

Minutes on declaration of result of the Postal Ballot / e-Voting on Tuesday, December 16, 2014 at the Registered Office of the Company at "Maithri", 132, Cathedral Road, Chennai 600 086.

In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the company completed the dispatch of Postal Ballot notices to all the members by way of registered post on November 11, 2014 for conducting the voting in respect of resolutions as set out in the Postal Ballot notice dated November 4, 2014. The last date for the voting was close of business hours of the Company on Thursday, December 11, 2014.

Mr. R Balasubramaniam, Practicing Company Secretary, who was appointed as scrutinizer for conducting the voting had submitted his report dated December 15, 2014. Mr. L Ganesh, Chairman, announced the following results of the Postal Ballot/e-Voting based on the report submitted by the scrutinizer:

1. Adoption of new set of Articles of Association of the Company

"Resolved that pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the Company be and is hereby replaced with the new set of Articles of Association and the said new Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in place of, in substitution and to the entire exclusion of the existing Articles of Association.

Resolved further that the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard including but not limited to filing of requisite application/ forms/ reports, etc. with the Ministry of Corporate Affairs or with such other authorities as may be required for the purpose of giving effect to this resolution."

Result:

Particulars	Postal Ballot Forms		E-Votes		Total votes polled		% to total votes polled
	Votes / Shares	Count (Nos.)	Votes / Shares	Count (Nos.)	Votes / Shares	Count (Nos.)	
Total Votes received	35,297	118	61,98,046	53	62,33,343	171	100.000%
Less : Invalid votes	-	-	-	-	-	-	-
Net Valid votes	35,297	118	61,98,046	53	62,33,343	171	100.000%
Votes favouring the resolution - (A)	35,147	117	61,98,046	53	62,33,193	170	99.998%
Votes against the resolution - (B)	150	1	-	-	150	1	0.002%
Total Votes received -(A)+(B)	35,297	118	61,98,046	53	62,33,343	171	100.000%

The special resolution was declared to have been passed with requisite majority as the votes cast in favour of the resolution was more than three times the votes cast against the resolution.

Pursuant to the approval of the above resolution by the members, it was declared that the draft Articles of Association made available in the website of the Company and referred to in the postal ballot notice, was adopted in place of, in substitution and to the entire exclusion of the existing Articles of Association of the Company.

2. **To mortgage / create charge(s) on assets of the Company under section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and rules made thereunder in connection with the borrowings of the Company.**

“Resolved that in supersession of the resolution passed by shareholders of the Company under Section 293(1)(a) of the Companies Act 1956 at the extra-ordinary general meeting held on December 21, 2004 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to takeover substantial assets of the Company in certain events in favour of banks/financial institutions and other lending agencies including the trustees for the holders of debentures/bonds/other instruments to secure the borrowings of the Company.”

Result:

Particulars	Postal Ballot Forms		E-Votes		Total votes polled		% to total votes polled
	Votes / Shares	Count (Nos.)	Votes / Shares	Count (Nos.)	Votes / Shares	Count (Nos.)	
Total Votes received	35,297	118	61,98,384	54	62,33,681	172	100.000%
Less : Invalid votes	-	-	-	-	-	-	-
Net Valid votes	35,297	118	61,98,384	54	62,33,681	172	100.000%
Votes favouring the resolution - (A)	35,129	115	61,98,384	54	62,33,513	169	99.997%
Votes against the resolution - (B)	168	3	-	-	168	3	0.003%
Total Votes received -(A)+(B)	35,297	118	61,98,384	54	62,33,681	172	100.000%

The special resolution was declared to have been passed with requisite majority as the votes cast in favour of the resolution was more than three times the votes cast against the resolution.

Chennai
December 16, 2014

L Ganesh
Chairman