



NEYVELI LIGNITE CORPORATION LIMITED

(A Government of India Enterprise)

Office of the Chairman-cum-Managing Director

Regd. Office: 'Neyveli House', No.135, Periyar EVR High Rd., CHENNAI-600 010.

Corporate Office: Block-1, Neyveli-607 801, Cuddalore District, Tamil Nadu.

Phone: 04142/252205 Fax: 04142-252645,252646

CIN: L930901N1956G01003507

Web site: www.nlcindia.com. E mail: cosec@nlcindia.com

Lr.No.Secy/58th AGM/voting/2014

Dt. 25.09.2014

To

The Bombay Stock Exchange Ltd,
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400 001.

Fax No.022-22723121

Scrip Code : 513683

Dear sirs,

Sub: Consolidated Result of E-voting and Poll - 58th Annual General Meeting.

This is to inform you that the 58th Annual General Meeting (AGM) of the Company was held on Wednesday, the 24th September, 2014 at 3.00 p.m. at "Sathguru Gnanananda Hall", Naradha Gana Sabha, No.314, T T K Road, Alwarpet, Chennai-600 018.

We would like to inform that 9 items were originally proposed for consideration in the above meeting and as was informed to you vide our letter no.Secy/58th AGM/2014 dt.18.09.2014, item nos.7 & 8 relating to the appointments of Dr.Sanjay Govind Dhande and Shri C.Balakrishnan were withdrawn as the individual Directors withdrew their candidature.

We wish to inform that all the items as proposed in the notice of the above AGM (other than item nos.7 & 8) have been passed with the requisite majority. The details voting results along with the reports of the Scrutiniser appointed for the e-voting & poll conducted in respect of the resolutions proposed in the above AGM are enclosed for your records.

Thanking you,

Yours faithfully,
for Neyveli Lignite Corporation Limited


Company Secretary



NEYVELI LIGNITE CORPORATION LIMITED

(A Government of India Enterprise)

Office of the Chairman-cum-Managing Director

Regd. Office: 'Neyveli House', No.135, Periyar EVR High Rd., CHENNAI-600 010.

Corporate Office: Block-1, Neyveli-607 801, Cuddalore District, Tamil Nadu.

Phone: 04142/252205. Fax: 04142-252645,252646

CIN: L93090TN1956G01003507

Web-site: www.nlcindia.com; E-mail: investors@nlcindia.com

RESULTS OF VOTING AT THE 58TH ANNUAL GENERAL MEETING HELD ON WEDNESDAY, THE 24TH SEPTEMBER, 2014 AT "SATHGURU GNANANANDA HALL", NARADHA GANA SABHA, NO.314, T T K ROAD, ALWARPET, CHENNAI- 600 018.

The 58th Annual General Meeting of the Company was held on Wednesday, the 24th September, 2014 at 3.00 p.m. at "Sathguru Gnanananda Hall", Naradha Gana Sabha, No.314, T T K Road, Alwarpet, Chennai - 600 018.

Pursuant to the provisions of Companies Act,2013 and the revised Clause 35B of the Listing Agreement, the Company had provided e-voting facility to the shareholders through Central Depository Services (India) Limited platform for voting on the resolutions proposed in the Notice of above AGM excepting agenda items (sl.no.7 & 8 of the agenda) relating to the proposals for the appointment of Dr.Sanjay G.Dhande and Shri.C.Balakrishnan as Directors, which were withdrawn, since the individual Directors had communicated their withdrawal of candidature.

The e-Voting commenced on 19th September,2014 (9.00 a.m) and ended on 20th September,2014 (6.00 p.m.).

In order to provide an opportunity to the shareholder who could not exercise the e-Voting, poll was ordered to be conducted at the venue of AGM in respect of all the resolutions proposed in the notice of above AGM excepting Sl.No.7 & 8 of the agenda for the reasons stated above.

Shri.R.Balasubramaniam, Practising Company Secretary was appointed as the Scrutinizer for both e-Voting and Poll at the venue. The voting by the Members through e-Voting and by Poll at the venue of the AGM have been consolidated and the scrutinizer has submitted his report (enclosed)

As per the report the Scrutinizer, all the resolutions proposed in the notice of the AGM (except agenda sl.no.7 & 8 withdrawn as aforesaid) have been duly passed details of which are available in the Report.

R. Balasubramaniam
25/9/14
Chairman-cum-Managing Director



R. BALASUBRAMANIAM
B.A., B.L., F.C.S
Company Law Consultant
Email id: balu_comsec@yahoo.com
Contact No: 044 - 26269826

"J", Block, Second Street,
Door No 27, Flat No A2,
Anna Nagar East,
Chennai- 600102

**CONSOLIDATED SCRUTINIZER REPORT FOR E-VOTING & POLL
FOR M/s. NEYVELI LIGNITE CORPORATION LIMITED**

To,

The Chairman
58th Annual General Meeting of Equity Share Holders of
M/s. NEYVELI LIGNITE CORPORATION LIMITED,
Held on 24.09.2014 at
Sathguru Gnanananda Hall,
Narada Gana Sabha, No. 314,
T.T.K Road, Alwarpet,
Chennai - 600 018

Dear Sir,

Sub: Passing of resolution through electronic and poll conducted at the 58th AGM of M/s. NEYVELI LIGNITE CORPORATION LIMITED held on September 24, 2014.

Your Company had appointed me as Scrutinizer, vide letter no. Secy/E-voting-Scrutinizer/2014 dated 01.09.2014, to scrutinize the voting process in a fair and transparent manner. The E-voting was held between September 19, 2014 (09.00 A.M) and September 20, 2014 (6.00 P.M) and the poll was conducted on 58th AGM of the Company held on September 24, 2014.

The Company had appointed Central Depository Services (India) Limited (CDSL) as the Service Provider, for extending the facility of electronic voting to the shareholders of the Company from Friday, September 19, 2014 (09:00 A.M) till Saturday, September 20, 2014 (6:00 P.M). The shareholders of the Company as on the "cut-off" date i.e., 22.08.2014 were entitled to vote on the resolutions. The e-voting results were unblocked by me after the completion of e-voting on September 20, 2014 in the presence of two witnesses. For further details, refer my Scrutinizer's report on E-voting dated September 23, 2014.

At the 58th AGM of the Company held on 24.09.2014, 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.



R.B.

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

Item No.1 (Ordinary Resolution): To receive, consider and adopt the Audited Stand-alone Profit and Loss Statement for the year ended 31st March, 2014 and the Balance Sheet as on that date and also the Consolidated Financial Statements as on that date along with the Reports of the Directors' and Auditors' and Comments of Comptroller and Auditor General of India.

| Vote cast through | Votes in favor of the resolution | | Votes against the resolution | |
|-------------------|----------------------------------|--------|------------------------------|------|
| | Nos. | % | Nos. | % |
| E Voting | 80820879 | 5.08 | 105 | 0.00 |
| Poll | 1509995269 | 94.92 | 4 | 0.00 |
| TOTAL | 1590816148 | 100.00 | 109 | 0.00 |

The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

Item No.2 (Ordinary Resolution): To declare final dividend and confirm the interim dividend.

| Vote cast through | Votes in favor of the resolution | | Votes against the resolution | |
|-------------------|----------------------------------|--------|------------------------------|------|
| | Nos. | % | Nos. | % |
| E Voting | 80821474 | 5.08 | 5 | 0.00 |
| Poll | 1509993969 | 94.92 | 1304 | 0.00 |
| TOTAL | 1590815443 | 100.00 | 1309 | 0.00 |

The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

Item No.3 (Ordinary Resolution): To appoint a Director in place of Shri. Rakesh Kumar (DIN 02865335), who retires by rotation and being eligible, offers himself for re-appointment.

| Vote cast through | Votes in favor of the resolution | | Votes against the resolution | |
|-------------------|----------------------------------|--------|------------------------------|------|
| | Nos. | % | Nos. | % |
| E Voting | 80806357 | 5.08 | 14127 | 0.00 |
| Poll | 1509995269 | 94.92 | 4 | 0.00 |
| TOTAL | 1590801626 | 100.00 | 14131 | 0.00 |



R. K. S.

The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

Item No.4 (Ordinary Resolution): To appoint a Director in place of Shri. S. Rajagopal (DIN 06503785), who retires by rotation and being eligible, offers himself for re-appointment.

| Vote cast through | Votes in favor of the resolution | | Votes against the resolution | |
|-------------------|----------------------------------|------------------|------------------------------|------|
| | Nos. | % | Nos. | % |
| E Voting | 80615113 | 5.07 | 205371 | 0.01 |
| Poll | 1509956093 | 94.91 | 39180 | 0.00 |
| TOTAL | 1590571206 | 99.99 | 244551 | 0.01 |

The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

Item No.5 (Ordinary Resolution): Appointment of Shri. S. Boopathy (DIN 06676460) as a Director liable to retire by rotation.

| Vote cast through | Votes in favor of the resolution | | Votes against the resolution | |
|-------------------|----------------------------------|--------|------------------------------|------|
| | Nos. | % | Nos. | % |
| E Voting | 80806357 | 5.08 | 14627 | 0.00 |
| Poll | 1509994509 | 94.92 | 564 | 0.00 |
| TOTAL | 1590800866 | 100.00 | 15191 | 0.00 |

The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

Item No.6 (Ordinary Resolution): Appointment of Shri. C. V. Shankar (DIN 00703204) as a Director liable to retire by rotation.

| Vote cast through | Votes in favor of the resolution | | Votes against the resolution | |
|-------------------|----------------------------------|------------------|------------------------------|------|
| | Nos. | % | Nos. | % |
| E Voting | 80605992 | 5.07 | 214492 | 0.01 |
| Poll | 1509955253 | 94.91 | 39820 | 0.00 |
| TOTAL | 1590561245 | 99.99 | 254312 | 0.01 |

R/S



The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

Item No.9 (Ordinary Resolution):Ratification of the Remuneration fixed for the Cost Auditor for the year 2014-15.

| Vote cast through | Votes in favor of the resolution | | Votes against the resolution | |
|-------------------|----------------------------------|--------|------------------------------|------|
| | Nos. | % | Nos. | % |
| E Voting | 80820695 | 5.08 | 129 | 0.00 |
| Poll | 1509993755 | 94.92 | 1318 | 0.00 |
| TOTAL | 1590814450 | 100.00 | 1447 | 0.00 |

The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

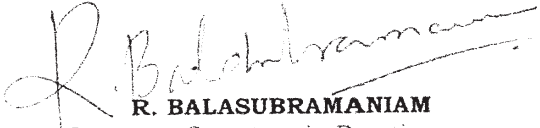
I hereby confirm that, I am maintaining the Registers received from the Registrar and Share Transfer Agent electronically, in respect of the votes cast through E-Voting and Poll by the shareholders of the Company.

NOTE: I have been informed by the company that Dr. Sanjay G Dhande and Shri. C Balakrishnan, who were proposed for appointment as directors at the 58th Annual General Meeting have communicated their withdrawal of candidature. Hence, the Item nos. 7 and 8 of the Notice convening 58th Annual General Meeting, with respect to their appointment were withdrawn by the Company.


Thanking you,

Yours faithfully,

Place: Chennai
Date: 25.09.2014


R. BALASUBRAMANIAM
Company Secretary in Practice
C.P.No.1340

Countersigned


25/9/14



R. BALASUBRAMANIAM
B.A., B.L., F.C.S
Company Law Consultant
Email id: balu_comsec@yahoo.com
Contact No: 044 - 26269826

"J",Block, Second Street,
Door No 27, Flat No A2,
Anna Nagar East,
Chennai- 600102

SCRUTINIZER'S REPORT
(E-Voting)

To
The Chairman,
M/s. NEYVELI LIGNITE CORPORATION LIMITED
'Neyveli House', No. 135,
Periyar EVR High Road,
Kilpauk, Chennai - 600 010

Dear Sir,

I was appointed as Scrutinizer by your company, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014 for the conducting E-Voting and Physical Voting for the resolutions to be passed at the 58th Annual General Meeting scheduled to be held on 24th September, 2014 vide letter no. Secy/E-voting-Scrutinizer/2014 dated 01.09.2014.

In this connection, I hereby submit my report as under:

1. The members of the Company as on the "cut-off" date i.e., 22.08.2014 were entitled to vote on the resolutions (Item no. 1 to 6 and 9 as set out in the notice of the 58th Annual General Meeting of the Company).
2. The period for e-voting remained open from September 19, 2014 (9.00 A.M) to September 20, 2014(6.00 P.M) as mentioned in the Notice convening AGM.
3. The votes cast were unblocked after the completion of E-voting process on 20.09.2014 in the presence of 2 witnesses Mr. Balu Sridhar & Mr. Anil Kumar Jain, who are not in the employment of Company.
4. Thereafter, the details containing, inter-alia, list of shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited (CDSL).
5. The results of e-voting are as under:

RBS



E-VOTING RESULTS

| | |
|-----------------------------|--|
| Item No. | 1* |
| Particulars of the Business | To receive, consider and adopt the Audited Stand-alone Profit and Loss Statement for the year ended 31 st March, 2014 and the Balance Sheet as on that date and also the Consolidated Financial Statements as on that date along with the Reports of the Directors' and Auditors' and Comments of Comptroller and Auditor General of India. |
| Type of Resolution | Ordinary |

| Particulars | No of members voted | No of votes cast | Total Votes cast (in %) |
|-------------|---------------------|------------------|-------------------------|
| Received | 56 | 80820984 | 100% |
| Assent | 54 | 80820879 | 99.9999% |
| Dissent | 2 | 105 | 0.0001% |

*One shareholder holding 500 shares has abstained from voting with respect to Item No.1 of the notice convening 58th Annual General Meeting.

| | |
|-----------------------------|---|
| Item No. | 2* |
| Particulars of the Business | To declare final dividend and confirm the interim dividend. |
| Type of Resolution | Ordinary |

| Particulars | No of members voted | No of votes cast | Total Votes cast (in %) |
|-------------|---------------------|------------------|-------------------------|
| Received | 56 | 80821479 | 100% |
| Assent | 56 | 80821474 | 100% |
| Dissent | 1 | 5 | 0 |

* One shareholder holding 25 shares has cast 20 shares in favour and 5 shares against in voting with respect to Item No.2 of the notice convening 58th Annual General Meeting.

* One shareholder holding 5 shares has abstained from voting with respect to Item No.2 of the notice convening 58th Annual General Meeting.

| | |
|-----------------------------|---|
| Item No. | 3* |
| Particulars of the Business | To appoint a Director in place of Shri. Rakesh Kumar (DIN 02865335), who retires by rotation and being eligible, offers himself for re-appointment. |
| Type of Resolution | Ordinary |

| Particulars | No of members voted | No of votes cast | Total Votes cast (in %) |
|-------------|---------------------|------------------|-------------------------|
| Received | 54 | 80820484 | 100% |
| Assent | 50 | 80806357 | 99.9826% |
| Dissent | 4 | 14127 | 0.0174% |

* Three shareholders holding 300, 500 and 200 shares individually have abstained from voting with respect to Item No.3 of the notice convening 58th Annual General Meeting.

| | |
|-----------------------------|--|
| Item No. | 4* |
| Particulars of the Business | To appoint a Director in place of Shri. S. Rajagopal (DIN06503785), who retires by rotation and being eligible, offers himself for re-appointment. |
| Type of Resolution | Ordinary |

| Particulars | No of members voted | No of votes cast | Total Votes cast (in %) |
|-------------|---------------------|------------------|-------------------------|
| Received | 54 | 80820484 | 100% |
| Assent | 49 | 80615113 | 99.7458% |
| Dissent | 5 | 205371 | 0.2542% |

* Three shareholders holding 300, 500 and 200 shares individually have abstained from voting with respect to Item No.4 of the notice convening 58th Annual General Meeting.

| | |
|-----------------------------|---|
| Item No. | 5* |
| Particulars of the Business | Appointment of Shri. S. Boopathy (DIN 06676460) as a Director liable to retire by rotation. |
| Type of Resolution | Ordinary |

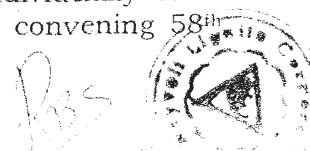
| Particulars | No of members voted | No of votes cast | Total Votes cast (in %) |
|-------------|---------------------|------------------|-------------------------|
| Received | 55 | 80820984 | 100% |
| Assent | 50 | 80806357 | 99.981% |
| Dissent | 5 | 14627 | 0.019% |

* Two shareholders holding 300 and 200 shares individually have abstained from voting with respect to Item No.5 of the notice convening 58th Annual General Meeting.

| | |
|-----------------------------|---|
| Item No. | 6* |
| Particulars of the Business | Appointment of Shri. C. V. Shankar (DIN 00703204) as a Director liable to retire by rotation. |
| Type of Resolution | Ordinary |

| Particulars | No of members voted | No of votes cast | Total Votes cast (in %) |
|-------------|---------------------|------------------|-------------------------|
| Received | 54 | 80820484 | 100% |
| Assent | 48 | 80605992 | 99.7346% |
| Dissent | 6 | 214492 | 0.2654% |

* Three shareholders holding 300, 500 and 200 shares individually have abstained from voting with respect to Item No.6 of the notice convening 58th Annual General Meeting.



| | |
|-----------------------------|--|
| Item No. | 9* |
| Particulars of the Business | Ratification of the Remuneration fixed for the Cost Auditor. |
| Type of Resolution | Ordinary |

| Particulars | No of members voted | No of votes cast | Total Votes cast (in %) |
|-------------|---------------------|------------------|-------------------------|
| Received | 55 | 80820824 | 100% |
| Assent | 52 | 80820695 | 99.999% |
| Dissent | 4 | 129 | 0.001% |

* One shareholder holding 25 shares has cast 5 shares in favour and 20 shares against in voting with respect to Item No.9 of the notice convening 58th Annual General Meeting.

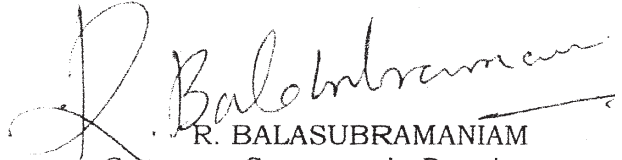
* Two shareholders holding 460 and 200 shares individually have abstained from voting with respect to Item No.9 of the notice convening 58th Annual General Meeting.

NOTE: I have been informed by the company that Dr. Sanjay G Dhande and Shri. C Balakrishnan, who were proposed for appointment as directors at the 58th Annual General Meeting scheduled to be held on September 24, 2014 have communicated their withdrawal of candidature. Hence, the Item nos. 7 and 8 of the Notice convening 58th Annual General Meeting with respect to their appointment were disabled for E-voting by the Company.

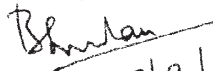
Thanking you,

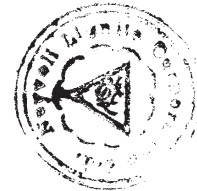
Yours faithfully

Place: Chennai
Date: 23.09.2014


R. BALASUBRAMANIAM
Company Secretary in Practice
C.P.No.1340

Countersigned


25/9/14



R. BALASUBRAMANIAM
B.A., B.L., F.C.S
Company Law Consultant
Email id: balu_comsec@yahoo.com
Contact No: 044 - 26269826

"J" Block, Second Street,
Door No 27, Flat No A2,
Anna Nagar East,
Chennai- 600102

FORM No. MGT-13
Report of Scrutinizer

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

To

The Chairman
58th Annual General Meeting of Equity Share Holders of
M/s. NEYVELI LIGNITE CORPORATION LIMITED,
held on 24.09.2014 at
Sathguru Gnanananda Hall,
Narada Gana Sabha, No. 314,
T.T.K Road, Alwarpet,
Chennai - 600018

Dear Sir,

I, R. Balasubramaniam, Company Secretary in Practice, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 58th Annual General Meeting of the Equity Shareholders of M/s. NEYVELI LIGNITE CORPORATION LIMITED, held at 03.00 P.M on 24.09.2014 at Sathguru Gnanananda Hall, Narada Gana Sabha, No. 314, T.T.K Road, Alwarpet, Chennai - 600 018, submit my report as under

1. After the time fixed for closing of the poll by the Chairman, FOUR ballot boxes 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 Mr. Balu Sridhar and Mr. A. Mohana Chandran and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The Poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately. I found 17 poll papers as invalid.

RBS



4. The result of the Poll is as under:

(1) Resolution – Ordinary Resolution

Adoption of Audited Stand-alone Profit and Loss Statement for the year ended 31st March, 2014 and the Balance Sheet as on that date and also the Consolidated Financial Statements as on that date along with the Reports of the Directors' and Auditors' and Comments of Comptroller and Auditor General of India.

(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 |
|--|------------------------------|---------------------------------------|
| 105 | 1509995269 | 100.00% |

(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 |
|--|------------------------------|---------------------------------------|
| 1 | 4 | 0.00% |

(iii) **Invalid** votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| 17 | 3201 |

(2) Resolution – Ordinary Resolution

Declaration of final dividend and confirmation of the interim dividend for the year 2013-14.

(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 |
|--|------------------------------|---------------------------------------|
| 101 | 1509993969 | 100.00% |

(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 |
|--|------------------------------|---------------------------------------|
| 5 | 1304 | 0.00% |



RBS

(iii) **Invalid** votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|---------------------------------------|
| 17 | 3201 |

(3) Resolution – Ordinary Resolution

Re-appointment of Shri. RakeshKumar (DIN 02865335), retiring by rotation.

(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 |
|--|---------------------------------|---|
| 105 | 1509995269 | 100.00% |

(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 |
|--|---------------------------------|---|
| 1 | 4 | 0.00% |

(iii) **Invalid** votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by Them |
|---|---------------------------------------|
| 17 | 3201 |

(4) Resolution – Ordinary Resolution

Re-appointment of Shri. S. Rajagopal (DIN 06503785), retiring by rotation.

(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 |
|--|---------------------------------|---|
| 103 | 1509956093 | 99.997% |



Handwritten signature/initials

(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 |
|--|------------------------------|---------------------------------------|
| 3 | 39180 | 0.003% |

(iii) **Invalid** votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 17 | 3201 |

(5) Resolution – Ordinary Resolution

Appointment of Shri. S. Boopathy (DIN 06676460) as a Director liable to retire by rotation.

(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 |
|--|------------------------------|---------------------------------------|
| 100 | 1509994509 | 100.00% |

(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 |
|--|------------------------------|---------------------------------------|
| 5 | 564 | 0.00% |

(iii) **Invalid** votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 17 | 3201 |

* One shareholder holding 200 shares has abstained from voting with respect to Item No.5.



(6) Resolution – Ordinary Resolution

Appointment of Shri.C. V. Shankar (DIN 00703204) as a Director liable to retire by rotation.

(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 |
|--|------------------------------|---------------------------------------|
| 97 | 1509955253 | 99.997% |

(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 |
|--|------------------------------|---------------------------------------|
| 8 | 39820 | 0.003% |

(iii) **Invalid** votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 17 | 3201 |

* One shareholder holding 200 shares has abstained from voting with respect to Item No.6.

(9) Resolution – Ordinary Resolution

Ratification of the Remuneration fixed for the Cost Auditor for the year 2014-15.

(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 |
|--|------------------------------|---------------------------------------|
| 95 | 1509993755 | 100.00% |

(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 |
|--|------------------------------|---------------------------------------|
| 10 | 1318 | 0.00% |



Handwritten signature or initials.

(iii) **Invalid votes:**

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|---------------------------------------|
| 17 | 3201 |

* One shareholder holding 200 shares has abstained from voting with respect to Item No.9.

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

NOTE: I have been informed by the company that Dr. Sanjay G Dhande and Shri. C Balakrishnan, who were proposed for appointment as directors at the 58th Annual General Meeting have communicated their withdrawal of candidature. Hence, the Item nos. 7 and 8 of the Notice convening 58th Annual General Meeting, with respect to their appointment were withdrawn by the Company.

Thanking you,

Yours faithfully,

Place: Chennai
Date: 25.09.2014

Counter signed

C/S.

[Signature]
25/9/14

[Signature]
R. BALASUBRAMANIAM
Company Secretary in Practice
C.P.No.1340

