

27.12.2014

**Bombay Stock Exchange Ltd,**  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building, P J Towers,  
Dalal Street, Fort, Mumbai - 400 001

Dear Sir/ Madam,

**Sub:** Outcome of the proceedings of the 21<sup>st</sup> AGM of the company held on 26.12.2014-reg.

We wish to inform you that the annual general meeting of the company concluded yesterday at 'REDSUN HOTEL APARTMENTS, #287, Sri kamakotti Nagar, 3<sup>rd</sup> Main Road, Pallikaranai, Chennai - 600 100". The Chairman of the company, provided the facility of voting through ' ballot ' papers to all those shareholders and proxy holders, who attended the AGM and who did not participate in the e-voting, in proportion to their shareholding, for all the following subjects, as contained in item Nos. 1 to 12 of the notice of the AGM:

Item No	Proceedings
1.	Adoption of the Audited and consolidated financial statements for the financial year ended 31.03.2014.
2.	Re-appointment of Mrs. Usha (DIN :00060348) as a director, who retires by rotation.
3.	Re-appointment of Mr.Guruswamy Ramamurthy (DIN :00060323) as a director, who retires by rotation.
4.	Appointment of N SANKARAN & Co, (Firm Regn No. 003590S), Chartered Accountants, Chennai as Statutory Auditors.
5.	Appointment of Mr. K V Sambavadass (DIN :00060412) as an Independent Director for a period of 5 years.
6.	Appointment of Mr D Sekaran (DIN : 00060390) as an Independent Director for a period of 5 years.
7.	Appointment of Mr. M S Elangovan (DIN : 03606302 )as an Independent Director for a period of 5 years
8.	Re-appointment of Mrs.Usha (DIN :00060348) as Whole-Time Director and payment of revised remuneration.
9.	Re-appointment of Mr.Guruswamy Ramamurthy (DIN: 00060323) as Managing Director of the Company and payment of revised remuneration.
10.	Approval of Amendment of the Articles of Association of the company.
11.	Approval to borrow money under section 180(1)(c) of the Companies Act,2013 to the Board of Directors of the Company.
12.	Approval to create a security under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013.

All the resolutions as contained in the notice of the Annual General Meeting dated 13<sup>th</sup> November, 2014 were passed with requisite majority.



The details of voting results of the ' physical ballot' and the ' electronic voting' opted by the shareholders on all the resolutions as set out in items Nos. 1 to 12 of the notice of the AGM will be forwarded to exchange separately, in the format prescribed under Clause 35A of the Listing Agreement.

This is for your information and records.

Thanking you,

**Yours faithfully**  
**For RAJESWARI INFRASTRUCTURE LIMITED**

A handwritten signature in blue ink, appearing to read 'G Ramamurthy', is written over a faint horizontal line.

**G RAMAMURTHY**  
Managing Director  
(DIN:00060323)



New No.6, Old No.12,  
Appavoo Gramani 1st Street,  
Mandaveli,  
(Opp. to Church Near by BSNL Office)  
Chennai - 600 028.  
Ph : 044-4360 1111  
E-mail : secretarial@mdassociates.co.in  
accounts@mdassociates.co.in



**M. DAMODARAN & ASSOCIATES**

**Practicing Company Secretaries**



**M. Damodaran, B.Com, F.C.S. L.L.B.**  
**Mobile:98412 81693**

**Combined Scrutinizer's Report**

To

The Chairman of the Annual General Meeting of **RAJESWARI INFRASTRUCTURE LIMITED** held on Friday the 26<sup>th</sup> day of December, 2014 at RedSun Hotel Apartments, No.287, Ma.Po.Si First Street, Sri Kamakotti Nagar, Pallikaranai, Chennai-600100.

Dear Sir,

1. I, M. Damodaran , a Company Secretary in Practice, have been appointed as a scrutinizer by
  - (i) the Board of Directors of **RAJESWARI INFRASTRUCTURE LIMITED** ("the Company") for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 ("the 2013 Act") read with Rule 20 of the Companies (Management & Administration) Rules, 2014 ("Rules") and
  - (ii) the Chairman of the Annual General Meeting (AGM) for scrutinizing the poll process as ordered by him under the provisions of Section 109 of the 2013 Act read with Rule 21 of the Rules, on the resolutions contained in the notice to the AGM of the members of the Company on Friday the 26<sup>th</sup> day of December, 2014 at RedSun Hotel Apartments, No.287, Ma.Po.Si First Street, Sri Kamakotti Nagar, Pallikaranai, Chennai-600100.

For M. DAMODARAN & ASSOCIATES  
(Practicing Company Secretaries)

M. DAMODARAN - CP No.: 5081



**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



2. The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the AGM of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for poll at the AGM is restricted to preparation of the Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the AGM Notice, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL), the authorized agency engaged by the company to provide e-voting facilities for e-Voting and also at the time of poll, at the AGM.
  
3. I had issued a separate Scrutinizer's report dated 20<sup>th</sup> December, 2014 on the e-voting process and a report dated 27<sup>th</sup> December, 2014 on the poll process, on the resolutions contained in the notice to the AGM. As requested by the management, I submit herewith my combined report on the results of the e-voting together with that of the poll as under:-

For M. DAMODARAN & ASSOCIATES  
(Practicing Company Secretaries)

M. DAMODARAN - CP No.: 5081



**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



Item No. of Notice	Votes in favor of the resolution		Votes against the resolution		Invalid Votes
	Nos.	% of total number of valid votes (Favour and against)	Nos.	% of total number of valid votes (Favour and against)	
Item No. 1 of the Notice (as an Ordinary Resolution)	3132772	100%	0	0%	0
Item No. 2 of the Notice (as an Ordinary Resolution)	3132772	100%	0	0%	0
Item No. 3 of the Notice (as an Ordinary Resolution)	3132772	100%	0	0%	0
Item No. 4 of the Notice (as an Ordinary Resolution)	3132772	100%	0	0%	0
Item No. 5 of the Notice (as an Ordinary Resolution)	3132772	100%	0	0%	0
Item No. 6 of the Notice (as an Ordinary Resolution)	3132772	100%	0	0%	0

For M. DAMODARAN & ASSOCIATES  
(Practicing Company Secretaries)

M. DAMODARAN - CP No.: 5081



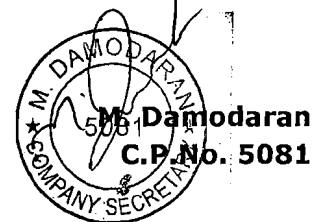
**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



Resolution)					
Item No. 7 of the Notice (as an Ordinary Resolution)	3132772	100%	0	0%	0
Item No. 8 of the Notice (as an Special Resolution)	3132772	100%	0	0%	0
Item No. 9 of the Notice (as a Special Resolution)	3132772	100%	0	0%	0
Item No. 10 of the Notice (as a Special Resolution)	3132772	100%	0	0%	0
Item No. 11 of the Notice (as a Special Resolution)	3132772	100%	0	0%	0
Item No. 12 of the Notice (as a Special Resolution)	3132772	100%	0	0%	0

Place: Chennai  
Date:27.12.2014

For **M. Damodaran & Associates**



New No.6, Old No.12,  
Appavoo Gramani 1st Street,  
Mandaveli,  
(Opp. to Church Near by BSNL Office)  
Chennai - 600 028.  
Ph : 044-4360 1111  
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accounts@mdassociates.co.in



**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



M. Damodaran, B.Com, F.C.S. L.L.B.  
Mobile:98412 81693

**Scrutinizer's Report on e-Voting**

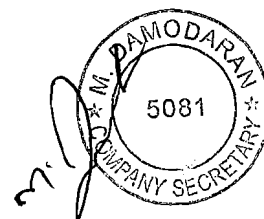
**[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]**

To

The Chairman of the Annual General Meeting of the members of **RAJESWARI INFRASTRUCTURE LIMITED** to be held on Friday the 26<sup>th</sup> day of December, 2014 at RedSun Hotel Apartments, No.287, Ma.Po.Si First Street, Sri Kamakotti Nagar, Pallikaranai, Chennai-600100.

Dear Sir,

1. I, M. Damodaran , a Company Secretary in Practice, have been appointed as a scrutinizer by the Board of Directors of **RAJESWARI INFRASTRUCTURE LIMITED** ("the Company") for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 ("the 2013 Act") read with Rule 20 of the Companies (Management & Administration) Rules, 2014 ("Rules") on the resolutions contained in the notice to the Annual General Meeting (AGM) of the members of the Company to be held on the 26th day of December, 2014 at RedSun Hotel Apartments, No.287, Ma.Po.Si First Street, Sri Kamakotti Nagar, Pallikaranai, Chennai-600100.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting on the resolutions contained in the Notice to the Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to the preparation of the Scrutinizer's Report on the votes cast "in favour" or "against" the resolutions stated in the AGM Notice, based on the reports generated from the e-voting system provided by Central Depository





**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries

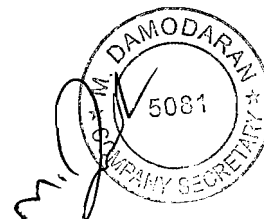


Services Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.

3. Further to the above, I submit my report on the results of the e-voting as under:
- (i) The e-voting period remained open from Wednesday, 17<sup>th</sup> December, 2014 (09:00 A.M) to Friday, 19<sup>th</sup> December, 2014 (06:00 P.M)
  - (ii) The members of the Company as on the "cut-off" date i.e. 28<sup>th</sup> November, 2014 are entitled to vote on the resolutions (items 1 to 12 as set out in the notice of the AGM of the Company)
  - (iii) The votes cast were unblocked on 19<sup>th</sup> December, 2014, in the presence of two witnesses, Mr. Sivaraman & Mr. Rajasekar, who are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
  - (iv) Thereafter, the details containing *inter alia*, 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 Central Depository Services Limited (CDSL) i.e. <https://www.evotingindia.co.in/> and based on such reports generated, the result of the e-voting is as under:

(Name: Mr. J.Suresh)

(Name: Mr. M.Vijay)







**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



**Item No. 1:**

Ordinary Resolution to consider and adopt the Audited Financial Statements for the financial year ended March 31, 2014, the reports of Board of Directors and Auditors thereon.

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

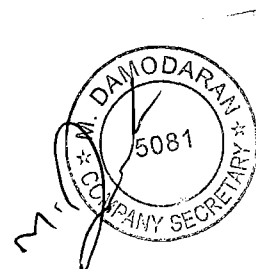
Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
10	2618788	100%

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
0	0	0%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil





**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



**Item No. 2:**

Ordinary Resolution to appoint a director in place of Mrs. Usha (DIN: 00060348) as per Section 152, who retires by rotation and being eligible offers herself for re-appointment.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
10	2618788	100%

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
0	0	0%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil





**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



**Item No. 3:**

Ordinary Resolution to appoint a director in place of Mr. Guruswamy Ramamurthy (DIN: 00060323) as per Section 152, who retires by rotation and being eligible offers himself for re-appointment.

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

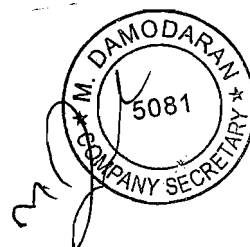
Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
10	2618788	100%

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
0	0	0%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil





**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



**Item No. 4:**

Ordinary Resolution to Appointment of N. SANKARAN & Co, (Firm Regn No. 003590S), Chartered Accountants, as Statutory Auditors of the Company.

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

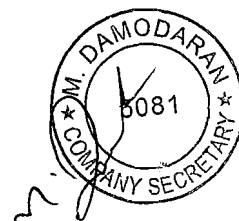
Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
10	2618788	100%

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
0	0	0%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil





**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



**Item No. 5:**

Ordinary Resolution to Appoint Mr. K V Sambavadass (DIN: 00060412) as an Independent Director of the Company to hold office up to March 31, 2019.

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

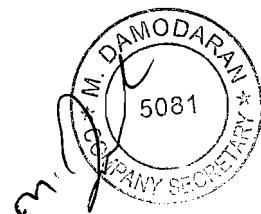
Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
10	2618788	100%

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
0	0	0%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil





**Item No. 6:**

Ordinary Resolution to Appoint Mr D Sekaran (DIN: 00060390) as an Independent Director of the Company to hold office up to March 31, 2019.

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

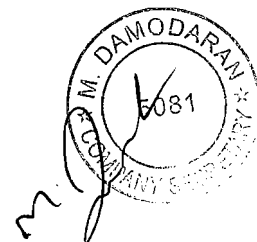
Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
10	2618788	100%

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
0	0	0%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil





**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



**Item No. 7:**

Ordinary Resolution to Appoint M S Elangovan (DIN: 03606302) as an Independent Director of the Company to hold office up to March 31, 2019.

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

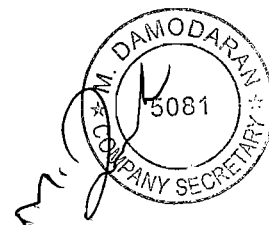
Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
10	2618788	100%

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
0	0	0%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil





**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



**Item No. 8:**

Special Resolution to re-appoint Mrs. Usha (DIN: 00060348) as Whole-Time Director of the Company for a period of 5(Five) years with effect from 01.04.2014 to 31.03.2019 and payment of remuneration not exceeding Rs. 30,00,000/- p.a. for a period of three years with effect from 01.04.2014 to 31.03.2017.

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

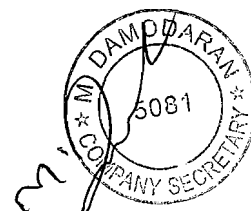
Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
10	2618788	100%

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
0	0	0%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil







**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



**Item No. 9:**

Special Resolution to Mr. Guruswamy Ramamurthy (DIN: 00060323) as Managing Director of the Company for a period of 5 (Five) years with effect from 01.04.2014 to 31.03.2019 and payment of remuneration not exceeding Rs. 30,00,000/- p.a. for a period of three years with effect from 01.04.2014 to 31.03.2017.

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

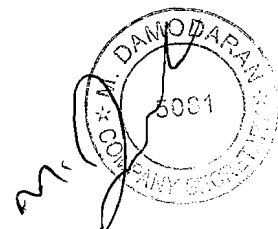
Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
10	2618788	100%

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
0	0	0%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil





**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



**Item No. 10:**

Special Resolution to Approve new set of the Articles of Association of the company in order to comply with the Companies Act, 2013.

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

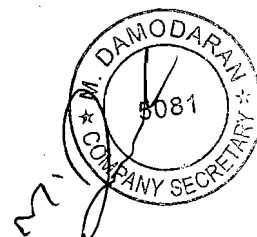
Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
10	2618788	100%

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
0	0	0%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil





**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



**Item No. 11:**

Special Resolution to approve the borrowing limits under section 180(1) (c) of the Companies Act, 2013 to the Board of Directors of the Company.

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

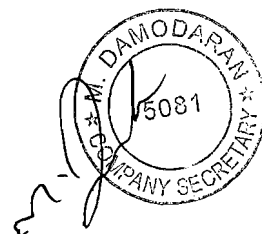
Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
10	2618788	100%

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
0	0	0%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil





**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



**Item No. 12:**

Special Resolution for providing authorization to the Board of Directors of the Company pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under to mortgage and / or create charge on the assets of the company.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
10	2618788	100%

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
0	0	0%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Place: Chennai  
Date: 20.12.2014

For **M. Damodaran & Associates**



**M. DAMODARAN**  
(C.P.No. 5081)

New No.6, Old No.12,  
Appavoo Gramani 1st Street,  
Mandaveli,  
(Opp. to Church Near by BSNL Office)  
Chennai - 600 028.  
Ph : 044-4360 1111  
E-mail : secretarial@mdassociates.co.in  
accounts@mdassociates.co.in



**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



**M. Damodaran, B.Com, F.C.S. L.L.B.**  
Mobile:98412 81693

**Scrutinizer's Report on Poll**

**[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 the Annual General Meeting of **RAJESWARI INFRASTRUCTURE LIMITED** held on Friday the 26<sup>th</sup> day of December, 2014 at RedSun Hotel Apartments, No.287, Ma.Po.Si First Street, Sri Kamakotti Nagar, Pallikaranai, Chennai-600100.

Dear Sir,

1. I, M. Damodaran, a Company Secretary in Practice, had been appointed as the scrutinizer by the Chairman of the Annual General Meeting (AGM) on the poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice to the Annual General Meeting (AGM) of the members of the Company to be held on the 26th day of December, 2014 at RedSun Hotel Apartments, No.287, Ma.Po.Si First Street, Sri Kamakotti Nagar, Pallikaranai, Chennai-600100.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to poll on the resolutions contained in the Notice to the AGM of the members of the Company. My responsibility as a scrutinizer for poll at the AGM is restricted to the preparation of

For M. DAMODARAN & ASSOCIATES  
(Practicing Company Secretaries)

M. DAMODARAN - CP No.: 5081



**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the AGM Notice.

3. I submit herewith my report on the results of the poll as under :-

**Item. 1 :**

Ordinary Resolution to receive, consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2014, including Audited Balance sheet as at 31<sup>st</sup> March, 2014 and the statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
5	513984	100%

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
0	0	0%

For M. DAMODARAN & ASSOCIATES  
(Practicing Company Secretaries)

M. DAMODARAN - CP No.: 5081



**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 2 :**

Ordinary Resolution to appoint a director in place of Mrs. Usha (DIN: 00060348) as per Section 152, who retires by rotation and being eligible offers herself for re-appointment.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
5	513984	100%

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
0	0	0%

For M. DAMODARAN & ASSOCIATES  
(Practicing Company Secretaries)

M. DAMODARAN - CP No.: 5081



**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 3 :**

Ordinary Resolution to appoint a director in place of Mr. Guruswamy Ramamurthy (DIN: 00060323) as per Section 152, who retires by rotation and being eligible offers himself for re-appointment.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
5	513984	100%

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
0	0	0%

For M. DAMODARAN & ASSOCIATES  
(Practicing Company Secretaries)

M. DAMODARAN - CP No.: 5081





**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 4 :**

Ordinary Resolution to Appointment of N. SANKARAN & Co, (Firm Regn No. 003590S), Chartered Accountants, as Statutory Auditors of the Company.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
5	513984	100%

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
0	0	0%

For M. DAMODARAN & ASSOCIATES  
(Practicing Company Secretaries)

M. DAMODARAN / CP No.: 5081



**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 5 :**

Ordinary Resolution to Appoint Mr. K V Sambavadass (DIN: 00060412) as an Independent Director of the Company to hold office up to March 31, 2019.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
5	513984	100%

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
0	0	0%

For M. DAMODARAN & ASSOCIATES  
(Practicing Company Secretaries)

M. DAMODARAN UCP No.: 5081



**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 6 :**

Ordinary Resolution to Appoint Mr D Sekaran (DIN: 00060390) as an Independent Director of the Company to hold office up to March 31, 2019.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
5	513984	100%

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
0	0	0%

For M. DAMODARAN & ASSOCIATES  
(Practicing Company Secretaries)

M. DAMODARAN - CP No.: 5081



**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 7 :**

Ordinary Resolution to Appoint M S Elangovan (DIN: 03606302) as an Independent Director of the Company to hold office up to March 31, 2019.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
5	513984	100%

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
0	0	0%

For M. DAMODARAN & ASSOCIATES  
(Practicing Company Secretaries)

M. DAMODARAN - CP No.: 5081



(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 8 :**

Special Resolution to re-appoint Mrs. Usha (DIN: 00060348) as Whole-Time Director of the Company for a period of 5(Five) years with effect from 01.04.2014 to 31.03.2019 and payment of remuneration not exceeding Rs. 30,00,000/- p.a. for a period of three years with effect from 01.04.2014 to 31.03.2017.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
5	513984	100%

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
0	0	0%

For M. DAMODARAN & ASSOCIATES  
(Practicing Company Secretaries)

M. DAMODARAN - CP No.: 5081



**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 9 :**

Special Resolution to Mr. Guruswamy Ramamurthy (DIN: 00060323) as Managing Director of the Company for a period of 5 (Five) years with effect from 01.04.2014 to 31.03.2019 and payment of remuneration not exceeding Rs. 30,00,000/- p.a. for a period of three years with effect from 01.04.2014 to 31.03.2017.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
5	513984	100%

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
0	0	0%

For M. DAMODARAN & ASSOCIATES  
(Practicing Company Secretaries)

M. DAMODARAN - CP No.: 5081



**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 10:**

Special Resolution to Approve new set of the Articles of Association of the company in order to comply with the Companies Act, 2013.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
5	513984	100%

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
0	0	0%

For M. DAMODARAN & ASSOCIATES  
(Practicing Company Secretaries)

M. DAMODARAN - CP No.: 5081



**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 11:**

Special Resolution to approve the borrowing limits under section 180(1) (c) of the Companies Act, 2013 to the Board of Directors of the Company.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
5	513984	100%

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
0	0	0%

For M. DAMODARAN & ASSOCIATES  
(Practicing Company Secretaries)

M. DAMODARAN - CP No.: 5081





**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries



(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**Item No. 12:**

Special Resolution for providing authorization to the Board of Directors of the Company pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under to mortgage and / or create charge on the assets of the company.

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
5	513984	100%

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

Number of members voted	Number of votes cast by them	% of total number of valid votes (Favour and against)
0	0	0%

For M. DAMODARAN & ASSOCIATES  
(Practicing Company Secretaries)

M. DAMODARAN - CP No.: 5081



**M. DAMODARAN & ASSOCIATES**  
Practicing Company Secretaries

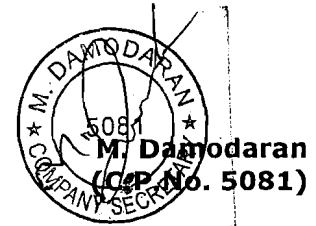


(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

Place: Chennai  
Date: 27.12.2014

For **M. Damodaran & Associates**



**M. Damodaran**  
(CSP No. 5081)