

SRI NACHAMMAI COTTON MILLS LIMITED,

Registered Office :
30, Sugavaneswara Road, Balaji Nagar,
Post Box No. 418, SALEM-636 004.

Our Ref : _____

Dated : 17.12.2015

To
Bombay Stock Exchange Limited.,
25th Floor, P.J. Towers,
Dalal Street,
MUMBAI- 400 001.

Dear Sir/Madam,

Re: Clause 44(3) Securities and Exchange Board of India (listing obligations and Disclosure Requirements) Regulations, 2015 - Voting results.

In accordance with the Clause 44(3) Securities and Exchange Board of India (listing obligations and Disclosure Requirements) Regulations, 2015, we write to inform you that the members of the Company at the 35th Annual General Meeting held on 15th December, 2015 transacted the following business:

| Sl.No | Description | Particulars | | |
|-------|--|---|-------|-------|
| A | Date of AGM | December 15 th , 2015 | | |
| B | Book-Closure Date | December 9th, 2015 to December 14th, 2015 | | |
| | | (both days inclusive) | | |
| C | Total No. of Shareholders on record date | 3673 | | |
| D | No. of Shareholders present in the meeting either in person or through proxy | | | |
| | Shareholders | In Person | Proxy | Total |
| | Promoters and Group | 4 | 0 | 4 |
| | Public | 30 | 8 | 38 |
| | Total | 34 | 8 | 42 |

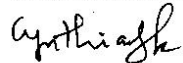
Outcome of the Annual General Meeting of the Members of the Company

The Annual General Meeting of the Members of the Company was held on Tuesday, December 15th December, 2015 at 10.45 A.M (IST) at Hotel Sarathy Classic, 8/3 Park Street, Fairlands, Salem - 636 016. The mode of voting was by way of e-Voting, Postal Ballot and Poll. The Shareholders transacted the business as provided in the **ANNEXURE**.

I Request you to kindly take the same on record.

Thanking you,

Yours Sincerely,
For Sri Nachammai Cotton Mills Limited ,



Cynthia S.
Company Secretary cum Compliance Officer

Telephone : (0427) 2330847, 2331879 & 2330466
Fax : (0427) 2331951
email : sncm@rediffmail.com
Cell : 98427 - 27766
Website : www.sncmindia.com

CIN : L17115TZ1980PLC000916
Sales Tax Internal Area Code No. 149
TIN No : 33952840699
CST.RC.No. 425497 dated 01-08-1993
E.C.C.No. AACC59491GXM003

SCRUTINIZER'S REPORT

To

The Chairman,
Sri Nachammai Cotton Mills Limited,
Regd Office: 30, Sugavaneswara Road,
Balaji Nagar, Salem 636004.

SUB: Scrutinizer's Report on the Electronic Voting Process under Section 108 of the Companies Act, 2013 ("the Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and Clause 44 (1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations, 2015.

1. I, M.R.L. NARASIMHA, Practicing Company Secretary, residing at 34-C, 3rd Cross, Ramalinga Nagar, K.K.Pudur, Coimbatore 641038, have been appointed as the Scrutinizer by the Board of Directors of Sri Nachammai Cotton Mills Limited ("the Company") vide Board Resolution dated 18.06.2015 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 read with Rule 20 of Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the Annual General Meeting of the members of the Company to be held at 10.45 A.M on Tuesday the 15th day of December, 2015 at Sarathy Classic, Fairlands, Salem 636 016.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and its rules on the resolutions contained in the Notice to the Annual General Meeting of the members of the Company. My responsibility as a Scrutinizer for the e- voting process is restricted to make a Scrutinizer's Report of the votes cast 'in favor' or 'against' the resolutions stated above.

Further to the above, I submit my report as under:

- 2.1 The e-voting period commenced at 9:00 A.M on 12th December, 2015 and concluded at 5:00 P.M on 14th December, 2015.
- 2.2 The members of the Company holding shares as on 8th December, 2015 were entitled to vote on the resolutions (Item Nos. 1 to 8) as set out in the Notice convening the Annual General Meeting of the Company.
- 2.3 The vote cast were unblocked and finalized at 12.30 p.m on 15/12/2015 in the presence of the two witnesses, who were not the employees of the Company, and they have signed as witness to the unblocking/finalizing of the votes.

M. R. L. Narasimha

2.4 The e-voting results with details of equity shareholders who have voted in favor of the Resolutions or against the Resolutions was downloaded from the website of Central Depository Service(India) Limited i.e (<https://www.evotingindia.co.in/>).

2.5 The summary for e-voting for each of the resolution is given below:

| | |
|----------------------|--|
| Resolution Number | 1 |
| Nature of Resolution | Ordinary Resolution |
| Subject Matter | To consider and adopt the Audited Annual Financial Statements including Balance Sheet as at 30 th June, 2015, the Profit and Loss Account and Cash Flow Statement for the year ended on that date and the Report of the Board of Directors and Auditors thereon |

| Details of voting | Assent (For) | | Dissent(Against) | |
|-------------------|--------------|---------------------|------------------|---------------------|
| | No. of Votes | % of Votes received | No. of Votes | % of Votes received |
| e-voting | 1344575 | 100% | 0 | 0 |

| | |
|----------------------|---|
| Resolution Number | 2 |
| Nature of Resolution | Ordinary Resolution |
| Subject Matter | To appoint a Director in the place of Sri A. Annamalai [DIN 00625832] who retires by rotation |

| Details of voting | Assent (For) | | Dissent(Against) | |
|-------------------|--------------|---------------------|------------------|---------------------|
| | No. of Votes | % of Votes received | No. of Votes | % of Votes received |
| e-voting | 1340757 | 100% | 0 | 0 |

| | |
|----------------------|--|
| Resolution Number | 3 |
| Nature of Resolution | Ordinary Resolution |
| Subject Matter | To appoint Auditors and fix their remuneration |

| Details of voting | Assent (For) | | Dissent(Against) | |
|-------------------|--------------|---------------------|------------------|---------------------|
| | No. of Votes | % of Votes received | No. of Votes | % of Votes received |
| e-voting | 1344575 | 100% | 0 | 0 |

M. R. L. Narasimha

M.R.L. Narasimha BCom, FCS
PRACTISING COMPANY SECRETARY

| | |
|----------------------|---|
| Resolution Number | 4 |
| Nature of Resolution | Ordinary Resolution |
| Subject Matter | To ratify the remuneration paid to Cost Auditor |

| Details of voting | Assent (For) | | Dissent(Against) | |
|-------------------|--------------|---------------------|------------------|---------------------|
| | No. of Votes | % of Votes received | No. of Votes | % of Votes received |
| e-voting | 1344575 | 100% | 0 | 0 |

| | |
|----------------------|---|
| Resolution Number | 5 |
| Nature of Resolution | Ordinary Resolution |
| Subject Matter | To appoint Sri A. Arunkumar [DIN 07176491] as a Director of the Company |

| Details of voting | Assent (For) | | Dissent(Against) | |
|-------------------|--------------|---------------------|------------------|---------------------|
| | No. of Votes | % of Votes received | No. of Votes | % of Votes received |
| e-voting | 1338205 | 100% | 0 | 0 |

| | |
|----------------------|--|
| Resolution Number | 6 |
| Nature of Resolution | Special Resolution |
| Subject Matter | To ratify the variation of terms and conditions of Preference Shares |

| Details of voting | Assent (For) | | Dissent(Against) | |
|-------------------|--------------|---------------------|------------------|---------------------|
| | No. of Votes | % of Votes received | No. of Votes | % of Votes received |
| e-voting | 1344575 | 100% | 0 | 0 |

M.R.L. Narasimha

M. R. L. Narasimha BCom, FCS
PRACTISING COMPANY SECRETARY

| | |
|----------------------|---|
| Resolution Number | 7 |
| Nature of Resolution | Ordinary Resolution |
| Subject Matter | To Alter the existing clause V of the Memorandum of Association of the Company by substituting New clause V |

| Details of voting | Assent (For) | | Dissent(Against) | |
|-------------------|--------------|---------------------|------------------|---------------------|
| | No. of Votes | % of Votes received | No. of Votes | % of Votes received |
| e-voting | 1344575 | 100/- | 0 | 0 |

| | |
|----------------------|--|
| Resolution Number | 8 |
| Nature of Resolution | Special Resolution |
| Subject Matter | To Alter the existing clause 29 of the Articles of Association of the Company by new clause 29 |

| Details of voting | Assent (For) | | Dissent(Against) | |
|-------------------|--------------|---------------------|------------------|---------------------|
| | No. of Votes | % of Votes received | No. of Votes | % of Votes received |
| e-voting | 1344575 | 100% | 0 | 0 |

The results of the aforesaid e-voting for the Ordinary Resolutions & Special Resolutions as set out in the Notice dated 27.08.2015 may accordingly be declared by the Chairman.

Place: Coimbatore

Date: 16/12/2015

Yours faithfully,

M.R.L. Narasimha

WITNESS

1. *M. L. Adithya Sudharshan*

M. L. ADITHYA SUDHARSHAN
34-C IIIrd Cross R.L. Nagar
K.K. Pudur Coimbatore - 38

2.

2. *P.R. Ragupathi*

P.R. RAGUPATHI
SAKKARAI PALAYAM
KUGALUR CPO - 638313
Gobi

M.R.L. NARASIMHA, B.Com., FCS
Practising Company Secretary
M No 2851. C P 799
34-C, IIIrd CROSS,
RAMALINGA NAGAR, K.K. PUDUR,
COIMBATORE-641 038

New No. 8, (Old No. 34-C), Third Cross, Ramalinga Nagar, KK Pudur, Coimbatore - 641 038
Phone 0422 - 2448926, 4385533 Fax 0422 - 4385533 E-mail mrln54@gmail.com

SCRUTINIZER'S REPORT

To

The Chairman,
Sri Nachammai Cotton Mills Limited,
Regd Office: 30, Sugavaneswara Road,
Balaji Nagar, Salem 636004.

SUB: Scrutinizer's Report Postal Ballot process pursuant to Section 110 of the Companies Act, 2013

1. I, M.R.L. NARASIMHA, Practicing Company Secretary, residing at 34-C, 3rd Cross, Ramalinga Nagar, K.K.Pudur, Coimbatore 641038, have been appointed as the Scrutinizer by the Board of Directors of Sri Nachammai Cotton Mills Limited ("the Company") vide Board Resolution dated 18.06.2015 for the purpose of scrutinizing the Postal Ballot process and ascertaining the requisite majority on the voting carried out as per the provisions of Section 110 of the Companies Act, 2013 on the Resolutions contained in the Annual General Meeting of the members of the Company to be held at 10.45 A.M on Tuesday the 15th day of December, 2015 at Sarathy Classic, Fairlands, Salem 636 016.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and its rules relating to voting through Postal Ballot process on the resolutions contained in the Notice to the Annual General Meeting of the members of the Company. My responsibility as a Scrutinizer for the Postal Ballot is restricted to make a Scrutinizer's Report of the votes cast 'in favor' or 'against' the resolutions stated above.

Further to the above, I submit my report as under:

- 1.1. The Company has completed the dispatch of Notice of Postal Ballot along with the Postal Ballot Forms and self-addressed envelopes through Courier on 11th November, 2015 to the Members, whose names appeared in the Register of Members as on 08.12.2015.
- 1.2. Particulars of all the Postal ballot forms received from the Shareholders have been entered in the register separately maintained for this purpose.
- 1.3. The sealed Postal Ballot forms received from the Shareholders were kept under the safe custody of the Company.

M.R.L. Narasimha

M. R. L. Narasimha BCom, FCS
PRACTISING COMPANY SECRETARY

1.4. All the Postal Ballot Forms, received up to the close of working hours 5.00 P.M on 14th December, 2015, the last date fixed by the Company for receipt of the forms were considered for my scrutiny.

1.5. No Envelopes containing Postal Ballot Forms received after 5.00 P.M on 14th December, 2015..

1.6. I have not found any defaced/mutilated Postal Ballot Form.

1.7. On proper scrutiny of all the Ballot Papers, I report the result of the Postal Ballot as under:

Details of Postal Ballot forms received

| Particulars | Number of forms | No.of Equity Shares of the Nominal value of Rs.10/- each(votes) |
|---|-----------------|---|
| Total Number of Postal Ballot Forms received | 24 | 1046053 |
| Less: Total Number of Invalid Postal Ballot Forms | 4 | 845 |
| Total Number of valid Postal Ballot Forms | 20 | 1045208 |

1.8 The summary for the Postal Ballot for each of the resolution is given below:

| | |
|----------------------|--|
| Resolution Number | 1 |
| Nature of Resolution | Ordinary Resolution |
| Subject Matter | To consider and adopt the Audited Annual Financial Statements including the Balance Sheet as at 30 th June, 2015, the Profit and Loss Account and Cash Flow Statement for the year ended on that date and the Report of the Board of Directors and Auditors thereon |

| Details of voting | Assent (For) | | Dissent(Against) | |
|-------------------|--------------|---------------------|------------------|---------------------|
| | No. of Votes | % of Votes received | No. of Votes | % of Votes received |
| Postal Ballot | 1045208 | 100 | 0 | 0 |

M. R. L. Narasimha

M. R. L. Narasimha BCom, FCS
PRACTISING COMPANY SECRETARY

| | |
|----------------------|---|
| Resolution Number | 2 |
| Nature of Resolution | Ordinary Resolution |
| Subject Matter | To appoint a Director in the place of Sri A. Annamalai [DIN 00625832] who retires by rotation |

| Details of voting | Assent (For) | | Dissent(Against) | |
|-------------------|--------------|---------------------|------------------|---------------------|
| | No. of Votes | % of Votes received | No. of Votes | % of Votes received |
| Postal Ballot | 1045208 | 100 | 0 | 0 |

| | |
|----------------------|--|
| Resolution Number | 3 |
| Nature of Resolution | Ordinary Resolution |
| Subject Matter | To appoint Auditors and fix their remuneration |

| Details of voting | Assent (For) | | Dissent(Against) | |
|-------------------|--------------|---------------------|------------------|---------------------|
| | No. of Votes | % of Votes received | No. of Votes | % of Votes received |
| Postal Ballot | 1045208 | 100 | 0 | 0 |

| | |
|----------------------|---|
| Resolution Number | 4 |
| Nature of Resolution | Ordinary Resolution |
| Subject Matter | To ratify the remuneration paid to Cost Auditor |

| Details of voting | Assent (For) | | Dissent(Against) | |
|-------------------|--------------|---------------------|------------------|---------------------|
| | No. of Votes | % of Votes received | No. of Votes | % of Votes received |
| Postal Ballot | 1045208 | 100 | 0 | 0 |

M. R. L. Narasimha

M. R. L. Narasimha BCom, FCS
PRACTISING COMPANY SECRETARY

| | |
|----------------------|--|
| Resolution Number | 5 |
| Nature of Resolution | Ordinary Resolution |
| Subject Matter | To appoint Si A. Arunkumar [DIN 07176491] as a Director of the Company |

| Details of voting | Assent (For) | | Dissent(Against) | |
|-------------------|--------------|---------------------|------------------|---------------------|
| | No. of Votes | % of Votes received | No. of Votes | % of Votes received |
| Postal Ballot | 1045108 | 100 | 0 | 0 |

| | |
|----------------------|--|
| Resolution Number | 6 |
| Nature of Resolution | Special Resolution |
| Subject Matter | To ratify the variation of terms and conditions of Preference Shares |

| Details of voting | Assent (For) | | Dissent(Against) | |
|-------------------|--------------|---------------------|------------------|---------------------|
| | No. of Votes | % of Votes received | No. of Votes | % of Votes received |
| Postal Ballot | 1045108 | 100 | 0 | 0 |

| | |
|----------------------|---|
| Resolution Number | 7 |
| Nature of Resolution | Ordinary Resolution |
| Subject Matter | To Alter the existing clause V of the Memorandum of Association of the Company by substituting New clause V |

| Details of voting | Assent (For) | | Dissent(Against) | |
|-------------------|--------------|---------------------|------------------|---------------------|
| | No. of Votes | % of Votes received | No. of Votes | % of Votes received |
| Postal Ballot | 1045208 | 100 | 0 | 0 |

M. R. L. Narasimha

M.R.L. Narasimha BCom, FCS
PRACTISING COMPANY SECRETARY

| | |
|----------------------|--|
| Resolution Number | 8 |
| Nature of Resolution | Special Resolution |
| Subject Matter | To Alter the existing clause 29 of the Articles of Association of the Company by new clause 29 |

| Details of voting | Assent (For) | | Dissent(Against) | |
|-------------------|--------------|---------------------|------------------|---------------------|
| | No. of Votes | % of Votes received | No. of Votes | % of Votes received |
| Postal Ballot | 1045208 | 100 | 0 | 0 |

The results of the aforesaid Postal Ballot for the Ordinary Resolutions & Special Resolutions as set out in the Notice dated 27.08.2015 may accordingly be declared by the Chairman.

Place: Coimbatore

Date: 16/12/2015

Yours faithfully,

M.R.L. Narasimha

M.R.L. NARASIMHA, B.Com., FCS
Practising Company Secretary
M No 2851. C P 799
34-C, IIIRD CROSS,
RAMALINGA NAGAR, K.K. PUDUR,
COIMBATORE-641 038.

FORM NO.MGT-13

SCRUTINIZER'S REPORT

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

To

The Chairman,
Sri Nachammai Cotton Mills Limited,
Regd Office: 30, Sugavaneswara Road,
Balaji Nagar, Salem 636004.

1. I, M.R.L. NARASIMHA, Practicing Company Secretary, residing at 34-C, 3rd Cross, Ramalinga Nagar, K.K.Pudur, Coimbatore 641038, have been appointed as the Scrutinizer by the Board of Directors of Sri Nachammai Cotton Mills Limited ("the Company") vide Board Resolution dated 18.06.2015 for the purpose of scrutinizing the Poll and ascertaining the requisite majority on the voting carried out as per clause 7.2.2 of the Secretarial Standards on General Meetings (SS - 2) on the Resolutions contained in the Annual General Meeting of the members of the Company to be held at 10.45 A.M on Tuesday the 15th day of December, 2015 at Sarathy Classic, Fairlands, Salem 636 016.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, including its rules, and Secretarial Standards on General Meetings and relating to voting through Poll on the resolutions contained in the notice to the Annual General Meeting of the members of the Company. My responsibility as a Scrutinizer for Poll is restricted to make a Scrutinizer's Report of the votes cast 'in favor' or 'against' the resolutions stated above.

Further to the above, I submit my report as under:

1. The members of the Company holding shares as on 8th December, 2015 were entitled to vote on the resolutions (Item Nos. 1 to 8) as set out in the Notice convening the Annual General Meeting of the Company.
2. Poll papers were distributed at the Annual General Meeting to the Members and Proxies who have not voted by remote e-voting or Postal Ballot.
3. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification mark placed by me.

M. R. L. Narasimha

M. R. L. Narasimha BCom., FCS
PRACTISING COMPANY SECRETARY

4. The locked ballot was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/Proxies lodged with the company.
5. I did not find any poll papers invalid.
6. On proper scrutiny of all the Poll Papers, I report the result of the Poll as under:

Details of Poll papers received

| Particulars | Number of Poll papers | No. of Equity Shares of the Nominal value of Rs.10/- each(votes) |
|---|-----------------------|--|
| Total Number of Poll papers received | 11 | 1357 |
| Less: Total Number of Invalid Poll papers | 0 | 0 |
| Total Number of valid Poll papers | 11 | 1357 |

7. The summary for the Poll results for each of the resolution is given below:

| | |
|----------------------|--|
| Resolution Number | 1 |
| Nature of Resolution | Ordinary Resolution |
| Subject Matter | To consider and adopt the Audited Annual Financial Statements including Balance Sheet as at 30 th June, 2015, the Profit and Loss Account and Cash Flow Statement for the year ended on that date and the Report of the Board of Directors and Auditors thereon |

| Details of voting | Assent (For) | | Dissent(Against) | |
|-------------------|--------------|---------------------|------------------|---------------------|
| | No. of Votes | % of Votes received | No. of Votes | % of Votes received |
| Poll | 1357 | 100% | 0 | 0 |

M. R. L. Narasimha

M. R. L. Narasimha BCom, FCS
PRACTISING COMPANY SECRETARY

| | |
|----------------------|---|
| Resolution Number | 2 |
| Nature of Resolution | Ordinary Resolution |
| Subject Matter | To appoint a Director in the place of Sri A. Annamalai [DIN 00625832] who retires by rotation |

| Details of voting | Assent (For) | | Dissent(Against) | |
|-------------------|--------------|---------------------|------------------|---------------------|
| | No. of Votes | % of Votes received | No. of Votes | % of Votes received |
| Poll | 1357 | 100% | 0 | 0 |

| | |
|----------------------|--|
| Resolution Number | 3 |
| Nature of Resolution | Ordinary Resolution |
| Subject Matter | To appoint Auditors and fix their remuneration |

| Details of voting | Assent (For) | | Dissent(Against) | |
|-------------------|--------------|---------------------|------------------|---------------------|
| | No. of Votes | % of Votes received | No. of Votes | % of Votes received |
| Poll | 1357 | 100% | 0 | 0 |

| | |
|----------------------|---|
| Resolution Number | 4 |
| Nature of Resolution | Ordinary Resolution |
| Subject Matter | To ratify the remuneration paid to Cost Auditor |

| Details of voting | Assent (For) | | Dissent(Against) | |
|-------------------|--------------|---------------------|------------------|---------------------|
| | No. of Votes | % of Votes received | No. of Votes | % of Votes received |
| Poll | 1357 | 100% | 0 | 0 |

M. R. L. Narasimha

M. R. L. Narasimha BCom, FCS
PRACTISING COMPANY SECRETARY

| | |
|----------------------|---|
| Resolution Number | 5 |
| Nature of Resolution | Ordinary Resolution |
| Subject Matter | To appoint Si A. Arunkumar [DIN 07176491] as a Director of the Company |

| Details of voting | Assent (For) | | Dissent(Against) | |
|-------------------|--------------|---------------------|------------------|---------------------|
| | No. of Votes | % of Votes received | No. of Votes | % of Votes received |
| Poll | 1357 | 100 | 0 | 0 |

| | |
|----------------------|--|
| Resolution Number | 6 |
| Nature of Resolution | Special Resolution |
| Subject Matter | To ratify the variation of terms and conditions of Preference Shares |

| Details of voting | Assent (For) | | Dissent(Against) | |
|-------------------|--------------|---------------------|------------------|---------------------|
| | No. of Votes | % of Votes received | No. of Votes | % of Votes received |
| Poll | 1357 | 100 | 0 | 0 |

| | |
|----------------------|---|
| Resolution Number | 7 |
| Nature of Resolution | Ordinary Resolution |
| Subject Matter | To Alter the existing clause V of the Memorandum of Association of the Company by substituting New clause V |

| Details of voting | Assent (For) | | Dissent(Against) | |
|-------------------|--------------|---------------------|------------------|---------------------|
| | No. of Votes | % of Votes received | No. of Votes | % of Votes received |
| Poll | 1357 | 100% | 0 | 0 |

M. R. L. Narasimha

M.R.L. Narasimha BCom, FCS
PRACTISING COMPANY SECRETARY

| | |
|----------------------|--|
| Resolution Number | 8 |
| Nature of Resolution | Special Resolution |
| Subject Matter | To Alter the existing clause 29 of the Articles of Association of the Company by new clause 29 |

| Details of voting | Assent (For) | | Dissent(Against) | |
|-------------------|--------------|---------------------|------------------|---------------------|
| | No. of Votes | % of Votes received | No. of Votes | % of Votes received |
| Poll | 1357 | 100 | 0 | 0 |

The results of the aforesaid Poll for the Ordinary Resolutions & Special Resolutions as set out in the Notice dated 27.08.2015 may accordingly be declared by the Chairman.

Place: Coimbatore

Date: 16/12/2015

Yours faithfully,

M.R.L. Narasimha

M.R.L. NARASIMHA, B.Com., FCS
Practising Company Secretary
M No 2851. C P 799
34-C, IIIRD CROSS,
RAMALINGA NAGAR, K.K. PUDUR,
COIMBATORE-641 038.

DECLARATION OF VOTING RESULTS

Date of the Annual General Meeting : 15TH DECEMBER, 2015
Total Number of Shareholders on Record Date : 3673
No. of Shareholders present in the meeting either in person
or through proxy : 42
Promoter and Promoter Group : 4
Public : 38
No. of Shareholders attended the meeting through Video
conferencing : Nil
Promoter and Promoter Group : Nil
Public : Nil

Agenda-wise Disclosures

Item No.1 To consider and adopt the Audited Balance Sheet, Statement of Profit and Loss Account and Cash Flow Statement as at 30th June , 2015 Report of Board of Directors and Auditors theeeon

| Resolution required : Ordinary Resolution | | | | | | | | |
|--|----------------|-------------------------|--------------------------|---|-------------------------------|---------------------------|--|--|
| Whether Promoter/Promoter Group are interested in the Agenda/Resolution : NO | | | | | | | | |
| Category | Mode of Voting | No. of Shares held 1 | No. of shares voted 2 | % of Voted polled on outstanding shares 3= (2)/(1)*100 | No. of votes in favor of 4 | No. of votes against 5 | % of voted in favor on voted polled 6=(4)/(2)*100 | % of voted in against on voted polled 7=(5)/(2)*100 |
| Promoter and Promoter Group | E-Voting | 1309813 | 1309813 | 100 | 1309813 | 0 | 100 | 0 |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot | 1036343 | 1036343 | 100 | 1036343 | 0 | 100 | 0 |
| | Total | 2346156 | 2346156 | | 2346156 | 0 | | 0 |
| Public Institutions | E-Voting | - | - | - | - | - | - | - |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot | - | - | - | - | - | - | - |
| | Total | - | - | - | - | - | - | - |
| Public Non Institutions | E-Voting | 34762 | 34762 | 100 | 34762 | 0 | 100 | 0 |
| | Poll | 1357 | 1357 | 100 | 1357 | 0 | 100 | 0 |
| | Postal Ballot | 8865 | 8865 | 100 | 8865 | 0 | 100 | 0 |
| | Total | 44984 | 44984 | | 44984 | 0 | | 0 |

Item No.2 To Appoint a Director in the place of Sri A. Annamalai who retires by rotation and being eligible, offers himself for re-appointment

| Resolution required : Ordinary Resolution | | | | | | | | |
|--|----------------|-------------------------|--------------------------|---|-------------------------------|---------------------------|--|--|
| Whether Promoter/Promoter Group are interested in the Agenda/Resolution : NO | | | | | | | | |
| Category | Mode of Voting | No. of Shares held 1 | No. of shares voted 2 | % of Voted polled on outstanding shares 3= (2)/(1)*100 | No. of votes in favor of 4 | No. of votes against 5 | % of voted in favor on voted polled 6=(4)/(2)*100 | % of voted in against on voted polled 7=(5)/(2)*100 |
| Promoter and Promoter Group | E-Voting | 1309813 | 1309813 | 100 | 1309813 | 0 | 100 | 0 |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot | 1036343 | 1036343 | 100 | 1036343 | 0 | 100 | 0 |
| | Total | 2346156 | 2346156 | | 2346156 | 0 | | 0 |
| Public Institutions | E-Voting | - | - | - | - | - | - | - |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot | - | - | - | - | - | - | - |
| | Total | - | - | - | - | - | - | - |
| Public Non Institutions | E-Voting | 34762 | 30944 | 89.01 | 30944 | 0 | 89.01 | 0 |
| | Poll | 1357 | 1357 | 100 | 1357 | 0 | 100 | 0 |
| | Postal Ballot | 8865 | 8865 | 100 | 8865 | 0 | 100 | 0 |
| | Total | 44984 | 41166 | | 41166 | 0 | | 0 |

Item No.3 To Appoint Auditors and fix their remuneration

| Resolution required : Ordinary Resolution | | | | | | | | |
|--|----------------|-------------------------|--------------------------|---|-------------------------------|---------------------------|--|--|
| Whether Promoter/Promoter Group are interested in the Agenda/Resolution : NO | | | | | | | | |
| Category | Mode of Voting | No. of Shares held 1 | No. of shares voted 2 | % of Voted polled on outstanding shares 3= (2)/(1)*100 | No. of votes in favor of 4 | No. of votes against 5 | % of voted in favor on voted polled 6=(4)/(2)*100 | % of voted in against on voted polled 7=(5)/(2)*100 |
| Promoter and Promoter Group | E-Voting | 1309813 | 1309813 | 100 | 1309813 | 0 | 100 | 0 |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot | 1036343 | 1036343 | 100 | 1036343 | 0 | 100 | 0 |
| | Total | 2346156 | 2346156 | | 2346156 | 0 | | 0 |
| Public Institutions | E-Voting | - | - | - | - | - | - | - |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot | - | - | - | - | - | - | - |
| | Total | - | - | - | - | - | - | - |
| Public Non Institutions | E-Voting | 34762 | 34762 | 100 | 34762 | 0 | 100 | 0 |
| | Poll | 1357 | 1357 | 100 | 1357 | 0 | 100 | 0 |
| | Postal Ballot | 8865 | 8865 | 100 | 8865 | 0 | 100 | 0 |
| | Total | 44984 | 44984 | | 44984 | 0 | | 0 |

Item No.4 To ratify the remuneration paid to Cost Auditors

| Resolution required : Ordinary Resolution | | | | | | | | |
|--|----------------|-------------------------|--------------------------|---|-------------------------------|---------------------------|--|--|
| Whether Promoter/Promoter Group are interested in the Agenda/Resolution : NO | | | | | | | | |
| Category | Mode of Voting | No. of Shares held 1 | No. of shares voted 2 | % of Voted polled on outstanding shares 3= (2)/(1)*100 | No. of votes in favor of 4 | No. of votes against 5 | % of voted in favor on voted polled 6=(4)/(2)*100 | % of voted in against on voted polled 7=(5)/(2)*100 |
| Promoter and Promoter Group | E-Voting | 1309813 | 1309813 | 100 | 1309813 | 0 | 100 | 0 |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot | 1036343 | 1036343 | 100 | 1036343 | 0 | 100 | 0 |
| | Total | 2346156 | 2346156 | | 2346156 | 0 | | 0 |

| | | | | | | | | |
|-------------------------|---------------|--------------|--------------|-----|--------------|----------|-----|----------|
| Public Institutions | E-Voting | - | - | - | - | - | - | - |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot | - | - | - | - | - | - | - |
| | Total | - | - | - | - | - | - | - |
| Public Non Institutions | E-Voting | 34762 | 34762 | 100 | 34762 | 0 | 100 | 0 |
| | Poll | 1357 | 1357 | 100 | 1357 | 0 | 100 | 0 |
| | Postal Ballot | 8865 | 8865 | 100 | 8865 | 0 | 100 | 0 |
| | Total | 44984 | 44984 | | 44984 | 0 | | 0 |

Item No.5 To Appoint Sri A. Arunkumar as a Director of the Company

Resolution required : Ordinary Resolution

Whether Promoter/Promoter Group are interested in the Agenda/Resolution : NO

| Category | Mode of Voting | No. of Shares held | No. of shares voted | % of Voted polled on outstanding shares | No. of votes in favor of | No. of votes against | % of voted in favor on voted polled | % of voted in against on voted polled |
|-----------------------------|----------------|--------------------|---------------------|---|--------------------------|----------------------|-------------------------------------|---------------------------------------|
| | | 1 | 2 | 3= (2)/(1)*100 | 4 | 5 | 6=(4)/(2)*100 | 7=(5)/(2)*100 |
| Promoter and Promoter Group | E-Voting | 1309813 | 1309813 | 100 | 1309813 | 0 | 100 | 0 |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot | 1036343 | 1036343 | 100 | 1036343 | 0 | 100 | 0 |
| | Total | 2346156 | 2346156 | | 2346156 | 0 | | 0 |
| Public Institutions | E-Voting | - | - | - | - | - | - | - |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot | - | - | - | - | - | - | - |
| | Total | - | - | - | - | - | - | - |
| Public Non Institutions | E-Voting | 34762 | 28392 | 81.67 | 28392 | 0 | 81.67 | 0 |
| | Poll | 1357 | 1357 | 100 | 1357 | 0 | 100 | 0 |
| | Postal Ballot | 8865 | 8765 | 98.87 | 8765 | 0 | 98.87 | 0 |
| | Total | 44984 | 38514 | | 38514 | 0 | | 0 |

Item No.6 To ratify the variation of tems and conditions of Preference Shares

Resolution required : Special Resolution

Whether Promoter/Promoter Group are interested in the Agenda/Resolution : YES (This is not a Material Related Party Transaction)

| Category | Mode of Voting | No. of Shares held | No. of shares voted | % of Voted polled on outstanding shares | No. of votes in favor of | No. of votes against | % of voted in favor on voted polled | % of voted in against on voted polled |
|-----------------------------|----------------|--------------------|---------------------|---|--------------------------|----------------------|-------------------------------------|---------------------------------------|
| | | 1 | 2 | 3= (2)/(1)*100 | 4 | 5 | 6=(4)/(2)*100 | 7=(5)/(2)*100 |
| Promoter and Promoter Group | E-Voting | 1309813 | 1309813 | 100 | 1309813 | 0 | 100 | 0 |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot | 1036343 | 1036343 | 100 | 1036343 | 0 | 100 | 0 |
| | Total | 2346156 | 2346156 | | 2346156 | 0 | | 0 |
| Public Institutions | E-Voting | - | - | - | - | - | - | - |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot | - | - | - | - | - | - | - |
| | Total | - | - | - | - | - | - | - |
| Public Non Institutions | E-Voting | 34762 | 34762 | 100 | 34762 | 0 | 100 | 0 |
| | Poll | 1357 | 1357 | 100 | 1357 | 0 | 100 | 0 |
| | Postal Ballot | 8865 | 8865 | 100 | 8865 | 0 | 100 | 0 |
| | Total | 44984 | 44984 | | 44984 | 0 | | 0 |

Item No.7 To Alter the Memorandum of Association of the Company

Resolution required : Ordinary Resolution

Whether Promoter/Promoter Group are interested in the Agenda/Resolution : NO

| Category | Mode of Voting | No. of Shares held | No. of shares voted | % of Voted polled on outstanding shares | No. of votes in favor of | No. of votes against | % of voted in favor on voted polled | % of voted in against on voted polled |
|-----------------------------|----------------|--------------------|---------------------|---|--------------------------|----------------------|-------------------------------------|---------------------------------------|
| | | 1 | 2 | 3= (2)/(1)*100 | 4 | 5 | 6=(4)/(2)*100 | 7=(5)/(2)*100 |
| Promoter and Promoter Group | E-Voting | 1309813 | 1309813 | 100 | 1309813 | 0 | 100 | 0 |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot | 1036343 | 1036343 | 100 | 1036343 | 0 | 100 | 0 |
| | Total | 2346156 | 2346156 | | 2346156 | 0 | | 0 |
| Public Institutions | E-Voting | - | - | - | - | - | - | - |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot | - | - | - | - | - | - | - |
| | Total | - | - | - | - | - | - | - |
| Public Non Institutions | E-Voting | 34762 | 34762 | 100 | 34762 | 0 | 100 | 0 |
| | Poll | 1357 | 1357 | 100 | 1357 | 0 | 100 | 0 |
| | Postal Ballot | 8865 | 8865 | 100 | 8865 | 0 | 100 | 0 |
| | Total | 44984 | 44984 | | 44984 | 0 | | 0 |

Item No.8 To Alter the Articles of Association of the Company

Resolution required : Special Resolution

Whether Promoter/Promoter Group are interested in the Agenda/Resolution : NO

| Category | Mode of Voting | No. of Shares held | No. of shares voted | % of Voted polled on outstanding shares | No. of votes in favor of | No. of votes against | % of voted in favor on voted polled | % of voted in against on voted polled |
|-----------------------------|----------------|--------------------|---------------------|---|--------------------------|----------------------|-------------------------------------|---------------------------------------|
| | | 1 | 2 | 3= (2)/(1)*100 | 4 | 5 | 6=(4)/(2)*100 | 7=(5)/(2)*100 |
| Promoter and Promoter Group | E-Voting | 1309813 | 1309813 | 100 | 1309813 | 0 | 100 | 0 |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot | 1036343 | 1036343 | 100 | 1036343 | 0 | 100 | 0 |
| | Total | 2346156 | 2346156 | | 2346156 | 0 | | 0 |
| Public Institutions | E-Voting | - | - | - | - | - | - | - |
| | Poll | - | - | - | - | - | - | - |
| | Postal Ballot | - | - | - | - | - | - | - |
| | Total | - | - | - | - | - | - | - |
| Public Non Institutions | E-Voting | 34762 | 34762 | 100 | 34762 | 0 | 100 | 0 |
| | Poll | 1357 | 1357 | 100 | 1357 | 0 | 100 | 0 |
| | Postal Ballot | 8865 | 8865 | 100 | 8865 | 0 | 100 | 0 |
| | Total | 44984 | 44984 | | 44984 | 0 | | 0 |