

**Regd. Office :**

No. 21/4, Mill Street, Kovilpatti 628 501, Tamilnadu, India  
Phone : +91 4632 220001-5 • Fax : +91 4632 221353  
E-Mail : kovilpatti@loyaltextiles.com  
TIN : 33615860011 • CST No. 468758 / 13.12.1958  
CIN : L17111TN1946PLC001361

**Date: 25<sup>th</sup> Sep 2015**

The President  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001.

Kind Attn: Secretary- Listing

Dear Sir,

**Listing Agreement –Clause 35A**

Our Annual General Meeting was held on September 24, 2015. We give below the details as required under Clause 35A.

Date of the annual General Meeting	September 14,2015
Total number of shareholders on record date:	2151
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and promoter Group:	17
Public:	8
No. of Shareholders attended the meeting through Video Conferencing	Nil

We attach herewith the details of resolutions passed at the AGM. In this regard, all the 7 resolution placed before the shareholders have been passed with requisite majority.

We also attach herewith the Scrutinizer(s) Report for your records.

Please acknowledge receipt.

Thanking you,  
Yours faithfully,  
For Loyal Textile Mills LTD



M.Arumugam  
Company Secretary

**DIVISIONAL OFFICE :**

No. 83 (Old No. 41), 1st Main Road, R.A. Puram,  
Chennai 600 028, INDIA.  
Phone : +91 44 4227 7374 Fax : +91 44 4306 0622  
E-Mail : loyal@loyaltextiles.com  
☎ : www.loyaltextiles.com



**Details of voting results:**  
[Clause 35A of the Listing Agreement]

<b>Date of the AGM</b>	<b>24.09.2015</b>
<b>Total Number of shareholders on record date:</b>	<b>2151</b>

<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
promoters and Promoter Group:	17
Public:	8
Proxy:	0
<b>Total</b>	<b>25</b>

<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
promoters and Promoter Group:	N.A
Public:	N.A

**(Agenda-Wise)**

<b>Details of the Agenda:</b>	
Resolution required: (Ordinary/Special)	Details enclosed
Mode of Voting: (Show of hands/poll/postal ballot/E-voting )	Postal Ballot t/Poll and E-voting

For LOYAL TEXTILE MILLS LTD.,

  
**M. ARUMUGAM**  
 Company Secretary

S.No	Resolution	Type of resolution
<b>Ordinary Business:</b>		
1	Adoption of audited financial statements for the year ended 31st March 2015.	Ordinary
2	Approval of dividend for the year ended 31 <sup>st</sup> March 2015	Ordinary
3	Re-appointment of Director retiring by rotation u/s 152 of the Companies Act, 2013	Ordinary
4	Ratification of Appointment of M/s. Suri & Co., Chartered Accountants, Chennai, as a Statutory Auditor and fixing their remuneration.	
<b>Special Business:</b>		
5	Adoption of New Set of Articles of Association of the company containing Articles In Conformity with the Companies Act, 2013	Special
6	Appointment of Mrs. Valli M Ramaswami as a Whole Time Director	Ordinary
7	Ratification of Remuneration of Cost Auditor	Ordinary

For LOYAL TEXTILE MILLS LTD.,



M. ARUMUGAM  
Company Secretary



Resolution	Promoter/Public	No. of Shares hold (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)	No of Abstain (6)	% of votes in favour on votes polled (7)=[(4)/(1)]*100	% of votes in against on votes polled (8)=[(5)/(1)]*100	% of votes in abstain on votes polled (9)=[(6)/(1)]*100
1	PROMOTER & PORMOTER GROUP	3552488	3552488	100.00	3552488	0.00	0.00	100.00	0.00	0.00
1	PUBLIC-Others	102745	102745	100.00	102745	0.00	0.00	100.00	0.00	0.00
		<b>3655233</b>	<b>3655233</b>		<b>3655233</b>					
2	PROMOTER & PORMOTER GROUP	3552488	3552488	100.00	3552488	0.00	0.00	100.00	0.00	0.00
2	PUBLIC-Others	102745	102743	100.00	102743	0.00	2.00	100.00	0.00	0.00
		<b>3655233</b>	<b>3655231</b>		<b>3655231</b>					
3	PROMOTER & PORMOTER GROUP	3552488	3552488	100.00	3552488	0.00	0.00	100.00	0.00	0.00
3	PUBLIC-Others	102745	102743	100.00	102413	330.00	2.00	99.68	0.32	0.00
		<b>3655233</b>	<b>3655231</b>		<b>3654901</b>					
4	PROMOTER & PORMOTER GROUP	3552488	3552488	100.00	3552488	0.00	0.00	100.00	0.00	0.00
4	PUBLIC-Others	102745	102743	100.00	102743	0.00	2.00	100.00	0.00	0.00
		<b>3655233</b>	<b>3655231</b>		<b>3655231</b>					
5	PROMOTER & PORMOTER GROUP	3552488	3552488	100.00	3552488	0.00	0.00	100.00	0.00	0.00
5	PUBLIC-Others	102745	102643	99.90	102643	0.00	102	99.90	0.00	0.10
		<b>3655233</b>	<b>3655131</b>		<b>3655131</b>					
6	PROMOTER & PORMOTER GROUP	3552488	3552488	100.00	3552488	0.00	0.00	100.00	0.00	0.00
6	PUBLIC-Others	102745	102633	99.89	102633	100	12	99.89	0.10	0.01
		<b>3655233</b>	<b>3655121</b>		<b>3655121</b>					
7	PROMOTER & PORMOTER GROUP	3552488	3552488	100.00	3552488	0.00	0.00	100.00	0.00	0.00
7	PUBLIC-Others	102745	102743	100.00	102473	270	2	99.74	0.26	0.00
		<b>3655233</b>	<b>3655231</b>		<b>3654961</b>					

For LOYAL TEXTILE MILLS LTD.,



M. ARUMUGAM  
Company Secretary

**CONSOLIDATED SCRUTINIZER REPORT FOR REMOTE E-VOTING & PHYSICAL BALLOT**  
{Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time}

**FOR M/S. LOYAL TEXTILE MILLS LIMITED**

To,

**The Chairman,**  
**69<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of M/s. Loyal Textile Mills Limited held on September 24, 2015 at 11:00 A.M. at the Registered Office of the Company at 21/4, Mill Street, Kovilpatti -628 501.**

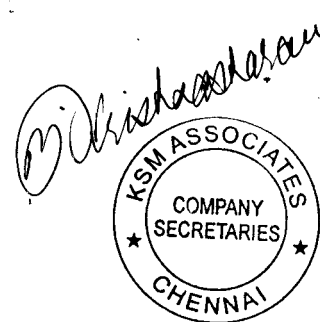
**Sub: Passing of resolution through Remote Electronic Voting and Physical Ballot conducted at the 69<sup>th</sup> AGM of M/s. Loyal Textile Mills Limited (the Company) held on Thursday, September 24, 2015.**

I, Krishna Sharan Mishra, Practicing Company Secretary, having Membership No. 6447, CP No. 7039, representing KSM Associates, Company Secretaries Chennai, have been appointed as Scrutinizer by the Board of Directors of M/s. Loyal Textile Mills Limited ("the Company") vide board resolution passed on 28<sup>th</sup> May 2015 as required under Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) for the purpose of scrutinizing remote e-voting (**e-Voting**) and voting by use of ballot at the AGM in respect of the proposed resolutions at the 69<sup>th</sup> Annual General Meeting of the Company held on September 24, 2015 at 11.00 A.M. at 21/4, Mill Street, Kovilpatti-628 501.

The Company had appointed National Securities Depository Limited(hereinafter **NSDL or the Service Provider**) as the e-Voting Service Provider, for extending the facility of electronic voting to the shareholders of the Company from 9:00 A.M. on September 21, 2015 to 5:00 P.M on September 23, 2015. The Service Provider had provided a system for recording the votes of the shareholders electronically on all the items of the businesses (both Ordinary and Special businesses) sought to be transacted at the aforesaid 69<sup>th</sup> Annual General Meeting (AGM) of the Company held on Thursday, September 24, 2015 at 11.00 A.M.

The Service Provider accordingly had set up e-Voting facility on their website [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The Company had uploaded all the items of the business to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through e-Voting.



Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder and the applicable provisions of the Listing Agreement relating to all the modes of voting {that is, through electronic means (by remote e-voting), Postal Ballot, Voting by Ballot through Post and voting by use of ballots at the AGM} by the shareholders on the resolutions proposed in the Notice of the 69<sup>th</sup> Annual General Meeting of the Company is the responsibility of the management of the Company. Responsibility of the Scrutinizer is to ensure that the voting processes both by remote e-Voting and by use of ballot at the AGM (**Physical Ballot**) are conducted in a fair and transparent manner and render 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 NSDL and based on data compiled by M/s. GNSA Infotech Limited, the Registrar and Share Transfer Agents of the Company, for voting by use of ballots at the meeting.

The Cut-off date (record date) for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was September 17, 2015. As on that date, the Company had 2151 (Two Thousand One Hundred and Fifty One only) shareholders.

The Company had sent the Notices of the AGM by email to 641 (Six Hundred and Forty One only) shareholders whose email ids were made available by the shareholders themselves. To the remaining shareholders, physical notices were sent by Speed / Registered Post. The Shareholders were given access to the Notice electronically by following the URL link, as on the date of signing this Report-

<http://www.loyaltextiles.com/pdfs/69th-AGM-Postal-Ballot-form-Notice-2014-2015.pdf>

The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.

As prescribed in the aforesaid Rules, the e-Voting facility was kept open for three days from 9:00 A.M on September 21, 2015 to 5:00 P.M. on September 23, 2015.

The Company also released an advertisement, which was published in advance before the date of the AGM, in English in newspaper "Business Line" dated 3<sup>rd</sup> September, 2015 and in Tamil newspaper "Tamizh Murasu" dated 4<sup>th</sup> September, 2015.

At the end of the voting period on September 23, 2015 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith. On September 24, 2015, the votes cast through e-Voting facility was duly unblocked after the conclusion of the Annual General Meeting and results were downloaded from NSDL website by me as a Scrutinizer in the presence of Ms. V Mathangi and Mr. Karthikeyan V who are not in employment of the Company and acted as witnesses, as prescribed in Sub Rule 3(xii) of the said Rule 20.

At the 69<sup>th</sup> AGM of the Company members present were allowed to cast their vote through ballot at the venue of the AGM. The ballot papers were distributed to the shareholders present at the venue. The shareholders cast their votes in the ballot box kept at a convenient location in the venue.

After announcement by the Chairman for voting through Physical Ballot, the box kept for voting was checked as empty and then locked with due identification marks. After completion of voting through Physical Ballot, the locked ballot box was opened and the ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company/Registrar and Share Transfer Agents of the Company.

Provisions were made to treat those ballot papers which were incomplete and/or which were otherwise found defective, as invalid and keep the same separately.

The votes cast through e-voting were considered as final in cases where member(s) have voted both in e-voting and by Physical Ballot at the AGM.

The result of the e-Voting together with that of voting by use of Physical Ballot is as under:

**(A) Consolidated**

Number of Members/Folios who cast their votes	Total number of Shares held by them	Total number of <b>Valid votes</b> (as per details provided under each one of the Resolutions mentioned hereunder)
33 (through e- Voting)	3644242	Various as mentioned under each of the Resolution
6 (by way of Physical Ballot at AGM)	1080	Various as mentioned under each of the Resolution

**(B) Item-wise**

**Agenda No.1:**

*To receive, consider and adopt the audited Balance Sheet as at 31st March, 2015 and the Profit & Loss statement for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.*

**Type of Resolution:** Ordinary Resolution

Manner of Voting	Votes in <b>favour</b> of the resolution	Votes <b>against</b> the resolution	<b>Invalid</b> votes
E-voting	3644242	-	-
Physical Ballot at AGM	1080	-	-
<b>Total</b>	<b>3645322</b>	-	-
<b>Total - % (approx.)</b>	<b>100.00%</b>	-	-





**Agenda No.4:**

*Ratification of Appointment of M/s.Suri & co., Chartered Accountant, Chennai, as Statutory Auditor*

**Type of Resolution:** Ordinary Resolution

Manner of Voting	Votes in <b>favour</b> of the resolution	Votes <b>against</b> the resolution	Invalid votes
E-voting	3644242	-	-
Physical Ballot at AGM	1080	-	-
<b>Total</b>	<b>3645322</b>	-	-
<b>Total - % (approx.)</b>	<b>100.00%</b>	-	-

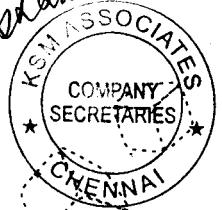
**Agenda No.5:**

*Adoption of new set of Articles of Association of the company containing Articles in conformity with the Companies Act, 2013*

**Type of Resolution:** Special Resolution

Manner of Voting	Vote in <b>favour</b> of the resolution	Votes <b>against</b> the resolution	Invalid votes
E-voting	3644242	-	-
Physical Ballot at AGM	1080	-	-
<b>Total</b>	<b>3645322</b>	-	-
<b>Total - % (approx.)</b>	<b>100.00%</b>	-	-

*Dikshaasthana*



**Agenda No.6:**

*Appointment of Mrs. Valli M Ramaswami, Whole Time Director*

**Type of Resolution:** Ordinary Resolution

Manner of Voting	Votes in <b>favour</b> of the resolution	Votes <b>against</b> the resolution	Invalid votes
E-voting	3644242	-	-
Physical Ballot at AGM	1080	-	-
<b>Total</b>	<b>3645322</b>	-	-
<b>Total - % (approx.)</b>	<b>100.00%</b>	-	-

**Agenda No.7:**

*Ratification of remuneration of the Cost Auditor*

**Type of Resolution:** Ordinary Resolution

Manner of Voting	Vote in <b>favour</b> of the resolution	Votes <b>against</b> the resolution	Invalid votes
E-voting	3644082	160	-
Physical Ballot at AGM	1080	-	-
<b>Total</b>	<b>3645162</b>	<b>160</b>	-
<b>Total - % (approx.)</b>	<b>99.996%</b>	<b>0.004%</b>	-

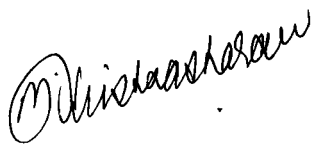
All the resolutions stand passed with the combined requisite majority.



I hereby confirm that I am maintaining the Registers received from the Service Provider electronically, in respect of the votes cast through e-Voting and all other papers including the physical ballot papers through which votes were cast by the shareholders of the Company at the said Annual General Meeting. I shall be arranging to handover these records to the Chairman or the Company Secretary of the Company or any other authorised person in due course as prescribed in Rule 20 of the Companies (Management and Administration) Rules, 2014.

Sincerely yours

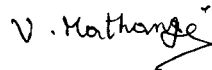
For **KSM Associates, Company Secretaries**



**KRISHNA SHARAN MISHRA**  
**Practicing Company Secretary**  
**FCS -6447; CP -7039**

Place: Chennai

Date: September 25, 2015

**Witness 1:** 

Name : V. MATHANGI  
Address : OLD NO 58, NEW NO 14  
VAITHIYAR ANNAMALAI STREET  
MYLAPORE CHENNAI - 600004

Occupation : SERVICE

**Witness 2:** 

Name : KARTHIKEYAN.V  
Address : 16A/2, B1, I Block,  
CAKMANA MUDALIAR 1<sup>ST</sup> STREET,  
KORATTUR, CHENNAI - 600080

Occupation : SERVICE

**COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING, VOTING BY BALLOT THROUGH  
POST & PHYSICAL BALLOT**

**FOR M/S LOYAL TEXTILE MILLS LIMITED**

To,

**The Chairman,  
69<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of M/s. Loyal Textile Mills  
Limited held on 24<sup>th</sup> September, 2015 at 11:00 A.M at the Registered Office of the Company at  
21/4, Mill Street, Kovilpatti -628 501.**

**Sub: Passing of resolution through Remote Electronic Voting, Voting by Ballot through Post  
and Voting by Physical Ballot at AGM conducted at the 69<sup>th</sup> AGM of M/S Loyal Textile Mills  
Limited (the Company) held on Thursday the 24<sup>th</sup> September, 2015.**

I, Krishna Sharan Mishra, Practicing Company Secretary, having Membership No. 6447, CP No. 7039, Chennai, representing KSM Associates, Company Secretaries have been appointed as Scrutinizer by the Board of Directors of M/s. Loyal Textile Mills Limited (the Company) vide board resolution passed on 28<sup>th</sup> May 2015 for the purpose of scrutinizing e-voting (remote e-voting), voting by ballot through Post and voting by use of ballot at the AGM in respect of the proposed resolutions at the 69<sup>th</sup> Annual General Meeting of the company held on 24<sup>th</sup> September, 2015 at 11:00 AM at 21/4, Mill Street, Kovilpatti-628 501.

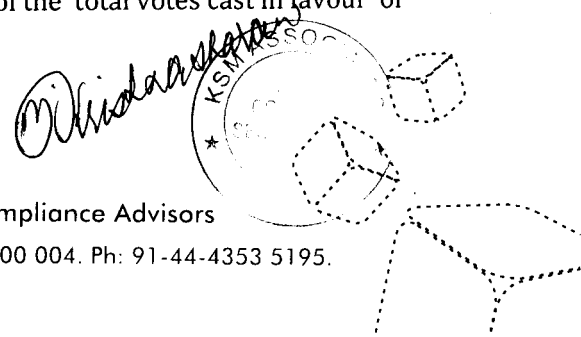
The Company had appointed National Securities Depository Ltd. (hereinafter **NSDL or the Service Provider**) as the e-Voting Service Provider, for extending the facility of electronic voting to the shareholders of the Company from 9:00 A.M. on September 21, 2015 to 5:00 P.M on September 23, 2015. The Service Provider had provided a system for recording the votes of the shareholders electronically on all the items of the businesses (both Ordinary and Special businesses) sought to be transacted at the aforesaid 69<sup>th</sup> Annual General Meeting (AGM) of the Company held on Thursday, September 24, 2015 at 11:00 A.M.

The Service Provider accordingly had set up e-Voting facility on their website

[www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The Company had uploaded all the items of the business to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their vote through e-Voting.

Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder and the applicable provisions of the Listing Agreement relating to all the modes of voting (that is, through electronic means (by remote e-voting), Postal Ballot, Voting by Ballot through Post and voting by use of ballots at the AGM) by the shareholders on the resolutions proposed in the Notice of the 69<sup>th</sup> Annual General Meeting of the Company is the responsibility of the management of the Company. Responsibility as a Scrutinizer is to ensure that the voting processes by remote e-Voting, voting by Ballot Through Post and by use of ballot at the AGM (**Physical Ballot**) are conducted in a fair and transparent manner and render a Combined 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 NSDL and based on data compiled by M/s. GNSA Infotech Limited, the Registrar and Share Transfer Agents of the Company, for voting by use of ballots at the meeting and ballots received through post.

The Cut-off date (record date) for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was September 17, 2015. As on that date, the Company had 2151 (Two Thousand One Hundred and Fifty One only) shareholders.

The Company had sent the Notices of the AGM by email to 641 (Six Hundred and Forty One only) shareholders whose email ids were made available by the shareholders themselves. To the remaining shareholders, physical notices were sent by Speed / Registered Post. The Shareholders were given access to the Notice electronically by following the URL link, as on the date of signing this Report-

<http://www.loyaltextiles.com/pdfs/69th-AGM-Postal-Ballot-form-Notice-2014-2015.pdf>

The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.

As prescribed in the aforesaid Rules, the e-Voting facility was kept open for three days from 9:00 A.M on September 21, 2015 to 5:00 P.M. on September 23, 2015.

The Company also released an advertisement, which was published in advance before the date of the AGM, in English in newspaper "Business Line" dated 3<sup>rd</sup> September, 2015 and in Tamil newspaper "Tamizh Murasu" dated 4<sup>th</sup> September, 2015.

At the end of the voting period on September 23, 2015 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith. On September 24, 2015, the votes cast through e-Voting facility was duly unblocked after the conclusion of the Annual General Meeting and results were downloaded from NSDL website by me as a Scrutinizer in the presence of Ms. V Mathangi and Mr. Karthikeyan V who are not in employment of the Company and acted as witnesses, as prescribed in Sub Rule 3(xii) of the said Rule 20.

At the 69<sup>th</sup> AGM of the Company members present were allowed to cast their vote through ballot at the venue of the AGM. The ballot papers were distributed to the shareholders present at the venue. The shareholders cast their votes in the ballot box kept at a convenient location in the venue.

After announcement by the Chairman for voting through Physical Ballot, the box kept for voting was checked as empty and then locked with due identification marks. After completion of voting through Physical Ballot, the locked ballot box was opened and the ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company / Registrar and Share Transfer Agents of the Company.

Provisions were made to treat those ballot papers which were incomplete and/or which were otherwise found defective, as invalid and keep the same separately.

The votes cast through e-Voting were considered as final in cases where member(s) have voted by any other mode i.e. Physical Ballot at the AGM or Ballot through Pqst.



The result of the remote e-Voting together with that of voting by Ballot through Post & Physical Ballot at the AGM is as under:

**(A) Combined**

Number of Members/Folios who cast their votes	Total number of Shares held by them	Total number of <b>Valid votes</b> (as per details provided under each one of the Resolutions mentioned hereunder)
33 (through e- Voting)	3644242	Various as mentioned under each of the Resolution
6 (by way of Physical Ballot at AGM)	1080	Various as mentioned under each of the Resolution
52 (by way of Ballot Through Post)	11897	Various as mentioned under each of the Resolution

**(B) Item-wise**

**Agenda No.1:**

*To receive, consider and adopt the audited Balance Sheet as at 31st March, 2015 and the Profit & Loss statement for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.*

**Type of Resolution:** Ordinary Resolution

Manner of Voting	Votes in <b>favour</b> of the resolution	Votes <b>against</b> the resolution	Invalid votes
E-voting	3644242	-	-
Physical Ballot at AGM	1080	-	-
Ballot Through Post	9911	-	555
<b>Total</b>	<b>3655233</b>	-	<b>555</b>
<b>Total - %</b>	<b>100%</b>	-	

*[Handwritten Signature]*

**KSM ASSOCIATES**  
COMPANY SECRETARIES  
CHENNAI

**Agenda No.2:**

*To declare a dividend on Equity Shares at the rate of 75% i.e Rs 7.50 per share for the year ended 31<sup>st</sup> March 2015.*

**Type of Resolution:** Ordinary Resolution

Manner of Voting	Votes in <b>favour</b> of the resolution	Votes <b>against</b> the resolution	Invalid votes
E-voting	3644242	-	-
Physical Ballot at AGM	1080	-	-
Ballot Through Post	9909	-	555
<b>Total</b>	<b>3655231</b>	-	<b>555</b>
<b>Total - %</b>	<b>100%</b>	-	

**Agenda No.3:**

*To appoint a Director in the place of Mr. P.Manivannan who retires by rotation and being eligible, offers himself*

**Type of Resolution:** Ordinary Resolution

Manner of Voting	Votes in <b>favour</b> of the resolution	Votes <b>against</b> the resolution	Invalid votes
E-voting	3644022	220	-
Physical Ballot at AGM	1080	-	-
Ballot Through Post	9799	110	555
<b>Total -</b>	<b>3654901</b>	<b>330</b>	<b>555</b>
<b>Total - %</b>	<b>99.991%</b>	<b>0.009%</b>	

**Agenda No.4:**

*Ratification of Appointment of M/s. Suri & Co., Chartered Accountant, Chennai, as Statutory Auditor*

**Type of Resolution:** Ordinary Resolution

Manner of Voting	Votes in <b>favour</b> of the resolution	Votes <b>against</b> the resolution	Invalid votes
E-voting	3644242	-	-
Physical Ballot at AGM	1080	-	-
Ballot Through Post	9909	-	555
<b>Total</b>	<b>3655231</b>	-	<b>555</b>
<b>Total - %</b>	<b>100%</b>	-	

**Agenda No.5:**

*Adoption of new set of Articles of Association of the company containing Articles in conformity with the Companies Act, 2013*

**Type of Resolution:** Special Resolution

Manner of Voting	Votes in <b>favour</b> of the resolution	Votes <b>against</b> the resolution	Invalid votes
E-voting	3644242	-	-
Physical Ballot at AGM	1080	-	-
Ballot Through Post	9809	-	555
<b>Total</b>	<b>3655131</b>	-	<b>555</b>
<b>Total - %</b>	<b>100%</b>	-	

**Agenda No.6:**

*Appointment of Mrs. Valli M Ramaswami, Whole Time Director*

**Type of Resolution:** Ordinary Resolution

Manner of Voting	Votes in <b>favour</b> of the resolution	Votes <b>against</b> the resolution	Invalid votes
E-voting	3644242	-	-
Physical Ballot at AGM	1080	-	-
Ballot Through Post	9799	100	555
<b>Total</b>	<b>3655121</b>	<b>100</b>	<b>555</b>
<b>Total - %</b>	<b>99.997%</b>	<b>0.003%</b>	

**Agenda No.7:**

*Ratification of remuneration of the Cost Auditor*

**Type of Resolution:** Ordinary Resolution

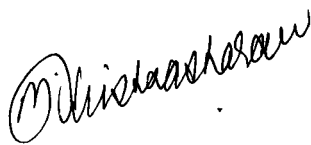
Manner of Voting	Votes in <b>favour</b> of the resolution	Votes <b>against</b> the resolution	Invalid votes
E-voting	3644082	160	-
Physical Ballot at AGM	1080	-	-
Ballot Through Post	9799	110	555
<b>Total</b>	<b>3654961</b>	<b>270</b>	<b>555</b>
<b>Total - %</b>	<b>99.993%</b>	<b>0.007%</b>	

All the resolutions stand passed with the combined requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider electronically, in respect of the votes cast through e-Voting and all other papers including the physical ballot papers through which votes were cast by the shareholders of the Company at the said Annual General Meeting. I shall be arranging to handover these records to the Chairman or the Company Secretary of the Company or any other authorised person in due course as prescribed in Rule 20 of the Companies (Management and Administration) Rules, 2014.

Sincerely yours

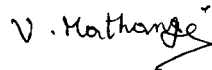
For **KSM Associates, Company Secretaries**



**KRISHNA SHARAN MISHRA**  
**Practicing Company Secretary**  
**FCS -6447; CP -7039**

Place: Chennai

Date: September 25, 2015

**Witness 1:** 

Name : V. MATHANGI  
Address : OLD NO 58, NEW NO 14  
VAITHIYAR ANNAMALAI STREET  
MYLAPORE CHENNAI - 600004

Occupation : SERVICE

**Witness 2:** 

Name : KARTHIKEYAN V  
Address : 16A/2, B1, I Block,  
CAKMANA MUDALIAR 1<sup>ST</sup> STREET,  
KORATTUR, CHENNAI - 600080

Occupation : SERVICE