

PROCEEDINGS OF THE 52<sup>ND</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD ON TUESDAY, 30<sup>TH</sup> SEPTEMBER 2014 AT 02:45 PM AT THE REGISTERED OFFICE OF THE COMPANY AT SAKTHINAGAR – 638 315, BHAVANI TALUK, ERODE DISTRICT, TAMIL NADU.

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Number of members present in person : 205  
(including representatives of companies)

Number of members present by proxy : 4

The Chairman of the Audit Committee and of the Nomination and Remuneration Committee were present at the meeting. All Directors of the Company, except the Chairman and the Nominee Directors, were also present.

As the Chairman of the Company was not present at the meeting, in accordance with the Articles of Association of the Company, Dr.M.Manickam, Executive Vice Chairman, chaired the Annual General Meeting and conducted the proceedings.

The quorum being present, the meeting commenced with prayer.

The Executive Vice Chairman welcomed the members.

With the permission of the members the Notice convening the Annual General Meeting was taken as read. The Auditor read out the qualifications and the observations mentioned in the Auditors Report.

The Executive Vice Chairman addressed the meeting and briefed the members about the working of the Company and about the problems faced by the sugar industry.

He also mentioned that as required by Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, facility of voting through electronic means and postal ballot for shareholders who do not have access to e-voting facility on all proposals contained in the Annual General Meeting Notice dated 14<sup>th</sup> August 2014 was provided to the members. The e-voting was held between 24<sup>th</sup> September 2014 and 26<sup>th</sup> September 2014 and postal ballots were received upto 26<sup>th</sup> September 2014. He further informed that Sri M.D.Selvaraj, Practicing Company Secretary, had been appointed for the purpose of conducting the voting process.

The Executive Vice Chairman invited the members to give their comments on the working of the Company. The queries raised by the members were replied by the Managing Director of the Company.



Thereafter, the following items of business mentioned in the Annual General Meeting Notice dated 14<sup>th</sup> August 2014 were discussed:

**Ordinary Business**

1. Consideration and adoption of the Financial Statements, including audited Balance Sheet as at 31<sup>st</sup> March, 2014, Statement of Profit and Loss for the year ended on that date, Directors' Report and Auditors' report thereon
2. Appointment of a Director in the place of Sri.M.Balasubramaniam (DIN: 00377053) who retired by rotation, and being eligible, offered himself for reappointment.
3. Appointment of M/s.P.N.Raghavendra Rao & Co., Chartered Accountants (ICAI Registration No.FRNO03328S), as Statutory Auditors of the Company to hold office for a period of 3 years and fixation of their remuneration for the financial year ending 31<sup>st</sup> March 2015.

**Special Business**

4. Appointment of Sri.C.Rangamani (DIN 00090786) as Independent Director of the Company to hold office for a term of five years from 30<sup>th</sup> September 2014 upto 29<sup>th</sup> September 2019.
5. Appointment of Sri.P.K.Chandran (DIN 00273738) as Independent Director of the Company to hold office for a term of five years from 30<sup>th</sup> September 2014 upto 29<sup>th</sup> September 2019.
6. Appointment of Sri.S.S.Muthuvelappan (DIN 00273870) as Independent Director of the Company to hold office for a term of five years from 30<sup>th</sup> September 2014 upto 29<sup>th</sup> September 2019.
7. Appointment of Sri.N.K.Vijayan (DIN 00300871) as Independent Director of the Company to hold office for a term of five years from 30<sup>th</sup> September 2014 upto 29<sup>th</sup> September 2019.
8. Re-appointment of Dr.M.Manickam (DIN 00102233) as Executive Vice Chairman of the Company for a period of five years with effect from 25<sup>th</sup> October 2014.

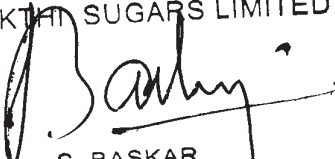


9. Approval under Section 180(1)(c) of the Companies Act, 2013 to borrow not exceeding Rs.1,500 Crores over and above the aggregate of the paid up capital and free reserves.
10. Approval under Section 180(1)(a) of the Companies Act 2013 to hypothecate, mortgage or create charge on all or any of the movable/immovable properties of the Company.
11. Ratification of the remuneration payable to Cost Auditors of the Company for the financial year ending 31<sup>st</sup> March 2015
12. Approval for making donations/ contributions to deserving causes pursuant to the provisions of Section 181 of the Companies Act, 2013.

The Executive Vice Chairman on his own motion had called for a poll at the Annual General Meeting of the company to facilitate the Members present in the meeting who could not participate in the e-voting and Postal Ballot to record their votes through the poll process on the proposals contained in the Annual General Meeting Notice dated 14<sup>th</sup> August 2014.

The Executive Vice Chairman announced that the results of voting by postal ballot, e-voting and poll would be declared on 1<sup>st</sup> October 2014 based on the Scrutinizer's report and that the results would be intimated to the concerned Stock Exchanges and made available on the website of the company ([www.sakthisugars.com](http://www.sakthisugars.com)) and of CDSL ([www.evotingindia.com](http://www.evotingindia.com)).

With a vote of thanks to Chair, the meeting concluded.

For SAKTHI SUGARS LIMITED  
  
S. BASKAR  
Senior Vice President - Finance &  
Company Secretary



**MDS & Associates**  
Company Secretaries in Practice

*M.D.Selvaraj* M Com MBA FCS

"SURYA", 35, Mayflower Avenue, Sowripalayam Road, Coimbatore 641028.  
Phone : 0422-2318780, 2316755, Fax : 0422-2314792, E-mail : mds@mdsservices.in, Web : www.mdsservices.in

**COMBINED SCRUTINIZER'S REPORT FOR E-VOTING, POSTAL BALLOT  
AND POLL**

**(Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and  
Rule 21 of the Companies (Management and Administration) Rules, 2014 and  
Clause 35B of the Listing agreement)**

To  
The Chairman  
52<sup>nd</sup> Annual General Meeting of the Equity Shareholders of  
**M/s. SAKTHI SUGARS LIMITED**  
(L15421TZ1961PLC0396)

Held on Tuesday, 30<sup>th</sup> September 2014 at 2:45 P:M at Sakthi nagar- 638 315,  
Bhavani Taluk, Erode District, Tamilnadu

Dear Sir,

**Sub: Combined Scrutinizer's Report on the e-voting process and the Postal Ballot  
process (in lieu of e-voting) and Poll conducted at the 52<sup>nd</sup> Annual General  
Meeting of M/s. SAKTHI SUGARS LIMITED held on 30<sup>th</sup> September, 2014.**

I, M D Selvaraj, FCS, Proprietor of M/s. MDS & Associates, Company Secretaries, Coimbatore have been appointed by the Board of Directors of **M/s. SAKTHI SUGARS LIMITED** ("the Company") as a Scrutinizer for the purpose of scrutinizing the e-voting process held between Wednesday, the 24<sup>th</sup> day of September 2014 at 09.00 AM to Friday, the 26<sup>th</sup> Day of September 2014 till 5 PM and to scrutinize the Postal Ballot (in lieu of e-voting) forms received from the shareholders up to Friday, the 26<sup>th</sup> Day of September 2014 till 5 PM in a fair and transparent manner and ascertaining the requisite majority on the e-voting and Postal Ballot carried out in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, on the Resolution(s) as set out in the Notice dated 14<sup>th</sup> August 2014 convening 52<sup>nd</sup> Annual General Meeting (AGM) of the Company held on Tuesday, 30<sup>th</sup> September 2014 at 2:45 P:M at Sakthinagar- 638 315, Bhavani Taluk, Erode District, Tamilnadu.



At the 52<sup>nd</sup> AGM of the Company held on 30<sup>th</sup> September, 2014, the Chairman of the Company had called for a Poll pursuant to the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 to facilitate the Members present in the meeting who could not participate in the e-voting and Postal Ballot to record their votes through the poll process. The Chairman of the AGM had appointed me as Scrutinizer for the same.

**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 thereunder in relation to exercising of voting rights through electronic means, Postal Ballot (in lieu of e-voting) and poll on the Resolution(s) as set out in the Notice convening the 52<sup>nd</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, Postal Ballot (in lieu of e-voting) and for the poll at the 52<sup>nd</sup> Annual General Meeting, is restricted to the preparation of the Scrutinizer's Report of the votes cast "IN FAVOUR" or "AGAINST" the Resolution(s) set out in the Notice convening the 52<sup>nd</sup> Annual General Meeting, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the Authorised Agency engaged by the Company for providing e-voting facilities, Postal Ballot forms received upto 26<sup>th</sup> September 2014 and also at the time of poll at the 52<sup>nd</sup> Annual General Meeting.

I have already issued a separate Combined Scrutinizer's Report dated 29<sup>th</sup> September, 2014 on the e-voting process and Postal Ballot and also a separate Scrutinizer's Report dated 1<sup>st</sup> October, 2014 in the prescribed Form MGT-13 on the Poll taken at the 52<sup>nd</sup> Annual General Meeting of the Company.

As requested by the Management, I hereby submit my Consolidated Report on the Result of the e-voting together with postal ballot and Poll in respect of the said Resolution(s), as under;



**ORDINARY BUSINESS:**

**Item No.1**

**ORDINARY RESOLUTION:**

To consider and Adopt the Financial Statements, including audited Balance Sheet as at 31<sup>st</sup> March, 2014, Statement of Profit and Loss for the year ended on that date, Directors' Report and Auditors' report thereon.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

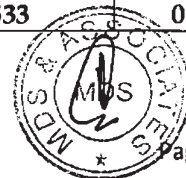
Mode of Voting	Number of Members Voted through electronic means, Postal ballot (in lieu of e-voting) and Poll at AGM	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	16	4,39,903	99.29%
Postal ballot (in lieu of e-voting at the AGM)	420	7,23,50,801	100.00%
Poll	130	532,249	99.96%
<b>Total Voting</b>	<b>566</b>	<b>73,322,953</b>	<b>99.99%</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means, Postal ballot (in lieu of e-voting) and Poll at AGM	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	2	3,125	0.71%
Postal ballot (in lieu of e-voting at the AGM)	15	3,175	0.00%
Poll	2	222	0.04%
<b>Total Voting</b>	<b>19</b>	<b>6,522</b>	<b>0.01%</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	0	0	0
Postal ballot (in lieu of e-voting at the AGM)	94	18,064	0.02%
Poll	48	11,469	2.11%
<b>Total Voting</b>	<b>142</b>	<b>29,533</b>	<b>0.04%</b>



**Item No.2**

**ORDINARY RESOLUTION:**

To appoint a Director in the place of Sri.M.Balasubramaniam (holding DIN: 00377053) who retires by rotation, and being eligible, offers himself for reappointment.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

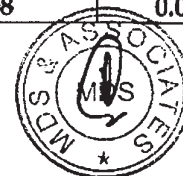
Mode of Voting	Number of Members Voted through electronic means, Postal ballot (in lieu of e-voting) and Poll at AGM	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	12	4,35,873	98.38%
Postal ballot (in lieu of e-voting at the AGM)	416	7,23,46,401	99.99%
Poll	132	532,458	99.99%
<b>Total Voting</b>	<b>560</b>	<b>73,314,732</b>	<b>99.98%</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means, Postal ballot (in lieu of e-voting) and Poll at AGM	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	6	7,155	1.62%
Postal ballot (in lieu of e-voting at the AGM)	19	7,151	0.01%
Poll	2	27	0.01%
<b>Total Voting</b>	<b>27</b>	<b>14,333</b>	<b>0.02%</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	0	0	0
Postal ballot (in lieu of e-voting at the AGM)	94	18,553	0.03%
Poll	46	11,455	2.11%
<b>Total Voting</b>	<b>140</b>	<b>30,008</b>	<b>0.04%</b>



**Item No.3**

**ORDINARY RESOLUTION:**

To Appoint M/s.P.N.Raghavendra Rao & Co., Chartered Accountants (ICAI Registration No.FRN003328S), as Statutory Auditors of the Company to hold office for a period of 3 years and fixing their remuneration for the financial year ending 31<sup>st</sup> March 2015.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

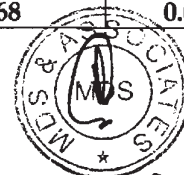
Mode of Voting	Number of Members Voted through electronic means, Postal ballot (in lieu of e-voting) and Poll at AGM	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	14	4,36,473	98.52%
Postal ballot (in lieu of e-voting at the AGM)	414	7,23,49,329	99.99%
Poll	131	532,271	99.96%
<b>Total Voting</b>	<b>559</b>	<b>73,318,073</b>	<b>99.99%</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means, Postal ballot (in lieu of e-voting) and Poll at AGM	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	4	6,555	1.48%
Postal ballot (in lieu of e-voting at the AGM)	20	4,182	0.01%
Poll	2	205	0.04%
<b>Total Voting</b>	<b>26</b>	<b>10,942</b>	<b>0.01%</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	0	0	0
Postal ballot (in lieu of e-voting at the AGM)	95	18,504	0.03%
Poll	47	11,464	2.11%
<b>Total Voting</b>	<b>142</b>	<b>29,968</b>	<b>0.04%</b>





**SPECIAL BUSINESS:****Item No.4****ORDINARY RESOLUTION:**

To appoint Sri.C.Rangamani (holding DIN 00090786) as Independent Director of the Company with effect from 30<sup>th</sup> September 2014 to hold office for a term upto 29<sup>th</sup> September 2019.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means, Postal ballot (in lieu of e-voting) and Poll at AGM	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	14	4,36,873	98.63%
Postal ballot (in lieu of e-voting at the AGM)	409	7,23,49,514	99.99%
Poll	132	532,471	100.00%
<b>Total Voting</b>	<b>555</b>	<b>73,318,858</b>	<b>99.99%</b>

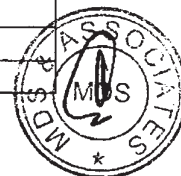
**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means, Postal ballot (in lieu of e-voting) and Poll at AGM	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	3	6,055	1.37%
Postal ballot (in lieu of e-voting at the AGM)	21	3,662	0.01%
Poll	1	5	0.00%
<b>Total Voting</b>	<b>25</b>	<b>9,722</b>	<b>0.01%</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	0	0	0
Postal ballot (in lieu of e-voting at the AGM)	99	18,934	0.03%
Poll	47	11,464	2.11%
<b>Total Voting</b>	<b>146</b>	<b>30,398</b>	<b>0.04%</b>

- One Shareholder holding 100 equity shares abstained from e-voting.



**Item No.5**

**ORDINARY RESOLUTION:**

To appoint Sri.P.K.Chandran (holding DIN 00273738) as Independent Director of the Company with effect from 30<sup>th</sup> September 2014 to hold office for a term upto 29<sup>th</sup> September 2019.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means, Postal ballot (in lieu of e-voting) and Poll at AGM	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	14	4,36,873	98.63%
Postal ballot (in lieu of e-voting at the AGM)	416	7,23,49,929	100.00%
Poll	132	532,471	100.00%
<b>Total Voting</b>	<b>562</b>	<b>73,319,273</b>	<b>99.99%</b>

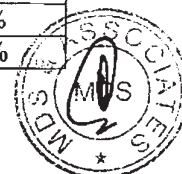
**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means, Postal ballot (in lieu of e-voting) and Poll at AGM	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	3	6,055	1.37%
Postal ballot (in lieu of e-voting at the AGM)	18	3,498	0.00%
Poll	1	5	0.00%
<b>Total Voting</b>	<b>22</b>	<b>9,558</b>	<b>0.01%</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	0	0	0
Postal ballot (in lieu of e-voting at the AGM)	95	18,673	0.03%
Poll	47	11,464	2.11%
<b>Total Voting</b>	<b>142</b>	<b>30,137</b>	<b>0.04%</b>

- One Shareholder holding 100 equity shares abstained from e-voting.



**Item No.6****ORDINARY RESOLUTION:**

To appoint Sri.S.S.Muthuvelappan (holding DIN 00273870) as Independent Director of the Company with effect from 30<sup>th</sup> September 2014 to hold office for a term upto 29<sup>th</sup> September 2019.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means, Postal ballot (in lieu of e-voting) and Poll at AGM	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	14	4,36,873	98.63%
Postal ballot (in lieu of e-voting at the AGM)	412	7,23,48,787	99.99%
Poll	133	532,480	100.00%
<b>Total Voting</b>	<b>559</b>	<b>73,318,140</b>	<b>99.99%</b>

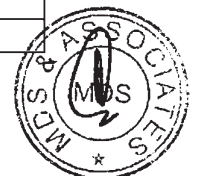
**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means, Postal ballot (in lieu of e-voting) and Poll at AGM	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	3	6,055	1.37%
Postal ballot (in lieu of e-voting at the AGM)	19	4,434	0.01%
Poll	1	5	0.00%
<b>Total Voting</b>	<b>23</b>	<b>10,494</b>	<b>0.01%</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	0	0	0
Postal ballot (in lieu of e-voting at the AGM)	98	18,894	0.03%
Poll	46	11,455	2.11%
<b>Total Voting</b>	<b>144</b>	<b>30,349</b>	<b>0.04%</b>

- One Shareholder holding 100 equity shares abstained from e-voting.



**Item No.7****ORDINARY RESOLUTION:**

To appoint Sri.N.K.Vijayan (holding DIN 00300871) as Independent Director of the Company with effect from 30<sup>th</sup> September 2014 to hold office for a term upto 29<sup>th</sup> September 2019.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means, Postal ballot (in lieu of e-voting) and Poll at AGM	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	14	4,36,873	98.63%
Postal ballot (in lieu of e-voting at the AGM)	413	7,23,49,772	100.00%
Poll	131	532,374	100.00%
<b>Total Voting</b>	<b>558</b>	<b>73,319,019</b>	<b>99.99%</b>

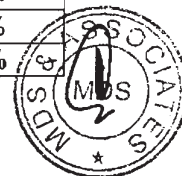
**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means, Postal ballot (in lieu of e-voting) and Poll at AGM	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	3	6,055	1.37%
Postal ballot (in lieu of e-voting at the AGM)	20	3,529	0.00%
Poll	1	5	0.00%
<b>Total Voting</b>	<b>24</b>	<b>9,589</b>	<b>0.01%</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	0	0	0
Postal ballot (in lieu of e-voting at the AGM)	96	18,724	0.03%
Poll	48	11,561	2.13%
<b>Total Voting</b>	<b>144</b>	<b>30,285</b>	<b>0.04%</b>

- One Shareholder holding 100 equity shares abstained from e-voting.



**Item No.8**

**ORDINARY RESOLUTION:**

To Re- appoint Dr.M.Marickam as Executive Vice Chairman of the Company for a period of five years from 25<sup>th</sup> October 2014.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means, Postal ballot (in lieu of e-voting) and Poll at AGM	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	12	4,35,873	98.41%
Postal ballot (in lieu of e-voting at the AGM)	406	7,23,48,476	99.99%
Poll	130	532,334	99.99%
<b>Total Voting</b>	<b>548</b>	<b>73,316,683</b>	<b>99.98%</b>

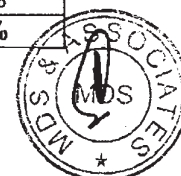
**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means, Postal ballot (in lieu of e-voting) and Poll at AGM	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	5	7,055	1.59%
Postal ballot (in lieu of e-voting at the AGM)	24	4,620	0.01%
Poll	2	45	0.01%
<b>Total Voting</b>	<b>31</b>	<b>11,720</b>	<b>0.02%</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	0	0	0
Postal ballot (in lieu of e-voting at the AGM)	99	19,233	0.03%
Poll	48	11,561	2.13%
<b>Total Voting</b>	<b>147</b>	<b>30,794</b>	<b>0.04%</b>

- One Shareholder holding 100 equity shares abstained from e-voting.



Item No.9**SPECIAL RESOLUTION:**

To approve under Section 180(1)(c ) of the Companies Act 2013 to borrow not exceeding Rs.1,500 Crores over and above the aggregate of the paid up capital and free reserves

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

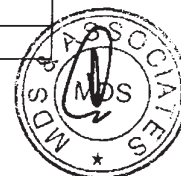
Mode of Voting	Number of Members Voted through electronic means, Postal ballot (in lieu of e-voting) and Poll at AGM	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	13	4,35,973	98.41%
Postal ballot (in lieu of e-voting at the AGM)	371	7,23,41,776	99.99%
Poll	125	531,008	99.72%
<b>Total Voting</b>	<b>509</b>	<b>73,308,757</b>	<b>99.97%</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means, Postal ballot (in lieu of e-voting) and Poll at AGM	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	5	7,055	1.59%
Postal ballot (in lieu of e-voting at the AGM)	54	10,404	0.01%
Poll	8	1,468	0.28%
<b>Total Voting</b>	<b>67</b>	<b>18,927</b>	<b>0.03%</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	0	0	0
Postal ballot (in lieu of e-voting at the AGM)	104	19,382	0.03%
Poll	47	11,464	2.11%
<b>Total Voting</b>	<b>151</b>	<b>30,846</b>	<b>0.04%</b>



**Item No.10**

**SPECIAL RESOLUTION:**

To approve under Section 180(1)(a) of the Companies Act 2013 to hypothecate, mortgage or create charge on all or any of the movable/immovable properties of the Company.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means, Postal ballot (in lieu of e-voting) and Poll at AGM	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	12	4,35,873	98.41%
Postal ballot (in lieu of e-voting at the AGM)	366	7,23,42,095	99.99%
Poll	126	530,741	99.70%
<b>Total Voting</b>	<b>504</b>	<b>73,308,709</b>	<b>99.97%</b>

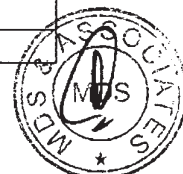
**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means, Postal ballot (in lieu of e-voting) and Poll at AGM	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	5	7,055	1.59%
Postal ballot (in lieu of e-voting at the AGM)	57	10,311	0.01%
Poll	6	1,597	0.30%
<b>Total Voting</b>	<b>68</b>	<b>18,963</b>	<b>0.03%</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	0	0	0
Postal ballot (in lieu of e-voting at the AGM)	106	19,397	0.03%
Poll	48	11,602	2.13%
<b>Total Voting</b>	<b>154</b>	<b>30,999</b>	<b>0.04%</b>

- One Shareholder holding 100 equity shares abstained from e-voting.



**Item No.11**

**ORDINARY RESOLUTION:**

To ratify remuneration payable to Cost Auditors of the Company for the financial year ending 31<sup>st</sup> March 2015.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

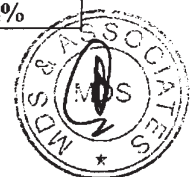
Mode of Voting	Number of Members Voted through electronic means, Postal ballot (in lieu of e-voting) and Poll at AGM	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	15	4,39,473	99.20%
Postal ballot (in lieu of e-voting at the AGM)	394	7,23,48,526	99.99%
Poll	126	532,023	99.95%
<b>Total Voting</b>	<b>535</b>	<b>73,320,022</b>	<b>99.99%</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means, Postal ballot (in lieu of e-voting) and Poll at AGM	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	3	3,555	0.80%
Postal ballot (in lieu of e-voting at the AGM)	30	4,395	0.01%
Poll	5	283	0.05%
<b>Total Voting</b>	<b>38</b>	<b>8,233</b>	<b>0.01%</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	0	0	0
Postal ballot (in lieu of e-voting at the AGM)	105	19,371	0.03%
Poll	49	11,634	2.14%
<b>Total Voting</b>	<b>154</b>	<b>31,005</b>	<b>0.04%</b>





**Item No.12**

**ORDINARY RESOLUTION:**

To approve for making donations/ contributions to deserving causes pursuant to provisions of Section 181 of the Companies Act, 2013.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means, Postal ballot (in lieu of e-voting) and Poll at AGM	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	15	4,36,973	98.63%
Postal ballot (in lieu of e-voting at the AGM)	372	7,23,42,538	99.99%
Poll	118	530,653	99.87%
<b>Total Voting</b>	<b>505</b>	<b>73,310,164</b>	<b>99.98%</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means, Postal ballot (in lieu of e-voting) and Poll at AGM	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	3	6,055	1.37%
Postal ballot (in lieu of e-voting at the AGM)	50	10,404	0.01%
Poll	4	686	0.13%
<b>Total Voting</b>	<b>57</b>	<b>17,145</b>	<b>0.02%</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose Votes were declared INVALID	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	0	0	0
Postal ballot (in lieu of e-voting at the AGM)	107	19,331	0.03%
Poll	58	12,601	2.32%
<b>Total Voting</b>	<b>165</b>	<b>31,932</b>	<b>0.04%</b>

*M. D. Selvaraj*  
**MDS & ASSOCIATES**  
 Prop : M.D.SELVARAJ M.Com, MBA,FCS,  
 COMPANY SECRETARY IN PRACTICE  
 FCS - 960, CP - 411  
 "SURYA" 35, MAYFLOWER AVENUE  
 SOWRIPALAYAM ROAD, COIMBATORE - 641 028

Date : 1<sup>st</sup> October 2014  
 Place : Coimbatore