

2. The meeting started at 10:15 a.m. with a prayer and thereafter observed a minute's silence as a mark of respect to the memory of Dr. A. P. J. Abdul Kalam, former President of India, who expired on 27th July, 2015.
3. The Chairman welcomed the members and introduced the Board of Directors to the members. The Chairman mentioned that quorum was present.
4. The following documents/ Registers of the Company remained open and accessible for inspection during the continuance of the Annual General Meeting (AGM):
 - a. Financial Statements for the financial year ended 31st March, 2015 and the Reports of the Board of Directors and Auditors thereon.
 - b. The Secretarial Audit Report
 - c. The Register of Directors and Key Managerial Personnel and their shareholding.
 - d. The Register of Contracts or Arrangements in which Directors are interested.
5. Notice convening the meeting was taken as read. As there was no adverse qualification, the Audit report and the Secretarial Audit Report were not read out in line with the provisions of Section 145 of the Companies Act, 2013 and Secretarial Standard clauses 13.1 and 13.2 of SS-2.
6. The Chairman then addressed the meeting. The company commenced production in 1984 with an initial capacity of 90,000 tpa and gradually increased the capacity to 4,00,000 tpa with inhouse facilities for pulp, power and filler materials.



During the year the company has produced 3,73,259 Mts of writing and printing paper and sold 3,37,689 Mts. Sales crossed Rs. 2000 Crores for the second time. The company has exported 72,815 mts. to 35 countries.

Despite the adverse market conditions, the company has earned profit before tax (PBT) of Rs. 230.13 Crore, higher by Rs.27.45 Crore compared to the previous year.

The market capitalization has increased from Rs.873.09 Crore as on 31.3.2015 to Rs.1497.72 Crore as on 19.8.2015, the highest among all paper companies in the country.

Despite huge requirement of funds for capex and repayment of loans , the Board of Directors have recommended payment of dividend at Rs.6/- per share i.e. 60% as in the previous year.

The company has produced 32,792 Mts. of De-inked pulp against 29,185 Mts. in the previous year and avoided usage of equivalent quantity of expensive imported pulp.

During the year, the Company has set up a 200 tonnes per day Precipitated Calcium Carbonate plant on Build, Own and Operate (BOO) basis adjacent to the plant premises.

The company has received 1,27,588 RECs for generating green power from the steam produced in the Recovery boiler and sold 48,200 RECs generating a revenue of Rs. 7.12 Crore. The balance RECs have been carried forward for sale during 2015-16.

Currently the market is sluggish due to lean season and slow down in the world economy. The demand for uncoated Printing & Writing Paper is



expected to grow at about 5% per annum. There is a good potential for capacity addition and fresh investments in the Industry.

The company is setting up a state-of-the-art Multilayer Double Coated Board Plant of 2,00,000 MT per annum capacity. The project is scheduled to be completed by December 2015.

The company is setting up a "Centre for Conversion of Paper and Packaging Board (CCPPB)" in the 38.40 acres of land with an Industrial shed measuring 11,248 Sq.Mts acquired at Mayanur in Karur district. The Company will target supplying of paper and packaging boards to the conversion units set up in the centre. The project will be completed by December 2015. The company has initiated action to increase cement production capacity from 600 tonnes per day to 900 tonnes per day. The project will be completed by December 2015.

Then, the Chairman welcomed queries from members on the accounts and performance of the company.

Overall, the shareholders complimented the management for the information provided in the Annual Report. Specific queries were raised on points like issue of bonus shares and rights shares, contingent liabilities relating to taxes and duties, R&D expenditure, enhancing the dividend percentage, implementation of new board project, convening of AGM in advance, market conditions etc.

As regards a query on the brand name for cement produced, the Chairman informed that the cement produced by the company is sold under the brand name 'TNPL Cement' only.



Replying to a request on visit to factory , the Chairman informed that the management will organise a visit to the factory in October/November 2015. Interested members may send the request to the Company.

As regards the query on taxes and duties shown under contingent liability, the Chairman informed that the Company has examined in detail all the cases. The Company has a strong case in all the claims. The Company has to follow the legal process to get favourable orders from the Appellate Authorities.

As regards the request on increasing the dividend, the Chairman informed that while recommending dividend of 60%, the Board of Directors had taken into account all aspects including funds required for new project and repayment of loans .

On a request for issue of bonus shares/right shares, the Chairman informed that capital base of the Company is very large compared to West Coast, SPB and others. Consequent to this, despite earning the highest profit, the earning per share is low. If the share capital is enhanced by way of issue of bonus share/ rights share, EPS will drop further affecting the market value of shares. Therefore, it is not desirable to issue bonus shares/ rights shares at this time. The Board is monitoring the situation.

Regarding queries on Board's functioning, the Chairman informed that the Board of Directors of the company are distinguished persons. It is a matter of pride for the company to have such distinguished members of the public as members in the Board.

On a query on demerging the cement division from TNPL, the Chairman explained that the Company has set up the cement plant as part of Lime



sludge & Fly Ash Management and there is no need for demerger of cement division.

On a request to convene the AGM in advance, it was informed that the Board approves the accounts in May. The AG audit takes about two months. In case, AG proposes any comment, the same has to be sent to CAG, Delhi for approval. In such cases, the duration will increase to 10 weeks. Hence the Company holds the AGM in third week of September to guard against the likely delays. The request of the shareholders to advance the AGM would be considered to the extent possible in the coming year and efforts will be made to conduct at least in the first fortnight of September.

As regards a query on utilization of Company's land at Ambattur, it was informed that originally it was proposed to construct an IT park but due to economic slow down, the proposal was dropped.

On a query relating to higher book value and lower market value of shares, it was informed that in general, the PE ratio is very low in case of paper companies. The profitability ratios of the Company are much higher compared to the peers in the industry.

On a query relating to upper age limit for independent directors it was informed that neither Companies Act 2013 nor Listing Agreement prescribe upper age limit for Independent Directors.

On a query relating to imports of coal versus lignite available indigenously it was informed that the imported coal is cheaper in terms of calorific value.



On a query relating to furnishing key ratios, it was informed that the same will be furnished from next year onwards.

On a query relating to demand growth, the Chairman informed that with the increasing literacy level, the demand for paper will continue to be positive.

Few members requested for distribution of note books to the members attending the AGM. It was informed that as per the Secretarial Standards, the distribution of gifts is not allowed. The legal position will be checked again and appropriate action will be taken.

On a query relating to distribution of note books, which was stopped due to introduction of Secretarial Standards, the Chairman informed that practice will be revived from next year onwards after consulting legal experts.

The Chairman thanked the members who have attended the meeting and assured the members that the company will continue to put forth its best efforts and shall remain as one of the best companies in the Indian paper industry.

7. The Chairman informed the Members that in accordance with the provisions of 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, the Company had provided the facility of remote e-voting on all the resolutions forming part of the agenda of the AGM. The period of remote e-voting commenced on 15th September, 2015 at 9:00 a.m. and ended on 17th September, 2015 at 5:00 p.m.



8. The Chairman announced that those members who had not exercised their votes through remote e-voting, can exercise their votes through the physical ballot paper in Form MGT 12 which was made available to them.
9. The Chairman ordered the voting through ballot process and advised that Mr. R. Sridharan, Practicing Company Secretary (Membership No. F4775) has been appointed as the Scrutinizer by the Board of Directors to scrutinize the ballot process which would remain open upto 1:15 p.m. on completion of which the AGM would stand concluded. The ballot papers were distributed to the Members and the proxies present at the Meeting.
10. After conclusion of Poll, Chairman announced that the final results of the voting (after consolidating the result of e-voting and poll) would be announced to the Stock Exchanges and hosted on the website of the company within 48 hours.
11. The final results of the voting as announced to Stock Exchanges and the resolutions passed are as under:

1. Adoption of Financial Statements (Ordinary Resolution)

| S.No. | Particulars | E-voting | Poll | Total(e-voting and poll) |
|-------|-----------------------------------|----------|---------|--------------------------|
| 1. | Votes in favour of the resolution | 39863139 | 1518414 | 41381553 |
| 2. | Votes against the resolution | - | 20 | 20 |
| 3. | % of votes in favour | | | 99.9999 |

RESOLVED THAT the Financial Statements of the Company for the financial year ended 31st March, 2015, the Auditors' Report thereon and Directors' Report of the Company as circulated be and are hereby approved and adopted.

2. Declaration of dividend (Ordinary Resolution)



| S.No. | Particulars | E-voting | Poll | Total(e-voting and poll) |
|-------|-----------------------------------|----------|---------|--------------------------|
| 1. | Votes in favour of the resolution | 39967002 | 1518314 | 41485316 |
| 2. | Votes against the resolution | | 120 | 120 |
| 3. | % of votes in favour | | | 99.9997 |

"RESOLVED THAT dividend at the rate of Rs. 6 per equity share of Rs.10/- each be and is hereby declared on 6,92,10,600 fully paid-up Equity Shares of Rs. 10/- each out of the net profits of the Company for the financial year ended 31st March, 2015 to be paid to those shareholders whose names appear on the Register of Members on 18.9.2015 and to the beneficial owners as on 11.9.2015 as per details furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of dematerialized shares."

3. Re-appointment of Thiru T Udhayachandran IAS as Director who retires by rotation (Ordinary Resolution)

| S.No | Particulars | E-voting | Poll | Total(e-voting and poll) |
|------|-----------------------------------|----------|---------|--------------------------|
| 1. | Votes in favour of the resolution | 38275001 | 1518414 | 39793415 |
| 2. | Votes against the resolution | 1692001 | 20 | 1692021 |
| 3. | % of votes in favour | | | 95.9214 |

"RESOLVED THAT Thiru T Udhayachandran IAS Director (holding DIN 02357295), who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company."

4. Re-appointment of Thiru Mahesan Kasirajan IAS, as Director who retires by rotation (Ordinary Resolution)

| S.No | Particulars | E-voting | Poll | Total(e-voting and poll) |
|------|-----------------------------------|----------|---------|--------------------------|
| 1. | Votes in favour of the resolution | 39821346 | 1518414 | 41339760 |
| 2. | Votes against | 145656 | 20 | 145676 |



| | | | | |
|----|----------------------|--|--|---------|
| | the resolution | | | |
| 3. | % of votes in favour | | | 99.6488 |

"RESOLVED THAT Thiru Mahesan Kasirajan IAS, Director (holding DIN 05102717), who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company."

5.Payment of Remuneration to M/s. Raman Associate(Firm Registration.No.002910S) Statutory Auditors (Ordinary Resolution)

| S.No. | Particulars | E-voting | Poll | Total(e-voting and poll) |
|-------|-----------------------------------|----------|---------|--------------------------|
| 1. | Votes in favour of the resolution | 39967002 | 1518414 | 41485416 |
| 2. | Votes against the resolution | - | 20 | 20 |
| 3. | % of votes in favour | | | 99.9999 |

"RESOLVED THAT consent of the Company be and is hereby accorded for payment of remuneration of Rs.7,50,000/-(Rupees Seven lakhs fifty thousand only) to M/s. Raman Associate(Firm Registration No.002910S) Statutory Auditors, besides reimbursement of travelling and out of pocket expenses at actuals subject to other terms and conditions laid down by the Office of the Comptroller and Auditor General of India in their letter No. CA V/COY/Tamilnadu,TNEWSP(1)/581 dt.4.8.2014."

6. Ratification of Payment of Remuneration to M/s. Raman & Associates Firm Registration No.0050) Cost Auditors (Ordinary Resolution)

| S.No. | Particulars | E-voting | Poll | Total(e-voting and poll) |
|-------|-----------------------------------|----------|---------|--------------------------|
| 1. | Votes in favour of the resolution | 39967002 | 1518322 | 41485324 |
| 2. | Votes against the resolution | | 112 | 112 |
| 3. | % of votes in favour | | | 99.9997 |



"RESOLVED THAT,pursuant to the provisions of Section 148 and its related and applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications or re-enactment thereof for the time being in force), the remuneration of Rs. 1,80,000/- (Rupees One lakh eighty thousand only) plus reimbursement of travelling and out of pocket expenses at Rs. 30,000/- for the financial year ending 31st March, 2016 as approved by the Board of Directors of the Company to be paid to M/s Raman & Associates (Firm Registration No.0050) Cost and Management Accountants, Chennai , appointed by the Board as Cost Auditors to conduct the audit of the cost accounts of the company for Paper, Cement and Energy, be and is hereby ratified."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all steps as may be necessary, proper or expedient to give effect to this resolution."

7.Appointment of Thiru R. Mani (DIN 06543489) as Director (Operations) for a period of one year w.e.f. 27th February, 2015 (Ordinary Resolution)

| S.No. | Particulars | E-voting | Poll | Total(e-voting and poll) |
|-------|-----------------------------------|----------|---------|--------------------------|
| 1. | Votes in favour of the resolution | 39967002 | 1518414 | 41485416 |
| 2. | Votes against the resolution | | 20 | 20 |
| 3. | % of votes in favour | | | 99.9999 |

"RESOLVED THAT consent of the Company be and is hereby accorded to the appointment of Thiru R. Mani (holding DIN 06543489) as Director (Operations) of the Company for a period of one year w.e.f. 27th February, 2015."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 and Article 140 of the Articles of Association of the Company and subject to such other approvals, as may be necessary, consent of the members of the Company be and is hereby accorded for payment of remuneration to Thiru R. Mani, Director (Operations) as below with effect from 27th February, 2015 notwithstanding the absence or inadequacy of profits during any financial year."



| Particulars | Rs. (per month) |
|---|--------------------|
| Basic Pay | 105000 |
| Dearness Allowance | 52500 |
| Provident Fund | 18900 |
| Other allowances | 33600 |
| Free housing provided in the company's quarters | |

***RESOLVED FURTHER THAT** Thiru R. Mani will not be entitled to any sitting fee for attending the meetings of the Board or any Committee thereof.*

12. The Scrutinizer's Report dated 19th September, 2015 inter alia, containing the Results of the remote e-voting and voting by physical ballot paper at the AGM venue was presented to the Deputy Managing Director (as authorized by Chairman), in terms of which all the Resolutions were approved by the requisite majority. The said Results, as annexed, were declared on 19th September, 2015 and posted on the Company's website and on the website of the Stock Exchanges and Central Depository Services (India) Limited.
13. There being no other business, the meeting ended at 1:30 p.m. with a vote of thanks to the Chair.
14. The National Anthem was played before the Meeting was concluded.

Place: Chennai

Date: 30/09/2015

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C V SANKAR
CHAIRMAN AND MANAGING DIRECTOR



CERTIFIED TO BE TRUE COPY

For TAMIL NADU NEWSPRINT AND PAPERS LTD.

V. Sankaranarayanan

Company Secretary

**THE 35TH ANNUAL GENERAL MEETING OF THE MEMBERS OF TAMIL
NADU NEWSPRINT AND PAPERS LIMITED.**

VOTING RESULTS

Item No. 1 - Adoption of Financial Statements, Reports of the Board of Directors' & Auditors for the financial year ended 31st March, 2015 (Ordinary Resolution)

(i) Votes in favour of the resolution:

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) – Remote E-Voting | Number of members/ Proxies voted by Poll | Number of votes cast (Shares) – Poll | Total Number of votes cast through Remote E-Voting and Poll | % of total number of valid votes cast |
|---|---|--|--------------------------------------|---|---------------------------------------|
| 66 | 39863139 | 69 | 1518414 | 41381553 | 99.99995 |

(ii) Votes against the resolution:

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) – Remote E-Voting | Number of members/ Proxies voted by Poll | Number of votes cast (Shares) – Poll | Total Number of votes cast through Remote E-Voting and Poll | % of total number of valid votes cast |
|---|---|--|--------------------------------------|---|---------------------------------------|
| 0 | 0 | 1 | 20 | 20 | 0.00005 |

(iii) Invalid Votes:

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) – Remote E-Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) – Poll | Total Number of votes cast through Remote E- Voting and Poll |
|---|---|---|--------------------------------------|--|
| NIL | NIL | NIL | NIL | NIL |

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No. 2 – Declaration of Dividend for the financial year ended 31st March, 2015 (Ordinary Resolution)

(i) Votes in favour of the resolution:

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) – Remote E-Voting | Number of members/ Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through Remote E-Voting and Poll | % of total number of valid votes cast |
|---|---|--|--------------------------------------|---|---------------------------------------|
| 66 | 39967002 | 68 | 1518314 | 41485316 | 99.99971 |

(ii) Votes against the resolution:

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) – Remote E-Voting | Number of members/ Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through Remote E-Voting and Poll | % of total number of valid votes cast |
|---|---|--|--------------------------------------|---|---------------------------------------|
| 0 | 0 | 2 | 120 | 120 | 0.00029 |

(iii) Invalid Votes:

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) – Remote E- Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) – Poll | Total Number of votes cast through Remote E- Voting and Poll |
|---|--|---|--------------------------------------|--|
| NIL | NIL | NIL | NIL | NIL |

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No. 3 – Re-appointment of Thiru. T Udhayachandran IAS as Director (DIN: 02357295) who retires by rotation (Ordinary Resolution)

(i) Votes in favour of the resolution:

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) – Remote E-Voting | Number of members/ Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through Remote E-Voting and Poll | % of total number of valid votes cast |
|---|---|--|--------------------------------------|---|---------------------------------------|
| 32 | 38275001 | 69 | 1518414 | 39793415 | 95.92141 |

(ii) Votes against the resolution:

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) – Remote E-Voting | Number of members/ Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through Remote E-Voting and Poll | % of total number of valid votes cast |
|---|---|--|--------------------------------------|---|---------------------------------------|
| 34 | 1692001 | 1 | 20 | 1692021 | 4.07859 |

(iii) Invalid Votes:

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) – Remote E- Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) – Poll | Total Number of votes cast through Remote E- Voting and Poll |
|---|--|---|--------------------------------------|--|
| NIL | NIL | NIL | NIL | NIL |

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No. 4 – Re-appointment of Thiru. Mahesan Kasirajan IAS, as Director (DIN:05102717) who retires by rotation (Ordinary Resolution)

(i) Votes in favour of the resolution:

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) – Remote E-Voting | Number of members/ Proxies voted by Poll | Number of votes cast (Shares) – Poll | Total Number of votes cast through Remote E-Voting and Poll | % of total number of valid votes cast |
|---|---|--|--------------------------------------|---|---------------------------------------|
| 63 | 39821346 | 69 | 1518414 | 41339760 | 99.64885 |

(ii) Votes against the resolution:

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) – Remote E-Voting | Number of members/ Proxies voted by Poll | Number of votes cast (Shares) – Poll | Total Number of votes cast through Remote E-Voting and Poll | % of total number of valid votes cast |
|---|---|--|--------------------------------------|---|---------------------------------------|
| 3 | 145656 | 1 | 20 | 145676 | 0.35115 |

(iii) Invalid Votes:

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) – Remote E- Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) – Poll | Total Number of votes cast through Remote E- Voting and Poll |
|---|--|---|--------------------------------------|--|
| NIL | NIL | NIL | NIL | NIL |

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No. 5 – Approval of remuneration to M/s Raman Associate (Firm Registration No. 002910S) Statutory Auditors of the Company (Ordinary Resolution)

(i) Votes in **favour** of the resolution:

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) – Remote E-Voting | Number of members/ Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through Remote E-Voting and Poll | % of total number of valid votes cast |
|---|---|--|--------------------------------------|---|---------------------------------------|
| 66 | 39967002 | 69 | 1518414 | 41485416 | 99.99995 |

(ii) Votes **against** the resolution:

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) – Remote E-Voting | Number of members/ Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through Remote E-Voting and Poll | % of total number of valid votes cast |
|---|---|--|--------------------------------------|---|---------------------------------------|
| 0 | 0 | 1 | 20 | 20 | 0.00005 |

(ii) **Invalid** Votes:

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) – Remote E- Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) – Poll | Total Number of votes cast through Remote E- Voting and Poll |
|---|--|---|--------------------------------------|--|
| NIL | NIL | NIL | NIL | NIL |

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No. 6 – Ratification of remuneration to M/s Raman & Associates (Firm Registration No. 0050), Cost Auditors of the company for the financial year ending 31st March, 2016 (Ordinary Resolution)

(i) Votes in favour of the resolution:

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) – Remote E-Voting | Number of members/ Proxies voted by Poll | Number of votes cast (Shares) – Poll | Total Number of votes cast through Remote E-Voting and Poll | % of total number of valid votes cast |
|---|---|--|--------------------------------------|---|---------------------------------------|
| 66 | 39967002 | 67 | 1518322 | 41485324 | 99.99973 |

(ii) Votes against the resolution:

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) – Remote E-Voting | Number of members/ Proxies voted by Poll | Number of votes cast (Shares) – Poll | Total Number of votes cast through Remote E-Voting and Poll | % of total number of valid votes cast |
|---|---|--|--------------------------------------|---|---------------------------------------|
| 0 | 0 | 3 | 112 | 112 | 0.00027 |

(iii) Invalid Votes:

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) – Remote E- Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) – Poll | Total Number of votes cast through Remote E- Voting and Poll |
|---|--|---|--------------------------------------|--|
| NIL | NIL | NIL | NIL | NIL |

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No. 7 – Appointment of Thiru R Mani (DIN: 06543489) as Director (Operations) for a period of one year W.e.f 27th February, 2015. (Ordinary Resolution)

(i) Votes in favour of the resolution:

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) – Remote E-Voting | Number of members/ Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through Remote E-Voting and Poll | % of total number of valid votes cast |
|---|---|--|--------------------------------------|---|---------------------------------------|
| 66 | 39967002 | 69 | 1518414 | 41485416 | 99.99995 |

(ii) Votes against the resolution:

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) – Remote E-Voting | Number of members/ Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through Remote E-Voting and Poll | % of total number of valid votes cast |
|---|---|--|--------------------------------------|---|---------------------------------------|
| 0 | 0 | 1 | 20 | 20 | 0.00005 |

(iii) Invalid Votes:

| Number of members voted in Remote E- Voting | Number of votes cast (Shares) – Remote E- Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) – Poll | Total Number of votes cast through Remote E- Voting and Poll |
|---|--|---|--------------------------------------|--|
| NIL | NIL | NIL | NIL | NIL |

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 7 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

- 1) 5364 shareholders (including proxies) attended the 35th AGM held on 18.9.2015.
- 2) List of shareholders who spoke at the meeting are given below:

| Sr. No. | Folio no./ Dpid / Client id | Name of the Shareholder who spoke at the meeting (Tvl) |
|----------------|------------------------------------|---|
| 1. | IN302148/10109728 | T R Sridharan |
| 2. | 1203840000326770 | K Duraiswamy |
| 3. | IN301356/40001920 | L V Rajarathnam |
| 4. | IN300513/13545086 | P V John |
| 5. | IN301080/10048014 | A. K. Narayan |
| 6. | IN300313/ 21048367 | T. Raman |
| 7. | 1204470005731511 | Ramalingam Vidyasankar |
| 8. | IN301774/10308922 | S Padmanabhan |
| 9. | IN301637/40117566 | R Sivakumar |
| 10. | IN300360/10033537 | P Subramaniam |