

MINUTES OF THE SIXTY SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF DALMIA BHARAT SUGAR AND INDUSTRIES LIMITED HELD ON SATURDAY, THE 30th AUGUST, 2014 AT 11.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT DALMIAPURAM, DISTRICT TIRUCHIRAPALLI, TAMIL NADU.

DIRECTORS PRESENT:

1. Shri. M. Raghupathy
2. Shri P. Kannan

MEMBERS ATTENDED IN PERSON AND THROUGH PROXY:

1. Shri K.V. Mohan, Company Secretary and Member
2. Shri N. Santhanam
3. Shri R. Karthikeyan
4. Shri A. Ravichandran
5. Shri Vimalanathan. A
6. Shri S. Rangarajan
7. Shri R. Shanmugam
8. Shri K. Subramaniam
9. Shri V. Sundararaj
10. Shri M. Ganesan
11. Shri K.V. Gopal
12. Shri N. Santhanam
13. Shri M. Desingu
14. Shri N. Gopalswamy
15. Shri V. Arunagirinathan

Besides the above, 38 more shareholders attended in Person including 9 persons as Authorised Representatives and 3 persons attended as proxy holders for 7 shareholders as per the attendance list on file.

1. CHAIRMAN:

Shri K.V. Mohan, Company Secretary welcomed the Members for the 62nd Annual General Meeting of the Company and informed that as Shri M. Raghupathy, Director and Chairman of the Nomination and Remuneration Committee of the Company was present, he would Chair the meeting in terms of Article 109 of the Articles of Association of the Company. He added that Shri P. Kannan, Director, and Chairman of the Audit Committee and a member of Stakeholders Relationship Committee was also present at the meeting. He further informed that the Register of Directors' and Key Managerial personnel and their Shareholding maintained under section 170 of the Companies Act, 2013, proxy register and inspection documents was placed on the table and were open for inspection by members during the continuance of the Meeting.

P.T.O.

CHAIRMAN'S
INITIAL

MK

2. QUORUM:

The Secretary informed the Chairman that the requisite quorum was present and the Chairman called the Meeting to order.

3. NOTICE:

With the consent of the Members present, the Chairman took the Notice convening the Meeting as read.

4. AUDITORS' REPORT:

The Auditors' Report was then read out to the Shareholders present, by Shri Anil Kataria, Chief Financial Officer of the Company.

Thereafter, the Chairman with the permission of Members present, took the Audited Accounts of the Company for the financial year ended 31st March, 2014, and the Directors' Report thereon, as circulated with the Notice of the Meeting as read.

5. POLL:

The Secretary informed the members present in the Meeting that 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, the Company had provided its members, the facility to exercise their right to vote through electronic means. Hence, those members attending the Annual General Meeting, including persons present by proxy, were also to be given the opportunity to cast their vote in proportion to their shareholding, through voting by poll. He requested to the Chairman to appoint one Scrutinizer for the physical voting process to be conducted at the Annual General Meeting from amongst the members present in this meeting to act as Scrutiniser and assist the Scrutiniser appointed by the Board.

The Chairman thereafter appointed Shri V. Sundararaj as a Scrutiniser to assist Shri Harish Khurana, the Scrutiniser appointed by the Board of Directors of the Company and informed the Members present that the Results of the poll being conducted at the Annual General Meeting will be compiled by adding the votes of the Poll conducted at this Meeting with the votes cast by a Member availing of the Electronic voting process. He declared that on receipt of Scrutiniser's Report on the Poll, the results of the Poll would be declared by him on 1st September, 2014 at 4:00 p.m. and

that such results would be uploaded on the Company's website and shall be available at the Registered Office of the Company.

The Chairman informed the Members present that Ballot Papers would be distributed to each of them and if they represent some Company as its Authorised Representative appointed under section 113 of the Companies Act, 2013 or they represent another Member as a Proxy, they are entitled to collect such forms and cast the votes on behalf of the Members they represent as Authorised Representatives or as a Proxy holder. He requested the Members to drop the Ballot Forms in the sealed Ballot Box to enable Mr. V. Sundararaj to break open the seal and take the Ballot Forms in his possession so as to compile the results of the Poll conducted at the Meeting and submit the same to the Scrutiniser, Shri Harish Khurana, who in turn would give his consolidated report on each of the Resolutions by aggregating the electronic votes cast with the votes cast through physical ballots.

6. BUSINESS SET OUT IN NOTICE:

Before taking up the business on items set out in the Notice convening the Annual General Meeting, the Chairman enquired from the Members present as to whether they need any clarification with regard to the Annual Accounts of the Company for the year ended 31st March, 2014 and the Director's Report thereon.

There being no question, the Chairman proceeded to take up the various items set out in the Notice convening the Meeting.

7. ADOPTION OF FINANCIAL STATEMENTS OF THE COMPANY

The Chairman took up the first item on the agenda for consideration by the Members.

Shri M. Desingu proposed and Shri R. Karthikeyan seconded the following Resolution as an ORDINARY RESOLUTION:

“ RESOLVED THAT Audited Financial Statements of the Company for the year ended 31st March, 2014 together with the Reports of the Directors' and Auditors thereon and the Consolidated Financial Statements of the Company for the year ended 31st March, 2014 together with the Auditors Report thereon , placed before the Meeting, be and are hereby approved and adopted.”

P.T.O.

CHAIRMAN'S
INITIAL

MR

8. RE-APPOINTMENT OF SHRI T.VENKATESAN, AS DIRECTOR:

The next item on the agenda was taken up for consideration by Chairman.

Shri K.V. Gopal proposed and Shri V. Arunagirinathan seconded the following Resolution as an ORDINARY RESOLUTION:

“ **RESOLVED THAT** Shri T. Venkatesan, a Director retiring by rotation, be and is hereby re-appointed as a Director of the Company.”

9. AUDITORS:

The next item on the agenda was then taken up for consideration by Chairman.

Shri N. Santhanam proposed and Shri M. Desingu seconded the following Resolution as an ORDINARY RESOLUTION:

“ **RESOLVED THAT** pursuant to section 139 of the Companies Act, 2013 read with the applicable rules, M/s. S.S. Kothari Mehta & Co., Chartered Accountants, Delhi (Firm Regn No. 000756N) be and are hereby appointed as the Statutory Auditors of the Company for a term of one year to hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at a remuneration of ₹ 7,20,000/- for the conduct of the audit besides service tax and reimbursement of travelling and other out of pocket expenses incurred by them for the purpose of audit.”

SPECIAL BUSINESS

10. APPOINTMENT OF COST AUDITORS

The next item on the agenda was then taken up for consideration by Chairman.

Shri R. Karthikeyan proposed and Shri M. Ganesan seconded the following Resolution as an ORDINARY RESOLUTION:

“ **RESOLVED THAT** pursuant to the provisions of section 148 of the Companies Act, 2013, the remuneration of M/s R.J. Goel & Co., Cost Accountants, appointed by the Board on the recommendation of the Audit Committee as the Cost Auditors of the Company to conduct the Cost Audit of

the Company's cost records, etc. for the financial year ending on 31st March, 2015, at ₹ 2,50,000/- besides service tax as may be applicable and reimbursement of travelling and other out of pocket expenses incurred by them for the purposes of conduct of such cost audit be and is hereby ratified and approved."

11. APPOINTMENT OF SH. J.S. BAIJAL AS INDEPENDENT DIRECTOR

The 5th item on the agenda was then taken up for consideration by Chairman.

Ms Nidhi Bisaria proposed and Shri N. Santhanam seconded the following Resolution as an ORDINARY RESOLUTION:

" **RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV thereto and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 the consent of the Members of the Company be and is hereby accorded to the appointment of Shri J. S. Baijal (DIN:00049565) as an Independent Director of the Company for a period of five consecutive years commencing from the conclusion of this Annual General Meeting and ending with the conclusion of the sixth following Annual General Meeting."

12. APPOINTMENT OF SH. M. RAGHUPATHY AS INDEPENDENT DIRECTOR

The 6th item on the agenda was then taken up for consideration by Chairman.

Ms Nidhi Bisaria proposed and Shri M. Ganesan seconded the following Resolution as an ORDINARY RESOLUTION:

" **RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV thereto and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 the consent of the Members of the Company be and is hereby accorded to the appointment of Shri M.

P.T.O.

CHAIRMAN'S
INITIAL

KLP

Raghupathy (DIN:00012997) as an Independent Director of the Company for a period of five consecutive years commencing from the conclusion of this Annual General Meeting and ending with the conclusion of the sixth following Annual General Meeting.”

13. APPOINTMENT OF SH. P. KANNAN AS INDEPENDENT DIRECTOR

The 7th item on the agenda was then taken up for consideration by Chairman.

Ms Nidhi Bisaria proposed and Shri S. Rangarajan seconded the following Resolution as an ORDINARY RESOLUTION:

“ **RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV thereto and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 the consent of the Members of the Company be and is hereby accorded to the appointment of Shri P. Kannan (DIN:03555871) as an Independent Director of the Company for a period of five consecutive years commencing from the conclusion of this Annual General Meeting and ending with the conclusion of the sixth following Annual General Meeting.”

14. APPOINTMENT OF SH. Y.H. DALMIA AS A PART TIME ADVISOR

The 8th item on the agenda was then taken up for consideration by Chairman.

Shri N. Kamraj proposed and Shri R. Karthikeyan seconded the following Resolution as a SPECIAL RESOLUTION:

“ **RESOLVED BY WAY OF SPECIAL RESOLUTION THAT** consent of the Company, be and is hereby granted, pursuant to Section 314(1) of the Companies Act, 1956 read with Section 188 of the Companies Act, 2013 and rules framed thereunder, to the appointment of Shri Yadu Hari Dalmia as a Part time Advisor with effect from 15th February, 2014 on payment of honorarium of ₹ 25,000/- per month besides the expenditure incurred on running and maintenance of one motor car to be kept at his disposal.”

15. BORROWING POWERS OF THE COMPANY

The 9th item on the agenda was then taken up for consideration by Chairman.

Shri K.V. Gopal proposed and Shri V. Arunagirinathan seconded the following Resolution as a SPECIAL RESOLUTION:

“ RESOLVED BY WAY OF A SPECIAL RESOLUTION THAT the consent of the Company be and is hereby accorded pursuant to section 180(1)(c) and other applicable provisions of the Companies Act, 2013 to the Board of Directors of the Company for borrowing, from time to time, as they may think fit, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers for the purposes of meeting the working capital requirements of the Company in the ordinary course of its business) may exceed the aggregate of the paid up capital and free reserves, provided that the aggregate of the monies borrowed and to be borrowed and outstanding at any time shall not exceed ₹ 2,800 crores.”

16. INCREASE IN COMMISSION PAYABLE TO SH. JAI HARI DALMIA AND SH. GAUTAM DALMIA

The last item on the agenda was then taken up for consideration by Chairman.

Shri M. Desingu proposed and Shri S. Rangarajan seconded the following Resolution as a SPECIAL RESOLUTION:

“ RESOLVED BY WAY OF SPECIAL RESOLUTION THAT the amount of commission, including the salary and perquisites (other than contribution to provident fund, superannuation fund and gratuity fund) payable to the Shri Jai H. Dalmia, Vice-Chairman and Shri Gautam Dalmia, Managing Director of the Company, on the net profits computed under section 198 of the Companies Act, 2013, be enhanced from 1.5% of the net profits to each to 3% of the net profits to each of them, effective 1-4-2014, for the balance period of appointment.”

P.T.O.

CHAIRMAN'S
INITIAL

[Handwritten Signature]

17. CONDUCT OF POLL:

The Chairman thereafter suo moto ordered the Poll for all the above items and requested Shri V. Sundararaj to distribute the Ballot Papers and take over the poll proceedings. Shri V. Sundararaj then conducted the poll and took custody/possession of the Ballot Box after ensuring that all the members present in person and through proxies had participated in the poll and had cast their votes.

18. VOTE OF THANKS:

There being no other business to transact, the Meeting terminated with a vote of thanks to the Chair.

19. RESULT OF POLL:

On the basis of the Scrutinizer's Report dated 30-8-2014 for the electronic voting and poll conducted at the Annual General Meeting, the Chairman declared that all the Resolutions have been passed unanimously. The summary of the Report is as under:

Item No.	Particulars of Resolution	E-Voting & Poll results				RESULT
		VOTES IN FAVOUR		VOTES AGAINST		
		No of votes polled	% to total votes polled	No. of votes polled	% to total votes polled	
1.	Ordinary Resolution for adoption of Annual Financial Statements including Consolidated Financial Statements for the year ended 31-3-2014	47277425	100%	Nil	Nil	Resolution carried unanimously
2.	Ordinary Resolution for re-appointment of Shri T. Venkatesan as a Director of the Company	47277425	100%	Nil	Nil	Resolution carried unanimously
3.	Ordinary Resolution for re-appointment of M/s. S.S. Kothari Mehta & Co., Chartered Accountants as the Statutory Auditors of the Company	47277425	100%	Nil	Nil	Resolution carried unanimously

CHAIRMAN'S
INITIAL

dp

MINUTE BOOK

Item No.	Particulars of Resolution	E-Voting & Poll results				RESULT
		VOTES IN FAVOUR		VOTES AGAINST		
		No of votes polled	% to total votes polled	No. of votes polled	% to total votes polled	
4.	Ordinary Resolution for approving the remuneration of the Cost Auditors, M/s. R.J. Goel & Co.	47277425	100%	Nil	Nil	Resolution carried unanimously
5.	Ordinary Resolution for appointment of Shri J.S. Baijal as an Independent Director for a period of 5 years	47277425	100%	Nil	Nil	Resolution carried unanimously
6.	Ordinary Resolution for appointment of Shri M. Raghupathy as an Independent Director for a period of 5 years	47277425	100%	Nil	Nil	Resolution carried unanimously
7.	Ordinary Resolution for appointment of Shri P. Kannan as an Independent Director for a period of 5 years	47277425	100%	Nil	Nil	Resolution carried unanimously
8.	Special Resolution for appointment of Shri Y.H. Dalmia as a part time Advisor	44213610#	100%	Nil	Nil	Resolution carried unanimously
9.	Special Resolution to borrow monies under section 180(1)(c) of the Companies Act, 2013	47277425	100%	Nil	Nil	Resolution carried unanimously

P.T.O.

CHAIRMAN'S
INITIAL


Item No.	Particulars of Resolution	E-Voting & Poll results				
		VOTES IN FAVOUR		VOTES AGAINST		RESULT
		No of votes polled	% to total votes polled	No. of votes polled	% to total votes polled	
10.	Special Resolution to increase the commission payable to Shri J.H. Dalmia, Vice Chairman and Shri Gautam Dalmia, Managing Director	43957575#	100%	Nil	Nil	Resolution carried unanimously

Note: # Excludes the votes of persons who had abstained from voting on these item of the Resolutions pursuant to section 188 of the Companies Act, 2013.

Date: 2-9-2014


K.V. MOHAN
COMPANY SECRETARY


M. RAGHUPATHY
CHAIRMAN OF
THE MEETING

CHAIRMAN'S
INITIAL



Minutes of the proceedings held on 8th September, 2014 at the Registered Office of the Company at Dalmiapuram at 4.00 p.m. relating to the declaration of the result on the voting by Postal Ballot conducted pursuant to Section 110 of the Companies Act, 2013

Present

1. Shri R. Gururajan
2. Shri K. Kalyanaraman
3. Shri N. Kamaraj
4. Shri K.V. Gopal
5. Shri M. Desingu
6. Shri N. Santhanam
7. Shri M. Ganesan

Shri M. Raghupathy, Director who was present, occupied the Chair.

The Chairman stated that the Company had, despatched, through post as well as electronic mail, to all its Members a Notice dated 16-5-2014 under Section 110 of the Companies Act, 2013 for obtaining the consent of the Members to the following two Resolutions by means of Postal Ballot and E-voting process:

- I. " **RESOLVED BY WAY OF SPECIAL RESOLUTION THAT** the consent of the Company be and is hereby accorded in terms of section 180(1)(a) and other applicable provisions of the Companies Act, 2013 to the Board of Directors of the Company to mortgage, pledge and/or to charge all or any of the movable and immovable properties of the Company wheresoever situate, present and future, and whole of undertaking of the Company to or in favour of the Financial Institution(s)/Bank(s)/Lenders to secure an amount not exceeding ₹ 2,800 crores in the aggregate together with costs, charges, expenses and all other moneys payable, in respect of such Borrowings."
- " **RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to negotiate and accept the terms and conditions laid down by the Financial Institution(s)/Bank(s)/Lender(s) including doing and executing all such acts, deeds and things as may be necessary for giving effect to the above Resolution."
- II. a). " **RESOLVED BY WAY OF SPECIAL RESOLUTION THAT** pursuant to the provisions of Section 62(1)(c) and section 42 read with Sections 179(3)(a)/ 179(3)(c)/ 179(3)(d), and other applicable provisions of the Companies Act, 2013, and relevant clauses of Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges and the guidelines laid down by the Securities and Exchange Board of India in this behalf and further subject to any necessary approval, consent, permission and/or sanction of the Government of India, Reserve Bank

P.T.O.

MINUTE BOOK
2014

MK

of India, Securities and Exchange Board of India and any other appropriate authorities, if any, and subject to such conditions as may be prescribed by any of them in granting any such approval, consent, permission or sanction (which the Board is authorised to agree to), the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorised on behalf of the Company to issue and allot, on a private placement basis or under a Letter of Offer, in the course of Indian/International Offerings in one or more foreign markets, Equity Shares, Preference Shares, Non-Convertible Debentures/Partially Convertible Debentures / Optionally Convertible Debentures/ Indian Depository Receipts/ Qualified Institutional Placement/Global Depository Receipts /American Depository Receipts/Special Promissory Notes/Bonds/Foreign Currency Convertible Bonds/Warrants, etc, (hereinafter referred to as "Securities") and/or any securities convertible into Equity Shares at the option of the Company and/or holder of the Securities subscribed in Indian/Foreign Currency(ies) to Indian/Foreign investors (whether institutions and/or incorporated Bodies and/or promoters and/or individuals or otherwise) of value not exceeding ₹ 50 Crores, which upon conversion of all securities so issued or allotted, could give rise to the issue of Equity Capital of an aggregate face value upto ₹ 4 crores divided into 2,00,00,000 Ordinary Shares of ₹ 2/- each of the Company, such issue and allotment to be made at such time or times, in such tranche or tranches, at such price or prices at a premium to market price or prices in accordance with the prevailing guidelines issued by the Securities and Exchange Board of India, in such manner as the Board may, in its discretion think fit, in consultation with the Lead Managers and Underwrites, and otherwise on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment."

- (b) " **RESOLVED FURTHER THAT** without prejudice to the generality of the above, the aforesaid issue of Securities may have all or any terms or combination of terms in accordance with local/international practice including but not limited to conditions in relation to payment of interest, additional interest, premia on redemption, prepayment and any other debt service payments whatsoever, and all such terms as are provided in International Offerings of this nature including terms for issue of additional Equity Shares or variation of the conversion price of the Security during the duration of the Security."
- (c) " **RESOLVED FURTHER THAT** the Board is authorised to enter into and execute all such agreements with any Lead Managers, Managers, Underwriters, Guarantors, Depositories, Depositors, Trustees (in case of Debt Instruments), Custodians and all such agencies, National and/or International as may be involved or concerned in such offerings of Securities and to remunerate all such agencies including the payment of commission, brokerage, fees of the like, also to seek the listing of such Security or Securities representing the same in one or

CHAIRMAN'S
INITIAL

104

payment of commission, brokerage, fees of the like, also to seek the listing of such Security or Securities representing the same in one or more International and/or National Stock Exchanges, so however that no commission or brokerage shall be payable in case of issue of such Securities to the Promoters”.

- (d) “ **RESOLVED FURTHER THAT** in event the Board decides to make a Qualified Institutional Placement under Chapter VIII of the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 (‘the Regulations’), the allotment is to be made to the Qualified Institutional Buyers pursuant to Chapter VIII and the price of the underlying Equity Shares shall be determined with reference to the “relevant date” as defined in Regulation 81 of the said Regulations.”
- (e) “ **RESOLVED FURTHER THAT** the Company and/or any agency or body authorised by the Company may issue Depository Receipts representing the underlying Equity Shares issued by the Company in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per the international practices and regulations, and under the forms and practices prevalent in the international markets.”
- (f) “ **RESOLVED FURTHER THAT** the issue as above shall be deemed to have been made in India or abroad in the market and/or at the place of issue of the Security in the Indian or international market and shall be governed by the Law as may be applicable and as decided by the Board.”
- (g) “ **RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion/exchange of any Securities referred to in paragraph (a) above or as may be necessary in accordance with the terms of the offering, all such shares ranking pari passu with the existing Equity Shares of the Company in all respects, excepting such right as to dividend as may be provided under the terms of the issue and in the Offer Document.”
- (h) “ **RESOLVED FURTHER THAT** consent of the Company be and is hereby granted in terms of sections 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors to mortgage and/or charge in addition to mortgages/charges created/to be created by the Company in such form and manner and with such ranking and at such time and on such terms as the Board may determine on all or any of the moveable and/or immovable properties of the Company, both present or future, and/or the whole or any part of the undertakings of the Company for securing any or all of the securities (if they comprise fully/partly secured debt instruments) together with interest, further interest thereon, compound interest in case of default, accumulated interest, remuneration of the Trustees,

P.T.O.

CHAIRMAN'S
INITIAL

premium (if any) on redemption, all other costs, charges and expenses payable by the Company in terms of the Trust Deed/Other Documents to be finalised and executed by the Company.”

- (i) “ **RESOLVED FURTHER THAT** for the purpose of giving effect to any issue or allotment of Equity Shares or Securities or instruments or Securities representing the same, as described in paragraph (a) above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose including deferment of the proposal in whole or in part to some later date and without limitation the entering into of underwriting, marketing and depository arrangements and with powers on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to any such issue or allotment as it may in its absolute discretion deem fit.”

The Chairman stated that it was mentioned in the said Notice dated 16-5-2014 that the Postal Ballot form sent therewith should be returned by the Shareholders duly completed so as to reach the Scrutiniser on or before 1st September, 2014 and that the electronic voting facility will be available for all the members to cast their votes electronically till 5 p.m. on 1st September, 2014 and further that the Scrutiniser appointed by the Board to oversee the entire Postal Ballot including the electronic voting process, Shri Harish Khurana, Practising Company Secretary, will thereafter scrutinise the ballot papers as well as the votes received electronically and submit his report to the Chairman after completion of the scrutiny.

The Chairman stated that the Scrutiniser, Shri Harish Khurana, Practising Company Secretary, had carried out the scrutiny of all the Postal Ballot forms received and the electronic votes cast upto 5.00 p.m. on 1st September, 2014 and that he had submitted his report dated 5th September, 2014 and that he as the Chairman had accepted the said report.

The Chairman then announced the following result of the Postal Ballot received through Post as well as those electronically cast as per the Scrutiniser's report:

- I. The Special Resolution at item 1 of the Notice of Postal Ballot dated 16-5-2014 relating to delegation of powers to the Board of Directors of the Company to mortgage, pledge and/or to create charge on all or any of the movable and immovable properties of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013 upto a total monetary limit of ₹ 2,800 crores :-

Particulars	No. of Postal Ballot Forms	No. of shares	% of total votes
a) Total Postal Ballot Forms received and votes	143	6,18,38,169	100.00

CHAIRMAN'S
INITIAL

AKK

electronically cast			
b) Less: Invalid Postal Ballot Forms and votes electronically cast	11	4,97,403	0.80
c) Net valid Postal Ballot Forms and votes electronically cast	132	6,13,40,766	99.20
d) Votes in favour of the Resolution	124	6,13,38,597	99.99
e) Votes against the Resolution	8	2,169	0.01

The Chairman declared that the Resolution had therefore been approved by the Members with requisite majority.

- II. The Special Resolution at item 2 of the Notice of Postal Ballot dated 16-5-2014 relating to seeking approval of the members pursuant to Sections 62(1)(c) and Section 42 read with Section 179(3)(a), 179(3)(c), 179(3)(d) and Section 180(1)(a) of the Companies Act, 2013 for issue and allotment of further securities to the extent of ₹ 50 crores:


Particulars	No. of Postal Ballot Forms	No. of shares	% of total votes
a) Total Postal Ballot Forms received and votes electronically cast	143	6,18,38,169	100.00
b) Less: Invalid Postal Ballot Forms and votes electronically cast	16	5,02,503	0.81
c) Net valid Postal Ballot Forms and votes electronically cast	127	6,13,35,666	99.19
d) Votes in favour of the Resolution	120	6,13,31,514	99.99

P.T.O.

144

The Chairman declared that the Resolution had therefore been approved by the Members with requisite majority

Place: Dalmiapuram
Dated: 8-9-2014


M. Raghupathy -
Director

CHAIRMAN'S
INITIAL

