

**R. Kannan M.Com., GDMM., ACMA., FCS**  
Practising Company Secretary

No.6A, 10<sup>th</sup> Street,  
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Chennai 600 088  
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**SCRUTINIZER'S REPORT FOR E VOTING AND POLL**

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

To

The Chairman  
28<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
**M/s. Accel Transmatic Limited (CIN: L30007KL1986PLC004485)**  
Held on 29<sup>th</sup> day of September, 2014 at 11.30 AM  
at KUMAGAI AUDITORIUM, ABK – AOTS DOSOKAI,  
3rd Floor, Chateau 'D' Ampa, 37 Nelson Manickam Road,  
Aminjikarai, Chennai - 600 029

Dear Sir,

**Sub: Passing of resolution through Electronic means as well as poll conducted at the  
28<sup>th</sup> Annual General Meeting of M/s. Accel Transmatic Limited held on 29<sup>th</sup>  
September, 2014.**

I, R. Kannan, FCS, Practising Company Secretary having office at No.6A, 10<sup>th</sup> Street, New Colony, Adambakkam, Chennai – 600 088, Tamil Nadu, India was appointed as the Scrutinizer by the Board of Directors of **M/s. Accel Transmatic Limited** for the e-voting. Further the e voting was held from Monday, the 22<sup>nd</sup> day of September 2014 (9.00 a.m.), ended on Wednesday, the 24<sup>th</sup> day of September, 2014 under the CDSL platform viz. [www.evotingindia.com](http://www.evotingindia.com) and the Chairman of the 28<sup>th</sup> Annual General Meeting (AGM) of the Company appointed me as the Scrutinizer for the poll held at the AGM of the Company on 29<sup>th</sup> day of September, 2014.

**Responsibility of the Management**

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules made there under in relation to exercising of voting rights through electronic means and poll on the Resolution(s) as set out in the notice convening the 28<sup>th</sup> Annual General Meeting dated 14<sup>th</sup> August, 2014.

  


### **Responsibility as a Scrutinizer**

My responsibility, as a Scrutinizer for the e-voting process and for the poll at the 28th Annual General Meeting, is restricted to make a Scrutinizer's report of the votes cast "in favour" of or "against" the resolution(s) set out in the notice convening the 28th Annual General Meeting, based on the reports generated from the e-voting system provided by the Central Depository Services [India] Limited (CDSL), the authorised agency engaged by the Company for providing e-voting facilities and also at the time of poll at the 28th Annual General Meeting at the AGM venue. The Ballot Box was opened after completion of the physical voting in the presence of witnesses, as provided in the annexure with this report.

No ballot paper was found invalid.

In view of the above, I hereby submit my consolidated report on the results of the e-voting together with that of the poll in respect of the said resolution(s) as under:

### **ORDINARY BUSINESS :**

#### **ITEM NO.1**

#### **ORDINARY RESOLUTION**

To consider and adopt the audited Profit and Loss account for the financial year ended 31<sup>st</sup> March 2014 and the audited Balance Sheet as at that date and Reports of the Directors and Auditors thereon.

#### **VOTES CAST IN FAVOUR OF THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	POLL	E-VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	1	2	56,30,000	7,25,986	100	100
Public	5	35	73,186	10,20,389	100	100
Total Voting	<b>6</b>	<b>37</b>	<b>57,03,186</b>	<b>17,46,375</b>	<b>100</b>	<b>100</b>

  


**VOTES CAST AGAINST THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	Nil	Nil	Nil	Nil	NA	NA
Public	Nil	Nil	Nil	Nil	NA	NA
Total Voting	-	-	-	-	-	-

**INVALID VOTES**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	Nil	Nil	Nil	Nil	NA	NA
Public	Nil	Nil	Nil	Nil	NA	NA
Total Voting	-	-	-	-	-	-

  


**ITEM NO. 2**

**ORDINARY RESOLUTION**

Mr. Mohan Rao, (DIN : 00038214) a Director liable to retire by rotation, who does not seek re-election, is not reappointed as a Director of the Company and the vacancy, so created on the Board of Directors of the Company, is not filled.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	1	2	56,30,000	7,25,986	100	100
Public	5	35	73,186	10,20,389	100	100
Total Voting	<b>6</b>	<b>37</b>	<b>57,03,186</b>	<b>17,46,375</b>	<b>100</b>	<b>100</b>

**VOTES CAST AGAINST THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	Nil	Nil	Nil	Nil	NA	NA
Public	Nil	Nil	Nil	Nil	NA	NA
Total Voting	-	-	-	-	-	-

  


**INVALID VOTES**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	Nil	Nil	Nil	Nil	NA	NA
Public	Nil	Nil	Nil	Nil	NA	NA
Total Voting	-	-	-	-	-	-

**ITEM NO. 3**

**ORDINARY RESOLUTION**

To appoint a Director in place of Mr. N. R. Panicker (DIN : 00236198) who retires by rotation and being eligible has offered himself for re-appointment as a Director of the company.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	0	2	0	7,25,986	0	100
Public	5	35	73,186	10,20,389	100	100
Total Voting	5	37	73,186	17,46,375	100	100

*[Handwritten Signature]*  


**VOTES CAST AGAINST THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	Nil	Nil	Nil	Nil	NA	NA
Public	Nil	Nil	Nil	Nil	NA	NA
Total Voting	-	-	-	-	-	-

**INVALID VOTES**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	Nil	Nil	Nil	Nil	NA	NA
Public	Nil	Nil	Nil	Nil	NA	NA
Total Voting	-	-	-	-	-	-

  


**ITEM NO. 4**

**ORDINARY RESOLUTION**

To appoint Mr.Gopalakrishnan Nair (DIN 02420937), as an independent director of the company to hold office for a term of 3 (Three) consecutive years upto the conclusion of the 31st Annual General Meeting of the company in the calendar year 2017.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	1	2	56,30,000	7,25,986	100	100
Public	5	35	73,186	10,20,389	100	100
Total Voting	<b>6</b>	<b>37</b>	<b>57,03,186</b>	<b>17,46,375</b>	<b>100</b>	<b>100</b>

**VOTES CAST AGAINST THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	Nil	Nil	Nil	Nil	NA	NA
Public	Nil	Nil	Nil	Nil	NA	NA
Total Voting	-	-	-	-	-	-

  


**INVALID VOTES**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	Nil	Nil	Nil	Nil	NA	NA
Public	Nil	Nil	Nil	Nil	NA	NA
Total Voting	-	-	-	-	-	-

**ITEM NO. 5**

**ORDINARY RESOLUTION**

Appointment of Mr.K.R.Chandrasekaran (DIN 00212855), as a Director of the Company, whose office is liable to determination by retirement of directors by rotation.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	0	2	0	7,25,986	0	100
Public	5	32	73,186	9,48,668	100	100
Total Voting	<b>5</b>	<b>34</b>	<b>73,186</b>	<b>16,74,654</b>	<b>100</b>	<b>100</b>

*[Handwritten Signature]*  




**VOTES CAST AGAINST THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	Nil	Nil	Nil	Nil	NA	NA
Public	Nil	Nil	Nil	Nil	NA	NA
Total Voting	-	-	-	-	-	-

**INVALID VOTES**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	Nil	Nil	Nil	Nil	NA	NA
Public	Nil	Nil	Nil	Nil	NA	NA
Total Voting	-	-	-	-	-	-

*R. Kannan*




**ITEM NO. 6**

**ORDINARY RESOLUTION**

To re-appoint Shri K. R. Chandraskaran (DIN: 00212855) as an Executive Director Cum Chief Finance Officer.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	0	2	0	7,25,986	0	100
Public	5	32	73,186	9,48,668	100	100
Total Voting	<b>5</b>	<b>34</b>	<b>73,186</b>	<b>16,74,654</b>	<b>100</b>	<b>100</b>

**VOTES CAST AGAINST THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	Nil	Nil	Nil	Nil	NA	NA
Public	Nil	Nil	Nil	Nil	NA	NA
Total Voting	-	-	-	-	-	-

  


**INVALID VOTES**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	Nil	Nil	Nil	Nil	NA	NA
Public	Nil	Nil	Nil	Nil	NA	NA
Total Voting	-	-	-	-	-	-

**ITEM NO. 7**

**ORDINARY RESOLUTION**

To appoint Mr. C K Kerala Varma (DIN 06949901), as an Independent Director of the company to hold office for a term of 3 (Three) consecutive years upto the conclusion of the 31<sup>st</sup> Annual General Meeting of the company in the calendar year 2017.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	1	2	56,30,000	7,25,986	100	100
Public	5	35	73,186	10,20,389	100	100
Total Voting	<b>6</b>	<b>37</b>	<b>57,03,186</b>	<b>17,46,375</b>	<b>100</b>	<b>100</b>



**VOTES CAST AGAINST THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	Nil	Nil	Nil	Nil	NA	NA
Public	Nil	Nil	Nil	Nil	NA	NA
Total Voting	-	-	-	-	-	-

**INVALID VOTES**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	Nil	Nil	Nil	Nil	NA	NA
Public	Nil	Nil	Nil	Nil	NA	NA
Total Voting	-	-	-	-	-	-

  


**ITEM NO. 8**

**ORDINARY RESOLUTION**

To appoint M/s. Varma & Varma, Chartered Accountants (Registration No.4532S), be and are hereby appointed Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the company on such remuneration as shall be fixed by the Board of Directors.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	1	2	56,30,000	7,25,986	100	100
Public	5	35	73,186	10,20,389	100	100
<b>Total Voting</b>	<b>6</b>	<b>37</b>	<b>57,03,186</b>	<b>17,46,375</b>	<b>100</b>	<b>100</b>

**VOTES CAST AGAINST THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	Nil	Nil	Nil	Nil	NA	NA
Public	Nil	Nil	Nil	Nil	NA	NA
<b>Total Voting</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

*[Handwritten Signature]*  


**INVALID VOTES**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	Nil	Nil	Nil	Nil	NA	NA
Public	Nil	Nil	Nil	Nil	NA	NA
Total Voting	-	-	-	-	-	-

**ITEM NO. 9**

**SPECIAL RESOLUTION**

To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	1	2	56,30,000	7,25,986	100	100
Public	5	35	73,186	10,20,389	100	100
Total Voting	<b>6</b>	<b>37</b>	<b>57,03,186</b>	<b>17,46,375</b>	<b>100</b>	<b>100</b>

  


**VOTES CAST AGAINST THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	NIL	NIL	Nil	Nil	NA	NA
Public	NIL	NIL	Nil	Nil	NA	NA
Total Voting	-	-	-	-	-	-

**INVALID VOTES**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	NIL	NIL	Nil	Nil	NA	NA
Public	NIL	NIL	Nil	Nil	NA	NA
Total Voting	-	-	-	-	-	-

  


**ITEM NO. 10**

**SPECIAL RESOLUTION**

To alter the Authorised Capital of the Company from Rs.20 Crores (Rupees Twenty Crores only) consisting of 150,00,000 Equity Shares of Rs.10/- each and 50,00,000 Preference Shares of Rs.10/- each to Rs. 26 Crores (Rupees Twenty Six Crores only) consisting of 115,00,000 Equity Shares of Rs.10/- each and 145,00,000 Preference Shares of Rs.10/- each.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	1	2	56,30,000	7,25,986	100	100
Public	5	35	73,186	10,20,389	100	100
Total Voting	6	37	57,03,186	17,46,375	100	100

**VOTES CAST AGAINST THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	Nil	Nil	Nil	Nil	NA	NA
Public	Nil	Nil	Nil	Nil	NA	NA
Total Voting	-	-	-	-	-	-





**INVALID VOTES**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	Nil	Nil	Nil	Nil	NA	NA
Public	Nil	Nil	Nil	Nil	NA	NA
Total Voting	-	-	-	-	-	-

**ITEM NO. 11**

**SPECIAL RESOLUTION**

To authorise the Board of Directors on behalf of the Company, to create, offer, issue and allot up to 95,00,000 number of redeemable Preference Shares (preference shares) of face value of Rs.10/- each, in India or abroad, in such tranches, on such terms and conditions and in such manner including, but not limited to, by way of private placement or public issue or rights issue to the shareholders (including its holding company or its nominees) or to any domestic / foreign investors, through prospectus and/or letter of offer and/or circular and/or any other document as the Board may in its absolute discretion deem fit.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	1	1	56,30,000	1,00,000	100	100
Public	4	35	73,086	10,20,389	100	100
Total Voting	<b>5</b>	<b>36</b>	<b>57,03,086</b>	<b>11,20,389</b>	<b>100</b>	<b>100</b>

*[Handwritten Signature]*  


**VOTES CAST AGAINST THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	Nil	Nil	Nil	Nil	NA	NA
Public	1	Nil	100	Nil	0.14	NA
Total Voting	<b>1</b>	<b>Nil</b>	<b>100</b>	<b>Nil</b>	<b>0.00</b>	<b>-</b>

**INVALID VOTES**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	Nil	Nil	Nil	Nil	NA	NA
Public	Nil	Nil	Nil	Nil	NA	NA
Total Voting	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

A Compact Disc (CD) containing the E-voting results as downloaded from the E-voting website of Central Depository Services [India] Limited (CDSL) is enclosed.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

The Outcome of the Twenty Eighth Annual General Meeting may be declared accordingly based on the voting results as reported hereinabove.

Date : 29<sup>th</sup> September 2014  
Place : Chennai



  
R. Kannan  
Practicing Company Secretary  
CP.No. 3363

Date of the AGM/EGM	29-09-2014
Total number of shareholders on record date:	6703
No. of Shareholders present in the meeting either in person or through proxy:	3
Promoters and Promoter Group:	38
Public:	
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not arranged
Public:	



Resolution No. : 01  
 Detail of the Agenda : Adoption of Audited Financial Statements for the year ended on 31st March, 2014 and the Directors Report and Auditors Reports of the Board and Auditors thereon.  
 Resolution required : Ordinary  
 Mode of voting : E-voting and Ballot

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6462837	6355986	98.34669	6355986	0	100	0
Public – Institutional holders	2664	0	0	0	0	0	0
Public-Others	4571900	1093575	23.91949	1093575	0	100	0
Total	11037401	7449561	122.2662	7449561	0	100	0



Resolution No. : 02  
 Detail of the Agenda : Re-appointment of Mr. A. Mohan Rao (DIN No. 00038214) a Director liable to retire by rotation, who does not seek re-election, is not re-appointed a Director of the Company.  
 Resolution required : Ordinary  
 Mode of voting : E-voting and Ballot

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6462837	6355986	98.34669	6355986	0	100	0
Public – Institutional holders	2664	0	0	0	0	0	0
Public-Others	4571900	1093575	23.91949	1093575	0	100	0
Total	11037401	7449561	122.2662	7449561	0	100	0



Resolution No. : 03  
 Detail of the Agenda : Re-appointment of Mr. N.R. Panicker (DIN No. 00236198) a Director liable to retire by rotation.  
 Resolution required : Ordinary  
 Mode of voting : E-voting and Ballot

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6462837	6355986	11.23324	725986	0	100	0
Public – Institutional holders	2664	0	0	0	0	0	0
Public-Others	4571900	1093575	23.91949	1093575	0	100	0
Total	11037401	7449561	122.2662	7449561	0	100	0

Resolution No. : 04  
 Detail of the Agenda : Re-appointment of Mr. N. Gopalakrishnan Nair (DIN 02420937) as a Director who was appointed as Additional Director with effect from 14.11.2013  
 Resolution required : Ordinary  
 Mode of voting : E-voting and Ballot

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6462837	6355986	98.34669	6355986	0	100	0
Public – Institutional holders	2664	0	0	0	0	0	0
Public-Others	4571900	1093575	23.91949	1093575	0	100	0
Total	11037401	7449561	122.2662	7449561	0	100	0



Resolution No. : 05  
 Detail of the Agenda : Re-appointment of Mr. K.R. Chandrasekaran (DIN 00212855) as a Director who was appointed as Additional Director with effect from 21.02.2014  
 Resolution required : Ordinary  
 Mode of voting : E-voting and Ballot

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6462837	725986	11.23324	725986	0	100	0
Public – Institutional holders	2664	0	0	0	0	0	0
Public-Others	4571900	1021854	22.35075	1021854	0	100	0
Total	11037401	7449561	33.58399	1747840	0	100	0





Resolution No. : 06  
 Detail of the Agenda : Re-appointment of Mr. K.R.Chandrasekaran as a Executive Director cum Chief Financial Officer  
 Resolution required : Ordinary  
 Mode of voting : E-voting and Ballot

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6462837	725986	11.23324	725986	0	100	0
Public – Institutional holders	2664	0	0	0	0	0	0
Public-Others	4571900	1021854	22.35075	1021854	0	100	0
Total	11037401	7449561	33.58399	1747840	0	100	0



Resolution No. : 07  
 Detail of the Agenda : Re-appointment of Mr. C.K. Kerala Varma, (DIN 06949901), as a Director who was appointed as Additional Director with effect from 14.08.2014.  
 Resolution required : Ordinary  
 Mode of voting : E-voting and Ballot

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6462837	6355986	98.34669	6355986	0	100	0
Public – Institutional holders	2664	0	0	0	0	0	0
Public-Others	4571900	1093575	23.91949	1093575	0	100	0
Total	11037401	7449561	122.2662	7449561	0	100	0



Resolution No. : 08  
 Detail of the Agenda : Re-appointment of M/s. Varma & Varma, Chartered Accountants as Auditors  
 Resolution required : Ordinary  
 Mode of voting : E-voting and Ballot

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	6462837	6355986	98.34669	6355986	0	100	0
Public – Institutional holders	2664	0	0	0	0	0	0
Public-Others	4571900	1093575	23.91949	1093575	0	100	0
Total	11037401	7449561	122.2662	7449561	0	100	0



Resolution No. : 09  
 Detail of the Agenda : Adoption of New Articles of Association of the Company  
 Resolution required : Ordinary  
 Mode of voting : E-voting and Ballot

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6462837	6355986	98.34669	6355986	0	100	0
Public – Institutional holders	2664	0	0	0	0	0	0
Public-Others	4571900	1093575	23.91949	1093575	0	100	0
Total	11037401	7449561	122.2662	7449561	0	100	0



Resolution No. : 10  
 Detail of the Agenda : Alteration of Authorised Capital of the Company  
 Resolution required : Special  
 Mode of voting : E-voting and Ballot

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6462837	6355986	98.34669	6355986	0	100	0
Public - Institutional holders	2664	0	0	0	0	0	0
Public-Others	4571900	1093575	23.91949	1093575	0	100	0
Total	11037401	7449561	122.2662	7449561	0	100	0



Resolution No. : 11  
 Detail of the Agenda : Issue of Preference shares  
 Resolution required : Special  
 Mode of voting : E-voting and Ballot

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	6462837	5730000	88.66075	5730000	0	100.00	0
Public – Institutional holders	2664	0	0	0	0	0	0
Public-Others	4571900	1093575	23.91949	1093475	100	99.99086	0.009144
Total	11037401	7449561	112.5802	6823475	0	100	0

