



Sec/2015
August 1, 2015

Bombay Stock Exchange Limited
Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Building, Phiroze Jeejeebhoy towers
Dalal Street
Mumbai - 400 001

The Manager
Listing Department
National Stock Exchange Limited
Exchange Plaza
Bandra - Kurla Complex
Bandra (E)
MUMBAI - 400 051

Sub: Submission of details regarding the voting results for the 42nd Annual General Meeting of the Members of the Company held on 30th July, 2015.

Ref: Clause 35A of the Listing Agreement

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This is to inform that 42<sup>nd</sup> Annual General Meeting of the Members of the Company was held on Thursday, the 30<sup>th</sup> day of July, 2015 at 4.00p.m. at the Registered Office of the Company at 304-A, Trichy Road, Singanallur, Coimbatore - 641 005 to transact the business mentioned in the notice of the Annual General Meeting dated 29<sup>th</sup> April, 2015.

As required by the provisions of the Section 108 of the Companies act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement, facility of voting through electronic means on all proposals contained in the Annual General Meeting Notice dated



29<sup>th</sup> April, 2015 was provided to the members. The company has appointed Mr.P.Eswaramoorthy as Scrutinizer to conduct e-voting and poll at AGM venue in a transparent manner. The e-voting was commenced on 27<sup>th</sup> July, 2015 at 10.00 a.m. IST and ended on 29<sup>th</sup> July, 2015 5.00 p.m. IST. Voting by poll was carried out at the Annual General Meeting.

All the items of business as mentioned in the Annual General Meeting Notice have been transacted and based on the report of the Scrutinizer, all the resolutions were declared as duly passed by requisite majority by e-voting and through voting by poll conducted at the said Annual General Meeting.

Further, the following details of Voting Results and Scrutinizer's report are given in Annexure.

With Best regards

For SHANTHI GEARS LIMITED



**C.SUBRAMANIAM**  
**COMPANY SECRETARY**

Encl: as above

**SHANTHI GEARS LIMITED**  
**ANNUAL GENERAL MEETING HELD ON 30TH JULY, 2015**  
**RESULTS OF VOTING UNDER CLAUSE 35A OF THE LISTING AGREEMENT**

Date of Annual General Meeting : Thursday, 30th July, 2015

Number of shareholders as on record date (cut off date) : 14529

No. of shareholders present in the meeting either in person or through proxy : 1  
 -Promoters : 1  
 -Public : 55

No. of shareholders attended the meeting through video conferencing : No video conferencing  
 -Promoters & Promoters Group : NA  
 -Public : NA

Resolution Required : As mentioned against each Resolution no. below  
 Mode of voting : By e-voting and Poll conducted at the Annual General Meeting

| Resolution No 1 - Ordinary Resolution                                                                                     | Promoter/ Public               | 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 |
|---------------------------------------------------------------------------------------------------------------------------|--------------------------------|------------------------|-------------------------|-----------------------------------------------------------|----------------------------|--------------------------|--------------------------------------------------------|------------------------------------------------------|
| Adoption of Directors Report, statement of Profit for the year ended 31st March                                           | Promoter and Promoter Group    | 57302913               | 57302913                | 100.000                                                   | 57302913                   | 0                        | 100.000                                                |                                                      |
|                                                                                                                           | Public - Institutional holders | 5743419                | 5101443                 | 88.822                                                    | 5101443                    | 0                        | 100.000                                                |                                                      |
|                                                                                                                           | Public - Others                | 18669521               | 3638332                 | 19.488                                                    | 3638332                    | 0                        | 100.000                                                |                                                      |
|                                                                                                                           | Grand Total                    | 81715853               | 66042688                | 80.820                                                    | 66042688                   | 0                        | 100.000                                                | 0.000                                                |
| Resolution No 2 - Ordinary Resolution                                                                                     | Promoter/ Public               | 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 |
| Confirm the Interim Dividend of Rs.0.50 per share declared by the Board of Directors of the company on 02nd February,2015 | Promoter and Promoter Group    | 57302913               | 57302913                | 100.000                                                   | 57302913                   | 0                        | 100.000                                                |                                                      |
|                                                                                                                           | Public - Institutional holders | 5743419                | 5101443                 | 88.822                                                    | 5101443                    | 0                        | 100.000                                                |                                                      |
|                                                                                                                           | Public - Others                | 18669521               | 3638332                 | 19.488                                                    | 3638332                    | 0                        | 100.000                                                |                                                      |
|                                                                                                                           | Grand Total                    | 81715853               | 66042588                | 80.820                                                    | 66042588                   | 0                        | 100.000                                                | 0.000                                                |



| Resolution No 3 - Ordinary Resolution                                                                                                                               | Promoter/ Public               | 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 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|------------------------|-------------------------|-----------------------------------------------------------|----------------------------|--------------------------|--------------------------------------------------------|------------------------------------------------------|
| Appoint Director in place of Mr.L.Ramkumar(DIN 00090089) who retires by rotation and being eligible, offers himself for re-appointment                              | Promoter and Promoter Group    | 57302913               | 57302913                | 100.000                                                   | 57302913                   | 0                        | 100.000                                                |                                                      |
|                                                                                                                                                                     | Public - Institutional holders | 5743419                | 5101443                 | 88.822                                                    | 5101443                    | 0                        | 100.000                                                |                                                      |
|                                                                                                                                                                     | Public - Others                | 18669521               | 3638232                 | 19.488                                                    | 3638132                    | 100                      | 99.997                                                 | 0.003                                                |
|                                                                                                                                                                     |                                |                        |                         |                                                           |                            |                          |                                                        |                                                      |
|                                                                                                                                                                     | Grand Total                    | 81715853               | 66042588                | 80.820                                                    | 66042488                   | 100                      | 100.000                                                | 0.000                                                |
| Resolution No 4 - Ordinary Resolution                                                                                                                               | Promoter/ Public               | 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 |
| Ratification of appointment of M/s Deloitte Haskins & Sells as the Auditors of the Company and to fix their remuneration for the financial year 2015-16.            | Promoter and Promoter Group    | 57302913               | 57302913                | 100.000                                                   | 57302913                   | 0                        | 100.000                                                |                                                      |
|                                                                                                                                                                     | Public - Institutional holders | 5743419                | 5101443                 | 88.822                                                    | 5101443                    | 0                        | 100.000                                                |                                                      |
|                                                                                                                                                                     | Public - Others                | 18669521               | 3638232                 | 19.488                                                    | 3637732                    | 500                      | 99.986                                                 | 0.014                                                |
|                                                                                                                                                                     |                                |                        |                         |                                                           |                            |                          |                                                        |                                                      |
|                                                                                                                                                                     | Grand Total                    | 81715853               | 66042588                | 80.820                                                    | 66042088                   | 500                      | 99.999                                                 | 0.001                                                |
| Resolution No 5 - Special Resolution                                                                                                                                | Promoter/ Public               | 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 |
| Appoint Ms.Soundara Kumar (DIN 01974515) as Independent Director of the Company for five consecutive years from the conclusion of this 42nd Annual General Meeting. | Promoter and Promoter Group    | 57302913               | 57302913                | 100.000                                                   | 57302913                   | 0                        | 100.000                                                |                                                      |
|                                                                                                                                                                     | Public - Institutional holders | 5743419                | 5101443                 | 88.822                                                    | 5101443                    | 0                        | 100.000                                                |                                                      |
|                                                                                                                                                                     |                                |                        |                         |                                                           |                            |                          |                                                        |                                                      |
|                                                                                                                                                                     | Public - Others                | 18669521               | 3638232                 | 19.488                                                    | 3638132                    | 100                      | 99.997                                                 | 0.003                                                |
|                                                                                                                                                                     | Grand Total                    | 81715853               | 66042588                | 80.820                                                    | 66042488                   | 100                      | 100.000                                                | 0.000                                                |



| Resolution No 6 -<br>Special Resolution                                                                                                                                                                                                        | Promoter/ Public               | No. of shares held (1) | No. of votes<br>polled (2) | % of Votes Polled on<br>outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes in favour<br>(4) | No. of Votes<br>against (5) | % of Votes in favour on<br>votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on<br>votes polled<br>(7)=[(5)/(2)]*100 |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|------------------------|----------------------------|-----------------------------------------------------------------|-------------------------------|-----------------------------|--------------------------------------------------------------|------------------------------------------------------------|
| Ratification of<br>remuneration payable<br>to Cost Auditor<br>Mr.B.Venkateswar,<br>Cost Accountant for<br>the financial year 2015<br>16                                                                                                        | Promoter and Promoter Group    | 57302913               | 57302913                   | 100.000                                                         | 57302913                      | 0                           | 100.000                                                      |                                                            |
|                                                                                                                                                                                                                                                | Public - Institutional holders | 5743419                | 5101443                    | 88.822                                                          | 5101443                       | 0                           | 100.000                                                      |                                                            |
|                                                                                                                                                                                                                                                | Public - Others                | 18669521               | 3637132                    | 19.482                                                          | 3637132                       | 0                           | 100.000                                                      |                                                            |
|                                                                                                                                                                                                                                                | Grand Total                    | 81715853               | 66041488                   | 80.818                                                          | 66041488                      | 0                           | 100.000                                                      | 0.000                                                      |
| Resolution No 7 -<br>Special Resolution                                                                                                                                                                                                        | Promoter/ Public               | No. of shares held (1) | No. of votes<br>polled (2) | % of Votes Polled on<br>outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes in favour<br>(4) | No. of Votes<br>against (5) | % of Votes in favour on<br>votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on<br>votes polled<br>(7)=[(5)/(2)]*100 |
| Approval of<br>Commission payable<br>to Directors of the<br>Company (including<br>the alternate<br>Directors), who are<br>neither in whole-time<br>employment of the<br>Company nor the<br>Managing Director(s) /<br>Manager of the<br>company | Promoter and Promoter Group    | 57302913               | 57302913                   | 100.000                                                         | 57302913                      | 0                           | 100.000                                                      |                                                            |
|                                                                                                                                                                                                                                                | Public - Institutional holders | 5743419                | 5101443                    | 88.822                                                          | 5101443                       | 0                           | 100.000                                                      |                                                            |
|                                                                                                                                                                                                                                                | Public - Others                | 18669521               | 3629972                    | 19.443                                                          | 3629122                       | 850                         | 99.977                                                       | 0.023                                                      |
|                                                                                                                                                                                                                                                | Grand Total                    | 81715853               | 66034328                   | 80.810                                                          | 66033478                      | 850                         | 99.999                                                       | 0.001                                                      |





**P. Eswaramoorthy** BSc., FCS.,  
Company Secretary in Practice

**SCRUTINIZER'S REPORT FOR E VOTING AND POLL**

**(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules, 2015**

To

The Chairman  
42<sup>nd</sup> Annual General Meeting of the Equity Shareholders of  
**M/s. SHANTHI GEARS LIMITED**  
**(CIN: L29130TZ1972PLC000649)**  
Held on Thursday, the 30<sup>th</sup> day of July, 2015 at 4.00 P.M at  
304-A, Trichy Road,  
Singanallur,  
Coimbatore- 641 005  
Tamil Nadu, India



Dear Sir,

I, P.Eswaramoorthy, B.Sc., FCS, Practising Company Secretary having office at 44 & 44/1, Ramalinga Jothi Nagar, Nanjundapuram Road, Ramanathapuram, Coimbatore -641 045, Tamil Nadu, India have been appointed as a Scrutinizer of M/s. Shanthi Gears Limited ("the Company") for the purpose of Scrutinizing the e-voting and poll process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Amended Rules 2015 on the below mentioned resolution(s), at the 42<sup>nd</sup> Annual General Meeting of the Equity Shareholders of Shanthi Gears Limited, held on 30<sup>th</sup> day of July, 2015 at 04.00 P.M at 304-A, Trichy Road, Singanallur, Coimbatore – 641 005, Tamil Nadu, India.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and poll on the resolutions proposed in the Notice of the 42<sup>nd</sup> Annual general Meeting of the company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballots by poll at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and Voting at the AGM by Poll.

We submit our report as under.

1. The e-voting period remained open from 27<sup>th</sup> July, 2015 (10.00 A.M IST) to 29<sup>th</sup> July, 2015 (5.00 P.M IST )
2. The Shareholders holding shares as on the "Cut off " date ie., 23<sup>rd</sup> July, 2015 were entitled to vote on the proposed resolutions (Item No. 1 to 7 as set out in the notice of the 42<sup>nd</sup> Annual General Meeting of Shanthi Gears Limited)
3. The remote e voting unblocked on 30<sup>th</sup> July, 2015 after conclusion of the Annual General Meeting in the presence of two witnesses, Ms.A.Sanofar and Mr.M.S.Sivakumar who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

*A. Sanofar*

.....  
(A.Sanofar)

5/1B, Karikalan Street,  
Ashokapuram, Erode - 638004  
(Camp at Coimbatore)

*J. Sivakumar*

.....  
(M.S.Sivakumar)

46/1, KAMARAJ NAGAR,  
THADAGAM ROAD,  
COIMBATORE - 641025

4. The details containing, inter- alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e voting website of Central Depository Services Limited (<https://www.evoting.nsdl.com/>).
5. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
6. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
7. The Company has received two proxies out of which one is invalid and one proxy attended and voted at the meeting.
8. The Consolidated results are as under:



**ORDINARY BUSINESS:**

**ITEM NO.1**

**ORDINARY RESOLUTION**

**Adoption of Financial Statements**

**(i) VOTES CASTED IN FAVOUR OF THE RESOLUTION**

| MODE OF VOTING | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | NUMBER OF VOTES CASTED | PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED |
|----------------|-----------------------------------------------------------|------------------------|--------------------------------------------|
| E- Voting      | 58                                                        | 61567387               |                                            |
| Poll           | 39                                                        | 4475301                |                                            |
| Total Voting   | <b>97</b>                                                 | <b>66042688</b>        | <b>100.0000%</b>                           |

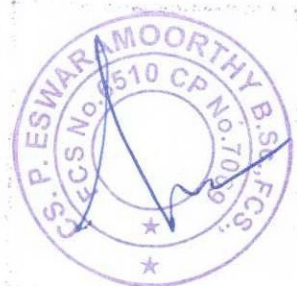
**(ii) VOTES CASTED AGAINST THE RESOLUTION**

| MODE OF VOTING | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | NUMBER OF VOTES CASTED | PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED |
|----------------|-----------------------------------------------------------|------------------------|--------------------------------------------|
| E- Voting      | Nil                                                       | Nil                    |                                            |
| Poll           | Nil                                                       | Nil                    |                                            |
| Total Voting   | Nil                                                       | Nil                    | <b>0%</b>                                  |

**(iii) INVALID VOTES**

| MODE OF VOTING | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | NUMBER OF VOTES CASTED | PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED |
|----------------|-----------------------------------------------------------|------------------------|--------------------------------------------|
| E- Voting      | Nil                                                       | Nil                    |                                            |
| Poll           | Nil                                                       | Nil                    |                                            |
| Total Voting   | Nil                                                       | Nil                    | <b>0%</b>                                  |

**Based on the aforesaid results, Ordinary Resolution as contained Item No.1 has been passed with requisite Majority.**



**ITEM NO. 2**

**ORDINARY RESOLUTION**

**Confirmation of Interim Dividend**

**(i) VOTES CASTED IN FAVOUR OF THE RESOLUTION**

| MODE OF VOTING | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | NUMBER OF VOTES CASTED | PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED |
|----------------|-----------------------------------------------------------|------------------------|--------------------------------------------|
| E- Voting      | 58                                                        | 61567387               |                                            |
| Poll           | 38                                                        | 4475201                |                                            |
| Total Voting   | <b>96</b>                                                 | <b>66042588</b>        | <b>99.9998%</b>                            |

**(ii) VOTES CASTED AGAINST THE RESOLUTION**

| MODE OF VOTING | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | NUMBER OF VOTES CASTED | PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED |
|----------------|-----------------------------------------------------------|------------------------|--------------------------------------------|
| E- Voting      | Nil                                                       | Nil                    |                                            |
| Poll           | Nil                                                       | Nil                    |                                            |
| Total Voting   | Nil                                                       | Nil                    | <b>0%</b>                                  |

**(iii) INVALID/ ABSTAIN VOTES**

| MODE OF VOTING | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | NUMBER OF VOTES CASTED | PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED |
|----------------|-----------------------------------------------------------|------------------------|--------------------------------------------|
| E- Voting      | Nil                                                       | Nil                    |                                            |
| Poll           | 1                                                         | 100                    |                                            |
| Total Voting   | <b>1</b>                                                  | <b>100</b>             | <b>0.0002%</b>                             |

**Based on the aforesaid results, Ordinary Resolution as contained Item No.2 has been passed with requisite Majority.**



**ITEM NO. 3**

**ORDINARY RESOLUTION**

**Re -appointment of Mr L Ramkumar as Director**

**(i) VOTES CASTED IN FAVOUR OF THE RESOLUTION**

| MODE OF VOTING | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | NUMBER OF VOTES CASTED | PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED |
|----------------|-----------------------------------------------------------|------------------------|--------------------------------------------|
| E- Voting      | 57                                                        | 61567287               |                                            |
| Poll           | 38                                                        | 4475201                |                                            |
| Total Voting   | <b>95</b>                                                 | <b>66042488</b>        | <b>99.9996%</b>                            |

**(ii) VOTES CASTED AGAINST THE RESOLUTION**

| MODE OF VOTING | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | NUMBER OF VOTES CASTED | PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED |
|----------------|-----------------------------------------------------------|------------------------|--------------------------------------------|
| E- Voting      | 1                                                         | 100                    |                                            |
| Poll           | Nil                                                       | Nil                    |                                            |
| Total Voting   | <b>1</b>                                                  | <b>100</b>             | <b>0.0002%</b>                             |

**(iii) INVALID / ABSTAIN VOTES**

| MODE OF VOTING | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | NUMBER OF VOTES CASTED | PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED |
|----------------|-----------------------------------------------------------|------------------------|--------------------------------------------|
| E- Voting      | Nil                                                       | Nil                    |                                            |
| Poll           | 1                                                         | 100                    |                                            |
| Total Voting   | <b>1</b>                                                  | <b>100</b>             | <b>0.0002%</b>                             |

**Based on the aforesaid results, Ordinary Resolution as contained Item No.3 has been passed with requisite Majority.**



**ITEM NO. 4**

**ORDINARY RESOLUTION**

**Ratification of Auditors appointment and to fix their remuneration.**

**(i) VOTES CASTED IN FAVOUR OF THE RESOLUTION**

| MODE OF VOTING | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | NUMBER OF VOTES CASTED | PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED |
|----------------|-----------------------------------------------------------|------------------------|--------------------------------------------|
| E- Voting      | 57                                                        | 61566887               |                                            |
| Poll           | 38                                                        | 4475201                |                                            |
| Total Voting   | <b>95</b>                                                 | <b>66042088</b>        | <b>99.9990%</b>                            |

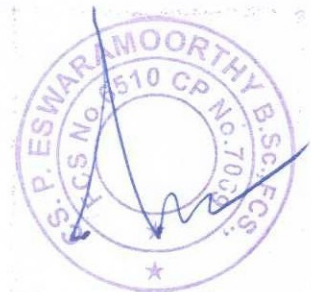
**(ii) VOTES CASTED AGAINST THE RESOLUTION**

| MODE OF VOTING | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | NUMBER OF VOTES CASTED | PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED |
|----------------|-----------------------------------------------------------|------------------------|--------------------------------------------|
| E- Voting      | 1                                                         | 500                    |                                            |
| Poll           | Nil                                                       | Nil                    |                                            |
| Total Voting   | <b>1</b>                                                  | <b>500</b>             | <b>0.0008%</b>                             |

**(iii) INVALID / ABSTAIN VOTES**

| MODE OF VOTING | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | NUMBER OF VOTES CASTED | PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED |
|----------------|-----------------------------------------------------------|------------------------|--------------------------------------------|
| E- Voting      | Nil                                                       | Nil                    |                                            |
| Poll           | 1                                                         | 100                    |                                            |
| Total Voting   | <b>1</b>                                                  | <b>100</b>             | <b>0.0002%</b>                             |

**Based on the aforesaid results, Ordinary Resolution as contained Item No.4 has been passed with requisite Majority.**



**SPECIAL BUSINESS:**

**ITEM NO. 5**

**ORDINARY RESOLUTION**

**Appointment of Ms. Soundara Kumar as an Independent Director**

**(i) VOTES CASTED IN FAVOUR OF THE RESOLUTION**

| MODE OF VOTING | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | NUMBER OF VOTES CASTED | PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED |
|----------------|-----------------------------------------------------------|------------------------|--------------------------------------------|
| E- Voting      | 57                                                        | 61567287               |                                            |
| Poll           | 38                                                        | 4475201                |                                            |
| Total Voting   | <b>95</b>                                                 | <b>66042488</b>        | <b>99.9996%</b>                            |

**(ii) VOTES CASTED AGAINST THE RESOLUTION**

| MODE OF VOTING | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | NUMBER OF VOTES CASTED | PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED |
|----------------|-----------------------------------------------------------|------------------------|--------------------------------------------|
| E- Voting      | 1                                                         | 100                    |                                            |
| Poll           | Nil                                                       | Nil                    |                                            |
| Total Voting   | <b>1</b>                                                  | <b>100</b>             | <b>0.0002%</b>                             |

**(iii) INVALID/ABSTAIN VOTES**

| MODE OF VOTING | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | NUMBER OF VOTES CASTED | PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED |
|----------------|-----------------------------------------------------------|------------------------|--------------------------------------------|
| E- Voting      | Nil                                                       | Nil                    |                                            |
| Poll           | 1                                                         | 100                    |                                            |
| Total Voting   | <b>1</b>                                                  | <b>100</b>             | <b>0.0002%</b>                             |

**Based on the aforesaid results, Ordinary Resolution as contained Item No.5 has been passed with requisite Majority.**



**ITEM NO. 6****ORDINARY RESOLUTION****Ratification of Remuneration to Cost Auditor.****(i) VOTES CASTED IN FAVOUR OF THE RESOLUTION**

| MODE OF VOTING | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | NUMBER OF VOTES CASTED | PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED |
|----------------|-----------------------------------------------------------|------------------------|--------------------------------------------|
| E- Voting      | 56                                                        | 61566287               |                                            |
| Poll           | 38                                                        | 4475201                |                                            |
| Total Voting   | <b>94</b>                                                 | <b>66041488</b>        | <b>99.9982%</b>                            |

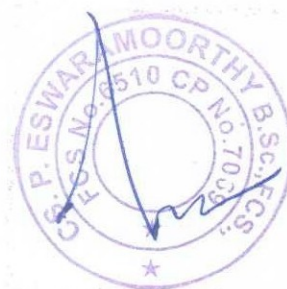
**(ii) VOTES CASTED AGAINST THE RESOLUTION**

| MODE OF VOTING | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | NUMBER OF VOTES CASTED | PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED |
|----------------|-----------------------------------------------------------|------------------------|--------------------------------------------|
| E- Voting      | Nil                                                       | Nil                    |                                            |
| Poll           | Nil                                                       | Nil                    |                                            |
| Total Voting   | Nil                                                       | Nil                    | 0%                                         |

**(iii) INVALID /ABSTAIN VOTES**

| MODE OF VOTING | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | NUMBER OF VOTES CASTED | PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED |
|----------------|-----------------------------------------------------------|------------------------|--------------------------------------------|
| E- Voting      | 2                                                         | 1100                   |                                            |
| Poll           | 1                                                         | 100                    |                                            |
| Total Voting   | <b>3</b>                                                  | <b>1200</b>            | <b>0.0018%</b>                             |

**Based on the aforesaid results, Ordinary Resolution as contained Item No.6 has been passed with requisite Majority.**



**ITEM NO. 7****SPECIAL RESOLUTION****Payment of Commission to Non-Executive Directors.****(i) VOTES CASTED IN FAVOUR OF THE RESOLUTION**

| MODE OF VOTING | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | NUMBER OF VOTES CASTED | PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED |
|----------------|-----------------------------------------------------------|------------------------|--------------------------------------------|
| E- Voting      | 55                                                        | 61565787               |                                            |
| Poll           | 34                                                        | 4467691                |                                            |
| Total Voting   | <b>89</b>                                                 | <b>66033478</b>        | <b>99.9859%</b>                            |

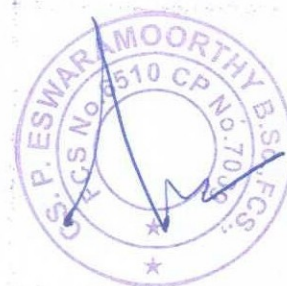
**(ii) VOTES CASTED AGAINST THE RESOLUTION**

| MODE OF VOTING | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | NUMBER OF VOTES CASTED | PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED |
|----------------|-----------------------------------------------------------|------------------------|--------------------------------------------|
| E- Voting      | 2                                                         | 600                    |                                            |
| Poll           | 2                                                         | 250                    |                                            |
| Total Voting   | <b>4</b>                                                  | <b>850</b>             | <b>0.0014%</b>                             |

**(iii) INVALID/ABSTAIN VOTES**

| MODE OF VOTING | NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL | NUMBER OF VOTES CASTED | PERCENTAGE OF TOTAL NUMBER OF VOTES CASTED |
|----------------|-----------------------------------------------------------|------------------------|--------------------------------------------|
| E- Voting      | 1                                                         | 1000                   |                                            |
| Poll           | 3                                                         | 7360                   |                                            |
| Total Voting   | <b>4</b>                                                  | <b>8360</b>            | <b>0.0127%</b>                             |

**Based on the aforesaid results, Special Resolution as contained Item No.7 has been passed with requisite Majority.**



1. All relevant records of electronic voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 42<sup>nd</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary for safe keeping.
2. The poll papers and all other relevant records were sealed and handed over to the Chairman / Company Secretary for safe keeping.

Thanking You,

Yours faithfully,



P. Eswaramoorthy  
Company Secretary in practice  
FCS No.6510, COP. 7069

Date: 30.07.2015

Place : Coimbatore

