

LOYAL TEXTILE MILLS LTD



(STAR TRADING HOUSE RECOGNISED BY GOVT. OF INDIA)

INTEGRATED MANAGEMENT SYSTEM CERTIFIED AND PRACTICING COMPANY

REGISTERED OFFICE :

21/4, MILL STREET, P.B. No. 1, KOVILPATTI - 628 501. TAMILNADU.

TIN No. 33615860011 CST. 468758 / 13-12-58. CIN No. L17111TN1946PLC001361

E-MAIL : kovilpatti@loyaltextiles.com

PHONE : 220001 (5) LINES FAX : 04632 - 221353

Date: 12th Sep 2014

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 11, 2014. We give below the details as required under Clause 35A.

Date of the annual General Meeting	September 11, 2014
Total number of shareholders on record date:	2156
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and promoter Group:	16
Public:	2
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 10 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

MARKETING OFFICE : 83/41, FIRST MAIN ROAD, R.A. PURAM CHENNAI - 600 028

PHONE : (044) 42277374 Fax : (044) 43060622

E-MAIL : loyal@loyaltextiles.com



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

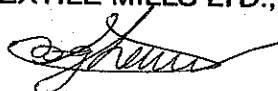
Date of the AGM	11.09.2014
Total Number of shoreholders on record date:	2156

No.of shoreholders present in the meeting either in person or through proxy:	
promoters and Promoter Group:	16
Public:	1
Proxy:	1
Total	18
No.of Shoreholders attended the meeting through Video Conferencing	
promoters and Promoter Group:	N.A
Public:	N.A

(Agenda-Wise)

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

For LOYAL TEXTILE MILLS LTD.,



M. ARUMUGAM
Company Secretary

S.No	Resoulution	Type of resolution
Ordinary Business:		
1	Adoption of audited financial statements for the year ended 31st March 2014.	Ordinary
2	Approval of dividend for the year ended 31 st March 2014	Ordinary
3	Appointment of M/s. Suri & Co., Chartered Accountants, Chennai, as a Statutory Auditor and fixing their remuneration.	Ordinary
Special Business:		
4	Appointment of Mr. K.J.M.Shetty (DIN .00033296) as an Independent director	Ordinary
5	Appointment of Mr. S.Venkatramani (DIN 00053043) as an Independent director	Ordinary
6	Appointment of Mr. R.Poornalingam (DIN 00955742) as an Independent director	Ordinary
7	Appointment of Mr. Shridhar Subrahmanyam (DIN 01780475) as an Independent director	Ordinary
8	Appointment of Mr. M. Madhavan Nambiar (DIN 03487311) as an Independent director	Ordinary
9	Approval under Section 180 (1) (c) of the Companies Act, 2013 for borrowing money upto Rs.1000 Crores	Special
10	Approval under section 181 of the Companies Act, 2013 to make contributions to charitable and other funds/ trusts	Ordinary

For LOYAL TEXTILE MILLS LTD.,

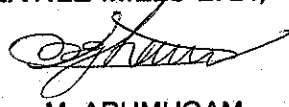


M. ARUMUGAM
Company Secretary

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)	%of votes in favour on votes polled (6)=[(4)/(2)] *100	%of votes in against on votes polled (7)=[(5)/(2)]*1 00
1	PROMOTER & PORMOTER GROUP	3447511	3447511	100.00	3447511	0.00	100	0.00
1	PUBLIC-Others	1850	1850	100.00	1850	0.00	100	0.00
		3449361	3449361		3449361			
2	PROMOTER & PORMOTER GROUP	3447511	3447511	100.00	3447511	0.00	100	0.00
2	PUBLIC-Others	1850	1850	100.00	1850	0.00	100	0.00
		3449361	3449361		3449361			
3	PROMOTER & PORMOTER GROUP	3447511	3447511	100.00	3447511	0.00	100	0.00
3	PUBLIC-Others	1850	1850	100.00	1850	0.00	100	0.00
		3449361	3449361		3449361			
4	PROMOTER & PORMOTER GROUP	3447511	3447511	100.00	3447511	0.00	100	0.00
4	PUBLIC-Others	1850	1850	100.00	1850	0.00	100	0.00
		3449361	3449361		3449361			
5	PROMOTER & PORMOTER GROUP	3447511	3447511	100.00	3447511	0.00	100	0.00
5	PUBLIC-Others	1850	1850	100.00	1850	0.00	100	0.00
		3449361	3449361		3449361			
6	PROMOTER & PORMOTER GROUP	3447511	3447511	100.00	3447511	0.00	100	0.00
6	PUBLIC-Others	1850	1850	100.00	1850	0.00	100	0.00
		3449361	3449361		3449361			
7	PROMOTER & PORMOTER GROUP	3447511	3447511	100.00	3447511	0.00	100	0.00
7	PUBLIC-Others	1850	1850	100.00	1850	0.00	100	0.00
		3449361	3449361		3449361			
8	PROMOTER & PORMOTER GROUP	3447511	3447511	100.00	3447511	0.00	100	0.00
8	PUBLIC-Others	1850	1850	100.00	1850	0.00	100	0.00

		3449361	3449361		3449361			
9	PROMOTER & PORMOTER GROUP	3447511	3447511	100.00	3447511	0.00	100	0.00
9	PUBLIC-Others	1850	1850	100.00	1850	0.00	100	0.00
		3449361	3449361		3449361			
10	PROMOTER & PORMOTER GROUP	3447511	3447511	100.00	3447511	0.00	100	0.00
10	PUBLIC-Others	1850	1850	100.00	1850	0.00	100	0.00
		3449361	3449361		3449361			

For LOYAL TEXTILE MILLS LTD.,



M. ARUMUGAM
Company Secretary

SCRUTINIZER'S REPORT ON E-VOTING
(carried out for M/S LOYAL TEXTILE MILLS LIMITED)

To,
The Chairman,
68th Annual General Meeting of the Equity Shareholders of M/s. Loyal Textile Mills Limited held on 11th September, 2014 at 10:00 A.M at 21/4, Mill Street, Kovilpatti- 628 501.

Sub: Passing of Resolution(s) through electronic voting pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Pursuant to the Resolution passed by the Board of M/s. Loyal Textile Mills Limited (hereinafter referred to as the "Company") on 23rd May, 2014, I have been appointed as the Scrutinizer for the e-voting process as mentioned under clause (ix) of sub rule 3 of Rule 20 of the Companies (Management and Administration) Rules, 2014. I state that I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the SEBI circular dated 17th April 2014 issued in this regard.

The Company has appointed National Securities Depository Ltd., (hereinafter NSDL) as the Service Provider, for extending the facility of electronic voting to the shareholders of the Company. The Service Provider had provided a system for recording the votes of the shareholders electronically on all the items of the business (both Ordinary and Special businesses) sought to be transacted at the 68th Annual General Meeting of the Company, which is scheduled to be held on Thursday, 11th September, 2014 at 10:00 A.M. at 21/4, Mill Street, Kovilpatti-628 501.

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

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 7th August, 2014. As on that date the Company had 2,165 (Two Thousand One Hundred and Sixty Five) shareholders.

The Company had sent the Notices of AGM by email to 619 (Six hundred and Nineteen) shareholders whose email ids were made available by the shareholders themselves. Further, 1,546 (One Thousand Five Hundred and Forty Six) shareholders were sent physical notices by courier. The Shareholders were given access to the Notice electronically by following the URL link
<http://www.loyaltextiles.com/pdfs/loyal-68th-agm-notice-along-with-attendance-slip-and-proxy-form-2013-2014.pdf>



M. Vishaan Kumar

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 5th September, 2014 to 6:00 P.M. on 7th September, 2014.

Pursuant to clause (v) of sub-rule 3 of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company released an advertisement, which was published more than 5 days in advance from the date of beginning of the voting period, in an English newspaper, "Business Line" dated 29th August, 2014 and in Tamil newspaper "Malai Murasu" dated 29th August 2014.

At the end of the voting period on 7th September, 2014 at 6.00 P.M. the voting portal of the Service Provider was blocked forthwith. On 8th September, 2014, the votes cast through e-voting facility was duly unblocked and results were downloaded from NSDL website by me as a Scrutinizer in the presence of Mr. Vishal A Goswami and Mr. R. Subramaniam who are not in employment of the Company and acted as witnesses, as prescribed in clause (xi) of Sub Rule 3 of the said Rule 20.

I have scrutinized and reviewed the e-voting based on the data downloaded from the website of NSDL and as the Scrutinizer, the report of the e-voting carried out by the shareholders was duly compiled. The details of which are as follows:

There are in all 15 shareholders holding 3,88,832 (Three Lakh Eighty Eight Thousand Eight Hundred and Thirty Two) equity shares of the Company, who have participated in the e-Voting process carried out by the Company.

The result of the E-voting is as under:

(A) As an Ordinary Resolution- Item No. 1

Consideration and adoption of the financial statements for the year ended March 31, 2014 and Reports of Directors and Auditors thereon

	Number of members Voting	Number of Votes cast by them	% of total number of valid votes cast
(i) Voted in favour of the resolution	15	3,88,832	100.00
(ii) Voted against the resolution	NIL	NIL	NIL
(iii) Invalid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	NIL	NIL	



M. Vishal A. Goswami

(B) As an Ordinary Resolution- Item No. 2

Declaration of Dividend for the year 2013-14

	Number of members Voting	Number of Votes cast by them	%of total number of valid votescast
(i) Voted in favour of the resolution	15	3,88,832	100.00
(ii) Voted against the resolution	NIL	NIL	NIL
(iii) Invalid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	NIL	NIL	

(C) As an Ordinary Resolution- Item No. 3

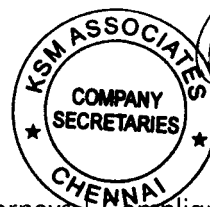
Appointment of M/s.Suri&Co., Chartered Accountants, Chennai, as a Statutory Auditor and fixing their remuneration.

	Number of members voting	Number of Votes cast by them	%of total number of valid votescast
(i) Voted in favour of the resolution	15	3,88,832	100.00
(ii) Voted against the resolution	NIL	NIL	NIL
(iii) Invalid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	NIL	NIL	

(D) As an Ordinary Resolution- Item No. 4

Appointment of Mr.K.J.M. Shetty(having DIN: 00033296) as an Independent director for a term of three consecutive years.

	Number of members voting	Number of Votes cast by Them	%of total number of valid votescast
(i) Voted in favour of the resolution	15	3,88,832	100.00
(ii) Voted against the resolution	NIL	NIL	NIL
(iii) Invalid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	NIL	NIL	



(E) As an Ordinary Resolution- Item No. 5

Appointment of Mr.S.Venkataramani (having DIN: 00053043) as an Independent director for a term of three consecutive years.

	Number of members voting	Number of Votes cast by them	%of total number of valid votescast
(i) Voted in favour of the resolution	15	3,88,832	100.00
(ii) Voted against the resolution	NIL	NIL	NIL
(iii) Invalid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	

(F) As a Ordinary Resolution- Item No. 6

Appointment of Mr.R. Poornalingam (having DIN: 00955742) as an Independent director for a term of three consecutive years.

	Number of members voting	Number of Votes cast by Them	%of total number of valid votescast
(i) Voted in favour of the resolution	15	3,88,832	100.00
(ii) Voted against the resolution	NIL	NIL	NIL
(iii) Invalid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	NIL	NIL	

(G) As an Ordinary Resolution- Item No. 7

Appointment of Mr.ShridharSubrahmanyam (having DIN: 01780475) as an Independent director for a term of three consecutive years.

	Number of members voting	Number of Votes cast by them	%of total number of valid votescast
(i) Voted in favour of the resolution	15	3,88,832	100.00
(ii) Voted against the resolution	NIL	NIL	NIL
(iii) Invalid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	NIL	NIL	



(H) As an Ordinary Resolution- Item No. 8

Appointment of Mr.M.MadhavanNambiar(having DIN: 03487311) as an Independent director for a term of three consecutive years.

	Number of members Present and voting (in person or by proxy)	Number of Votes cast by Them	%of total number of valid votescast
(i) Voted in favour of the resolution	15	3,88,832	100.00
(ii) Voted against the resolution	NIL	NIL	NIL
(iii) Invalid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	NIL	NIL	

(I) As a Special Resolution- Item No. 9

Approval under Section 180(1) (c) of the Companies Act, 2013 for borrowing money upto Rs. 1000 Crores over and above the aggregate of the paid up share capital and free reserves of the company.

	Number of members voting	Number of Votes cast by them	%of total number of valid votescast
(i) Voted in favour of the resolution	15	3,88,832	100.00
(ii) Voted against the resolution	NIL	NIL	NIL
(iii) Invalid votes	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
	NIL	NIL	

(J) As an Ordinary Resolution- Item No. 10

Approval under section 181 of the Companies Act, 2013 to make contributions to charitable and other funds / trust.

	Number of members voting	Number of Votes cast by Them	%of total number of valid votescast
(i) Voted in favour of the resolution	15	3,88,832	100.00
(ii) Voted against the resolution	NIL	NIL	NIL
(iii) Invalid votes	Total number of members whose votes were declared invalid	Total number of votes cast by them	
	NIL	NIL	



M. Vishwanathan

Page 5 of 6

I hereby confirm that I am maintaining the Registers received from the Service Provider electronically, in respect of the votes cast through e-Voting by the shareholders of the Company. I shall be arranging to hand over these records to the Chairman of the Company or such person to be authorized by him in due course as prescribed in the said Rules.

Thanking you.


For KSM Associates, Company Secretaries

Place: Chennai
Date: 10th September 2014





Krishna Sharan Mishra
Practicing Company Secretary
FCS : 6447 CP No.: 7039

Witness 1:


Name : VISHAL A GOSWAMI
Address : 17, E.K AGRAHARAM
ST., PARK TOWN
CHENNAI - 600 003

Occupation : SERVICE

Witness 2:


Name : R. SUBRAMANIYAM
Address : NO 13 ST MARY'S ROAD
S2 LANDMARVEL APTS
MANDAVELI CH - 28

Occupation : SERVICE

FORM No. MGT-13
Report of Scrutinizer(s)

[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,
68th Annual General Meeting of the Equity Shareholders of M/s. Loyal Textile Mills Ltd
held on 11th September, 2014 at 10.00 A.M at 21/4, Mills Street, Kovilpatti- 628 501.

Dear Sir,

I, Krishna Sharan Mishra representing M/s KSM Associates, Company Secretaries, appointed as Scrutinizer for the purpose of the Poll taken on the below mentioned resolutions, at the 68th Annual General Meeting of the Equity Shareholders of M/s. Loyal Textile Mills Ltd held on 11th September, 2014 at 10.00A.M at 21/4, Mills Street, Kovilpatti- 628 501 submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 (One) ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and the 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.
3. I did not find any poll papers invalid.
4. The result of the Poll is as under:

(A) As an Ordinary Resolution- Item No. 1

Consideration and adoption of the financial statements for the year ended March 31, 2014 and Reports of Directors and Auditors thereon

(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
17	30,60,529	100



Handwritten signature of Krishna Sharan Mishra
Page 1 of 8

(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
NIL	NIL	NIL

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
NIL	NIL

(B) As an Ordinary Resolution- Item No. 2

Declaration of 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
17	30,60,529	100

(ii) Voted **against** the resolution:

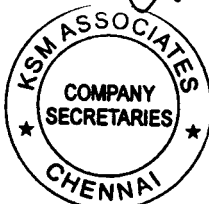
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
NIL	NIL

M. Krishna Kumar

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(C) As an Ordinary Resolution- Item No. 3

Appointment of M/s.Suri&Co., Chartered Accountants, Chennai, as a Statutory Auditor and fixing their remuneration.

(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
17	30,60,529	100

(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
NIL	NIL	NIL

(iii) **Invalid** votes:

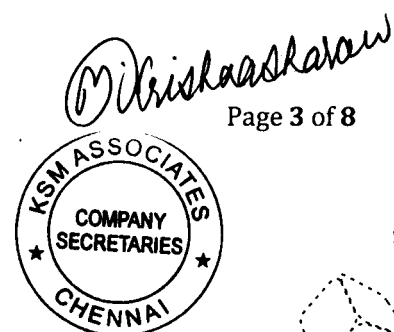
Number of members present and voting (in person or by proxy)	Number of votes cast by them
NIL	NIL

(D) As an Ordinary Resolution- Item No. 4

Appointment of Mr.K.J.M. Shetty(having DIN: 00033296) as an Independent director for a term of three consecutive years.

(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
17	30,60,529	100



(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
NIL	NIL	NIL

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
NIL	NIL

(E) As an Ordinary Resolution- Item No. 5

Appointment of Mr.S.Venkataramani (having DIN: 00053043) as an Independent directorfor a term of three consecutive years.

(i) Voted **in favour** of the resolution:

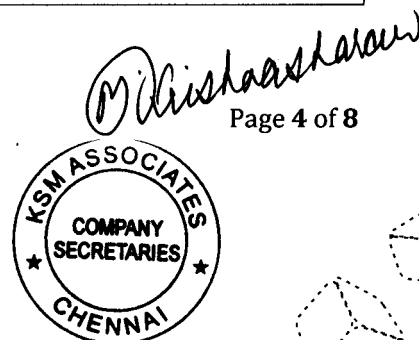
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	30,60,529	100

(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
NIL	NIL	NIL

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
NIL	NIL



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(F) As an Ordinary Resolution- Item No. 6

Appointment of Mr.R. Poornalingam (having DIN: 00955742) as an Independent director for a term of three consecutive years.

(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
17	30,60,529	100

(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
NIL	NIL	NIL

(iii) Invalid votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
NIL	NIL

(G) As an Ordinary Resolution- Item No. 7

Appointment of Mr.ShridharSubrahmanyam (having DIN: 01780475) as an Independent director for a term of three consecutive years.

(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
17	30,60,529	100

(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
NIL	NIL	NIL

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
NIL	NIL

(H) As an Ordinary Resolution- Item No. 8

Appointment of Mr.M.MadhavanNambiar(having DIN: 03487311) as an Independent director for a term of three consecutive years.

(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
17	30,60,529	100

(ii) Voted **against** the resolution:

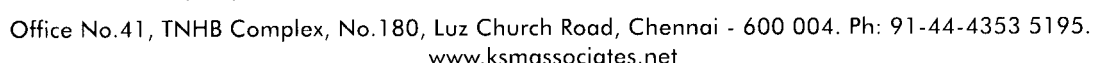
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
NIL	NIL

M. Kishor Kumar
Page 6 of 8





(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
NIL	NIL	NIL

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Number of votes cast by them
NIL	NIL

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/ Director for safe keeping.

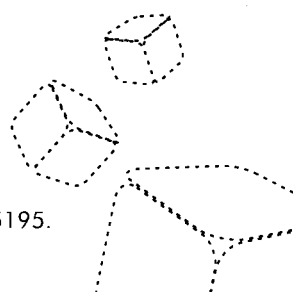
Thanking you,

Yours faithfully,
For **KSM Associates, Company Secretaries**

Place: Chennai
Date: 12th September, 2014




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



**COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL
FOR M/S LOYAL TEXTILE MILLS LTD**

To,
The Chairman,
68th Annual General Meeting of the Equity Shareholders of M/s. Loyal Textile Mills Ltd
held on 11th September, 2014 at 10:00 A.M at 21/4, Mills Street, Kovilpatti- 628 501.


Sub: Passing of Resolution through electronic voting AND Poll conducted at the 68th AGM of M/s Loyal Textile Mills Ltd (the Company) held on Thursday, the 11th September, 2014.

The Board of the Company at its meeting held on 23th May, 2014 had appointed me as Scrutinizer for the e-voting held between 9:00 A.M on 05th September, 2014 to 6:00 P.M on 07th September, 2014 and the Chairman of the 68th Annual General Meeting (AGM) has appointed me as the Scrutinizer for the Poll held on 11th September 2014.

The Company had appointed National Securities Depository Ltd., (hereinafter **NSDL**) as the e-Service Provider, for extending the facility of electronic voting to the shareholders of the Company from 9:00 A.M on 05th September, 2014 to 6:00 P.M on 07th September, 2014. The e-voting results were unblocked by me on 08th September, 2014 in the presence of two witnesses. For further details, kindly refer my Scrutinizer's Report dated 10th September, 2014 attached herewith.

At the 68th AGM of the Company held on 11th September 2014, the Chairman of the Company had suo-moto called for a Poll to facilitate the members present at the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the AGM had appointed me as the Scrutinizer for the same. For further details, kindly refer to my Scrutinizers report in Form MGT-13 dated 12th September, 2014.

The votes cast through e-voting were considered as final in cases where member(s) have voted both in e-voting and Poll.

M. Kishor Kumar
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The result of the E-voting together with that of the Poll is as under:

(A) Consolidated

Number of Members who cast their votes	Total number of Shares held by them	Total number of Valid votes (as per details provided under each one of the Resolutions mentioned hereunder)
15 (through e-voting)	3,88,832	3,88,832
17 (by way of poll)	30,60,529	30,60,529

(B) Item-wise


Item No.1: *Consideration and adoption of the financial statements for the year ended March 31, 2014 and Reports of Directors and Auditors thereon*

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	3,88,832	NIL	NIL
Poll	30,60,529	NIL	NIL
Total	34,49,361	NIL	NIL
Total - %	100.00%	0.00%	

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M. Krishna Kumar



Item No.2: Declaration of Dividend for the year 2013-14

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	3,88,832	NIL	NIL
Poll	30,60,529	NIL	NIL
Total	34,49,361	NIL	NIL
Total - %	100.00%	0.00%	

Item No.3: Appointment of M/s. Suri & Co., Chartered Accountants, Chennai, as a Statutory Auditor and fixing their remuneration.

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	3,88,832	NIL	NIL
Poll	30,60,529	NIL	NIL
Total	34,49,361	NIL	NIL
Total - %	100.00%	0.00%	

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Item No.4: Appointment of Mr. K.J.M. Shetty(having DIN: 00033296) as an Independent director for a term of three consecutive years.

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	3,88,832	NIL	NIL
Poll	30,60,529	NIL	NIL
Total	34,49,361	NIL	NIL
Total - %	100.00%	0.00%	

Item No.5: Appointment of Mr. S. Venkataramani (having DIN: 00053043) as an Independent director for a term of three consecutive years.

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	3,88,832	NIL	NIL
Poll	30,60,529	NIL	NIL
Total	34,49,361	NIL	NIL
Total - %	100.00%	0.00%	

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Item No.6: Appointment of Mr. R. Poornalingam (having DIN: 00955742) as an Independent director for a term of three consecutive years.

Type of Resolution: Ordinary Resolution

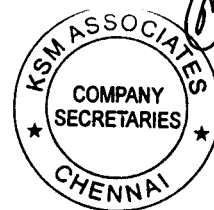
Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	3,88,832	NIL	NIL
Poll	30,60,529	NIL	NIL
Total	34,49,361	NIL	NIL
Total - %	100.00%	0.00%	

Item No.7: Appointment of Mr. Shridhar Subrahmanyam (having DIN: 01780475) as an Independent director for a term of three consecutive years.

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	3,88,832	NIL	NIL
Poll	30,60,529	NIL	NIL
Total	34,49,361	NIL	NIL
Total - %	100.00%	0.00%	

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M. Prasad

Item No.8: Appointment of Mr .M. Madhavan Nambiar(having DIN: 03487311) as an Independent director for a term of three consecutive years.

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	3,88,832	NIL	NIL
Poll	30,60,529	NIL	NIL
Total	34,49,361	NIL	NIL
Total - %	100.00%	0.00%	

Item No.9: Approval under Section 180(1) (c) of the Companies Act, 2013 for borrowing money upto Rs. 1000 Crores over and above the aggregate of the paid up share capital and free reserves of the company.

Type of Resolution: Special Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	3,88,832	NIL	NIL
Poll	30,60,529	NIL	NIL
Total	34,49,361	NIL	NIL
Total - %	100.00%	0.00%	

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M. Krishnakumar

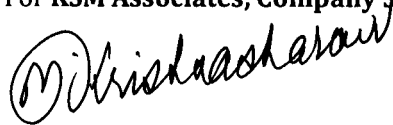
Item No.10: *Approval under section 181 of the Companies Act, 2013 to make contributions to charitable and other funds / trust.*

Type of Resolution: Ordinary Resolution

Manner of Voting	Votes in favour of the resolution	Votes against the resolution	Invalid votes
E-voting	3,88,832	NIL	NIL
Poll	30,60,529	NIL	NIL
Total	34,49,361	NIL	NIL
Total - %	100.00%	0.00%	

Thanking you,

Yours faithfully,
For **KSM Associates, Company Secretaries**



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



Place: Chennai
Date: 12th September 2014

