

**PROCEEDINGS FOR DECLARATION OF RESULTS OF VOTING BY POSTAL BALLOT OF THE COMPANY HELD AT 98-A, 7<sup>TH</sup> FLOOR, DR RADHAKRISHNAN SALAI, MYLAPORE, CHENNAI – 600 004 ON THURSDAY, THE 16<sup>TH</sup> APRIL 2015 AT 7.00 P.M.**

**Present**

**Directors**

Sri Suresh Krishna  
Chairman and Managing Director

**In attendance**

Sri V G Jaganathan  
Chief Financial Officer & Company Secretary

**Scrutiniser**

Sri K Sriram  
Partner – M/s S Krishnamurthy & Co.,  
Company Secretaries, Chennai

\* \* \* \*

Sri K Sriram, Scrutiniser, informed that the Postal Ballot process has been conducted in compliance with the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014. He mentioned that the Company had also provided e-voting facility to its members as required under Companies Act, 2013 and the Listing Agreement. He informed that he had completed the scrutiny of all the postal ballot forms received up to 6.00 pm on Monday the 13<sup>th</sup> April 2015 and submitted his report relating to the results on the voting by Postal Ballot / E-Voting to the Chairman & Managing Director.

The report submitted by the Scrutiniser was taken on record and the Chairman and Managing Director announced the results of the voting by Postal Ballot as under:

**Ordinary Business**

**RESOLUTION NO.1 - ORDINARY RESOLUTION**

**APPOINTMENT OF SRI B MUTHURAMAN (HOLDING DIN 00004757) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

Particulars	E-Voting	Postal Ballot	Total
Number of valid votes received	3,96,87,270	10,77,05,464	14,73,92,734
Votes in favour of the resolution	3,96,80,870	10,76,92,444	14,73,73,314
Votes against the resolution	6,400	13,020	19,420
% of votes in favour			<b>99.99</b>
<b>RESULT</b>	The <i>Ordinary Resolution</i> was <b>passed</b> as the requisite majority of votes were cast / polled in favour of the resolution.		

The Chairman then declared that the following *Ordinary Resolution*, as set out in the Postal Ballot Notice dated 25<sup>th</sup> February 2015, was carried with the requisite majority.



**RESOLVED** that pursuant to Section 149 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification) Rules, 2014 and Clause 49 of the Listing Agreement, Sri B Muthuraman (holding DIN 00004757), be and is hereby appointed as a non-executive and independent director of the Company, to hold office for a term of five (5) consecutive years from 16<sup>th</sup> April 2015 to 15<sup>th</sup> April 2020, not liable to retire by rotation.

21<sup>st</sup> April, 2015

Sd/-  
**CHAIRMAN**

