



# Harrisons Malayalam Limited

24/1624, Bristow Road, Willingdon Island, Cochin 682003

CIN: L01119KL1978PLC002947

Website: [www.harrisonsmalayalam.com](http://www.harrisonsmalayalam.com) Email id: [secretarial@harrisonsmalayalam.com](mailto:secretarial@harrisonsmalayalam.com)

Tel: 0484-2668023 Fax: 0484-2668024

27<sup>th</sup> September, 2014

Listing Department BSE Limited 25 <sup>th</sup> Floor, PJ Towers, Dalal Street Mumbai - 400 001	Listing Department NSE Limited Exchange Plaza, C-1 Block G Bandra Kurla Complex, Bandra, East Mumbai - 400 051	Cochin Stock Exchange Ltd. Gaffoor Memorial Cultural Complex, 36/1585, 4 <sup>th</sup> floor, Judges Avenue Cochin 682017
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Dear Sir

**Sub : Proceedings of 37<sup>th</sup> Annual General Meeting of the Company held on 26<sup>th</sup> September 2014**

Pursuant to the provision of the clause 31(d) of the Listing Agreement, it is hereby informed that the 37<sup>th</sup> Annual General Meeting of the Company was duly held on Friday, the 26<sup>th</sup> day of September 2014 at 10.00 AM at Kerala Fine Arts Hall, Fine Arts Avenue, Foreshore Road, Cochin – 682016

The proper quorum was present and all the items of business as mentioned in the Annual General Meeting Notice dated 8<sup>th</sup> August 2014 were discussed and based on the report of the Scrutinizer, all the resolutions were declared as duly passed by requisite majority by e-voting and by Poll.

**Ordinary Business**

1. To receive, consider and adopt the audited financial statements for the year ended March 31, 2014 and the audited consolidated financial statements for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend.
3. To appoint a Director in place of Shri. Sanjiv Goenka (DIN: 00074796) who retires by rotation and, being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri. Ajit Singh Chouhan (DIN: 02284557) who retires by rotation and, being eligible, offers himself for reappointment.



①



5. To appoint Messrs. Price Waterhouse, Chartered Accountants (Firm Registration No.301112E) as the Auditors of the Company for a period of three years and to fix their remuneration.

### **Special Business**

6. To appoint Shri. Haigreva Khaitan (DIN: 00005290) as Non - Executive Independent Director of the Company to hold office for a period of 5 (five) consecutive years with effect from October 1, 2014 upto September 30, 2019.
7. To appoint Shri. Golam Momen (DIN: 00402662) as Non-Executive Independent Director of the Company to hold office for a period of 5 (five) consecutive years with effect from October 1, 2014 upto September 30, 2019.
8. To appoint Shri. J M Kothary (DIN: 00015254) as Non-Executive Independent Director of the Company to hold office for a period of 5 (five) consecutive years with effect from October 1, 2014 upto September 30, 2019.
9. To appoint Shri. Umang Kanoria (DIN: 00081108) as Non-Executive Independent Director of the Company to hold office for a period of 5 (five) consecutive years with effect from October 1, 2014 upto September 30, 2019.
10. To appoint Smt. Sucharita Basu (DIN: 06921540) as a Director with immediate effect and also as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years with effect from October 1, 2014 upto September 30, 2019.
11. To appoint Shri. Ashok Bachan Goyal (DIN: 00035392) as a Whole-Time Director of the Company and to pay remuneration for the period from April 14, 2014 to July 24, 2014.
12. To appoint Shri. N. Dharmaraj (DIN: 00912004) as a Whole-Time Director of the Company and to pay remuneration for the period from August 8, 2014 to December 31, 2015.
13. To revise the remuneration for Shri. V. Venugopal, Manager of the Company for the period of 1 year from August 14, 2014 to August 13, 2015.
14. To approve under Section 180(1)(c) of the Companies Act 2013 to borrow not exceeding Rs.150 Crores over and above the aggregate of the paid up capital and free reserves.
15. To authorize the Board of Directors to lease or mortgage or create charge and/or hypothecate the whole or substantially the whole of the undertakings of the Company as per section 180(1)(a) of the Companies Act, 2013.



16. To Ratify the Remuneration of M/s. Shome & Banerjee, Kolkata (Firm Regn No. 000001) Cost Auditors of the Company for the year ending 31st March 2015.

Please note that the voting results were intimated to the Stock Exchanges in the format prescribed under clause 35A of the Listing Agreement on 27<sup>th</sup> September 2014.

A copy of the Scrutinizer Report is also attached.

Kindly take this intimation on record.

Thanking you

Yours faithfully  
For HARRISONS MALAYALAM LIMITED



**RAVI A**  
Company Secretary







**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

**SCRUTINIZER'S REPORT FOR E-VOTING AND POLL**

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

To

The Chairman

37<sup>th</sup> Annual General Meeting of the Equity Shareholders of

**M/s.HARRISONS MALAYALAM LIMITED**

(L01119KL1978PLC002947)

Held on Friday the 26<sup>th</sup> day of September, 2014 at 10.00 am at

Kerala Fine Arts Hall, Fine Arts Avenue,

Foreshore Road, Cochin - 682016, India.

Dear Sir,

**Sub: Passing of Resolution through Electronic means and Poll conducted at the 37<sup>th</sup> Annual General Meeting of M/s.HARRISONS MALAYALAM LIMITED held on 26<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. HARRISONS MALAYALAM LIMITED** ("the Company") as a Scrutinizer for the e-voting process held between Thursday, the 18<sup>th</sup> day of September 2014 at 10.00 AM to Saturday, the 20<sup>th</sup> Day of September 2014 till 5 PM and for poll taken at the 37<sup>th</sup> Annual General Meeting of the Company held on Friday the 26<sup>th</sup> day of September, 2014 at 10.00 am at Kerala Fine Arts Hall, Fine Arts Avenue, Foreshore Road, Cochin - 682016 on the Resolution Nos 1 to 16 as set out in the Notice dated 8<sup>th</sup> August 2014 convening the said meeting.

**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 and poll on the Resolution(s) as set out in the Notice convening the 37<sup>th</sup> Annual General Meeting dated 08<sup>th</sup> August, 2014.



**Responsibility as a Scrutinizer**

My responsibility, as a Scrutinizer for the e-voting process and for the poll at the 37<sup>th</sup> Annual General Meeting, is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution(s) set out in the Notice convening the 37<sup>th</sup> Annual General Meeting, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL), the Authorised Agency engaged by the Company for providing e-voting facilities and also at the time of poll at the 37<sup>th</sup> Annual General Meeting.

In respect of one shareholder who has voted in both modes (i.e. through e-voting and Poll), I have considered only e-voting and have not reckoned the voting done through poll.

I have already issued a separate Scrutinizer's Report dated 23<sup>rd</sup> September, 2014 on the e-voting process and also a separate Scrutinizer's Report dated 26<sup>th</sup> September, 2014 in the prescribed Form MGT-13 on the Poll taken at the 37<sup>th</sup> Annual General Meeting of the Company.

In view of the above, I hereby submit my Consolidated Report on the Result of the E-voting together with that of the Poll in respect of the said Resolution(s), as under;



**ORDINARY BUSINESS:**

**Item No.1**

**ORDINARY RESOLUTION:**

To receive, consider and adopt the audited financial statements for the year ended March 31, 2014 and the audited consolidated financial statements for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

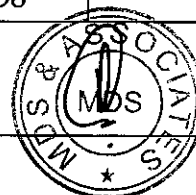
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	63	92,76,700	99.99%
Poll	80	3,541	76.93%
<b>Total Voting</b>	<b>143</b>	<b>92,80,241</b>	<b>99.98%</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	3	650	0.01%
Poll	2	1,062	23.07%
<b>Total Voting</b>	<b>5</b>	<b>1,712</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	Nil	Nil	0.00%
Poll	54	1,398	23.30%
<b>Total Voting</b>	<b>54</b>	<b>1,398</b>	<b>0.02%</b>



**Item No.2**

**ORDINARY RESOLUTION:**

To declare a dividend.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

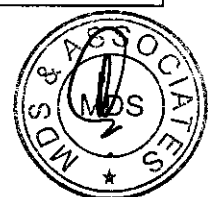
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	64	92,76,750	99.99%
Poll	80	3,541	76.93%
<b>Total Voting</b>	<b>144</b>	<b>92,80,291</b>	<b>99.98%</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	2	600	0.01%
Poll	2	1,062	23.07%
<b>Total Voting</b>	<b>4</b>	<b>1662</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	Nil	Nil	0.00%
Poll	54	1,398	23.30%
<b>Total Voting</b>	<b>54</b>	<b>1,398</b>	<b>0.02%</b>



**Item No.3****ORDINARY RESOLUTION:**

To appoint a Director in place of Shri.Sanjiv Goenka who retires by rotation and, being eligible, offers himself for reappointment.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

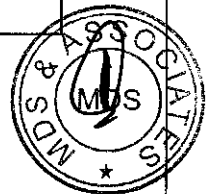
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	63	92,76,798	99.99%
Poll	78	3,373	73.28%
<b>Total Voting</b>	<b>141</b>	<b>92,80,171</b>	<b>99.98%</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	3	552	0.01%
Poll	4	1,230	26.72%
<b>Total Voting</b>	<b>7</b>	<b>1,782</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	Nil	Nil	0.00%
Poll	54	1,398	23.30%
<b>Total Voting</b>	<b>54</b>	<b>1,398</b>	<b>0.02%</b>





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

To appoint a Director in place of Shri. Ajit Singh Chouhan 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 and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	62	92,76,788	99.99%
Poll	79	3,523	76.54%
<b>Total Voting</b>	<b>141</b>	<b>92,80,311</b>	<b>99.98%</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	3	552	0.01%
Poll	3	1080	23.46%
<b>Total Voting</b>	<b>6</b>	<b>1632</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	Nil	Nil	0.00%
Poll	54	1,398	23.30%
<b>Total Voting</b>	<b>54</b>	<b>1,398</b>	<b>0.02%</b>

- One Shareholder holding 10 equity shares abstained from e-voting.



**Item No.5**

**ORDINARY RESOLUTION:**

To appoint Messrs. Price Waterhouse, Chartered Accountants (Firm Registration No.301112E) as the Auditors of the Company for a period of three years and to fix their remuneration.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

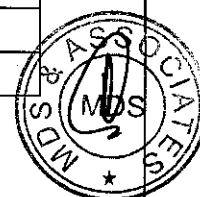
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	62	92,76,797	99.99%
Poll	75	3,360	73.00%
<b>Total Voting</b>	<b>137</b>	<b>92,80,157</b>	<b>99.98%</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	4	553	0.01%
Poll	7	1,243	27.00%
<b>Total Voting</b>	<b>11</b>	<b>1,796</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	Nil	Nil	0.00%
Poll	54	1,398	23.30%
<b>Total Voting</b>	<b>54</b>	<b>1,398</b>	<b>0.02%</b>



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

To appoint Shri. Haigreve Khaitan (holding DIN: 00005290) as Non - Executive Independent Director of the Company to hold office for a period of 5 (five) consecutive years with effect from October 1, 2014 upto September 30, 2019.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

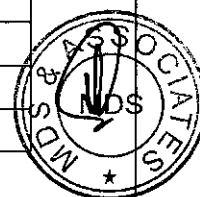
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	63	92,76,798	99.99%
Poll	78	3,522	76.52%
<b>Total Voting</b>	<b>141</b>	<b>92,80,320</b>	<b>99.98%</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	3	552	0.01%
Poll	4	1,081	23.48%
<b>Total Voting</b>	<b>7</b>	<b>1,633</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	Nil	Nil	0.00%
Poll	54	1,398	23.30%
<b>Total Voting</b>	<b>54</b>	<b>1,398</b>	<b>0.02%</b>



Item No.7**ORDINARY RESOLUTION:**

To appoint Shri.Golam Momen (holding DIN: 00402662) as Non-Executive Independent Director of the Company to hold office for a period of 5 (five) consecutive years with effect from October 1, 2014 upto September 30, 2019.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

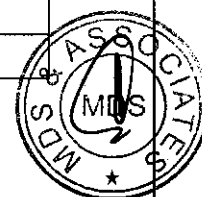
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	63	92,76,798	99.99%
Poll	78	3,522	76.52%
<b>Total Voting</b>	<b>141</b>	<b>92,80,320</b>	<b>99.98%</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	3	552	0.01%
Poll	4	1,081	23.48%
<b>Total Voting</b>	<b>7</b>	<b>1,633</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	Nil	Nil	0.00%
Poll	54	1,398	23.30%
<b>Total Voting</b>	<b>54</b>	<b>1,398</b>	<b>0.02%</b>



**Item No.8****ORDINARY RESOLUTION:**

To appoint Shri. J M Kothary (holding DIN: 00015254) as Non-Executive Independent Director of the Company to hold office for a period of 5 (five) consecutive years with effect from October 1, 2014 upto September 30, 2019.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

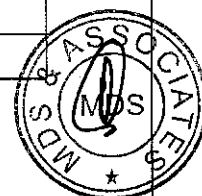
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	61	92,76,447	99.99%
Poll	78	3,522	76.53%
<b>Total Voting</b>	<b>139</b>	<b>92,79,969</b>	<b>99.99%</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	5	903	0.01%
Poll	3	1,080	23.47%
<b>Total Voting</b>	<b>8</b>	<b>1,983</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	Nil	Nil	0.00%
Poll	55	1,399	23.31%
<b>Total Voting</b>	<b>55</b>	<b>1,399</b>	<b>0.02%</b>



Item No.9**ORDINARY RESOLUTION:**

To appoint Shri. Umang Kanoria (holding DIN: 00081108) as Non-Executive Independent Director of the Company to hold office for a period of 5 (five) consecutive years with effect from October 1, 2014 upto September 30, 2019.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

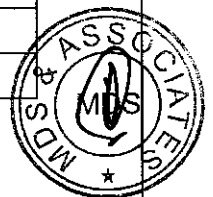
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	62	92,76,448	99.99%
Poll	79	3,523	76.54%
<b>Total Voting</b>	<b>141</b>	<b>92,79,971</b>	<b>99.98%</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	4	902	0.01%
Poll	3	1,080	23.46%
<b>Total Voting</b>	<b>7</b>	<b>1,982</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	Nil	Nil	0.00%
Poll	54	1,398	23.30%
<b>Total Voting</b>	<b>54</b>	<b>1,398</b>	<b>0.02%</b>





**Item No.10****ORDINARY RESOLUTION:**

To appoint Smt. Sucharita Basu (holding DIN: 06921540) as a Director with immediate effect and also as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years with effect from October 1, 2014 upto September 30, 2019.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

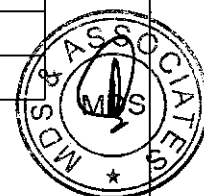
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	62	92,76,797	99.99%
Poll	78	3,522	76.53%
<b>Total Voting</b>	<b>140</b>	<b>92,80,319</b>	<b>99.98%</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	4	553	0.01%
Poll	3	1,080	23.47%
<b>Total Voting</b>	<b>7</b>	<b>1,633</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	Nil	Nil	0.00%
Poll	55	1,399	23.31%
<b>Total Voting</b>	<b>55</b>	<b>1,399</b>	<b>0.02%</b>



**Item No.11****SPECIAL RESOLUTION:**

To appoint Shri. Ashok Bachan Goyal (holding DIN: 00035392) as a Whole-Time Director of the Company and to pay remuneration for the period from April 14, 2014 to July 24, 2014.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

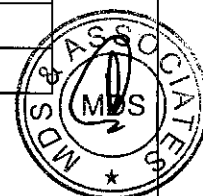
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	62	92,76,797	99.99%
Poll	77	3,521	76.49%
<b>Total Voting</b>	<b>139</b>	<b>92,80,318</b>	<b>99.98%</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	4	553	0.01%
Poll	5	1,082	23.51%
<b>Total Voting</b>	<b>9</b>	<b>1,635</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	Nil	Nil	0.00%
Poll	54	1,398	23.30%
<b>Total Voting</b>	<b>54</b>	<b>1,398</b>	<b>0.02%</b>



**Item No.12****SPECIAL RESOLUTION:**

To appoint Shri.N.Dharmaraj (DIN: 00912004) as a Whole-Time Director of the Company and to pay remuneration for the period from August 8, 2014 to December 31, 2015.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

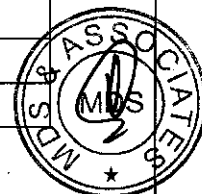
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	61	92,76,447	99.99%
Poll	77	3,521	76.49%
<b>Total Voting</b>	<b>138</b>	<b>92,79,968</b>	<b>99.98%</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	5	903	0.01%
Poll	5	1,082	23.51%
<b>Total Voting</b>	<b>10</b>	<b>1,985</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	Nil	Nil	0.00%
Poll	54	1,398	23.30%
<b>Total Voting</b>	<b>54</b>	<b>1,398</b>	<b>0.02%</b>



**Item No.13****SPECIAL RESOLUTION:**

To revise the remuneration for Shri. V.Venugopal, Manager of the Company for the period of 1 year from August 14, 2014 to August 13, 2015.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

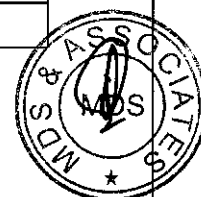
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	62	92,76,698	99.99%
Poll	77	3,521	76.51%
<b>Total Voting</b>	<b>139</b>	<b>9,280,219</b>	<b>99.98%</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	4	652	0.01%
Poll	4	1,081	23.49%
<b>Total Voting</b>	<b>8</b>	<b>1,733</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	Nil	Nil	0.00%
Poll	55	1,399	23.31%
<b>Total Voting</b>	<b>55</b>	<b>1,399</b>	<b>0.02%</b>



**Item No.14****SPECIAL RESOLUTION:**

To approve under Section 180(1)(c) of the Companies Act 2013 to borrow not exceeding Rs.150 Crores over and above the aggregate of the paid up capital and free reserves.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

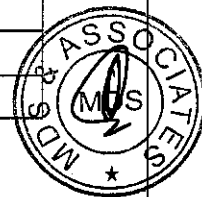
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	61	92,76,697	99.99%
Poll	75	3,370	73.23%
<b>Total Voting</b>	<b>136</b>	<b>92,80,067</b>	<b>99.98%</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	5	653	0.01%
Poll	6	1,232	26.77%
<b>Total Voting</b>	<b>11</b>	<b>1,885</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	Nil	Nil	0.00%
Poll	55	1,399	23.31%
<b>Total Voting</b>	<b>55</b>	<b>1,399</b>	<b>0.02%</b>



**Item No.15****SPECIAL RESOLUTION:**

To authorize the Board of Directors to lease or mortgage or create charge and/or hypothecate the whole or substantially the whole of the undertakings of the Company as per section 180(1)(a) of the Companies Act, 2013.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

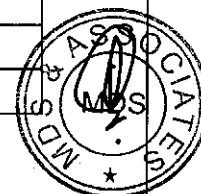
Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	61	92,76,697	99.99%
Poll	76	3,371	73.25%
<b>Total Voting</b>	<b>137</b>	<b>92,80,068</b>	<b>99.98%</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	5	653	0.01%
Poll	5	1,231	26.75%
<b>Total Voting</b>	<b>10</b>	<b>1,884</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	Nil	Nil	0.00%
Poll	55	1,399	23.31%
<b>Total Voting</b>	<b>55</b>	<b>1,399</b>	<b>0.02%</b>





**Item No.16****ORDINARY RESOLUTION:**

To Ratify the Remuneration of M/s. Shome & Banerjee, Kolkata (Firm Regn No. 000001) Cost Auditors of the Company for the year ended 31<sup>st</sup> March 2015.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	61	92,76,697	99.99%
Poll	78	3,513	76.32%
<b>Total Voting</b>	<b>139</b>	<b>92,80,210</b>	<b>99.98%</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of Votes Cast	Percentage of Total Number of Votes Cast
E-voting	5	653	0.01%
Poll	4	1,090	23.68%
<b>Total Voting</b>	<b>9</b>	<b>1,743</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	Nil	Nil	0.00%
Poll	54	1,398	23.28%
<b>Total Voting</b>	<b>54</b>	<b>1,398</b>	<b>0.02%</b>

Date : 26<sup>th</sup> September, 2014

Place : Cochin

*M. D. Selvaraj*  
MDS & ASSOCIATES

Prop : M.D.SELVARAJ M.Com, MBA, FCS,  
COMPANY SECRETARY IN PRACTICE  
FCS - 960, CP - 411

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SOWRIPALAYAM ROAD, COIMBATORE - 641 028