/Public	No. of Shares held (1)	No. of votes cast (2)	% of votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour of resolution (4)	No. of votes against the resolution (5)	% of votes in favour on votes cast (6)=[(4)/(2)]*100	% of votes against on votes cast (7)=[(5)/(2)]*100
Promoters and Promoter Group	11643778	11643778	100.000	11643778	0	100.000	0.000
Public-Institutional holders	3198418	2451000	76.632	2451000	0	100.000	0.000
Public-Others	3037355	2819	0.093	2819	0	100.000	0.000
Total	17879551	14097597	78.848	14097597	0	100.000	0.000



Item No.13:

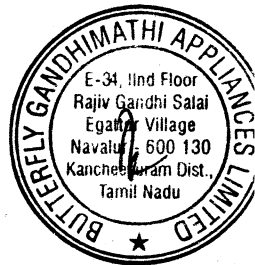
Ordinary Resolution: Appointment of Mr.M.Padmanabhan, Director, as an Independent Director.

Promoter/Public	No. of Shares held (1)	No. of votes cast (2)	% of votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour of resolution (4)	No. of votes against the resolution (5)	% of votes in favour on votes cast (6)=[(4)/(2)]*100	% of votes against on votes cast (7)=[(5)/(2)]*100
Promoters and Promoter Group	11643778	11643778	100.000	11643778	0	100.000	0.000
Public-Institutional holders	3198418	2451000	76.632	2451000	0	100.000	0.000
Public-Others	3037355	2720	0.090	2719	1	99.963	0.037
Total	17879551	14097498	78.847	14097497	1	99.999	0.001

Item No.14:

Ordinary Resolution: Appointment of Mr.A.Balasubramaniam, Director, as an Independent Director.

Promoter/Public	No. of Shares held (1)	No. of votes cast (2)	% of votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour of resolution (4)	No. of votes against the resolution (5)	% of votes in favour on votes cast (6)=[(4)/(2)]*100	% of votes against on votes cast (7)=[(5)/(2)]*100
Promoters and Promoter Group	11643778	11643778	100.000	11643778	0	100.000	0.000
Public-Institutional holders	3198418	2451000	76.632	2451000	0	100.000	0.000
Public-Others	3037355	2790	0.092	2689	101	96.380	3.620
Total	17879551	14097568	78.847	14097467	101	99.999	0.001



Item No.15:

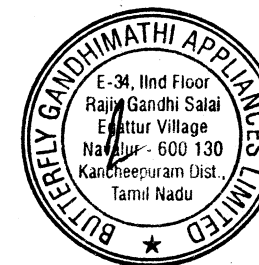
Ordinary Resolution: Appointment of Mr.K.J.Kumar, Director, as an Independent Director.

Promoter/Public	No. of Shares held (1)	No. of votes cast (2)	% of votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour of resolution (4)	No. of votes against the resolution (5)	% of votes in favour on votes cast (6)=[(4)/(2)]*100	% of votes against on votes cast (7)=[(5)/(2)]*100
Promoters and Promoter Group	11643778	11643778	100.000	11643778	0	100.000	0.000
Public-Institutional holders	3198418	2451000	76.632	2451000	0	100.000	0.000
Public-Others	3037355	2820	0.093	2719	101	96.418	3.582
Total	17879551	14097598	78.848	14097497	101	99.999	0.001

Item No.16:

Ordinary Resolution: Appointment of Mr.G.S.Samuel, Director, as an Independent Director.

Promoter/Public	No. of Shares held (1)	No. of votes cast (2)	% of votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour of resolution (4)	No. of votes against the resolution (5)	% of votes in favour on votes cast (6)=[(4)/(2)]*100	% of votes against on votes cast (7)=[(5)/(2)]*100
Promoters and Promoter Group	11643778	11643778	100.000	11643778	0	100.000	0.000
Public-Institutional holders	3198418	2451000	76.632	2451000	0	100.000	0.000
Public-Others	3037355	2820	0.093	2719	101	96.418	3.582
Total	17879551	14097598	78.848	14097497	101	99.999	0.001



Item No.17:

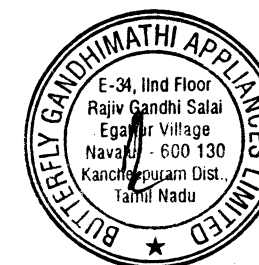
Ordinary Resolution: Appointment of Mr.T.R.Srinivasan, Director, as an Independent Director.

Promoter/Public	No. of Shares held (1)	No. of votes cast (2)	% of votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour of resolution (4)	No. of votes against the resolution (5)	% of votes in favour on votes cast (6)=[(4)/(2)]*100	% of votes against on votes cast (7)=[(5)/(2)]*100
Promoters and Promoter Group	11643778	11643778	100.000	11643778	0	100.000	0.000
Public-Institutional holders	3198418	2451000	76.632	2451000	0	100.000	0.000
Public-Others	3037355	2820	0.093	2719	101	96.418	3.582
Total	17879551	14097598	78.848	14097497	101	99.999	0.001

Item No.18:

Special Resolution: Appointment of Mr.V.M.B.Shanmuganathan, relative of Mr.V.M.Balasubramaniam, Director, as General Manager – Marketing.

Promoter/Public	No. of Shares held (1)	No. of votes cast (2)	% of votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour of resolution (4)	No. of votes against the resolution (5)	% of votes in favour on votes cast (6)=[(4)/(2)]*100	% of votes against on votes cast (7)=[(5)/(2)]*100
Promoters and Promoter Group	11643778	10855898	93.233	10855898	0	100.000	0.000
Public-Institutional holders	3198418	2451000	76.632	2451000	0	100.000	0.000
Public-Others	3037355	2820	0.093	2719	101	96.418	3.582
Total	17879551	13309718	74.441	13309617	101	99.999	0.001



Item No.19:

Special Resolution: Appointment of Mr.V.M.K.Sivashanmugam, relative of Mr. V.M.Kumaresan, Executive Director-Technical as Deputy General Manager – Designs.

Promoter/Public	No. of Shares held (1)	No. of votes cast (2)	% of votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour of resolution (4)	No. of votes against the resolution (5)	% of votes in favour on votes cast (6)=[(4)/(2)]*100	% of votes against on votes cast (7)=[(5)/(2)]*100
Promoters and Promoter Group	11643778	10937027	93.930	10937027	0	100.000	0.000
Public-Institutional holders	3198418	2451000	76.632	2451000	0	100.000	0.000
Public-Others	3037355	2820	0.093	2719	101	96.418	3.582
Total	17879551	13390847	74.895	13390746	101	99.999	0.001

Item No.20:

Special Resolution: Redesignation of Mr. V.M.L.Ganesan, relative of Mr.V.M.Lakshminarayanan, Chairman & Managing Director as General Manger – Finance.

Promoter/Public	No. of Shares held (1)	No. of votes cast (2)	% of votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour of resolution (4)	No. of votes against the resolution (5)	% of votes in favour on votes cast (6)=[(4)/(2)]*100	% of votes against on votes cast (7)=[(5)/(2)]*100
Promoters and Promoter Group	11643778	10332308	88.737	10332308	0	100.000	0.000
Public-Institutional holders	3198418	2451000	76.632	2451000	0	100.000	0.000
Public-Others	3037355	2820	0.093	2719	101	96.418	3.582
Total	17879551	12786128	71.513	12786027	101	99.999	0.001



Item No.21:

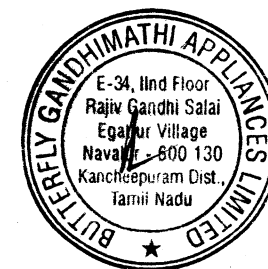
Ordinary Resolution: Approval of remuneration of the Cost Auditors.

Promoter/Public	No. of Shares held (1)	No. of votes cast (2)	% of votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour of resolution (4)	No. of votes against the resolution (5)	% of votes in favour on votes cast (6)=[(4)/(2)]*100	% of votes against on votes cast (7)=[(5)/(2)]*100
Promoters and Promoter Group	11643778	11643778	100.000	11643778	0	100.000	0.000
Public-Institutional holders	3198418	2451000	76.632	2451000	0	100.000	0.000
Public-Others	3037355	2820	0.093	2820	0	100.000	0.000
Total	17879551	14097598	78.848	14097598	0	100.000	0.000

Item No.22:

Special Resolution: Approval of Borrowing Powers to the Board of Directors.

Promoter/Public	No. of Shares held (1)	No. of votes cast (2)	% of votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour of resolution (4)	No. of votes against the resolution (5)	% of votes in favour on votes cast (6)=[(4)/(2)]*100	% of votes against on votes cast (7)=[(5)/(2)]*100
Promoters and Promoter Group	11643778	11643778	100.000	11643778	0	100.000	0.000
Public-Institutional holders	3198418	2451000	76.632	2451000	0	100.000	0.000
Public-Others	3037355	2820	0.093	2819	1	99.965	0.035
Total	17879551	14097598	78.848	14097597	1	99.999	0.001



K. J. Rebello

Advocate

New No. 364, Lloyds Road, Flat No. 7, 'Kurupam Court', 2nd Floor, Gopalapuram, Chennai - 600086

Email: elawise@gmail.com, Ph: 044 2835 3707

Combined Scrutinizer's Report

[On e-voting and Poll pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20(3)(xi) and Rule 21(2) respectively of the Companies (Management and Administration) Rules, 2014]

31st July, 2014

To

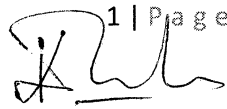
The Chairman

27th Annual General Meeting of the Equity Shareholders of
M/s. Butterfly Gandhimathi Appliances Limited held on
Thursday, 31st July, 2014 at 11.00 AM at E-34, Rajiv Gandhi Salai,
Egattur Village, Navalur - 600130, Kancheepuram Dist., Tamil Nadu

Dear Sir,

I, K. J. Rebello, Advocate, have been appointed by the Board of Directors of M/s. Butterfly Gandhimathi Appliances Limited ('the Company') at its meeting held on 04th June, 2014, as Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority in a fair and transparent manner on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules') and the poll conducted at the 27th Annual General Meeting (AGM) of the Shareholders of the Company held on Thursday, 31st July, 2014 at 11.00 AM at E-34, Rajiv Gandhi Salai, Egattur Village, Navalur - 600130, Kancheepuram Dist., Tamil Nadu as per the provisions of Section 109 of the Act read with Rule 21 of the said Rules.

The Company had engaged the services of NSDL for extending the facility of e-voting to its shareholders. NSDL had provided a system for recording the votes of the shareholders electronically on all the items of the business (both Ordinary and Special businesses) sought to be transacted at the AGM of the Company and set up e-voting facility on their website, <https://www.evoting.nsdl.com>. The votes cast were unblocked by me on Monday, 28th July, 2014 in the presence of 2 witnesses, Mr. R. Devasahayam and Mr. G. Mahendran,

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G. Mahendran

K. J. Rebello

Advocate

New No. 364, Lloyds Road, Flat No. 7, 'Kurupam Court', 2nd Floor, Gopalapuram, Chennai - 600086

Email: elawise@gmail.com, Ph: 044 2835 3707

both of whom are not in the employment of the Company. For further details kindly refer my Scrutinizer's report dated 28th July, 2014.

At the AGM of the Company held on 31st July, 2014, the shareholders present in the meeting, who could not participate in the e-voting to record their votes, were facilitated by voting through poll process. The polling box was opened in the presence of two persons who were not in the employment of the Company and the votes cast on poll were duly counted and reported by me to the Chairman. For further details kindly refer to my Scrutinizer's report in Form MGT-13 dated 31st July, 2014 submitted earlier.

I now submit hereunder my combined report on the results of e-voting unlocked on 28.07.2014, together with that of the Poll process held today:

a. Item No.1:

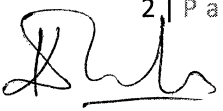
Ordinary Resolution: Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors.

Means of voting	In favour of the resolution			Against the resolution			Invalid votes	
	No. of Members	No. of valid votes	%	No. of Members	No. of valid votes	%	No. of Members	No. of invalid votes
E-voting	35	14015722	100.000	None	Nil	Nil	None	Nil
Poll	9	81776	100.000	None	Nil	Nil	3	120
TOTAL	44	14097498	100.000	None	Nil	Nil	3	120

b. Item No.2:

Ordinary Resolution: Re-appointment of Mr.V.M.Balasubramaniam, Director, who retires by rotation.

Means of voting	In favour of the resolution			Against the resolution			Invalid votes	
	No. of Members	No. of valid votes	%	No. of Members	No. of valid votes	%	No. of Members	No. of invalid votes
E-voting	34	14015721	100.000	None	Nil	Nil	None	Nil
Poll	9	81776	100.000	None	Nil	Nil	3	120
TOTAL	43	14097497	100.00	None	Nil	Nil	3	120


G. J. Rebello

K. J. Rebello**Advocate**New No. 364, Lloyds Road, Flat No. 7, 'Kurupam Court', 2nd Floor, Gopalapuram, Chennai - 600086Email: elawise@gmail.com, Ph: 044 2835 3707**c. Item No.3:**

Ordinary Resolution: Re-appointment of Mr.D.Krishnamurthy, Director and Executive Director-cum-Company Secretary, who retires by rotation.

Means of voting	In favour of the resolution			Against the resolution			Invalid votes	
	No. of Members	No. of valid votes	%	No. of Members	No. of valid votes	%	No. of Members	No. of invalid votes
E-voting	34	14015721	99.999	1	1	0.001	None	Nil
Poll	9	81776	99.878	1	100	0.122	2	20
TOTAL	43	14097497	99.999	2	101	0.001	2	20

d. Item No.4:

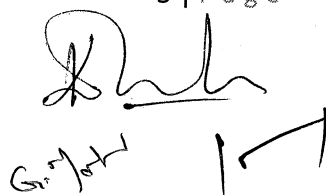
Ordinary Resolution: Appointment of M/s. Rudhrakumar & Associates as Statutory Auditors.

Means of voting	In favour of the resolution			Against the resolution			Invalid votes	
	No. of Members	No. of valid votes	%	No. of Members	No. of valid votes	%	No. of Members	No. of invalid votes
E-voting	35	14015722	100.000	None	Nil	Nil	None	Nil
Poll	9	81776	99.878	1	100	0.122	2	20
TOTAL	44	14097498	99.999	1	100	0.001	2	20

e. Item No.5:

Special Resolution: Amendment to Articles of Association of the Company.

Means of voting	In favour of the resolution			Against the resolution			Invalid votes	
	No. of Members	No. of valid votes	%	No. of Members	No. of valid votes	%	No. of Members	No. of invalid votes
E-voting	34	14015721	99.999	1	1	0.001	None	Nil
Poll	9	81776	99.878	1	100	0.122	2	20
TOTAL	43	14097497	99.999	1	101	0.001	2	20



K. J. Rebello**Advocate**New No. 364, Lloyds Road, Flat No. 7, 'Kurupam Court', 2nd Floor, Gopalapuram, Chennai – 600086Email: elawise@gmail.com, Ph: 044 2835 3707**f. Item No.6:**

Special Resolution: Re-appointment of Mr.V.M.Lakshminarayanan, Chairman & Managing Director.

Means of voting	In favour of the resolution			Against the resolution			Invalid votes	
	No. of Members	No. of valid votes	%	No. of Members	No. of valid votes	%	No. of Members	No. of invalid votes
E-voting	35	14015722	100.000	None	Nil	Nil	None	Nil
Poll	9	81776	100.000	None	Nil	Nil	3	120
TOTAL	44	14097498	100.000	None	Nil	Nil	3	120

g. Item No.7:

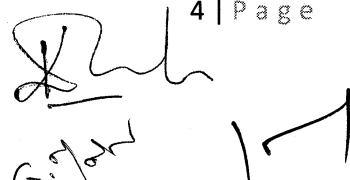
Special Resolution: Appointment of Mr.V.M.Balasubramaniam, Director as Managing Director.

Means of voting	In favour of the resolution			Against the resolution			Invalid votes	
	No. of Members	No. of valid votes	%	No. of Members	No. of valid votes	%	No. of Members	No. of invalid votes
E-voting	34	14015721	99.999	1	1	0.001	None	Nil
Poll	10	81876	100.000	None	Nil	Nil	2	20
TOTAL	44	14097597	99.999	1	1	0.001	2	20

h. Item No.8:

Ordinary Resolution: Change in terms of appointment of Mr.V.M.Seshadri, Managing Director.

Means of voting	In favour of the resolution			Against the resolution			Invalid votes	
	No. of Members	No. of valid votes	%	No. of Members	No. of valid votes	%	No. of Members	No. of invalid votes
E-voting	34	14015721	99.999	1	1	0.001	None	Nil
Poll	10	81876	100.000	None	Nil	Nil	2	20
TOTAL	44	14097597	99.999	1	1	0.001	2	20



K. J. Rebello**Advocate**New No. 364, Lloyds Road, Flat No. 7, 'Kurupam Court', 2nd Floor, Gopalapuram, Chennai - 600086Email: elawise@gmail.com, Ph: 044 2835 3707**i. Item No.9:**

Ordinary Resolution: Change in terms of appointment of Mr.V.M.Gangadharam, Executive Director.

Means of voting	In favour of the resolution			Against the resolution			Invalid votes	
	No. of Members	No. of valid votes	%	No. of Members	No. of valid votes	%	No. of Members	No. of invalid votes
E-voting	34	14015721	99.999	1	1	0.001	None	Nil
Poll	9	81776	100.000	None	Nil	Nil	3	120
TOTAL	43	14097497	99.999	1	1	0.001	3	120

j. Item No.10:

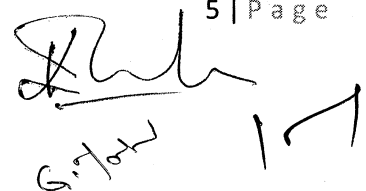
Ordinary Resolution: Change in terms of appointment of Mr.V.M.Kumaresan, Executive Director-Technical.

Means of voting	In favour of the resolution			Against the resolution			Invalid votes	
	No. of Members	No. of valid votes	%	No. of Members	No. of valid votes	%	No. of Members	No. of invalid votes
E-voting	34	14015721	99.999	1	1	0.001	None	Nil
Poll	9	81776	100.000	None	Nil	Nil	3	120
TOTAL	43	14097497	99.999	1	1	0.001	3	120

k. Item No.11:

Ordinary Resolution: Appointment of Mr.V.R.Lakshminarayanan, Director, as an Independent Director.

Means of voting	In favour of the resolution			Against the resolution			Invalid votes	
	No. of Members	No. of valid votes	%	No. of Members	No. of valid votes	%	No. of Members	No. of invalid votes
E-voting	34	14015721	99.999	1	1	0.001	None	Nil
Poll	9	81776	100.000	None	Nil	Nil	3	120
TOTAL	43	14097497	99.999	1	1	0.001	3	120



K. J. Rebello

Advocate

New No. 364, Lloyds Road, Flat No. 7, 'Kurupam Court', 2nd Floor, Gopalapuram, Chennai - 600086

Email: elawise@gmail.com, Ph: 044 2835 3707

l. Item No.12:

Ordinary Resolution: Appointment of Mr.K.Ganesan, Director, as an Independent Director.

Means of voting	In favour of the resolution			Against the resolution			Invalid votes	
	No. of Members	No. of valid votes	%	No. of Members	No. of valid votes	%	No. of Members	No. of invalid votes
E-voting	34	14015721	100.000	None	Nil	Nil	None	Nil
Poll	10	81876	100.000	None	Nil	Nil	2	20
TOTAL	44	14097597	100.000	None	Nil	Nil	2	20

m. Item No.13:

Ordinary Resolution: Appointment of Mr.M.Padmanabhan, Director, as an Independent Director.

Means of voting	In favour of the resolution			Against the resolution			Invalid votes	
	No. of Members	No. of valid votes	%	No. of Members	No. of valid votes	%	No. of Members	No. of invalid votes
E-voting	34	14015721	99.999	1	1	0.001	None	Nil
Poll	9	81776	100.000	None	Nil	Nil	3	120
TOTAL	43	14097497	99.999	1	1	0.001	3	120

n. Item No.14:

Ordinary Resolution: Appointment of Mr.A.Balasubramaniam, Director, as an Independent Director.

Means of voting	In favour of the resolution			Against the resolution			Invalid votes	
	No. of Members	No. of valid votes	%	No. of Members	No. of valid votes	%	No. of Members	No. of invalid votes
E-voting	33	14015691	99.999	1	1	0.001	None	Nil
Poll	9	81776	99.878	1	100	0.122	2	20
TOTAL	42	14097467	99.999	2	101	0.001	2	20



G. J. Rebello



K. J. Rebello

Advocate

New No. 364, Lloyds Road, Flat No. 7, 'Kurupam Court', 2nd Floor, Gopalapuram, Chennai - 600086

Email: elawise@gmail.com, Ph: 044 2835 3707

o. Item No.15:

Ordinary Resolution: Appointment of Mr.K.J.Kumar, Director, as an Independent Director.

Means of voting	In favour of the resolution			Against the resolution			Invalid votes	
	No. of Members	No. of valid votes	%	No. of Members	No. of valid votes	%	No. of Members	No. of invalid votes
E-voting	34	14015721	99.999	1	1	0.001	None	Nil
Poll	9	81776	99.878	1	100	0.122	2	20
TOTAL	43	14097497	99.999	2	101	0.001	2	20

p. Item No.16:

Ordinary Resolution: Appointment of Mr.G.S.Samuel, Director, as an Independent Director.

Means of voting	In favour of the resolution			Against the resolution			Invalid votes	
	No. of Members	No. of valid votes	%	No. of Members	No. of valid votes	%	No. of Members	No. of invalid votes
E-voting	34	14015721	99.999	1	1	0.001	None	Nil
Poll	9	81776	99.878	1	100	0.122	2	20
TOTAL	43	14097497	99.999	2	101	0.001	2	20

q. Item No.17:

Ordinary Resolution: Appointment of Mr.T.R.Srinivasan, Director, as an Independent Director.

Means of voting	In favour of the resolution			Against the resolution			Invalid votes	
	No. of Members	No. of valid votes	%	No. of Members	No. of valid votes	%	No. of Members	No. of invalid votes
E-voting	34	14015721	99.999	1	1	0.001	None	Nil
Poll	9	81776	99.878	1	100	0.122	2	20
TOTAL	43	14097497	99.999	2	101	0.001	2	20

K. J. Rebello**Advocate**New No. 364, Lloyds Road, Flat No. 7, 'Kurupam Court', 2nd Floor, Gopalapuram, Chennai - 600086Email: elawise@gmail.com, Ph: 044 2835 3707**r. Item No.18:**

Special Resolution: Appointment of Mr.V.M.B.Shanmuganathan, relative of Mr.V.M.Balasubramaniam, Director, as General Manager – Marketing.

Means of voting	In favour of the resolution			Against the resolution			Invalid votes	
	No. of Members	No. of valid votes	%	No. of Members	No. of valid votes	%	No. of Members	No. of invalid votes
E-voting	32	13227841	99.999	1	1	0.001	None	Nil
Poll	9	81776	99.878	1	100	0.122	2	20
TOTAL	41	13309617	99.999	2	101	0.001	2	20

s. Item No.19:

Special Resolution: Appointment of Mr.V.M.K.Sivashanmugam, relative of Mr. V.M.Kumaresan, Executive Director-Technical as Deputy General Manager – Designs.

Means of voting	In favour of the resolution			Against the resolution			Invalid votes	
	No. of Members	No. of valid votes	%	No. of Members	No. of valid votes	%	No. of Members	No. of invalid votes
E-voting	32	13308970	99.999	1	1	0.001	None	Nil
Poll	9	81776	99.878	1	100	0.122	2	20
TOTAL	41	13390746	99.999	2	101	0.001	2	20

t. Item No.20:

Special Resolution: Redesignation of Mr. V.M.L.Ganesan, relative of Mr.V.M.Lakshminarayanan, Chairman & Managing Director as General Manager – Finance.

Means of voting	In favour of the resolution			Against the resolution			Invalid votes	
	No. of Members	No. of valid votes	%	No. of Members	No. of valid votes	%	No. of Members	No. of invalid votes
E-voting	31	12720306	99.999	1	1	0.001	None	Nil
Poll	7	65721	99.848	1	100	0.152	2	20
TOTAL	38	12786027	99.999	2	101	0.001	2	20

[Handwritten signature]
G. J. Rebello

K. J. Rebello

Advocate

New No. 364, Lloyds Road, Flat No. 7, 'Kurupam Court', 2nd Floor, Gopalapuram, Chennai – 600086

Email: elawise@gmail.com, Ph: 044 2835 3707

u. Item No.21:

Ordinary Resolution: Approval of remuneration of the Cost Auditors.

Means of voting	In favour of the resolution			Against the resolution			Invalid votes	
	No. of Members	No. of valid votes	%	No. of Members	No. of valid votes	%	No. of Members	No. of invalid votes
E-voting	35	14015722	100.000	None	Nil	Nil	None	Nil
Poll	10	81876	100.000	None	Nil	Nil	2	20
TOTAL	45	14097598	100.000	None	Nil	Nil	2	20

v. Item No.22:

Special Resolution: Approval of Borrowing Powers to the Board of Directors.

Means of voting	In favour of the resolution			Against the resolution			Invalid votes	
	No. of Members	No. of valid votes	%	No. of Members	No. of valid votes	%	No. of Members	No. of invalid votes
E-voting	34	14015721	99.999	1	1	0.001	None	Nil
Poll	10	81876	100.000	None	Nil	Nil	2	20
TOTAL	44	14097597	99.999	1	1	0.001	2	20

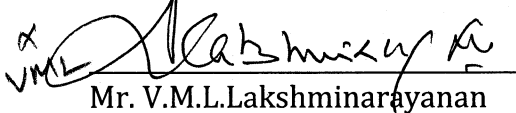
All the Resolutions have been passed with the requisite majority, per combined results of e-voting unlocked on 28.07.2014 and poll process held on 31.07.2014.

Thanking you,
Yours faithfully,

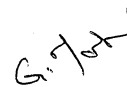
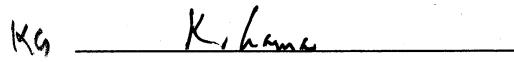


(K.J.Rebello, Advocate)

Scrutinizer



Mr. V.M.L.Lakshminarayanan
Chairman of the meeting in respect
of Item No. 1 to 5, 11 to 19, 21 & 22


(G.Mahendran)
Witness No.1
(S.Sendilkumar)
Witness No.2
Mr. K.Ganesan
Chairman of the meeting in respect
of Item No. 6 to 10 & 20

Place: Navalur

Date: 31.07.2014