Details of voting results

(i) Attendance of members:

Date of the Annual General Meeting	21 st Aug	ust 2014
Total number of shareholders as on Record Date / Book Closure	15,	781
No. of shareholders present in the meeting either in person or through proxy:	Total :	1,020
proxy:	Members Present in person	Through Proxy
Promoters and promoter group	4	
Public	1009	7
No. of shareholders attended the meeting through video conferencing	Appe days and	

(ii) Voting by members:

Item No. in the notice	Subject	Resolution (ordinary / special)	Mode of voting	Remarks
1.	Adoption of standalone and consolidated accounts for the year ended 31st March 2014	Ordinary	E-Voting & Physical Ballot	
2.	Re-appointment of Mr T K Balaji, director	Ordinary	E-Voting & Physical Ballot	
3.	Re-appointment of Mr Sudarshan Venu, director	Ordinary	E-Voting & Physical Ballot	All these
4.	Appointment of M/s Sundaram and Srinivasan, Statutory Auditors	Ordinary	E-Voting & Physical Ballot	resolutions were passed with requisite majority
5.	Ratification of remuneration payable to Cost Auditor	Ordinary	E-Voting & Physical Ballot	niajority (class
6.	Re-appointment of Mr Venu Srinivasan as managing director for five years	Ordinary	E-Voting & Physical Ballot	A CONTRACTOR

Website: www.sundaram-clayton.com Email: corpsec@scl.co.in CIN: L35999TN1962PLC004792

Item No. in the notice	Subject	Resolution (ordinary / special)	Mode of voting	Remarks
7.	Variation in remuneration of Dr Lakshmi Venu, director-strategy	Ordinary	E-Voting & Physical Ballot	
8.	Appointment of Vice Admiral P J Jacob (Retd.), as an Independent Director	Special	E-Voting & Physical Ballot	
9.	Appointment of Mr V Subramanian, as an Independent Director	Special	E-Voting & Physical Ballot	
10.	Appointment of Mr S Santhanakrishnan, as an Independent Director	Special	E-Voting & Physical Ballot	All these
11.	Appointment of Mr Suresh Kumar Sharma, as an Independent Director	Special	E-Voting & Physical Ballot	resolutions were passed with requisite majority
12.	Appointment of Mr R Vijayaraghavan, as an Independent Director	Special	E-Voting & Physical Ballot	
13.	Appointment of Mr Kamlesh Gandhi, as an Independent Director	Special	E-Voting & Physical Ballot	

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

The mode of voting for all resolutions was:

- (i) e-voting; and
- (ii) physical ballot provided to the shareholders who attended the AGM personally and did not participate in the e-voting process.

Results of voting in the prescribed format is annexed herewith.

For SUNDARAM-CLAYTON LIMITED

R Raja Prakash Company Secretary

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

Date of declaration of results: 21st August 2014 (Being the date of Annual General Meeting)

Total shareholders as on 14th July 2014: 15,781

si E pi	7000	3 3	0.00%	0.00%	/800
% of votes against - on votes polled			Ö	0.0	
% of votes in % of votes favour ~ on against - on votes polled	100 00%	400.00%	100.00%	300.00%	100 00%
No. of votes – against	E			Λ	ır
No. of votes – No. of votes – in favour against	15,174,060		1	124,218	17 480 167
% of votes polled on outstanding shares	100.00%		/000 3	3.2.2.70	86.40%
No. of votes polled	15,174,060			C77,477	17,480,172
No. of shares held	15,174,060	2,678.704	7 379 371	120,0,00	20,232,085
Promoter / Public	Promoter and Promoter Group	Public - Institutional holders	Public - Others		Total
Resolution No. 1	A PO COLOR	August of Accounts	Tor the year ended	31st March 2014	

Resolution No. 2	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – No. of votes in favour against	1	% of votes in % of votes favour on against on votes polled	% of votes against - on votes polled
	Promoter and Promoter Group	15,174,060	15,174,060	100.00%	15,174,060		100.00%	%00.0
Reappointment of	Reappointment of Public - Institutional holders	2,678,704	2,181,889	81.45%		5.770.00	99.74%	%900
WI I K Balajı, director	Public - Others	2,379,321	124,198	5.22%	124,188	10	%66'66	0.01%
	Total	20.232.085	17 480 147	%UV 98	736 177 71	007.3		70000

Resolution No. 3	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes No. of votes against	% of votes in % of votes favour - on against - on votes polled	% of votes against - on votes polled
Beannointment of	Dromotor and Dramator	L 4	l					- 1
reappointing it of	reappointing to promoter and Promoter Group	15,1/4,060	15,174,060	100.00%	15,174,060	1	100.00%	0.00%
Mr Sudarshan Venu,	Wr Sudarshan Venu, Public - Institutional holders	2,678,704	2,181,889	81.45%		5 770 00	%77 66	
director	Public - Others	2,379,321	L	5.22%			%66 66	0.5200
	Total	20,232,085	17,	86.40%	17 474 376	5 780	%CC:CC	0.01/0
				2/2::22	0 (0/1 / / / -	20,10	0//0.00	P(22.2)

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

Date of declaration of results: 21st August 2014 (Being the date of Annual General Meeting)

Total shareholders as on 14th July 2014: 15,781

Resolution No.4	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding	No. of votes – No. of votes in favour against		% of votes in % of votes favour ~ on against - on	% of votes against - on
	0		1	3			votes polica	votes polled
Appointment of	Promoter and Promoter Group	15,174,060	15,174,060	100.00%	15.174.060	'	100 00%	76000
	Dublic Institutional Labors	1 2 3 4					TOO:00	0.00%
M/s Sundaram &	r ubile - iristitutional noiders	2,678,704	1,533,109	57.23%	1,533,109	_	100 00%	%UU U
Srinívasan as Statutory								0000
Auditors	Public - Others	2,379,321	124,223	5.22%	124.218	<i>C</i>	100 00%	%UU U
							70000	2000
	Total	20,232,085	16,831,392	83.19%	16.831.387	ď	100 00%	70000
					100/01/01	7	2000	2000

Resolution No.5	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No, of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against - on votes polled
	C		l				_	
Ratification of	Promoter and Promoter Group	15,174,060	15,174,060	100.00%	15.174.060	1	100 00%	7000
							2000	2000
remineration payable Public - Institution	Public - Institutional holders	2,678,704	2,181,889	81.45%	2.181.889		100 00%	7000
בניימייכי מכנסיו מממחוני	Public Others				/		200:00=	0.00
to Cost Anditor	rublic - Others	2,379,321	124,223	5.22%	124.213	10.	%66 66	. O U 19%
ייי ביייין שמשונים						2	2000	0.101
	Total	20,232,085	17,480,172	86.40%	17 480 162		100 00%	/000 C
			l		30110011	2	POO.OOT	8000

Resolution No.6	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes – No. of votes – in favour against	% of votes in % of votes favour - on against - or votes polled	% of votes against - on votes notled
·	Promoter and Promoter Group	15,174,060	15,174,060	100.00%	15,174,060	r	100.00%	%00.0
Re-appointment of Mr	Re-appointment of Mr Public - Institutional holders	2,678,704	2,181,889	81.45%	2.181.889	'	100.00%	
Managing Director	Public - Others	2,379,321	124,223	5.22%	124,218	2	100.00%	
	Total	20,232,085	17,480,172	86.40%	17,480,167	2	100.00%	%00.0

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

Date of declaration of results: 21st August 2014 (Being the date of Annual General Meeting)

Total shareholders as on 14th July 2014: 15,781

								-
Resolution No.7	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - No. of votes in favour against	No. of votes against	% of votes in % of votes favour – on against - or votes polled	% of votes against - on votes polled
Variation of	Promoter and Promoter Group	15,174,060	15,174,060	100.00%	15,174,060	1	100.00%	0.00%
remuneration payable	remuneration payable Public - Institutional holders	2,678,704	2,181,889	81.45%	2,176,119	5,770.00	99.74%	0.26%
ot .	Public - Others	2,379,321	124,057	5.21%	124,052	5	100.00%	%00.0
Dr Laksnmi Venu	Total	20,232,085	17,480,006	86.40%	17,474,231	5.775	%26 66	%20 0

Resolution No.8	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – No. of votes in favour	No. of votes - against	% of votes in favour – on votes polled	% of votes against - on votes polled
Appointment of Vice	Promoter and Promoter Group	15,174,060	15,174,060 15,174,060	100.00%	15,174,060	1	100.00%	00:00%
Admiral P J Jacob as	Admiral P J Jacob as Public - Institutional holders	2,678,704	2,181,889	81.45%	2,181,889	ı	100.00%	0.00%
an Independent	Public - Others	2,379,321	124,223	5.22%	124,197	26	86.66	0.02%
Ulfector	Total	20,232,085	17,480,172	86.40%	17,480,146	26	100.00%	0.00%

% of votes in % of votes favour – on against – on votes polled	100.00% 0.00%	100.00%	99.98% 0.02%	
<u> </u>	- 1	- II	56	
No. of votes – No. of votes – in favour	15,174,060	2,181,889	124,197	
% of votes polled on outstanding shares	100.00%	81.45%	5.22%	
No. of votes polled	15,174,060	2,181,889	124,223	
No. of shares held	15,174,060	2,678,704	2,379,321	
Promoter / Public	Promoter and Promoter Group	Public - Institutional holders	Public - Others	
Resolution No.9	Appointment of	_	as an Independent	

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

Date of declaration of results: 21st August 2014 (Being the date of Annual General Meeting)

Total shareholders as on 14th July 2014: 15,781

Resolution No.10	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – No. of votes – in favour against	% of votes in % of votes favour - on against - or votes polled	% of votes against - on votes polled
Appointment of	Promoter and Promoter Group	15,174,060	15,174,060	100.00%	15,174,060	1	100.00%	0.00%
MrS	Public - Institutional holders	2,678,704	2,181,889	81.45%	2,181,889	r	100.00%	0.00%
as an Independent	Public - Others	2,379,321	124,223	5.22%	124,213	10	%66'66	0.01%
Director	Total	20,232,085	17,480,172	86.40%	17,480,162	10	100.00%	0.00%

Resolution No.11	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour – on votes polled	% of votes against - on votes polled
Appointment of	Promoter and Promoter Group	15,174,060	15,174,060 15,174,060	100.00%	15,174,060	1	100.00%	00:00
ımar	Public - Institutional holders	2,678,704	2,181,889	81.45%	2,176,119	5,770.00	99.74%	0.26%
Sharma as an Independent Public - Others	Public - Others	2,379,321	124,223	5.22%	124,197	26	86.66	0.02%
Director	Total	20,232,085	17,480,172	86.40%	17,474,376	5,796	99.97%	0.03%

Resolution No.12	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes – No. of votes – in favour against	% of votes in % of votes favour - on votes polled votes polled	% of votes against - on votes polled
400000000000000000000000000000000000000	Promoter and Promoter Group	15,174,060	15,174,060	100.00%	15,174,060		100.00%	0.00%
Mr R Vijayaraghavan	Public - Institutional holders	2,678,704	2,181,889	81.45%	2,176,119	5,770.00	99.74%	0.26%
as an Independent	Public - Others	2,379,321	124,223	5.22%	124,213	10	%66'66	0.01%
Director	Total	20,232,085	17,480,172	86,40%	17,474,392	5,780	99.97%	W.CLAV

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

Date of declaration of results: 21st August 2014 (Being the date of Annual General Meeting)

Total shareholders as on 14th July 2014: 15,781

Resolution No.13	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - No. of votes - in favour against	% of votes in % of votes favour – on against – on votes polled	% of votes against - on votes polled
Appointment of	Promoter and Promoter Group	15,174,060	15,174,060 15,174,060	100.00%	15,174,060	1	100.00%	0.00%
Mr Kamlesh Gandhi	Mr Kamlesh Gandhi Public - Institutional holders	2,678,704	2,181,889	81.45%	2,181,889	ı	100.00%	0.00%
as an Independent	Public - Others	2,379,321	124,179	5.22%	124,131	48	89.66	0.04%
Uirector	Total	20,232,085	17,480,128	86.40%	17,480,080	48	100.00%	%00.0



S Krishnamurthy & Co

Company Secretaries

18th August 2014

To,
The Chairman,
Sundaram-Clayton Limited
"Jayalakshmi Estates",
No. 29 (Old No.8), Haddows Road,
Chennai-600006

Dear Sir,

"Shobana", 17, Nandanam Main Road, Nandanam Extension, Chennai-600035 (044) 42074012/24315579 sriram.krishnamurthy@rediffmail.com skco.cs@gmail.com

<u>Sub:</u> Electronic voting process under Section 108 of the Companies Act, 2013 ("Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rule") and Clause 35B of the listing agreement with stock exchanges-Submission of Scrutiniser's report

Your Board of Directors has, vide resolutions passed on 14th May 2014, decided to:

- (a) Convene the 52nd (fifty second) Annual General Meeting on 21st August 2014 ("AGM");
- (b) Transact 13 items of business at the AGM by passing 13 (thirteen) resolutions as set out in the Notice calling the AGM;
- (c) Provide the members of your company electronic voting facility (e-voting) to exercise their right to vote on all the 13 resolutions;
- (d) Have 14th July 2014 as the record date to determine the members eligible to exercise their votes and the number of votes that can be exercised by such members.
- (e) Appointed me as the Scrutiniser for the said electronic voting process.

I submit my report as under:

- Your company selected National Securities Depository Limited (NSDL) to provide the evoting platform.
- 2. Your company had 15,781 members on the Register of Members/ Record of Depositories as on the record date namely 14th July 2014.
- Notice of the AGM ("AGM notice"), along with the 52nd annual report was despatched through:
 - (a) Electronic means by NSDL on 25th July 2014 to 5,735 members who had provided email address for receipt of documents in electronic mode.
 - (b) Registered book post by the company to 11,327 members on 23rd July 2014 who had either not provided email address or were residents of Chennai. This included 20 members in repect of whom emails sent by NSDL bounced.
 - (c) Registered book post by the company to 23 members on 30th July 2014 in respect of whom emails sent by NSDL returned undelivered.
- 4. The AGM notice indicated the e-voting process and also mentioned that:
 - (a) All the 13 items of business set out in the notice may be transacted through electronic voting system.
 - (b) 12th August 2014 (9.00 am) to 14th August 2014 (6.00 pm) would be the time period during which votes may be cast through electronic means ("e-voting period").
- 5. NSDL provided the login id and also the password/ facility for generating password to enable members to cast their votes electronically.
- Your company published advertisements on 29th July 2014 about having despatched the AGM notice, the availability of e-voting facility and the other matters prescribed, in:
 - (a) "Business Line" an English newspaper in English language and
 - (b) "Makkal Kural" a Tamil newspaper in English language.



Sundaram-Clayton Limited Scrutiniser's Report on e-voting- 18th August 2014

- 7. At the end of the e-voting period, I have:
 - (a) Unblocked the electronic votes cast in the presence of two witnesses not in the employment of the company and prepared this report.
 - (b) Matched/ confirmed the shareholding stated in the electronic ballot with the Register of Members/Record of Depositories, as on the record date.
 - (c) Recorded particulars of all the electronic votes cast by members of the electronically in a separate register maintained for the purpose.
- 8. A summary of the e-voting is given below:

Particulars	Number of members	Number of Shares/ votes
Total eligible members/ votes as on 14th July 2014	15,781	2,02,32,085
Participating members/votes cast during e-voting period For the items of business set out in AGM notice	72 to 75	1,68.29.703 to 1.74.78.483

		Resolution	4.4.10.10.10.10.10.10.10.10.10.10.10.10.10.	Assent (For)	Disse (Agair	
No	Nature	Subje	ct matter	Number of valid votes	%	Number of valid votes	%
1.	Ordinary	Adoption of fina for FY 2013-14	ncial statements	1,74,78,478	100.00	. 5	0
2.	Ordinary	Re-appointment	Mr. T K Balaji	1,74,72,683	99.97	5,775	0.03
3.	Ordinary	of retiring director	Mr. Sudarshan Venu	1,74,72,708	99.97	5,775	0.03
4.	Ordinary	Appointment of Srinivasan, Cha Accountants, as transition period	auditors for the	1,68,29,698	100.00	5	0
5.	Ordinary	Ratification of re Mr. A N Raman, as Cost Auditor	Cost Accountant	1,74,78,473	100.00	10	0
6.	Ordinary	Srinivasan as M	Re-appointment of Mr. Venu Srinivasan as Managing Director for five years from 23 rd May 2014 Variation in remuneration of		100.00	5	0
7.	Ordinary			1,74,72,542	99.97	5,775	0.03
8.	Special	Appointment	Mr. P J Jacob	1,74,78,478	100.00	5	0
9.	Special	and remuneration	Mr. V Subramanian	1,74,78,478	100.00	5	0
10.	Special	of independent	Mr. S Santhanakrishnan	1,74,78,478	100.00	5	0
11.	Special	directors for a term of 5 years	Mr. Suresh Kumar Sharma	1,74,72,708	99.97	5,775	0.03
12.	Special	from the conclusion of	Mr. R Vijayaraghavan	1,74,72,708	99.97	5,775	0.03
13.	Special	the AGM	Mr. Kamlesh Gandhi	1,74,78,434	100.00	5	0



Sundaram-Clayton Limited Scrutiniser's Report on e-voting- 18th August 2014

- 9. Hence all resolutions are deemed to be duly passed, with requisite majority, on the date of the ensuing AGM namely, $21^{\rm st}$ August 2014.
- 10. You may accordingly declare the result of the electronic voting.

Thanking you,

Yours faithfully,

K SRIRAM, SCRUTINISER.

S Krishnamurthy & Co

Company Secretaries

"Shobana", 17, Nandanam Main Road, Nandanam Extension, Chennai-600035 (044) 42074012/24315579 sriram.krishnamurthy@rediffmail.com skco.cs@gmail.com

FORM No. MGT-13 Report of Scrutinizer(s)

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

To,
Mr. Venu Srinivasan
Chairman,
Sundaram - Clayton Limited,
Jayalakshmi Estates,
No.29, Haddows Road,
Chennai - 600 006

Sub: 52nd Annual General Meeting of the Equity Shareholders of Sundaram -Clayton Limited, held on Thursday the 21st August 2014 at 10.15 am at "The Music Academy", New No.168 (Old No.306) TTK Road, Royapettah, Chennai 600014

Dear Sir.

- I, K Sriram, Practising Company Secretary, Partner of M/s. S Krishnamurthy & Co., Company Secretaries, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 52nd annual general meeting of the Equity Shareholders of Sundaram -Clayton Limited, held on Thursday the 21st August 2014 at 10.15 am at "The Music Academy", New No.168 (Old No.306) TTK Road, Royapettah, Chennai 600014 (AGM), submit my report as under:
- The Chairman announced at the AGM that only the shareholders who had not participated in the e-voting process conducted in accordance with Section 107 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of the AGM, were eligible to participate in the poll process.
- 2. After the time fixed for the poll, three (3) ballot boxes kept for polling were locked in my presence with due identification marks placed by me
- The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized.
- 4. The poll papers were reconciled with the records maintained by the share transfer department of the Company and the authorizations / proxies lodged with the Company.
- 5. The poll papers were also cross-checked with the e-voting details to ascertain whether any shareholder had participated both in the e-voting and in the poll process.
- The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



FORM No. MGT-13

Sundaram-Clayton Limited-AGM on 21st August 2014

7. The result of the Poll is as under:

	Resolution			Voting		
No	Subject-matter	Туре		In favour	Against	Invalid
i.	Adoption of financial	Ordinary	Number of members	24	0	44
	statements for the year		present and voting (in		ŀ	
	ended 31st March 2014].	person/ by proxy)			
			Number of votes cast	1689	0	Does not
			% of valid votes cast	100	0	arise
2.	Re-appointment of	Ordinary	Number of members	23	1	44
	retiring director -		present and voting (in			
	Mr. T. K. Balaji		person/ by proxy)			
			Number of votes cast	1684 *	5	Does not
			% of valid votes cast	99.70	0.30	arise
3.	Re-appointment of	Ordinary	Number of members	22	1	45
	retiring director -		present and voting (in		ļ	
	Mr. Sudarshan Venu		person/ by proxy)		1	
			Number of votes cast	1668	5	Does not
			% of valid votes cast	99.70	0.30	arise
4.	Appointment of M/s.	Ordinary	Number of members	24	Q	44
	Sundaram &		present and voting (in			-
	Srinivasan, Chartered	ĺ	person/by proxy)			
,	Accountants as		Number of votes cast	1689	0	Does not
	auditors for 3 years	. ,	% of valid votes cast	100	0	arise
5.	Ratification of	Ordinary	Number of members	24	0	44
	remuneration for FY		present and voting (in			
	2014-15 to the Cost		person/ by proxy)			
	Auditor -		Number of votes cast	1689	0	Does not
	Mr. A N Raman		% of valid votes cast	100	0	arise
6.	Re-appointment of	Ordinary	Number of members	24	0	44
	Mr. Venu Srinivasan as		present and voting (in		ł ·	[
	Managing Director for		person/by proxy)			
	5 years from 23 rd May		Number of votes cast	1689	0	Does not
	2014		% of valid votes cast	100	0	arise
7.	Variation in	Ordinary	Number of members	24	0	44
	remuneration of Dr.	•	present and voting (in			
	Lakshmi Venu,	ļ	person/ by proxy)			
	Director - Strategy.		Number of votes cast	1689	0	Does not
			% of valid votes cast	100	0	arise
8.	Appointment of	Special	Number of members	22	2	44
	Vice Admiral	-	present and voting (in			
	P J Jacob, as an		person/ by proxy)			
	independent director		Number of votes cast	1668	21	Does not
	for 5 years		% of valid votes cast	98.76	1.24	arise
9.	Appointment of	Special	Number of members	22	2	44
	Mr. V Subramanian as	-I	present and voting (in			1
	an independent	ļ	person/ by proxy)			
	director for 5 years	ļ	Number of votes cast	1668	21	Dogg not
		ŀ	% of valid votes cast		<u> </u>	Does not
			70 OI VAIIG VOIES CAST	98.76	1.24	arise



FORM No. MGT-13

Sundaram-Clayton Limited- AGM on 21st August 2014

	Resolution		2	Voting		<u></u>
No	Subject-matter	Type		In favour	Against	Invalid
10.	Appointment of Mr. S Santhanakrishnan as	Special	Number of members present and voting (in person/ by proxy)	23	1	44
	an independent		Number of votes cast	1684	5	Does not
	director for 5 years		% of valid votes cast	99.70	0.30	arise
11.	Appointment of Mr. Suresh Kumar Sharma as an	Special	Number of members present and voting (in person/ by proxy)	22	2	44
	independent director		Number of votes cast	1668	21	
	for 5 years		% of valid votes cast	98.76	1.24	
12.	Appointment of Mr. R Vijayaraghavan as an independent	Special	Number of members present and voting (in person/by proxy)	23	1	44
	director for 5 years		Number of votes cast	1684	5	Does not
			% of valid votes cast	99.70	0.30	arise
13.	Appointment of Mr. Kamalesh Gandhi as an independent		Number of members present and voting (in person/ by proxy)	22	2	44
	director for 5 years	ļ	Number of votes cast	1646	43	Does not
	·		% of valid votes cast	97.45	2.55	arise

- 8. A Spreadsheet containing list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

COMPANY SECRETARIES

Thanking you,

Yours faithfully,

K SRIRAM,

Scrutinizer.

Chennai

22nd August 2014