



July 28, 2017

|   |  |
|---|--|
| The Manager<br>Listing Department<br><b>National Stock Exchange Limited</b><br>Exchange Plaza<br>Bandra - Kurla Complex<br>Bandra (E)<br><b><u>MUMBAI - 400 051</u></b> | <b>Bombay Stock Exchange Limited</b><br>Corporate Relationship Department<br>1 <sup>st</sup> Floor, New Trading Ring<br>Rotunda Building, Phiroze Jeejeebhoy<br>towers<br>Dalal Street<br><b><u>Mumbai - 400 001</u></b> |
|---|--|

Dear Sir,

Sub: Submission of details regarding the voting results for the 44<sup>th</sup> Annual General Meeting of the Members of the Company held on 26<sup>th</sup> July, 2017.

Ref: Regulation 44 of the SEBI (Listing Obligations and Disclosure) Requirements, 2015

This is to inform that 44<sup>th</sup> Annual General Meeting of the Members of the Company was held on Wednesday, the 26<sup>th</sup> day of July, 2017 at 4.00 p.m. at the Registered Office of the Company at 304-A, Trichy Road, Singanallur, Coimbatore - 641 005 to transact the business mentioned in the notice of the Annual General Meeting dated 3<sup>rd</sup> May, 2017.

As required by the provisions of the Section 108 of the Companies act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, facility of voting through electronic means on all proposals contained in the Annual General Meeting Notice dated 3<sup>rd</sup> May, 2017 was provided to the members. The company has appointed Mr.P.Eswaramoorthy as Scrutinizer to conduct e-voting and poll at AGM venue in a transparent manner. The e-voting



was commenced on 23<sup>rd</sup> July, 2017 at 10.00 a.m. IST and ended on 25<sup>th</sup> July, 2017 5.00 p.m. IST. Voting by poll was carried out at the Annual General Meeting.

All the items of business as mentioned in the Annual General Meeting Notice have been transacted and based on the report of the Scrutinizer, all the resolutions were declared as duly passed by requisite majority by e-voting and through voting by poll conducted at the said Annual General Meeting.

Further, the following details of Voting Results and Scrutinizer's report are given in Annexure.

With Best regards

For **SHANTHI GEARS LIMITED**

**C.SUBRAMANIAM**  
**COMPANY SECRETARY**

Encl: as above

**SHANTHI GEARS LIMITED**  
**ANNUAL GENERAL MEETING HELD ON 26TH JULY, 2017**  
**RESULTS OF VOTING UNDER REGULATION 44 OF THE SEBI (LODR) REGULATIONS, 2015**  
: Wednesday, 26th July, 2017

Date of Annual General Meeting

Number of shareholders as on record date (cut off date) : 15398  
(ie., 20th July, 2017)

No. of shareholders present in the meeting  
either in person or through proxy

-Promoters : 1  
-Public : 72

No. of shareholders attended the meeting  
through video conferencing

-Promoters & Promoters Group : No video conferencing  
-NA  
-Public : NA

|      |  | 1                      | 2                       | 3   | 4                          | 5                        | 6  | 7  |
|------|--|------------------------|-------------------------|---|----------------------------|--------------------------|--|--|
| SLNO | Promoter/ Public   | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes in favour (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|      | Resolution required: ORDINARY- Adoption of Audited Financial Statements of the Company for the financial year ended 31st March 2017, the Report of the Board of Director's and the Auditor's report thereon. |                        |                         |   |                            |                          |  |  |
|      | Whether Promoters and Promoter Group are interested in the Agenda/ Reolution: NO   |                        |                         |   |                            |                          |  |  |
|      | Promoter - E-Voting  |                        | 57296413                | 99.989  | 57296413                   |                          | 100.000  |  |
|      | Promoter - Poll at AGM   | 57302913               | -                       | -   | -                          | -                        | -  | -  |
|      | Promoetr - Ballot by Post  |                        | -                       | -   | -                          | -                        | -  | -  |
|      | Total (A)  | 57,302,913             | 57,296,413              | 99.989  | 57,296,413                 | -                        | 100.000  | -  |
| 1    | Public - Institutions - E-Voting   |                        | 2487080                 | 50.213  | 2487080                    | 0                        | 100.000  | -  |
|      | Public - Institutions - Poll at AGM  | 4953091                | -                       | -   | -                          | -                        | -  | -  |
|      | Public - Institutions - Ballot by Post   |                        | -                       | -   | -                          | -                        | -  | -  |
|      | Total (B)  | 4,953,091              | 2,487,080               | 50.213  | 2,487,080                  | -                        | 100.000  | -  |
|      | Public - Non Institutions - E-Voting   |                        | 34734                   | 0.178   | 34734                      | 0                        | 100.000  | -  |
|      | Public - Non Institutions - Poll at AGM  | 19459849               | 1135348                 | 5.834   | 1135348                    | 0                        | 100.000  | -  |
|      | Public - Non Institutions - Ballot by Post   |                        | -                       | -   | -                          | -                        | -  | -  |
|      | Total (C)  | 19,459,849             | 1,170,082               | 6.012   | 1,170,082                  | -                        | 100.000  | -  |
|      | Total (A+B+C)  | 81,715,853             | 60,953,575              | 74.592  | 60,953,575                 | -                        | 100.000  | -  |



| SLNO  | Promoter/ Public                           | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes in favour (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|--|------------------------|-------------------------|---|----------------------------|--------------------------|--|--|
| Resolution required: ORDINARY-Approve the dividend of Rs.0.75 per share for the financial year 2016-17. |  |                        |                         |   |                            |                          |  |  |
| Whether Promoters and Promoter Group are interested in the Agenda/ Reolution: NO                        |  |                        |                         |   |                            |                          |  |  |
| 2   | Promoter - E-Voting                        | 57302913               | 57296413                | 99.989  | 57296413                   |                          | 100.000  |  |
|   | Promoter - Poll at AGM                     |                        |                         |   |                            |                          |  |  |
|   | Promoetr - Ballot by Post                  |                        |                         |   |                            |                          |  |  |
|   | Total (A)                                  | 57,302,913             | 57,296,413              | 99.989  | 57,296,413                 | -                        | 100.000  | -  |
|   | Public - Institutions - E-Voting           | 4953091                | 2487080                 | 50.213  | 2487080                    | 0                        | 100.000  |  |
|   | Public - Institutions - Poll at AGM        |                        |                         |   |                            |                          |  |  |
|   | Public - Institutions - Ballot by Post     |                        |                         |   |                            |                          |  |  |
|   | Total (B)                                  | 4,953,091              | 2,487,080               | 50.213  | 2,487,080                  | -                        | 100.000  | -  |
|   | Public - Non Institutions - E-Voting       | 19459849               | 34184                   | 0.176   | 34084                      | 100                      | 99.707   | 0.293  |
|   | Public - Non Institutions - Poll at AGM    |                        | 1135348                 | 5.834   | 1135328                    | 20                       | 99.998   | 0.002  |
|   | Public - Non Institutions - Ballot by Post |                        |                         |   |                            |                          |  |  |
|   | Total (C)                                  | 19,459,849             | 1,169,532               | 6.010   | 1,169,412                  | 120                      | 99.990   | 0.010  |
| Total (A+B+C)   | 81,715,853                                 | 60,953,025             | 74.591                  | 60,952,905  | 120                        | 100.000                  | 0.000  |  |

| SLNO  | Promoter/ Public                           | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes in favour (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|--|------------------------|-------------------------|---|----------------------------|--------------------------|--|--|
| Resolution required: ORDINARY-Appoint Director in place of Mr.L.Ramkumar (DIN 00090089) who retires by rotation and being eligible, offers himself for re-appointment |  |                        |                         |   |                            |                          |  |  |
| Whether Promoters and Promoter Group are interested in the Agenda/ Reolution: NO  |  |                        |                         |   |                            |                          |  |  |
| 3   | Promoter - E-Voting                        | 57302913               | 57296413                | 99.989  | 57296413                   |                          | 100.000  |  |
|   | Promoter - Poll at AGM                     |                        |                         |   |                            |                          |  |  |
|   | Promoetr - Ballot by Post                  |                        |                         |   |                            |                          |  |  |
|   | Total (A)                                  | 57,302,913             | 57,296,413              | 99.989  | 57,296,413                 | -                        | 100.000  | -  |
|   | Public - Institutions - E-Voting           | 4953091                | 2487080                 | 50.213  | 2487080                    | 0                        | 100.000  |  |
|   | Public - Institutions - Poll at AGM        |                        |                         |   |                            |                          |  |  |
|   | Public - Institutions - Ballot by Post     |                        |                         |   |                            |                          |  |  |
|   | Total (B)                                  | 4,953,091              | 2,487,080               | 50.213  | 2,487,080                  | -                        | 100.000  | -  |
|   | Public - Non Institutions - E-Voting       | 19459849               | 34734                   | 0.178   | 33534                      | 1200                     | 96.545   | 3.455  |
|   | Public - Non Institutions - Poll at AGM    |                        | 1135348                 | 5.834   | 1135348                    | 0                        | 100.000  |  |
|   | Public - Non Institutions - Ballot by Post |                        |                         |   |                            |                          |  |  |
|   | Total (C)                                  | 19,459,849             | 1,170,082               | 6.012   | 1,168,882                  | 1,200                    | 99.897   | 0.103  |
| Total (A+B+C)   | 81,715,853                                 | 60,953,575             | 74.592                  | 60,952,375  | 1,200                      | 99.998                   | 0.002  |  |



| SLNO          | Promoter/ Public   | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes in favour (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---------------|--|------------------------|-------------------------|---|----------------------------|--------------------------|--|--|
|               | Resolution required: ORDINARY-Ratification of appointment of M/s Deloitte Haskins & Sells as the Auditors of the Company and to fix their remuneration for the financial year 2017-18. |                        |                         |   |                            |                          |  |  |
|               | Whether Promoters and Promoter Group are interested in the Agenda/ Reolution: NO   |                        |                         |   |                            |                          |  |  |
| 4             | Promoter - E-Voting  | 57302913               | 57296413                | 99.989  | 57296413                   |                          | 100.000  |  |
|               | Promoter - Poll at AGM   |                        |                         |   |                            |                          |  |  |
|               | Promoetr - Ballot by Post  |                        |                         |   |                            |                          |  |  |
|               | Total (A)  | 57,302,913             | 57,296,413              | 99.989  | 57,296,413                 | -                        | 100.000  | -  |
|               | Public - Institutions - E-Voting   | 4953091                | 2487080                 | 50.213  | 2487080                    | 0                        | 100.000  |  |
|               | Public - Institutions - Poll at AGM  |                        |                         |   |                            |                          |  |  |
|               | Public - Institutions - Ballot by Post   |                        |                         |   |                            |                          |  |  |
|               | Total (B)  | 4,953,091              | 2,487,080               | 50.213  | 2,487,080                  | -                        | 100.000  | -  |
|               | Public - Non Institutions - E-Voting   | 19459849               | 34534                   | 0.177   | 34434                      | 100                      | 99.710   | 0.290  |
|               | Public - Non Institutions - Poll at AGM  |                        | 1135348                 | 5.834   | 1135328                    | 20                       | 99.998   | 0.002  |
|               | Public - Non Institutions - Ballot by Post   |                        |                         |   |                            |                          |  |  |
|               | Total (C)  | 19,459,849             | 1,169,882               | 6.011   | 1,169,762                  | 120                      | 99.990   | 0.010  |
| Total (A+B+C) | 81,715,853   | 60,953,375             | 74.592                  | 60,953,255  | 120                        | 100.000                  | 0.000  |  |

| SLNO          | Promoter/ Public   | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes in favour (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---------------|--|------------------------|-------------------------|---|----------------------------|--------------------------|--|--|
|               | Resolution required: SPECIAL-Re-appoint Mr.C.R.Swaminathan (DIN 00002169) as an Independent Director of the Company for one year from the conclusion of this 44th Annual General Meeting |                        |                         |   |                            |                          |  |  |
|               | Whether Promoters and Promoter Group are interested in the Agenda/ Reolution: NO   |                        |                         |   |                            |                          |  |  |
| 5             | Promoter - E-Voting  | 57302913               | 57296413                | 99.989  | 57296413                   |                          | 100.000  |  |
|               | Promoter - Poll at AGM   |                        |                         |   |                            |                          |  |  |
|               | Promoetr - Ballot by Post  |                        |                         |   |                            |                          |  |  |
|               | Total (A)  | 57,302,913             | 57,296,413              | 99.989  | 57,296,413                 | -                        | 100.000  | -  |
|               | Public - Institutions - E-Voting   | 4953091                | 2487080                 | 50.213  | 2487080                    | 0                        | 100.000  |  |
|               | Public - Institutions - Poll at AGM  |                        |                         |   |                            |                          |  |  |
|               | Public - Institutions - Ballot by Post   |                        |                         |   |                            |                          |  |  |
|               | Total (B)  | 4,953,091              | 2,487,080               | 50.213  | 2,487,080                  | -                        | 100.000  | -  |
|               | Public - Non Institutions - E-Voting   | 19459849               | 34734                   | 0.178   | 34484                      | 250                      | 99.280   | 0.720  |
|               | Public - Non Institutions - Poll at AGM  |                        | 1135348                 | 5.834   | 1135348                    | 0                        | 100.000  |  |
|               | Public - Non Institutions - Ballot by Post   |                        |                         |   |                            |                          |  |  |
|               | Total (C)  | 19,459,849             | 1,170,082               | 6.012   | 1,169,832                  | 250                      | 99.979   | 0.021  |
| Total (A+B+C) | 81,715,853   | 60,953,575             | 74.592                  | 60,953,325  | 250                        | 100.000                  | 0.000  |  |



| SLNO  | Promoter/ Public                           | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes in favour (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|---|--|------------------------|-------------------------|---|----------------------------|--------------------------|--|--|
| Resolution required: ORDINARY-Ratification of remuneration payable to Cost Auditor Mr.B.Venkateswar, Cost Accountant for the financial year 2017-18 |  |                        |                         |   |                            |                          |  |  |
| Whether Promoters and Promoter Group are interested in the Agenda/ Reolution: NO  |  |                        |                         |   |                            |                          |  |  |
| 6   | Promoter - E-Voting                        |                        | 57296413                | 99.989  | 57296413                   |                          | 100.000  |  |
|   | Promoter - Poll at AGM                     | 57302913               |                         |   |                            |                          |  |  |
|   | Promoetr - Ballot by Post                  |                        |                         |   |                            |                          |  |  |
|   | Total (A)                                  | 57,302,913             | 57,296,413              | 99.989  | 57,296,413                 | -                        | 100.000  | -  |
|   | Public - Institutions - E-Voting           |                        | 2487080                 | 50.213  | 2487080                    | 0                        | 100.000  |  |
|   | Public - Institutions - Poll at AGM        | 4953091                |                         |   |                            |                          |  |  |
|   | Public - Institutions - Ballot by Post     |                        |                         |   |                            |                          |  |  |
|   | Total (B)                                  | 4,953,091              | 2,487,080               | 50.213  | 2,487,080                  | -                        | 100.000  | -  |
|   | Public - Non Institutions - E-Voting       |                        | 34734                   | 0.178   | 34634                      | 100                      | 99.712   | 0.288  |
|   | Public - Non Institutions - Poll at AGM    | 19459849               |                         |   |                            |                          |  |  |
|   | Public - Non Institutions - Ballot by Post |                        | 1135348                 | 5.834   | 1135348                    | 0                        | 100.000  |  |
|   | Total (C)                                  | 19,459,849             | 1,170,082               | 6.012   | 1,169,982                  | 100                      | 99.991   | 0.009  |
|   | Total (A+B+C)                              | 81,715,853             | 60,953,575              | 74.592  | 60,953,475                 | 100                      | 100.000  | 0.000  |







# P. Eswaramoorthy and Company

Company Secretaries

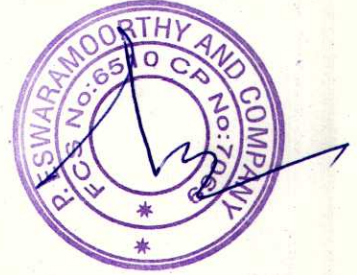
**ES** P. Eswaramoorthy B.Sc.,LLB.,FCS.,

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

(Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014 and the Companies (Management and Administration) Amendment Rules, 2015

To

The Chairman  
44<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
**M/s. SHANTHI GEARS LIMITED**  
**(CIN: L29130TZ1972PLC000649)**  
Held on Wednesday, the 26<sup>th</sup> day of July, 2017 at 4.00 P.M at  
304-A, Trichy Road,  
Singanallur,  
Coimbatore- 641 005  
Tamil Nadu, India



Dear Sir,

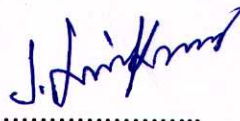
I, P.Eswaramoorthy, Proprietor, P.Eswaramoorthy and Company, Company Secretaries having office at 44 & 44/1, Ramalinga Jothi Nagar, Nanjundapuram Road, Ramanathapuram, Coimbatore -641 045, Tamil Nadu, India have been appointed as a Scrutinizer of M/s. Shanthi Gears Limited ("the Company") for the purpose of Scrutinizing the e-voting and poll process in a fair and transparent manner and ascertaining the requisite majority as per the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Amended Rules 2015 on the below mentioned resolution(s), at the 44<sup>th</sup> Annual General Meeting of the Equity Shareholders of Shanthi Gears Limited, held on the 26<sup>th</sup> day of July, 2017 at 04.00 P.M at 304-A, Trichy Road, Singanallur, Coimbatore – 641 005, Tamil Nadu, India.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and poll on the resolutions proposed in the Notice of the 44<sup>th</sup> Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballots by poll at the meeting are conducted in a fair and transparent manner and to furnish a consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and Voting at the AGM by Poll.

I submit my report as under.

1. The e-voting period remained open from 23<sup>rd</sup> July, 2017 (10.00 A.M IST) to 25<sup>th</sup> July, 2017 (5.00 P.M IST )
2. The Shareholders holding shares as on the "Cut off " date ie., 20<sup>th</sup> July, 2017 were entitled to vote on the proposed resolutions (Item No. 1 to 6) as set out in the notice of the 44<sup>th</sup> Annual General Meeting of Shanthy Gears Limited.
3. The remote e voting was unblocked on 26<sup>th</sup> July, 2017 after conclusion of the Annual General Meeting in the presence of two witnesses, Mrs.Marilyn Jacob and Mr.M.S.Sivakumar, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
.....  
(Marilyn Jacob)

  
.....  
(M.S.Sivakumar)

4. The details containing, inter- alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com/>).
5. The ballot box was kept at the venue of the AGM to enable the members to cast their vote by poll. Ballot box was locked in my presence with due identification mark placed by me.
6. 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 Company/Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
7. Six Proxy forms were received by the Company and one proxy had voted in the General Meeting.
8. Out of 49 members who cast their votes by e-voting, the votes cast by 2 corporate member holding 6,31,353 votes were considered invalid and out of the 54 polling papers received, 8 polling papers comprising of 4,721 votes were considered invalid on account of a) signature difference or b) option not exercised or c)both options exercised or d) polling paper not signed or e) votes cast through e-voting and postal ballot or f) relevant authorization not attached in case of voting by body corporate in respect of resolutions.
9. The Consolidated results are as under:





**ORDINARY BUSINESS:**

**ITEM NO.1**

**ORDINARY RESOLUTION**

**Adoption of Financial Statements**

**(i) VOTES CAST IN FAVOUR OF THE RESOLUTION**

| <b>MODE OF VOTING</b> | <b>NUMBER OF MEMBERS VOTED</b> | <b>NUMBER OF VOTES CAST</b> | <b>PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST</b> |
|-----------------------|--------------------------------|-----------------------------|---|
| E-Voting              | 47                             | 5,98,18,227                 |   |
| Poll                  | 46                             | 11,35,348                   |   |
| <b>Total</b>          | <b>93</b>                      | <b>6,09,53,575</b>          | <b>100.0000</b>                                       |

**(ii) VOTES CAST AGAINST THE RESOLUTION**

| <b>MODE OF VOTING</b> | <b>NUMBER OF MEMBERS VOTED</b> | <b>NUMBER OF VOTES CAST</b> | <b>PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST</b> |
|-----------------------|--------------------------------|-----------------------------|---|
| E-Voting              | Nil                            | Nil                         |   |
| Poll                  | Nil                            | Nil                         |   |
| <b>Total</b>          | <b>Nil</b>                     | <b>Nil</b>                  | <b>0.0000</b>   |

**(iii) INVALID VOTES**

| <b>MODE OF VOTING</b> | <b>NUMBER OF MEMBERS VOTED</b> | <b>NUMBER OF VOTES CAST</b> |
|-----------------------|--------------------------------|-----------------------------|
| E-Voting              | 2                              | 6,31,353                    |
| Poll                  | 8                              | 4,721                       |
| <b>Total</b>          | <b>10</b>                      | <b>6,36,074</b>             |

**Based on the aforesaid results, the Ordinary Resolution as contained in Item No.1 has been passed with the Requisite Majority.**



**ITEM NO. 2**

**ORDINARY RESOLUTION**

**Declaration of Dividend**

**(i) VOTES CAST IN FAVOUR OF THE RESOLUTION**

| <b>MODE OF VOTING</b> | <b>NUMBER OF MEMBERS VOTED</b> | <b>NUMBER OF VOTES CAST</b> | <b>PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST</b> |
|-----------------------|--------------------------------|-----------------------------|---|
| E-Voting              | 45                             | 5,98,17,577                 |   |
| Poll                  | 45                             | 11,35,328                   |   |
| <b>Total</b>          | <b>90</b>                      | <b>6,09,52,905</b>          | <b>99.9998</b>  |

**(ii) VOTES CAST AGAINST THE RESOLUTION**

| <b>MODE OF VOTING</b> | <b>NUMBER OF MEMBERS VOTED</b> | <b>NUMBER OF VOTES CAST</b> | <b>PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST</b> |
|-----------------------|--------------------------------|-----------------------------|---|
| E-Voting              | 1                              | 100                         |   |
| Poll                  | 1                              | 20                          |   |
| <b>Total</b>          | <b>2</b>                       | <b>120</b>                  | <b>0.0002</b>   |

**(iii) INVALID VOTES**

| <b>MODE OF VOTING</b> | <b>NUMBER OF MEMBERS VOTED</b> | <b>NUMBER OF VOTES CAST</b> |
|-----------------------|--------------------------------|-----------------------------|
| E-Voting              | 3                              | 6,31,903                    |
| Poll                  | 8                              | 4,721                       |
| <b>Total</b>          | <b>11</b>                      | <b>6,36,624</b>             |

**Based on the aforesaid results, the Ordinary Resolution as contained in Item No.2 has been passed with the Requisite Majority.**



**ITEM NO. 3**

**ORDINARY RESOLUTION**

**Re-appointment of Mr. L Ramkumar as Director**

**(i) VOTES CAST IN FAVOUR OF THE RESOLUTION**

| <b>MODE OF VOTING</b> | <b>NUMBER OF MEMBERS VOTED</b> | <b>NUMBER OF VOTES CAST</b> | <b>PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST</b> |
|-----------------------|--------------------------------|-----------------------------|---|
| E-Voting              | 43                             | 5,98,17,027                 |   |
| Poll                  | 46                             | 11,35,348                   |   |
| <b>Total</b>          | <b>89</b>                      | <b>6,09,52,375</b>          | <b>99.9980</b>  |

**(ii) VOTES CAST AGAINST THE RESOLUTION**

| <b>MODE OF VOTING</b> | <b>NUMBER OF MEMBERS VOTED</b> | <b>NUMBER OF VOTES CAST</b> | <b>PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST</b> |
|-----------------------|--------------------------------|-----------------------------|---|
| E-Voting              | 4                              | 1,200                       |   |
| Poll                  | 0                              | 0                           |   |
| <b>Total</b>          | <b>4</b>                       | <b>1,200</b>                | <b>0.0020</b>   |

**(iii) INVALID VOTES**

| <b>MODE OF VOTING</b> | <b>NUMBER OF MEMBERS VOTED</b> | <b>NUMBER OF VOTES CAST</b> |
|-----------------------|--------------------------------|-----------------------------|
| E-Voting              | 2                              | 6,31,353                    |
| Poll                  | 8                              | 4,721                       |
| <b>Total</b>          | <b>10</b>                      | <b>6,36,074</b>             |

**Based on the aforesaid results, the Ordinary Resolution as contained in Item No.3 has been passed with the Requisite Majority.**





**ITEM NO. 4**

**ORDINARY RESOLUTION**

**Ratification of Auditors appointment and to fix their remuneration**

**(i) VOTES CAST IN FAVOUR OF THE RESOLUTION**

| <b>MODE OF VOTING</b> | <b>NUMBER OF MEMBERS VOTED</b> | <b>NUMBER OF VOTES CAST</b> | <b>PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST</b> |
|-----------------------|--------------------------------|-----------------------------|---|
| E-Voting              | 45                             | 5,98,17,927                 |   |
| Poll                  | 45                             | 11,35,328                   |   |
| <b>Total</b>          | <b>90</b>                      | <b>6,09,53,255</b>          | <b>99.9998</b>  |

**(ii) VOTES CAST AGAINST THE RESOLUTION**

| <b>MODE OF VOTING</b> | <b>NUMBER OF MEMBERS VOTED</b> | <b>NUMBER OF VOTES CAST</b> | <b>PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST</b> |
|-----------------------|--------------------------------|-----------------------------|---|
| E-Voting              | 1                              | 100                         |   |
| Poll                  | 1                              | 20                          |   |
| <b>Total</b>          | <b>2</b>                       | <b>120</b>                  | <b>0.0002</b>   |

**(iii) INVALID VOTES**

| <b>MODE OF VOTING</b> | <b>NUMBER OF MEMBERS VOTED</b> | <b>NUMBER OF VOTES CAST</b> |
|-----------------------|--------------------------------|-----------------------------|
| E-Voting              | 3                              | 6,31,553                    |
| Poll                  | 8                              | 4,721                       |
| <b>Total</b>          | <b>11</b>                      | <b>6,36,274</b>             |

**Based on the aforesaid results, the Ordinary Resolution as contained in Item No.4 has been passed with the Requisite Majority.**



**SPECIAL BUSINESS:**

**ITEM NO. 5**

**SPECIAL RESOLUTION**

**Re-appointment of Mr. C R Swaminathan as an Independent Director**

**(i) VOTES CAST IN FAVOUR OF THE RESOLUTION**

| <b>MODE OF VOTING</b> | <b>NUMBER OF MEMBERS VOTED</b> | <b>NUMBER OF VOTES CAST</b> | <b>PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST</b> |
|-----------------------|--------------------------------|-----------------------------|---|
| E-Voting              | 44                             | 5,98,17,977                 |   |
| Poll                  | 46                             | 11,35,348                   |   |
| <b>Total</b>          | <b>90</b>                      | <b>6,09,53,325</b>          | <b>99.9996</b>  |

**(ii) VOTES CAST AGAINST THE RESOLUTION**

| <b>MODE OF VOTING</b> | <b>NUMBER OF MEMBERS VOTED</b> | <b>NUMBER OF VOTES CAST</b> | <b>PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST</b> |
|-----------------------|--------------------------------|-----------------------------|---|
| E-Voting              | 3                              | 250                         |   |
| Poll                  | 0                              | 0                           |   |
| <b>Total</b>          | <b>3</b>                       | <b>250</b>                  | <b>0.0004</b>   |

**(iii) INVALID VOTES**

| <b>MODE OF VOTING</b> | <b>NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL</b> | <b>NUMBER OF VOTES CASTED</b> |
|-----------------------|--|-------------------------------|
| E-Voting              | 2  | 6,31,353                      |
| Poll                  | 8  | 4,721                         |
| <b>Total</b>          | <b>10</b>  | <b>6,36,074</b>               |

**Based on the aforesaid results, the Special Resolution as contained in Item No.5 has been passed with the Requisite Majority.**





**ITEM NO. 6**

**ORDINARY RESOLUTION**

**Ratification of Remuneration to Cost Auditor**

**(i) VOTES CAST IN FAVOUR OF THE RESOLUTION**

| <b>MODE OF VOTING</b> | <b>NUMBER OF MEMBERS VOTED</b> | <b>NUMBER OF VOTES CAST</b> | <b>PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST</b> |
|-----------------------|--------------------------------|-----------------------------|---|
| E-Voting              | 46                             | 5,98,18,127                 |   |
| Poll                  | 46                             | 11,35,348                   |   |
| <b>Total</b>          | <b>92</b>                      | <b>6,09,53,475</b>          | <b>99.9998</b>  |

**(ii) VOTES CAST AGAINST THE RESOLUTION**

| <b>MODE OF VOTING</b> | <b>NUMBER OF MEMBERS VOTED</b> | <b>NUMBER OF VOTES CAST</b> | <b>PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST</b> |
|-----------------------|--------------------------------|-----------------------------|---|
| E-Voting              | 1                              | 100                         |   |
| Poll                  | 0                              | 0                           |   |
| <b>Total</b>          | <b>1</b>                       | <b>100</b>                  | <b>0.0002</b>   |

**(iii) INVALID VOTES**

| <b>MODE OF VOTING</b> | <b>NUMBER OF MEMBERS VOTED</b> | <b>NUMBER OF VOTES CAST</b> |
|-----------------------|--------------------------------|-----------------------------|
| E-Voting              | 2                              | 6,31,353                    |
| Poll                  | 8                              | 4,721                       |
| <b>Total</b>          | <b>10</b>                      | <b>6,36,074</b>             |

**Based on the aforesaid results, the Ordinary Resolution as contained in Item No.6 has been passed with the Requisite Majority.**

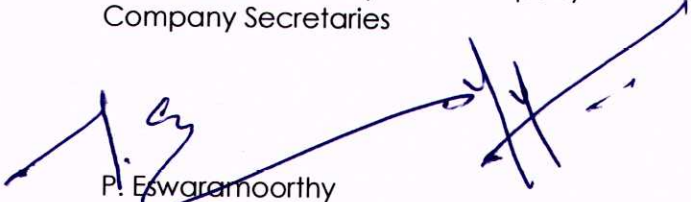


1. All relevant records of electronic voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 44<sup>th</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary for safe keeping.
2. The poll papers and all other relevant records were sealed and handed over to the Chairman / Company Secretary for safe keeping.

Thanking You,

Yours faithfully,

For P.Eswaramoorthy and Company  
Company Secretaries

  
P. Eswaramoorthy  
Proprietor  
FCS No.6510, COP No.7069

Date: 27.07.2017

Place: Coimbatore

