

Rane (Madras) Limited



RML / 2014-15

August 1, 2014

BSE Limited Corporate Relationship Department, 1st Floor, New Trading Ring, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	Listing Department National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Plot No.C/1, 'G' Block, Bandra Kurla Complex Bandra (E), Mumbai - 400 051.
Code No. 532661	Code : RML

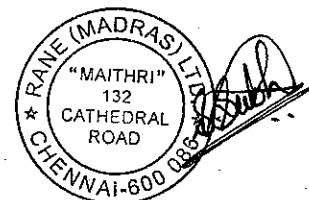
Dear Sir,

Sub: Announcement – Outcome of 10th Annual General Meeting (AGM) held on July 31, 2014
Ref: Clause 35A of the Listing Agreement – Voting Result

We wish to inform you that at the 10th AGM of the Company held on July 31, 2014 at The Music Academy (Mini hall), New No.168, T.T.K Road, Royapettah, Chennai at 10.15 a.m. the following business were considered and approved by the shareholders with requisite majority as applicable.

(i) Attendance of members:

Sl. No.	Description	Particulars		
A	Date of AGM	July 31, 2014		
B	Total number of shareholders on record date (Cut-off date)	5,912		
C	No. of Shareholders present in the meeting either in person or through proxy			
	Shareholders	Present in person	Present through Proxy	Total
	Promoter and Promoter Group	2	11	13
	Public	882	12	894
	Total	884	23	907
D	No. of Shareholders attended the meeting through Video Conferencing			
	No Video Conferencing facility was made available			



Rane (Madras) Limited

(Continuation Sheet)

(ii) Voting by members:

Sl No.	Details of Agenda	Resolution required (Ordinary/Special)	Mode of Voting: (Show of hands /Poll/Postal Ballot/ E-Voting)	Remarks
1.	To receive, consider and adopt the Directors' Report, audited financial statements of the Company for the year ended March 31, 2014 and the Auditors' Report thereon	Ordinary	E-Voting & Poll	Passed unanimously
2	To declare dividend on equity shares	Ordinary	E-Voting & Poll	Passed unanimously
3	To re-appoint Mr. L Lakshman, who retires by rotation, as a director	Ordinary	E-Voting & Poll	Passed unanimously
4	To appoint M/s Deloitte Haskins and Sells, Chartered Accountants as Auditors and to determine their remuneration	Ordinary	E-Voting & Poll	Passed unanimously
5	To appoint Dr Tridibesh Mukherjee, director, as an independent director	Ordinary	E-Voting & Poll	Passed unanimously
6	To appoint Mr. M Lakshminarayan, director, as an independent director	Ordinary	E-Voting & Poll	Passed unanimously
7	To appoint Ms Anita Ramachandran, director, as an independent director	Ordinary	E-Voting & Poll	Passed unanimously
8	To approve the borrowing powers of the board	Special	E-Voting & Poll	Passed unanimously

(iii) Results of Poll / postal ballot / E-voting by members:

The mode of voting for all resolutions was:

- (i) e-voting; and
- (ii) Poll conducted at the AGM to facilitate the shareholders who attended the AGM personally and did not participate in the e-voting process.

Result of voting in the format prescribed under clause 35A is annexed herewith along with the reports of the scrutinizer appointed for the conduct of voting (both e-vote and poll) in a fair and transparent manner.

Kindly acknowledge receipt.

Thanking you.

Yours faithfully,
For Rane (Madras) Limited


S Subha Shree
Secretary

Encl : as above.



Rane (Madras) Limited

Declaration in accordance with Clause 35A of the Listing Agreement, for the business transacted by the Company through the facility of E-Voting & Poll are furnished below

Date of Annual General Meeting: 31.07.2014

Date of declaration of results: 01.08.2014

Total No. of shareholders as on June 27, 2014 (cut-off date) : 5,912

Resolution No and subject	Category	No. of shares held	No. of votes cast	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour - on votes cast	% of votes against - on votes cast
1. To receive, consider and adopt the Directors' Report, audited financial statements of the Company for the year ended March 31, 2014 and the Auditors' Report thereon	Promoter and Promoter group	60,73,173	60,17,881	99.09%	60,17,881	-	100.00%	0.00%
	Public - Institutional holders	150	-	-	-	-	-	-
	Public - Others	44,37,326	4,341	0.10%	4,341	-	100.00%	0.00%
	Total	1,05,10,649	60,22,222	57.30%	60,22,222	-	100.00%	0.00%
2. To declare dividend on equity shares	Promoter and Promoter group	60,73,173	60,17,881	99.09%	60,17,881	-	100.00%	0.00%
	Public - Institutional holders	150	-	-	-	-	-	-
	Public - Others	44,37,326	4,341	0.10%	4,341	-	100.00%	0.00%
	Total	1,05,10,649	60,22,222	57.30%	60,22,222	-	100.00%	0.00%
3. To re-appoint Mr. L Lakshman, who retires by rotation, as a director	Promoter and Promoter group	60,73,173	60,17,881	99.09%	60,17,881	-	100.00%	0.00%
	Public - Institutional holders	150	-	-	-	-	-	-
	Public - Others	44,37,326	4,341	0.10%	4,341	-	100.00%	0.00%
	Total	1,05,10,649	60,22,222	57.30%	60,22,222	-	100.00%	0.00%
4. To appoint M/s Deloitte Haskins and Sells, Chartered Accountants as Auditors and to determine their remuneration	Promoter and Promoter group	60,73,173	60,17,881	99.09%	60,17,881	-	100.00%	0.00%
	Public - Institutional holders	150	-	-	-	-	-	-
	Public - Others	44,37,326	4,341	0.10%	4,341	-	100.00%	0.00%
	Total	1,05,10,649	60,22,222	57.30%	60,22,222	-	100.00%	0.00%
5. To appoint Dr Tridibesh Mukherjee, director, as an independent director	Promoter and Promoter group	60,73,173	60,17,881	99.09%	60,17,881	-	100.00%	0.00%
	Public - Institutional holders	150	-	-	-	-	-	-
	Public - Others	44,37,326	4,341	0.10%	4,341	-	100.00%	0.00%
	Total	1,05,10,649	60,22,222	57.30%	60,22,222	-	100.00%	0.00%
6. To appoint Mr. M Lakshminarayan, director, as an independent director	Promoter and Promoter group	60,73,173	60,17,881	99.09%	60,17,881	-	100.00%	0.00%
	Public - Institutional holders	150	-	-	-	-	-	-
	Public - Others	44,37,326	4,341	0.10%	4,341	-	100.00%	0.00%
	Total	1,05,10,649	60,22,222	57.30%	60,22,222	-	100.00%	0.00%

For Rane (Madras) Limited


S Subha Shree

Rane (Madras) Limited

Declaration in accordance with Clause 35A of the Listing Agreement, for the business transacted by the Company through the facility of E-Voting & Poll are furnished below

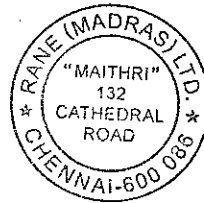
Date of Annual General Meeting: 31.07.2014

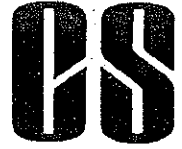
Date of declaration of results: 01.08.2014

Total No. of shareholders as on June 27, 2014 (cut-off date) : 5,912

Resolution No and subject	Category	No. of shares held	No. of votes cast	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour - on votes cast	% of votes against - on votes cast
7. To appoint Ms Anita Ramachandran, director, as an independent director	Promoter and Promoter group	60,73,173	60,17,881	99.09%	60,17,881	-	100.00%	0.00%
	Public - Institutional holders	150	-	-	-	-	-	-
	Public - Others	44,37,326	4,341	0.10%	4,341	-	100.00%	0.00%
	Total	1,05,10,649	60,22,222	57.30%	60,22,222	-	100.00%	0.00%
8. To approve the borrowing powers of the board	Promoter and Promoter group	60,73,173	60,17,881	99.09%	60,17,881	-	100.00%	0.00%
	Public - Institutional holders	150	-	-	-	-	-	-
	Public - Others	44,37,326	4,341	0.10%	4,341	-	100.00%	0.00%
	Total	1,05,10,649	60,22,222	57.30%	60,22,222	-	100.00%	0.00%

For Rane (Madras) Limited


S Susha Shree
Secretary



SCRUTINIZER'S REPORT
[E-VOTING]

{Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(3) (xi) of
Companies (Management and Administration) Rules 2014}

To
Mr. L Ganesh
Chairman
Tenth Annual General Meeting of Rane (Madras) Limited
"Maithri", 132, Cathedral Road
Chennai - 600086

Dear Sir,

The Board of directors of Rane (Madras) Limited ('the Company'), at their meeting held on 22nd May 2014 had pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(3)(xi) of Companies (Management and Administration) Rules 2014, appointed us as Scrutinizer for the e-voting process held for passing of resolutions as set out in the Notice, convening Tenth Annual General Meeting (AGM) of the Company, dated 22nd May 2014.

In this connection, we hereby submit our report as under:

1. The members of the Company as on the "cut-off" date i.e. 27th June, 2014 were entitled to vote on the resolutions (Item no. 1 to 8 as the set out in the notice of the Tenth Annual General Meeting of the Company).
2. The period for e-voting remained open from 25th July, 2014 (9.00 A.M IST) to 27th July, 2014 (6.00 P.M IST) as mentioned in the Notice convening AGM.
3. The votes cast were unblocked on 27th July 2014, after the completion of E-voting process in the presence of two witnesses, CS.Venkatesh & Ms. Rajeshwari, who are not in the employment of Company.
4. The details viz., list of Equity Share Holders, who voted "For", "Against" each of the resolutions that were put to vote, were generated from the e-voting Website of National Securities Depository Limited which is <https://www.evoting.nsdl.com> and based on such report, we are enclosing the report for each of the items contained in the notice.

For CR & ASSOCIATES


Partner.



E-VOTING RESULTS

Item No.	1
Particulars of the Business	To receive, consider and adopt the directors' report, the audited financial statement of the Company for the year ended March 31, 2014 and the auditors' report thereon.
Type of Resolution	Ordinary

Particulars	No of members voted	No of votes cast	Total Votes Cast (in %)
Received	9	321	100
Assent	9	321	100
Dissent	0	0	0
Invalid	0	0	0

Item No.	2
Particulars of the Business	To declare dividend on equity shares.
Type of Resolution	Ordinary

Particulars	No of members voted	No of votes cast	Total Votes Cast (in %)
Received	9	321	100
Assent	9	321	100
Dissent	0	0	0
Invalid	0	0	0

Item No.	3
Particulars of the Business	To appoint a director in the place of Mr. L. Lakshman, who retires by rotation and being eligible offers himself for re-election.
Type of Resolution	Ordinary

Particulars	No of members voted	No of votes cast	Total Votes Cast (in %)
Received	9	321	100
Assent	9	321	100
Dissent	0	0	0
Invalid	0	0	0

For CR & ASSOCIATES

(Signature)
 Partner.

CR & ASSOCIATES
COMPANY SECRETARIES



Item No.	4
Particulars of the Business.	To appoint M/s Deloitte Haskins and Sells, Chartered Accountants, as Auditors of the Company and to determine their remuneration.
Type of Resolution	Ordinary

Particulars	No of members voted	No of votes cast	Total Votes Cast (in %)
Received	9	321	100
Assent	9	321	100
Dissent	0	0	0
Invalid	0	0	0

Item No.	5
Particulars of the Business	To appoint Dr. Tridibesh Mukherjee, Director, as an Independent Director.
Type of Resolution	Ordinary

Particulars	No of members voted	No of votes cast	Total Votes Cast(in %)
Received	9	321	100
Assent	9	321	100
Dissent	0	0	0
Invalid	0	0	0

Item No.	6
Particulars of the Business	To appoint Mr. Lakshminarayan, Director, as an Independent Director.
Type of Resolution	Ordinary

Particulars	No of members voted	No of votes cast	Total Votes Cast(in %)
Received	9	321	100
Assent	9	321	100
Dissent	0	0	0
Invalid	0	0	0

For CR & ASSOCIATES

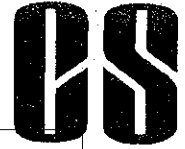
A. S. Mani
 Partner.

'SRINIDHI' G4-RMC Flats, No.1 Venkatesapuram Colony, Vadapalani, Chennai-600026.

Phone: 044- 24818292/+91-99625 68292. Mobile: +91-98840 68292

Email: fcs.rms@gmail.com, csrms@hotmail.com

CR & ASSOCIATES
COMPANY SECRETARIES



Item No.	7
Particulars of the Business	To appoint Ms. Anita Ramachandran, Director as an Independent Director.
Type of Resolution	Ordinary

Particulars	No of members voted	No of votes cast	Total Votes Cast (in %)
Received	9	321	100
Assent	9	321	100
Dissent	0	0	0
Invalid	0	0	0

Item No.	8
Particulars of the Business	To approve the borrowing powers of the board.
Type of Resolution	Special

Particulars	No of members voted	No of votes cast	Total Votes Cast (in %)
Received	9	321	100
Assent	9	321	100
Dissent	0	0	0
Invalid	0	0	0

Date: 28/07/2014
 Place: Chennai

For CR & ASSOCIATES
 Company Secretaries

C. Ramasubramaniam
 Partner
 M. No. 6125 CP No.6549

CR & ASSOCIATES
COMPANY SECRETARIES
"SRINIDHI"

G-4, RMC Flats, No. 1, Venkatesapuram Colony,
 Vadapalani, Chennai - 600 026.



Form No. MGT - 13
Report of Scrutinizer

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

To,
Mr. L Ganesh
Chairman
Tenth Annual General Meeting of Rane (Madras) Limited
Held on 31st July 2014 at
The Music Academy (Mini Hall),
New No. 168, T.T.K Road,
Royapettah, Chennai - 600014

Dear Sir,

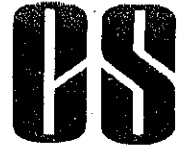
I, C. Ramasubramaniam, Partner, CR & ASSOCIATES appointed as Scrutinizer for the purpose of the poll taken on the below resolutions at the Tenth Annual General Meeting of Rane (Madras) Limited held on 31st July 2014 at The Music Academy (Mini Hall), New No. 168, T.T.K Road, Royapettah, Chennai - 600014, submit our report as under:-

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in the presence of Ms. Raghini and Ms. Rajeshwari, who are not in the employment of the Company and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.
3. We did not find any poll papers invalid.
4. The result of the poll is as under:

For CR & ASSOCIATES

Partner.

CR & ASSOCIATES
COMPANY SECRETARIES



a) Item No. 1-Ordinary Resolution

To receive, consider and adopt the directors' report, the audited financial statements of the Company for the year ended March 31, 2014 and the auditors' report thereon.

i) Voted in favour of the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	6021901	100%

ii) Voted against the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

iii) Invalid Votes:

Total number of members(in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

b) Item No. 2-Ordinary Resolution

To declare dividend on equity shares

i) Voted in favour of the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	6021901	100%

ii) Voted against the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

For CR & ASSOCIATES

C. R. Manjunath
 Partner.

'SRINIDHI' G4-RMC Flats, No.1 Venkatesapuram Colony, Vadapalani, Chennai-600026.

Phone: 044- 24818292/+91-99625 68292. Mobile: +91-98840 68292

Email: fcs.rms@gmail.com, csrms@hotmail.com

CR & ASSOCIATES
COMPANY SECRETARIES



iii) Invalid Votes:

Total number of members(in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

c) Item No. 3-Ordinary Resolution

To appoint a director in the place of Mr. L. Lakshman, who retires by rotation and being eligible offers himself for re-election.

i. Voted in favour of the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	6021901	100%

ii. Voted against the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

iii. Invalid Votes:

Total number of members(in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

d) Item No. 4-Ordinary Resolution

To appoint M/s Deloitte Haskins and Sells, Chartered Accountants, as Auditors of the Company and to determine their remuneration.

i. Voted in favour of the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	6021901	100%

For CR & ASSOCIATES

(Signature)

Partner.

'SRINIDHI' G4-RMC Flats, No.1 Venkatesapuram Colony, Vadapalani, Chennai-600026.

Phone: 044- 24818292/+91-99625 68292. Mobile: +91-98840 68292

Email: fcs.rms@gmail.com, csrms@hotmail.com



ii. Voted against the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

iii. Invalid Votes:

Total number of members(in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

e) Item No. 5-Ordinary Resolution

To appoint Dr. Tridibesh Mukherjee, director, as an independent director

i. Voted in favour of the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	6021901	100%

ii. Voted against the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

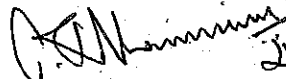
iii. Invalid Votes:

Total number of members(in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

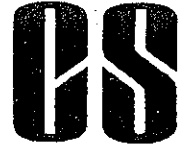
f) Item No. 6-Ordinary Resolution

To appoint Mr. M Lakshminarayan, director, as an independent director

For CR & ASSOCIATES


 Partner.

CR & ASSOCIATES
COMPANY SECRETARIES



i. Voted in favour of the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	6021901	100%

ii. Voted against the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

iii. Invalid Votes:

Total number of members(in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

g) Item No. 7-Ordinary Resolution

To appoint Ms. Anita Ramachandran, director, as an independent director

i. Voted in favour of the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	6021901	100%

ii. Voted against the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

iii. Invalid Votes:

Total number of members(in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

For CR & ASSOCIATES

A. Manjunath
 Partner.

'SRINIDHI' G4-RMC Flats, No.1 Venkatesapuram Colony, Vadapalani, Chennai-600026.

Phone: 044- 24818292/+91-99625 68292. Mobile: +91-98840 68292

Email: fcs.rms@gmail.com, csrms@hotmail.com

CR & ASSOCIATES
COMPANY SECRETARIES



h) Item No. 8-Special Resolution

To approve the borrowing powers of the board

i. Voted in favour of the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	6021901	100%

ii. Voted against the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

iii. Invalid Votes:

Total number of members(in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

5. A Compact Disc containing a list of equity shareholders who voted "FOR" and "AGAINST" for resolutions is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board for safe keeping.

Place: Chennai

Date: 01/08/2014

Thanking You,
Yours' Faithfully,

C. Ramasubramaniam
Partner
CR & ASSOCIATES
Company Secretaries
M. No. 6125 CP No.6549

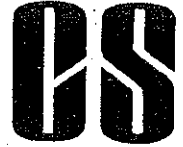
CR & ASSOCIATES
COMPANY SECRETARIES
"SRINIDHI"

G-4, RMC Flats, No. 1, Venkatesapuram Colony,
Vadapalani, Chennai - 600 026.

'SRINIDHI' G4-RMC Flats, No.1 Venkatesapuram Colony, Vadapalani, Chennai-600026.

Phone: 044- 24818292/+91-99625 68292. Mobile: +91-98840 68292

Email: fcs.rms@gmail.com, csrms@hotmail.com



**CONSOLIDATED SCRUTINIZER REPORT FOR E-VOTING & POLL
FOR M/s. RANE (MADRAS) LIMITED**

To,
The Chairman,
Tenth Annual General Meeting of M/s. Rane (Madras) Limited
"MAITHRI", 132 Cathedral Road,
Chennai - 600 086

**Sub: Passing of resolution through electronic AND poll conducted at the Tenth AGM
of Rane (Madras) Limited held on July 31st, 2014.**

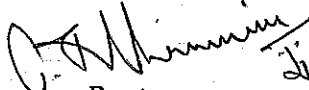
The Board of Directors of the Company, at its meeting held on 22nd May 2014 had appointed us as Scrutinizer to scrutinize the voting process in a fair and transparent manner. The e-voting was held between Friday, 25th July 2014 (9.00 a.m. IST) to Sunday, 27th July 2014 (6.00 p.m. IST) and the poll was conducted on Annual General Meeting of the Company held on 31st July 2014.

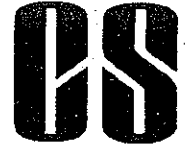
The Company had appointed National Securities Depository Limited., (NSDL) as the Service Provider, for extending the Facility of electronic voting to the shareholders of the Company from Friday, 25th July 2014 (9.00 a.m. IST) to Sunday, 27th July 2014 (6.00 p.m. IST). The e-voting results were unblocked by me after the completion of E-voting on 27th July 2014 in the presence of two witnesses. For further details, refer our Scrutinizer's report dated 28th July 2014 attached herewith.

At the Tenth Annual General Meeting of the Company held on 31st July 2014, the Chairman of the Company had suo moto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process.

The result of the E-voting together with that of the Poll is as under:

For CR & ASSOCIATES


Partner.



Item No.1: To receive, consider and adopt the directors' report, the audited financial statement of the Company for the year ended March 31, 2014 and the auditors' report thereon.

Votes cast through	Total votes cast		Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No.	%	No.	%	No.	%	No.	%
E Voting	321	100	321	100	0	0	0	0
Poll	6021901	100	6021901	100	0	0	0	0
TOTAL	6022222	100	6022222	100	0	0	0	0

All votes cast were in FAVOUR of the resolution and the resolution is passed unanimously as an ORDINARY RESOLUTION.

Item No.2: To declare dividend on Equity Shares.

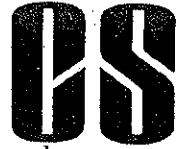
Votes cast through	Total votes cast		Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No.	%	No.	%	No.	%	No.	%
E Voting	321	100	321	100	0	0	0	0
Poll	6021901	100	6021901	100	0	0	0	0
TOTAL	6022222	100	6022222	100	0	0	0	0

All votes cast were in FAVOUR of the resolution and the resolution is passed unanimously as an ORDINARY RESOLUTION.

Item No.3: To appoint a director in the place of Mr. L. Lakshman, who retires by rotation and being eligible offers himself for re-election.

Votes cast through	Total votes cast		Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No.	%	No.	%	No.	%	No.	%
E Voting	321	100	321	100	0	0	0	0
Poll	6021901	100	6021901	100	0	0	0	0
TOTAL	6022222	100	6022222	100	0	0	0	0

CR & ASSOCIATES
COMPANY SECRETARIES



All votes cast were in FAVOUR of the resolution and the resolution is passed unanimously as an ORDINARY RESOLUTION.

Item No.4: To appoint M/s Deloitte Haskins and Sells, Chartered Accountants, as Auditors of the Company and to determine their remuneration.

Votes cast through	Total votes cast		Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No.	%	No.	%	No.	%	No.	%
E Voting	321	100	321	100	0	0	0	0
Poll	6021901	100	6021901	100	0	0	0	0
TOTAL	6022222	100	6022222	100	0	0	0	0

All votes cast were in FAVOUR of the resolution and the resolution is passed unanimously as an ORDINARY RESOLUTION.

Item No.5: To appoint Dr. Tridibesh Mukherjee, Director, as an Independent Director.

Votes cast through	Total votes cast		Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No.	%	No.	%	No.	%	No.	%
E Voting	321	100	321	100	0	0	0	0
Poll	6021901	100	6021901	100	0	0	0	0
TOTAL	6022222	100	6022222	100	0	0	0	0

All votes cast were in FAVOUR of the resolution and the resolution is passed unanimously as an ORDINARY RESOLUTION.

Item No.6: To appoint Mr. M. Lakshminarayan, Director, as an Independent Director.

Votes cast through	Total votes cast		Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No.	%	No.	%	No.	%	No.	%
E Voting	321	100	321	100	0	0	0	0
Poll	6021901	100	6021901	100	0	0	0	0
TOTAL	6022222	100	6022222	100	0	0	0	0

CR & ASSOCIATES
COMPANY SECRETARIES



All votes cast were in FAVOUR of the resolution and the resolution is passed unanimously as an ORDINARY RESOLUTION.

Item No.7: To appoint Ms. Anita Ramachandran, Director as an Independent Director.

Votes cast through	Total votes cast		Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No.	%	No.	%	No.	%	No.	%
E Voting	321	100	321	100	0	0	0	0
Poll	6021901	100	6021901	100	0	0	0	0
TOTAL	6022222	100	6022222	100	0	0	0	0

All votes cast were in FAVOUR of the resolution and the resolution is passed unanimously as an ORDINARY RESOLUTION.

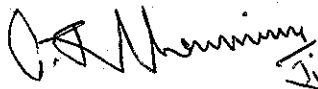
Item No.8: To approve the borrowing powers of the board.

Votes cast through	Total votes cast		Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No.	%	No.	%	No.	%	No.	%
E Voting	321	100	321	100	0	0	0	0
Poll	6021901	100	6021901	100	0	0	0	0
TOTAL	6022222	100	6022222	100	0	0	0	0

All votes cast were in FAVOUR of the resolution and the resolution is passed unanimously as a SPECIAL RESOLUTION.

We hereby confirm that, we are maintaining the Registers received from the Registrar and Share Transfer Agent electronically, in respect of the votes cast through E-Voting and Poll by the shareholders of the Company.

FOR CR & ASSOCIATES
COMPANY SECRETARIES


C. RAMASUBRAMANIAM
PARTNER
M. NO. 6125 CP NO.6549

CR & ASSOCIATES
COMPANY SECRETARIES
"SRINIDHI"

G-4, RMC Flats, No. 1, Venkatesapuram Colony,
Vadapalani, Chennai - 600 026.

Place: Chennai
Date: 01/08/2014