



i POWER SOLUTIONS INDIA LIMITED

CIN: L72200TN2001PLC047456

9/5, II Floor, 2nd Main Road, Karpagam Gardens, Adyar, Chennai - 600 020

PROCEEDINGS OF THE 30TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF M/S. i POWER SOLUTIONS INDIA LIMITED, HELD ON FRIDAY, THE 25TH SEPTEMBER, 2015 AT 3.00 P.M AT SANGEETHA RESIDENCY, #2, LUZ CHURCH ROAD, MYLAPORE, CHENNAI 600 004

No. of Members present in person : 16

No. of Members Present by Proxy : 0

Directors Present:

1. Mr. V. Parandhaman
2. Mr. R. Jayaprakash
3. Mr. K. Bhaskaran

Also Present:

4. Mr. W.S. Madhavann – Statutory Auditor of the Company

Chairman

The Chairman, Shri. V. Parandhaman, took the chair.

Chairman called the meeting to order, as the requisite quorum was present.

Chairman then informed the members that the Register of Directors' and Key Managerial Person and their shareholding in terms of Section 170 read with Section 171 of the Companies Act, 2013 (The Act) and the Register of Contracts in terms of Section 189 of the Act 2013 were kept open for inspection during the Annual General Meeting and made accessible during the continuance of the said meeting.

Register of Proxies were placed on the table for inspection of the members, Chairman called the meeting on order and welcomed the shareholders present.

He declared that the proxies received and entered in the Register of Proxies as valid.

Thereafter the chairman introduced the Directors to the shareholders and the Chairman of the audit committee and other committees.

Notice of the Meeting

With the Consent of all members present, the Notice convening the meeting as already circulated was taken as read. Thereafter the Chairman addressed the meeting.





Auditors report

On request Mr. W.S.Madhavann, Chartered Accountant read out the Auditors report to the members.

Chairman's Address

Chairman then delivered his speech to the members, highlighting various aspects such as industrial review, performance of the company for the year ended 31-03-2015 and during the first quarter of the current year, and various other issues and expansion plans.

After concluding his speech, he informed about the opportunity given to the shareholders for ensuring their wider participation and voting on all the resolution placed before them in the annual general meeting through "E-voting" as mandated under statutes both the Companies Act, 2013 and the Clause 35B of the Listing Agreement.

Chairman also explained that the company provided the e-voting facility through the "Central Depository Services (India) Limited" (CDSL) and in view of this "Voting by show of hands" has been dispensed with Chairman informed that as per the requirements under statutes the E-voting period was kept open from 22nd September 2015 (9.00 AM) to 24th September, 2015 (5.30 PM).

Chairman informed the "Cut-off date" on or before 17th day of September, 2015 were entitled to vote on resolutions (Item No.1 to 4) as set out in the Notice of the 30th AGM of the Company.

Chairman informed that Mr. V. Nagarajan, Proprietor of M/s V.Nagarajan & Co., Company Secretaries in Practice, Chennai who was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process had submitted his report on the "Results of E-Voting" on all the resolutions placed before the members.

He then invited the members to seek clarifications/queries if any, on the agenda items of Notice of AGM placed before them for approval.

Chairman after providing the opportunity to each of such shareholder for seeking any clarification on all the items on the agenda placed before them, explained and responded broadly to each of their queries, clarifications, suggestions, comments.

He then after providing all the clarifications as sought by the shareholders, reiterated that since the company has provided E-Voting facility to the members, to vote between 22nd September 2015 to 24th September 2015 it was obligatory on the part of the company to provide similar voting rights to those members, who were personally present in the meeting hall, in person or through proxies, to vote in proportion to the shares held by them.

He therefore announced that the Poll would be arranged through the issue of "Ballot form" for voting on all the resolutions contained in ordinary and special business of the AGM. He then informed that the "Ballot Forms" are distributed to the shareholders present and requested the Scrutinizer to help the shareholders for casting their votes through the ballot form and conduct the Poll process. Then the shareholders and proxies, after getting the





"ballot form" exercised their voting as per the procedures explained to them by the Scrutinizer.

After ensuring that all the shareholders and proxies who were present in the meeting hall and participated in the Poll, had cast their votes, the Scrutinizer closed the Poll at around 05.30 PM. Then the Scrutinizer took the custody of the Polling boxes for counting the votes and submitting the results to the Chairman.

Chairman then announced that the results, declared both on the E-voting and through ballot form along with the Scrutinizer's report will be placed on the company's website and on the website of the CDSL within 2 days from the conclusion of the annual general meeting and would be communicated to the stock exchanges where the company's shares are listed.

Chairman thanked the shareholders for their active support to the company declared that the formal closure of the 30th Annual General Meeting of the company.

On the same day, after counting & verification of validity of votes polled through ballot forms, Chairman noted the consolidated report on the results of both E-voting and poll submitted by the Scrutinizer on all the resolutions placed before the shareholders.

The results were then announced through the website of the company, CDSL as well as the Stock Exchanges as detailed below:

Item No.1

Ordinary Business

To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2015 including audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

Category	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
Promoter/ Promoter Group	31,17,431	31,17,431	70.07%	31,17,431	Nil	100%	Nil
Public-Institutional holders	-	-	-	-	-	-	-
Public - Others	277	277	0.006%	275	2	99.99%	0.01%
Total	31,17,708	31,17,708	70.076%	31,17,706	2		

Result: the ordinary resolution was passed as the requisite majority of votes were polled in favour of the resolution.





Item No. 2

Ordinary Resolution

To appoint a Director in place of **Mr.R.Jayaprakash** (holding DIN 02138581), who retires by rotation and being eligible, offers himself for re-appointment.

Category	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
Promoter/ Promoter Group	31,17,431	31,17,431	70.07%	31,17,431	Nil	100%	Nil
Public-Institutional holders	-	-	-	-	-	-	-
Public - Others	277	277	0.006%	275	2	99.99%	0.01%
Total	31,17,708	31,17,708	70.076%	31,17,706	2		

Result: The ordinary resolution was passed as the requisite majority of votes were cast/poll in favour of the resolution.

Item No. 3

Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. W.S.Madhavann FCA M. No.201067, Chartered Accountants, Chennai who has offered themselves for reappointment and has confirmed his eligibility to be appointment as Auditors, in terms of the provisions of Section 141 of the Act, and Rule 4 of the Rules, be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 33rd Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in connection with the audit of Accounts of the Company.

Category	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
Promoter/ Promoter Group	31,17,431	31,17,431	70.07%	31,17,431	Nil	100%	Nil
Public-Institutional holders	-	-	-	-	-	-	-
Public - Others	277	277	0.006%	275	2	99.99%	0.01%
Total	31,17,708	31,17,708	70.076%	31,17,706	2		





Result: The ordinary resolution was passed as the requisite majority of votes were polled in favour of the resolution.

Item No. 4

SPECIAL BUSINESS

Ordinary Resolution

Appointment of Mrs. N.R.Alamelu as director

“**RESOLVED THAT** Mrs. N R Alamelu (Holding DIN:02138648) who has appointed as an additional director of the company with effect from 31/03/2015 by the Board of Directors and who holds the office up to the date of this Annual General Meeting of the company under Section 161(1) of the Companies Act, 2013 but who is eligible for appointment and in respect of whom the company has received a notice in writing under section 160(1) of the Companies Act, 2013 from a member proposing her candidature for the office of the director, be is and hereby appointed Director of the Company liable to retire by rotation.”

Category	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
Promoter/ Promoter Group	31,17,431	31,17,431	70.07%	31,17,431	Nil	100%	Nil
Public-Institutional holders	-	-	-	-	-	-	-
Public – Others	277	277	0.006%	275	2	99.99%	0.01%
Total	31,17,708	31,17,708	70.076%	31,17,706	2		

Result: The ordinary resolution was passed as the requisite majority of votes were polled in favour of the resolution.

All the resolutions as contained in the Item Nos.1 to 4 of the 30th Annual General Meeting stood deemed to be passed on the AGM Dated 25th September 2015 being the date of relevant annual general meeting of the members.



Chennai
Date: 28/09/2015

V. Pandhane
Chairman cum Managing Director



V. NAGARAJAN & CO.
Company Secretaries in Practice

V. NAGARAJAN, B.Sc., ICWA., F.C.S.

September 26, 2015

Form MGT 13
Combined Report of Scrutinizer (E-voting & Poll)
(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
30th Annual General Meeting of the shareholders of
I Power Solutions India Limited,
No. 9/5, II Floor, 2nd Main Road,
Karpagam Gardens, Adyar, Chennai-600 020.

Dear Sir,

Sub: Scrutinizer's report for the E-voting & Poll on the 30th Annual General Meeting of the Company

I, V. Nagarajan, Practising Company Secretary have been appointed by the Board of Directors of M/s I Power Solutions India Limited, (The Company) as a Scrutinizer for the purpose of Scrutinizing the E-voting process and Poll taken on the resolution(s) mentioned in the 30th Annual General Meeting of the equity shareholders of the company held on the 25th day of September, 2015 at 3.00 PM at Sangeetha Residency, #2, Luz Church Road, Mylapore, Chennai - 600 004.

My responsibility as a Scrutinizer for the e-voting and Poll process is restricted to make Scrutinizer report of the company vote cast "in favour" or "against" and/or "invalid" the resolutions stated above, based on the ballot papers handed over to us by the company in a duly sealed/locked box and the reports generated from the e-voting system provided by M/s Cameo Corporate Services Limited, (www.evotingindia.com) the authorized agency to provide the e-voting facilities, engaged by the company and ballot papers handed over to us by the company respectively.

Further to the above, I submit my report as under:

- i) The e-voting period was open from 22nd September, 2015 at 9.00 AM to 24th September, 2015 at 5.30 PM. We further confirm that e-voting option/facility was closed after 5.30 PM on 24th September 2015.
- ii) The members of the company as on the "Cut-off date" on or before, 17th day of September, 2015 were entitled to vote on resolutions (Item No. 01 to 04) as set out in the Notice of the 30th Annual General Meeting of the Company.

For V. NAGARAJAN & CO
Company Secretaries in Practice

V. NAGARAJAN

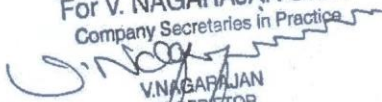
New No. 29, (Old No. 10-1-1) Kavara! Street, (Near A.M.R. Kalyana Mandapam), West Mambalam, Chennai - 600 033.
Ph : 044-42077125 Mobile : 099401 11058 Email : csnagarajan@gsa.com

- iii) Thereafter the details containing inter-alia, list of Equity shareholders, who "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Cameo Corporate Services Limited. And CDSL Website (<https://www.evotingindia.com>) and based on such reports generated, the results of the e-voting are as under:
- iv) After the time fixed for closing of the poll by the Chairman, 1 (One) ballot box kept for polling were locked in my presence with due identification marks placed by me.
- v) The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Share Transfer Agent M/s Cameo Corporate Services Limited, and the authorization/proxies lodged with the company.
- vi) The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

The combined results of the e-voting and poll are as follows:



For V. NAGARAJAN & CO
Company Secretaries in Practice


V. NAGARAJAN
PROPRIETOR
FCS 5626 CP 3288

Item No.1

a) Ordinary Resolution

To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2015 including audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

i) Voted in Favour of the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
15	3117706	99.99

ii) Voted against the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
1	2	0.01

iii) Invalid Votes

Number of members whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil



For V. NAGARAJAN & CO
Company Secretaries in Practice
V. Nagarajan
V. NAGARAJAN
PROPRIETOR
FCS 5626 CP 3288

Item No.2

Ordinary Resolution

To appoint a Director in place of **Mr. R. Jayaprakash** (holding DIN) , who retires by rotation and being eligible, offers himself for re-appointment.

i) Voted **in Favour** of the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
15	3117706	99.99

ii) Voted **against** the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
1	2	0.01

iii) Invalid Votes

Number of members whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil



For V. NAGARAJAN & CO
Company Secretaries in Practice

V. Nagarajan
V. NAGARAJAN
PROPRIETOR
FCS 5626 CP 3288

Item No.3

Ordinary Resolution

*RESOLVED THAT pursuant to the provisions of the section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. W.S. Madhavann, FCA.M.No.201067, Chartered Accountants, Chennai, who has offered themselves for reappointment and has confirmed his eligibility to be appointment as Auditors, in terms of the provisions of section 141 of the Act, and Rule 4 of the Rules, be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 33rd Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in connection with the audit of Accounts of the Company.

i) Voted in Favour of the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
15	3117706	99.99

ii) Voted against the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
1	2	0.01

iii) Invalid Votes

Number of members whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil



For V. NAGARAJAN & CO
Company Secretaries in Practice
[Signature]
V. NAGARAJAN
PROPRIETOR
FCS 5826 CP 3288

Item No.4

SPECIAL BUSINESS

Ordinary Resolution

Appointment of Mrs.N.R.Alamelu as Director

"RESOLVED THAT Mrs. N. R. Alamelu (Holding DIN:02138648) who has appointed as an additional director of the Company with effect from 31/03/2015 by the Board of Directors and who holds the office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 but who is eligible for appointment and in respect of whom the Company has received a notice in writing under section 160(1) of the Companies Act, 2013 from a member proposing her candidature for the office of the director, be and is hereby appointed Director of the Company liable to retire by rotation."

(i) Voted in Favour of the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
15	3117706	99.99

(ii) Voted against the Resolution

Number of members voted	Number of Votes cast by them	% of total number of Valid votes cast
1	2	0.01

(iii) Invalid Votes

Number of members whose votes were declared invalid	Total Number of Votes cast by them
Nil	Nil



For V. NAGARAJAN & CO
Company Secretaries in Practice
[Signature]
V. NAGARAJAN
PROPRIETOR
CP 3288

5. A Compact Disc (CD) containing the details 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/ Director authorized by the Board for safe custody.

Thanking you,

Yours faithfully,

For V.Nagarjan & Co.,
Company Secretaries In Practice



V.Nagarajan
Proprietor
CP 3288
FCS 5626

