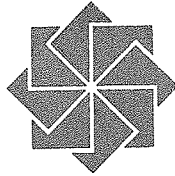


CIN: L85110TN1936PLC071646



# KAR MOBILES LIMITED

Regd. Office : "Maithri", 132, Cathedral Road, Chennai - 600 086. India  
Tel : +91 44 2811 2472 Fax: +91 44 2811 2449. www.rane.co.in

KML / 2014-15

July 25, 2014

**Madras Stock Exchange Limited**  
Exchange Building  
Second Line Beach,  
Chennai - 600 001.

**Stock Code: KMB**

Dear Sir,

**Sub: Announcement – Outcome of 77<sup>th</sup> Annual General Meeting (AGM) held on July 25, 2014**  
**Ref: Clause 35A of the Listing Agreement – Voting Result**

We wish to inform you that at the 77<sup>th</sup> AGM of the Company held on July 25, 2014 at The Music Academy (Mini hall), New No.168, T.T.K Road, Royapettah, Chennai at 10.15 a.m. the following business were considered and approved by the shareholders with requisite majority as applicable.

**(i) Attendance of members:**

Sl. No.	Description	Particulars		
A	Date of AGM	July 25, 2014		
B	Total number of shareholders on record date (Cut-off date)	1,949		
C	No. of Shareholders present in the meeting either in person or through proxy			
	<b>Shareholders</b>	<b>Present in person</b>	<b>Present through Proxy</b>	<b>Total</b>
	Promoter and Promoter Group	3	0	3
	Public	128	0	128
	<b>Total</b>	<b>131</b>	<b>0</b>	<b>131</b>
D	No. of Shareholders attended the meeting through Video Conferencing			
	<b>No Video Conferencing facility was made available</b>			

N.B. Retthag



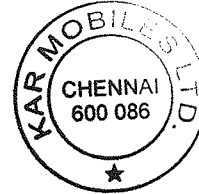
CIN: L85110TN1936PLC071646

**Kar Mobiles Limited**

**(ii) Voting by members:**

<b>Sl No.</b>	<b>Details of Agenda</b>	<b>Resolution required (Ordinary/Special)</b>	<b>Mode of Voting: (Show of hands /Poll/Postal Ballot/ E-Voting)</b>	<b>Remarks</b>
1.	To receive, consider and adopt the Directors' Report, audited financial statements of the Company for the year ended March 31, 2014 and the Auditors' Report thereon	Ordinary	E-Voting & Poll	Passed unanimously
2	To declare dividend on equity shares	Ordinary	E-Voting & Poll	Passed unanimously
3	To appoint a director in the place of Mr. V Ramachandran, who retires by rotation under article 116 & 118 of the Articles of Association of the Company and being eligible offers himself for re-election	Ordinary	E-Voting & Poll	Passed unanimously
4	To appoint M/s Varma & Varma, Chartered Accountants as Auditors and to determine their remuneration	Ordinary	E-Voting & Poll	Passed unanimously
5	To appoint Mr. K P Balasubramaniam, director, as an independent director	Ordinary	E-Voting & Poll	Passed unanimously
6	To appoint Mr. C N Srivatsan, director, as an independent director	Ordinary	E-Voting & Poll	Passed unanimously
7	To appoint Mr. S Krishna Kumar, director, as an independent director	Ordinary	E-Voting & Poll	Passed unanimously
8	To approve the borrowing powers of the board	Special	E-Voting & Poll	Passed unanimously
9	To approve appointment of S Krishnamurthy as 'Manager'	Special	E-Voting & Poll	Passed unanimously

N. B. Reichag



**CIN: L85110TN1936PLC071646**

**Kar Mobiles Limited**

**(iii) Results of Poll / postal ballot / E-voting by members:**

The mode of voting for all resolutions was:

- (i) e-voting; and
- (ii) Poll conducted at the AGM to facilitate the shareholders who attended the AGM personally and did not participate in the e-voting process.

Result of voting in the prescribed format is annexed herewith.

Kindly acknowledge receipt.

Yours faithfully,  
For **Kar Mobiles Limited**

*N. B. Rekha*

**N B Rekha**  
**Secretary**  
Encl: as above



Copy to : **Bombay Stock Exchange Limited (IndoNext segment) Stock Code :590053**  
**Bangalore Stock Exchange Limited (Stock Code: KARMOBILES)**

**Kar Mobiles Limited**

Declaration in accordance with Clause 35A of the Listing Agreement, for the business transacted by the Company through the facility of E-Voting / Poll are furnished below

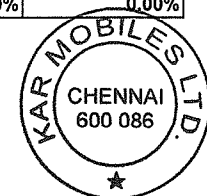
**Date of Annual General Meeting: 25.07.2014**

Date of declaration of results: **25.07.2014**

Total No. of shareholders as on June 20, 2014 (cut-off date) : 1,949

Resolution No	Category	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour - on votes polled	% of votes against - on votes polled
1. To receive, consider and adopt the Directors' Report, audited financial statements of the Company for the year ended March 31, 2014 and the Auditors' Report thereon	Promoter and Promoter group	9,77,987	9,11,651	93.22%	9,11,651	-	100.00%	0.00%
	Public - Institutional holders	41,478	-	0.00%	-	-	0.00%	0.00%
	Public - Others	12,20,535	752	0.06%	752	-	100.00%	0.00%
	<b>Total</b>	<b>22,40,000</b>	<b>9,12,403</b>	<b>40.73%</b>	<b>9,12,403</b>	<b>-</b>	<b>100.00%</b>	<b>0.00%</b>
2. To declare dividend on equity shares	Promoter and Promoter group	9,77,987	9,11,651	93.22%	9,11,651	-	100.00%	0.00%
	Public - Institutional holders	41,478	-	0.00%	-	-	0.00%	0.00%
	Public - Others	12,20,535	752	0.06%	752	-	100.00%	0.00%
	<b>Total</b>	<b>22,40,000</b>	<b>9,12,403</b>	<b>40.73%</b>	<b>9,12,403</b>	<b>-</b>	<b>100.00%</b>	<b>0.00%</b>
3. To appoint a director in the place of Mr. V Ramachandran, who retires by rotation under article 116 & 118 of the Articles of Association of the Company and being eligible offers himself for re-election	Promoter and Promoter group	9,77,987	9,11,651	93.22%	9,11,651	-	100.00%	0.00%
	Public - Institutional holders	41,478	-	0.00%	-	-	0.00%	0.00%
	Public - Others	12,20,535	692	0.06%	692	-	100.00%	0.00%
	<b>Total</b>	<b>22,40,000</b>	<b>9,12,343</b>	<b>40.73%</b>	<b>9,12,343</b>	<b>-</b>	<b>100.00%</b>	<b>0.00%</b>
4. To appoint M/s Varma & Varma, Chartered Accountants as Auditors and to determine their remuneration	Promoter and Promoter group	9,77,987	9,11,651	93.22%	9,11,651	-	100.00%	0.00%
	Public - Institutional holders	41,478	-	0.00%	-	-	0.00%	0.00%
	Public - Others	12,20,535	692	0.06%	692	-	100.00%	0.00%
	<b>Total</b>	<b>22,40,000</b>	<b>9,12,343</b>	<b>40.73%</b>	<b>9,12,343</b>	<b>-</b>	<b>100.00%</b>	<b>0.00%</b>
5. To appoint Mr. K P Balasubramaniam, director, as an independent director	Promoter and Promoter group	9,77,987	9,11,651	93.22%	9,11,651	-	100.00%	0.00%
	Public - Institutional holders	41,478	-	0.00%	-	-	0.00%	0.00%
	Public - Others	12,20,535	752	0.06%	752	-	100.00%	0.00%
	<b>Total</b>	<b>22,40,000</b>	<b>9,12,403</b>	<b>40.73%</b>	<b>9,12,403</b>	<b>-</b>	<b>100.00%</b>	<b>0.00%</b>
6. To appoint Mr. C N Srivatsan, director, as an independent director	Promoter and Promoter group	9,77,987	9,11,651	93.22%	9,11,651	-	100.00%	0.00%
	Public - Institutional holders	41,478	-	0.00%	-	-	0.00%	0.00%
	Public - Others	12,20,535	692	0.06%	692	-	100.00%	0.00%
	<b>Total</b>	<b>22,40,000</b>	<b>9,12,343</b>	<b>40.73%</b>	<b>9,12,343</b>	<b>-</b>	<b>100.00%</b>	<b>0.00%</b>

N.B. Reich



**Kar Mobiles Limited**

Declaration in accordance with Clause 35A of the Listing Agreement, for the business transacted by the Company through the facility of E-Voting / Poll are furnished below

**Date of Annual General Meeting: 25.07.2014**Date of declaration of results: **25.07.2014**

Total No. of shareholders as on June 20, 2014 (cut-off date) : 1,949

Resolution No	Category	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour - on votes polled	% of votes against - on votes polled
7. To appoint Mr. S Krishna Kumar, director, as an independent director	Promoter and Promoter group	9,77,987	9,11,651	93.22%	9,11,651	-	100.00%	0.00%
	Public - Institutional holders	41,478	-	0.00%	-	-	0.00%	0.00%
	Public - Others	12,20,535	692	0.06%	692	-	100.00%	0.00%
	<b>Total</b>	<b>22,40,000</b>	<b>9,12,343</b>	<b>40.73%</b>	<b>9,12,343</b>	<b>-</b>	<b>100.00%</b>	<b>0.00%</b>
8. To approve the borrowing powers of the board	Promoter and Promoter group	9,77,987	9,11,651	93.22%	9,11,651	-	100.00%	0.00%
	Public - Institutional holders	41,478	-	0.00%	-	-	0.00%	0.00%
	Public - Others	12,20,535	692	0.06%	692	-	100.00%	0.00%
	<b>Total</b>	<b>22,40,000</b>	<b>9,12,343</b>	<b>40.73%</b>	<b>9,12,343</b>	<b>-</b>	<b>100.00%</b>	<b>0.00%</b>
9. To approve appointment of S Krishnamurthy as 'Manager'	Promoter and Promoter group	9,77,987	9,11,651	93.22%	9,11,651	-	100.00%	0.00%
	Public - Institutional holders	41,478	-	0.00%	-	-	0.00%	0.00%
	Public - Others	12,20,535	692	0.06%	692	-	100.00%	0.00%
	<b>Total</b>	<b>22,40,000</b>	<b>9,12,343</b>	<b>40.73%</b>	<b>9,12,343</b>	<b>-</b>	<b>100.00%</b>	<b>0.00%</b>

N. B. Retched





**SCRUTINIZER'S REPORT**

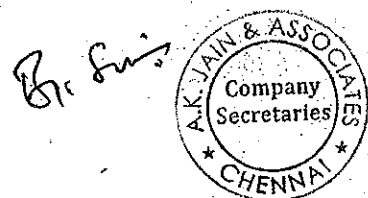
To  
Chairman  
KAR MOBILES LIMITED  
"MAITHRI", 132 Cathedral Road,  
Chennai - 600 086

Dear Sir,

The Board of directors of the Company, at their meeting held on 20.05.2014 had, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014, appointed us as Scrutinizer for the e-voting process to be held for passing of resolutions as set out in the Notice, convening Annual General Meeting (AGM), dated 20.05.2014.

In this connection, we hereby submit our report as under:

1. The members of the Company as on the "cut-off" date i.e. 20<sup>th</sup> June, 2014 were entitled to vote on the resolutions (Item no. 1 to 9 as the set out in the notice of the 77<sup>th</sup> Annual General Meeting of the Company).
2. The period for e-voting remained open from 19<sup>th</sup> July, 2014 (9.00 A.M) to 21<sup>st</sup> July, 2014 (6.00 P.M) as mentioned in the Notice convening AGM.
3. As required in the rules, I unblocked the E-voting platform on NSDL after the completion of E-voting process at 6.00 P.M. on 21<sup>st</sup> July 2014 in the presence of 2 witnesses, Mr. Anil Kumar Jain & Mr. Pankaj Mehta, who are not in the employment of Company.
4. The details viz., list of Equity Share Holders, who voted "For", "Against" each of the resolutions that were put to vote, were generated from the e-voting Website of National Securities Depository Limited which is <https://www.evoting.nsdl.com> and based on such report, we are enclosing the report for each of the items contained in the notice.



### E-VOTING RESULTS

<b>Item No.</b>	<b>1</b>
<b>Particulars of the Business</b>	To receive, consider and adopt the directors' report, the audited financial statement of the Company for the year ended March 31, 2014 and the auditors' report thereon.
<b>Type of Resolution</b>	Ordinary

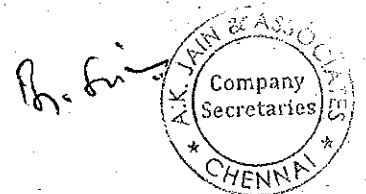
<b>Particulars</b>	<b>No of members voted</b>	<b>No of votes cast</b>	<b>Total Votes (in %)</b>
Received	0	0	0
Assent	0	0	0
Dissent	0	0	0
Invalid	0	0	0

<b>Item No.</b>	<b>2</b>
<b>Particulars of the Business</b>	To declare dividend on equity shares.
<b>Type of Resolution</b>	Ordinary

<b>Particulars</b>	<b>No of members voted</b>	<b>No of votes cast</b>	<b>Total Votes (in %)</b>
Received	0	0	0
Assent	0	0	0
Dissent	0	0	0
Invalid	0	0	0

<b>Item No.</b>	<b>3</b>
<b>Particulars of the Business</b>	To appoint a director in the place of Mr. V Ramachandran, who retires by rotation and being eligible offers himself for re-election.
<b>Type of Resolution</b>	Ordinary

<b>Particulars</b>	<b>No of members voted</b>	<b>No of votes cast</b>	<b>Total Votes (in %)</b>
Received	0	0	0
Assent	0	0	0
Dissent	0	0	0
Invalid	0	0	0



<b>Item No.</b>	<b>4</b>
Particulars of the Business.	To appoint M/s. Varma & Varma, Chartered Accountants, as Auditors of the Company and to determine their remuneration.
Type of Resolution	Ordinary

Particulars	No of members voted	No of votes cast	Total Votes (in %)
Received	0	0	0
Assent	0	0	0
Dissent	0	0	0
Invalid	0	0	0

<b>Item No.</b>	<b>5</b>
Particulars of the Business	To appoint Mr. K P Balasubramaniam, Director, as an Independent Director.
Type of Resolution	Ordinary

Particulars	No of members voted	No of votes cast	Total Votes (in %)
Received	0	0	0
Assent	0	0	0
Dissent	0	0	0
Invalid	0	0	0

<b>Item No.</b>	<b>6</b>
Particulars of the Business	To appoint Mr. CN Srivatsan, Director, as an Independent Director.
Type of Resolution	Ordinary

Particulars	No of members voted	No of votes cast	Total Votes (in %)
Received	0	0	0
Assent	0	0	0
Dissent	0	0	0
Invalid	0	0	0

*B. Srinivas*





<b>Item No.</b>	<b>7</b>
<b>Particulars of the Business</b>	To appoint Mr. Krishna Kumar Seshadri, Director as an Independent Director.
<b>Type of Resolution</b>	Ordinary

<b>Particulars</b>	<b>No of members voted</b>	<b>No of votes cast</b>	<b>Total Votes (in %)</b>
Received	0	0	0
Assent	0	0	0
Dissent	0	0	0
Invalid	0	0	0

<b>Item No.</b>	<b>8</b>
<b>Particulars of the Business</b>	To approve the borrowing powers of the board.
<b>Type of Resolution</b>	Special

<b>Particulars</b>	<b>No of members voted</b>	<b>No of votes cast</b>	<b>Total Votes (in %)</b>
Received	0	0	0
Assent	0	0	0
Dissent	0	0	0
Invalid	0	0	0

<b>Item No.</b>	<b>9</b>
<b>Particulars of the Business</b>	To approve appointment of Mr. S Krishnamurthy as 'Manager'.
<b>Type of Resolution</b>	Special

<b>Particulars</b>	<b>No of members voted</b>	<b>No of votes cast</b>	<b>Total Votes (in %)</b>
Received	0	0	0
Assent	0	0	0
Dissent	0	0	0
Invalid	0	0	0

Date: 24.07.2014  
Place: Chennai

**For A.K.JAIN & ASSOCIATES**  
**Company Secretaries**



*B. Sridhar*

**BALU SRIDHAR**  
Partner  
M.No. F 5869



**FORM No. MGT-13**

**Report of Scrutinizer(s)**

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

To,  
The Chairman of  
77<sup>th</sup> Annual General Meeting  
of the Equity Shareholders of  
KAR MOBILES LIMITED  
Held on 25.07.2014 at  
The Music Academy (Mini Hall),  
New No.168, TTK Road,  
Royapettah, Chennai 600 014

Dear Sir,

I, Balu Sridhar, Partner of M/s. A.K. JAIN & ASSOCIATES, Company Secretaries in Practice, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the Annual General Meeting of the Equity Shareholders of M/s. KAR MOBILES LIMITED, held on 25.07.2014 at 10.22 A.M. at The Music Academy (Mini Hall), New No.168, TTK Road, Royapettah, Chennai 600 014, submit the report as under:

1. After the time fixed for closing of the poll by the Chairman, ONE (1) ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in the presence of Mr. S. Mahalingam and Mr. K Manivannan, and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The Poll paper which was found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:

*B. Sridhar*

**Item No.1****Resolution- Ordinary**

To receive, consider and adopt the directors' report, the audited financial statement of the Company for the year ended March 31, 2014 and the auditors' report thereon.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	912403	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
1	115

**Item No.2:****Resolution - Ordinary**

Declaration of Dividend on Equity Shares.

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

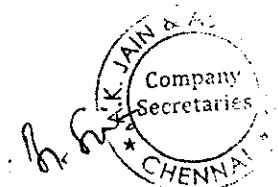
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	912403	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
1	115



**Item No.3****Resolution - Ordinary**

To appoint a director in the place of Mr. V Ramachandran, who retires by rotation and being eligible offers himself for re-election.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5*	912343	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
1	115

**Item No.4****Resolution - Ordinary**

To appoint M/s. Varma & Varma, Chartered Accountants as Auditors and to determine their remuneration.

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

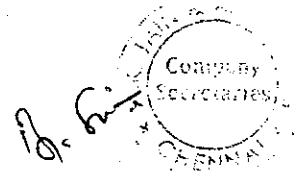
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5*	912343	100%

ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
1	115



**Item No.5****Resolution - Ordinary**

To appoint Mr. K P Balasubramaniam, Director, as an Independent Director.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	912403	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
1	115

**Item No.6****Resolution - Ordinary**

To appoint Mr. CN Srivatsan, Director, as an Independent Director.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5*	912343	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
1	115

*R. Srinivasan*  
Company Secretary  
CHENNAI

**Item No.7****Resolution - Ordinary**

To appoint Mr. Krishna Kumar Sheshadri, Director, as an Independent Director.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5*	912343	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
1	115

**Item No.8****Resolution - Special**

To approve the borrowing powers of the Board.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5*	912343	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
1	115

Handwritten signature and circular stamp, likely an official seal or signature of a director or officer.

**Item No.9****Resolution - Special**

To appoint Mr. S Krishanmurthy as Manager.

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5*	912343	100%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
1	115

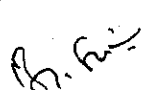
**Note:** \* One of the shareholder, holding 60 Shares has abstained from voting on Item Nos.3,4,6,7,8 & 9 of the Notice convening Annual General Meeting.

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary as authorized by the Board for safe keeping.

**For A.K.JAIN & ASSOCIATES**  
**Company Secretaries**

Place: Chennai  
Dated: 25.07.2014

  
**BALU SRIDHAR**  
Partner  
M.No. F5869





**CONSOLIDATED SCRUTINIZER REPORT FOR E-VOTING & POLL  
FOR M/s. KAR MOBILES LIMITED**

To,  
The Chairman,  
77<sup>th</sup> Annual General Meeting of  
KAR MOBILES LIMITED  
"MAITHRI", 132 Cathedral Road,  
Chennai – 600 086

**Sub: Passing of resolution through electronic AND poll conducted at the 77<sup>th</sup> Annual General Meeting of M/s. KAR MOBILES LIMITED held on July 25, 2014.**

The Board of Directors the Company, at its meeting held on May 20, 2014 had appointed me as Scrutinizer to scrutinize the voting process in a fair and transparent manner. The e-voting was held between July 19, 2014 at 09.00 A.M to July 21, 2014 at 6.00 P.M and the poll was conducted on 77<sup>th</sup> AGM of the Company held on July 25, 2014.

The Company had appointed National Securities Depository Limited., (NSDL) as the Service Provider, for extending the Facility of electronic voting to the shareholders of the Company from July 19, 2014 09:00 A.M till July 21, 2014 6:00 P.M. The e-voting results were unblocked by me after the completion of E-voting on July 21, 2014 in the presence of two witnesses. For further details, refer our Scrutinizer's report dated July 24, 2014 attached herewith.

At the 77<sup>th</sup> AGM of the Company held on July 25, 2014, the Chairman of the Company had suo motto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process.

The result of the E-voting together with that of the Poll is as under:





**Item No.1 (Ordinary Resolution):** To receive, consider and adopt the Directors' Report, the Audited Financial Statement of the Company for the year ended March 31, 2014 and the Auditors' report thereon.

Vote cast through	Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No	%	No	%	No	%
E Voting	0	0	0	0	0	0
Poll	912403	100	0	0	0	0
<b>TOTAL</b>	<b>912403</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	

The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

**Item No.2 (Ordinary Resolution):** To declare dividend on equity shares.

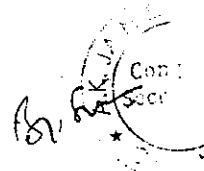
Vote cast through	Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No	%	No	%	No	%
E Voting	0	0	0	0	0	0
Poll	912403	100	0	0	0	0
<b>TOTAL</b>	<b>912403</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

**Item No.3 (Ordinary Resolution):** To appoint a Director in the place of Mr. V Ramachandran, who retires by rotation and being eligible offers himself for re-election.

Vote cast through	Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No	%	No	%	No	%
E Voting	0	0	0	0	0	0
Poll *	912343	100	0	0	0	0
<b>TOTAL</b>	<b>912343</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.


  
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**Item No.4 (Ordinary Resolution):** To appoint M/s. Varma & Varma, Chartered Accountants, as auditors of the Company and to determine their remuneration.

Vote cast through	Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No	%	No	%	No	%
E Voting	0	0	0	0	0	0
Poll *	912343	100	0	0	0	0
<b>TOTAL</b>	<b>912343</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

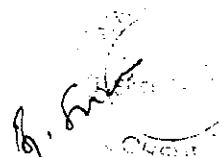
**Item No.5 (Ordinary Resolution):** To appoint Mr. K P Balasubramaniam, Director, as an Independent Director.

Vote cast through	Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No	%	No	%	No	%
E Voting	0	0	0	0	0	0
Poll	912403	100	0	0	0	0
<b>TOTAL</b>	<b>912403</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

**Item No.6 (Ordinary Resolution):** To appoint Mr. CN Srivatsan, Director, as an Independent Director.

Vote cast through	Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No	%	No	%	No	%
E Voting	0	0	0	0	0	0
Poll *	912343	100	0	0	0	0
<b>TOTAL</b>	<b>912343</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	

*B. Sankar*  


The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

**Item No.7 (Ordinary Resolution):** To appoint Mr. Krishna Kumar Seshadri, Director, as an Independent Director.

Vote cast through	Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No	%	No	%	No	%
E Voting	0	0	0	0	0	0
Poll *	912343	100	0	0	0	0
<b>TOTAL</b>	<b>912343</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	

The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

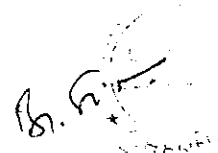
**Item No.8 (Special Resolution):** To approve the borrowing powers of the Board.

Vote cast through	Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No	%	No	%	No	%
E Voting	0	0	0	0	0	0
Poll	912343	100	0	0	0	0
<b>TOTAL</b>	<b>912343</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

The votes cast in FAVOUR of the resolution is Three Times more than the votes cast AGAINST, the resolution is passed as a SPECIAL RESOLUTION.

**Item No.9 (Special Resolution):** To approve appointment of Mr. S Krishnamurthy as 'Manager'.

Vote cast through	Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No	%	No	%	No	%
E Voting	0	0	0	0	0	0
Poll *	912343	100	0	0	0	0
<b>TOTAL</b>	<b>912343</b>	<b>100</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

*B. S. S.*  


The votes cast in FAVOUR of the resolution is Three Times more than the votes cast AGAINST, the resolution is passed as a SPECIAL RESOLUTION.

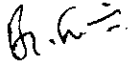
**Note:** \*One of the shareholder, holding 60 Shares has abstained from voting on Item Nos.3,4,6,7,8 & 9 of the Notice convening Annual General Meeting.

The poll paper which was found defective have been treated as invalid and kept separately.

We hereby confirm that, we are maintaining the Registers received from the Registrar and Share Transfer Agent both electronically and manually, in respect of the votes cast through E-Voting and Poll by the shareholders of the Company.

For A.K.JAIN & ASSOCIATES  
Company Secretaries

Place: Chennai  
Date: 25.07.2014

  
BALU SRIVIDHAR  
Partner  
M.No. F5869