

As per Clause 35A of the Listing Agreement

**RESULTS OF THE E-VOTING AND POLL FOR THE ANNUAL GENERAL MEETING HELD ON  
26.12.2014**

**ITEM NO: 1: TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2014, THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**

Type of resolution Passed: Ordinary

Particulars	No. of shares held (1)	No. of votes polled-# (2)	% of shares polled on outstanding shares (3)= (2/1)*100	No. of votes in favour (4)	No. of vote-against (5)	% of votes in favour on votes polled (6)=(4/2)*100	% of votes against on vote polled (7)=(5/2)*100
Promoter and Promoter Group	2864629	2864629	100%	2864629	0	100%	0%
Public	268143	268143	100%	268143	0	100%	0%
<b>TOTAL</b>	<b>3132772</b>	<b>3132772</b>	<b>100%</b>	<b>3132772</b>	<b>0</b>	<b>100%</b>	<b>0%</b>

**ITEM NO: 2 : APPOINTMENT OF DIRECTOR IN THE PLACE OF Mrs. Usha (DIN: 00060348), WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

Type of resolution Passed: Ordinary

Particulars	No. of shares held (1)	No. of votes polled-# (2)	% of shares polled on outstanding shares (3)= (2/1)*100	No. of votes in favour (4)	No. of vote-against (5)	% of votes in favour on votes polled (6)=(4/2)*100	% of votes against on vote polled (7)=(5/2)*100
Promoter and Promoter Group	2864629	2864629	100%	2864629	0	100%	0%
Public	268143	268143	100%	268143	0	100%	0%
<b>TOTAL</b>	<b>3132772</b>	<b>3132772</b>	<b>100%</b>	<b>3132772</b>	<b>0</b>	<b>100%</b>	<b>0%</b>



**ITEM NO: 3 : APPOINTMENT OF A DIRECTOR IN THE PLACE OF Mr. GURUSWAMY RAMAMURTHY (DIN: 00060323), WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

Type of resolution Passed: Ordinary

Particulars	No. of shares held (1)	No. of votes polled-# (2)	% of shares polled on outstanding shares (3)= (2/1)*100	No. of votes in favour (4)	No. of vote-against (5)	% of votes in favour on votes polled (6)=(4/2)*100	% of votes against on vote polled (7)=(5/2)*100
Promoter and Promoter Group	2864629	2864629	100%	2864629	0	100%	0%
Public	268143	268143	100%	268143	0	100%	0%
	3132772	3132772	100%	3132772	0	100%	0%

**ITEM NO: 4: APPOINTMENT OF N. SANKARAN & Co, (Firm Regn No. 003590S), CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS.**

Type of resolution Passed: Ordinary

Particulars	No. of shares held (1)	No. of votes polled-# (2)	% of shares polled on outstanding shares (3)= (2/1)*100	No. of votes in favour (4)	No. of vote-against (5)	% of votes in favour on votes polled (6)=(4/2)*100	% of votes against on vote polled (7)=(5/2)*100
Promoter and Promoter Group	2864629	2864629	100%	2864629	0	100%	0%
Public	268143	268143	100%	268143	0	100%	0%
TOTAL	3132772	3132772	100%	3132772	0	100%	0%



**ITEM NO: 5 : APPOINTMENT OF MR. K V SAMBAVADASS (DIN: 00060412) AS AN INDEPENDENT DIRECTOR OF THE COMPANY TO HOLD OFFICE UP TO MARCH 31, 2019.**

Type of resolution Passed: Ordinary

Particulars	No. of shares held (1)	No. of votes polled-# (2)	% of shares polled on outstanding shares (3)= (2/1)*100	No. of votes in favour (4)	No. of vote-against (5)	% of votes in favour on votes polled (6)=(4/2)*100	% of votes against on vote polled (7)=(5/2)*100
Promoter and Promoter Group	2864629	2864629	100%	2864629	0	100%	0%
Public	268143	268143	100%	268143	0	100%	0%
<b>TOTAL</b>	<b>3132772</b>	<b>3132772</b>	<b>100%</b>	<b>3132772</b>	<b>0</b>	<b>100%</b>	<b>0%</b>

**ITEM NO: 6 : APPOINTMENT OF APPOINT MR D SEKARAN (DIN: 00060390) AS AN INDEPENDENT DIRECTOR OF THE COMPANY TO HOLD OFFICE UP TO MARCH 31, 2019.**

Type of resolution Passed: Ordinary

Particulars	No. of shares held (1)	No. of votes polled-# (2)	% of shares polled on outstanding shares (3)= (2/1)*100	No. of votes in favour (4)	No. of vote-against (5)	% of votes in favour on votes polled (6)=(4/2)*100	% of votes against on vote polled (7)=(5/2)*100
Promoter and Promoter Group	2864629	2864629	100%	2864629	0	100%	0%
Public	268143	268143	100%	268143	0	100%	0%
<b>TOTAL</b>	<b>3132772</b>	<b>3132772</b>	<b>100%</b>	<b>3132772</b>	<b>0</b>	<b>100%</b>	<b>0%</b>



**ITEM NO: 7: APPOINTMENT OF M S ELANGO VAN (DIN: 03606302) AS AN INDEPENDENT DIRECTOR OF THE COMPANY TO HOLD OFFICE UP TO MARCH 31, 2019.**

Type of resolution Passed: Ordinary

Particulars	No. of shares held (1)	No. of votes polled-# (2)	% of shares polled on outstanding shares (3)= (2/1)*100	No. of votes in favour (4)	No. of vote-against (5)	% of votes in favour on votes polled (6)=(4/2)*100	% of votes against on vote polled (7)=(5/2)*100
Promoter and Promoter Group	2864629	2864629	100%	2864629	0	100%	0%
Public	268143	268143	100%	268143	0	100%	0%
<b>TOTAL</b>	<b>3132772</b>	<b>3132772</b>	<b>100%</b>	<b>3132772</b>	<b>0</b>	<b>100%</b>	<b>0%</b>

**ITEM NO: 8: RE- APPOINTMENT OF 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.**

Type of resolution Passed: Special

Particulars	No. of shares held (1)	No. of votes polled-# (2)	% of shares polled on outstanding shares (3)= (2/1)*100	No. of votes in favour (4)	No. of vote-against (5)	% of votes in favour on votes polled (6)=(4/2)*100	% of votes against on vote polled (7)=(5/2)*100
Promoter and Promoter Group	2864629	2864629	100%	2864629	0	100%	0%
Public	268143	268143	100%	268143	0	100%	0%
<b>TOTAL</b>	<b>3132772</b>	<b>3132772</b>	<b>100%</b>	<b>3132772</b>	<b>0</b>	<b>100%</b>	<b>0%</b>

**ITEM NO: 9: RE- APPOINTMENT OF 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.**

Type of resolution Passed: Special

Particulars	No.of shares held (1)	No.of votes polled-# (2)	% of shares polled on outstanding shares (3)= (2/1)*100	No.of votes in favour (4)	No.of vote-against (5)	%of votes in favour on votes polled (6)=(4/2)*100	% of votes against on vote polled (7)=(5/2)*100
Promoter and Promoter Group	2864629	2864629	100%	2864629	0	100%	0%
Public	268143	268143	100%	268143	0	100%	0%
TOTAL	3132772	3132772	100%	3132772	0	100%	0%

**ITEM NO: 10: TO APPROVE NEW SET OF THE ARTICLES OF ASSOCIATION OF THE COMPANY IN ORDER TO COMPLY WITH THE COMPANIES ACT, 2013.**

Type of resolution Passed: Special

Particulars	No.of shares held (1)	No.of votes polled-# (2)	% of shares polled on outstanding shares (3)= (2/1)*100	No.of votes in favour (4)	No.of vote-against (5)	%of votes in favour on votes polled (6)=(4/2)*100	% of votes against on vote polled (7)=(5/2)*100
Promoter and Promoter Group	2864629	2864629	100%	2864629	0	100%	0%
Public	268143	268143	100%	268143	0	100%	0%
TOTAL	3132772	3132772	100%	3132772	0	100%	0%



**ITEM NO: 11: TO APPROVE THE BORROWING LIMITS UNDER SECTION 180(1) (C) OF THE COMPANIES ACT, 2013 TO THE BOARD OF DIRECTORS OF THE COMPANY.**

Type of resolution Passed: Special

Particulars	No.of shares held (1)	No.of votes polled-# (2)	% of shares polled on outstanding shares (3)= (2/1)*100	No.of votes in favour (4)	No.of vote-against (5)	%of votes in favour on votes polled (6)=(4/2)*100	% of votes against on vote polled (7)=(5/2)*100
Promoter and Promoter Group	2864629	2864629	100%	2864629	0	100%	0%
Public	268143	268143	100%	268143	0	100%	0%
<b>TOTAL</b>	<b>3132772</b>	<b>3132772</b>	<b>100%</b>	<b>3132772</b>	<b>0</b>	<b>100%</b>	<b>0%</b>

**ITEM NO: 12: 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.**

Type of resolution Passed: Special

Particulars	No.of shares held (1)	No.of votes polled-# (2)	% of shares polled on outstanding shares (3)= (2/1)*100	No.of votes in favour (4)	No.of vote-against (5)	%of votes in favour on votes polled (6)=(4/2)*100	% of votes against on vote polled (7)=(5/2)*100
Promoter and Promoter Group	2864629	2864629	100%	2864629	0	100%	0%
Public	268143	268143	100%	268143	0	100%	0%
<b>TOTAL</b>	<b>3132772</b>	<b>3132772</b>	<b>100%</b>	<b>3132772</b>	<b>0</b>	<b>100%</b>	<b>0%</b>

Date: 27.12.2014

Place: Chennai

For RAJESWARI INFRASTRUCTURE LIMITED



Authroised Signatory

