

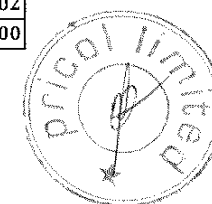
Declaration in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the business transacted by the Company through E-voting

Date of the AGM	17th August, 2016
Total number of shareholders on record date (12 <sup>th</sup> August, 2016)	36,099
No. of shareholders present in the meeting either in person or through proxy:	86
Promoters and Promoter Group:	5
Public:	81
No. of Shareholders attended the meeting through Video Conferencing:	-
Promoters and Promoter Group:	-
Public:	-

Agenda-wise disclosure (to be disclosed separately for each agenda item)

Item No.1 To adopt Standalone and Consolidated Financial statements of the Company including Report of Board of Directors and Auditors

Resolution required: (Ordinary/Special)				ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	38,603,147	27,805,531	72.03	27,805,531	-	100.00	0.00
	Poll		8,556,926	22.17	8,556,926	-	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Sub Total</b>		<b>38,603,147</b>	<b>36,362,457</b>	<b>94.20</b>	<b>36,362,457</b>	<b>-</b>	<b>100.00</b>
Public- Institutions	E-Voting	1,805,093	609,794	33.78	609,794	-	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Sub Total</b>		<b>1,805,093</b>	<b>609,794</b>	<b>33.78</b>	<b>609,794</b>	<b>-</b>	<b>100.00</b>
Public- Non Institutions	E-Voting	54,388,481	121,968	0.22	119,008	60	97.57	0.05
	Poll		180,833	0.33	180,833	-	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Sub Total</b>		<b>54,388,481</b>	<b>302,801</b>	<b>0.56</b>	<b>299,841</b>	<b>60</b>	<b>99.02</b>
<b>GRAND TOTAL</b>		<b>94,796,721</b>	<b>37,275,052</b>	<b>39.32</b>	<b>37,272,092</b>	<b>60</b>	<b>99.99</b>	<b>0.00</b>



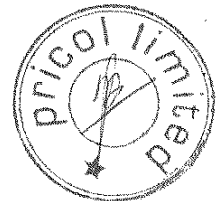
**Item No.2 To Declare Dividend on Equity share**

Resolution required: (Ordinary/Special)				ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	$(3) = \frac{(2)}{(1)} * 100$	4	5	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	38,603,147	27,805,531	72.03	27,805,531	-	100.00	0.00
	Poll		8,556,926	22.17	8,556,926	-	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Sub Total</b>		<b>38,603,147</b>	<b>36,362,457</b>	<b>94.20</b>	<b>36,362,457</b>	<b>-</b>	<b>100.00</b>
Public- Institutions	E-Voting	1,805,093	609,794	33.78	609,794	-	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Sub Total</b>		<b>1,805,093</b>	<b>609,794</b>	<b>33.78</b>	<b>609,794</b>	<b>-</b>	<b>100.00</b>
Public- Non Institutions	E-Voting	54,388,481	121,968	0.22	121,518	50	99.63	0.04
	Poll		180,833	0.33	180,833	-	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Sub Total</b>		<b>54,388,481</b>	<b>302,801</b>	<b>0.56</b>	<b>302,351</b>	<b>50</b>	<b>99.85</b>
<b>GRAND TOTAL</b>		<b>94,796,721</b>	<b>37,275,052</b>	<b>39.32</b>	<b>37,274,602</b>	<b>50</b>	<b>100.00</b>	<b>0.00</b>

**Item No.3 To Re-appoint Mr. Vijay Mohan (DIN:00001843), who retires by rotation as a Director.**

Resolution required: (Ordinary/Special)				ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes Mr.Vijay Mohan, Promoter is Interested				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	$(3) = \frac{(2)}{(1)} * 100$	4	5	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	38,603,147	27,805,531	72.03	18,665,253	-	67.13	0.00
	Poll		8,556,926	22.17	8,556,926	-	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Sub Total</b>		<b>38,603,147</b>	<b>36,362,457</b>	<b>94.20</b>	<b>27,222,179</b>	<b>-</b>	<b>74.86</b>
Public- Institutions	E-Voting	1,805,093	609,794	33.78	609,794	-	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Sub Total</b>		<b>1,805,093</b>	<b>609,794</b>	<b>33.78</b>	<b>609,794</b>	<b>-</b>	<b>100.00</b>
Public- Non Institutions	E-Voting	54,388,481	121,968	0.22	117,822	1,246	96.60	1.02
	Poll		180,833	0.33	180,833	-	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Sub Total</b>		<b>54,388,481</b>	<b>302,801</b>	<b>0.56</b>	<b>298,655</b>	<b>1,246</b>	<b>98.63</b>
<b>GRAND TOTAL</b>		<b>94,796,721</b>	<b>37,275,052</b>	<b>39.32</b>	<b>28,130,628</b>	<b>1,246</b>	<b>75.47</b>	<b>0.00</b>

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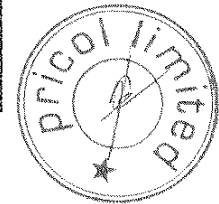
**Item No.4 To Re-appoint Mrs. Vanitha Mohan (DIN:00002168), who retires by rotation as a Director.**

Resolution required: (Ordinary/Special)				ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes Mrs.Vanitha Mohan, Promoter is Interested				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	38,603,147	27,805,531	72.03	24,079,043	-	86.60	0.00
	Poll		8,556,926	22.17	8,556,926	-	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Sub Total</b>		<b>38,603,147</b>	<b>36,362,457</b>	<b>94.20</b>	<b>32,635,969</b>	<b>-</b>	<b>89.75</b>
Public- Institutions	E-Voting	1,805,093	609,794	33.78	494,352	115,442	81.07	18.93
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Sub Total</b>		<b>1,805,093</b>	<b>609,794</b>	<b>33.78</b>	<b>494,352</b>	<b>115,442</b>	<b>81.07</b>
Public- Non Institutions	E-Voting	54,388,481	121,968	0.22	120,997	71	99.20	0.06
	Poll		180,833	0.33	180,833	-	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Sub Total</b>		<b>54,388,481</b>	<b>302,801</b>	<b>0.56</b>	<b>301,830</b>	<b>71</b>	<b>99.68</b>
<b>GRAND TOTAL</b>		<b>94,796,721</b>	<b>37,275,052</b>	<b>39.32</b>	<b>33,432,151</b>	<b>115,513</b>	<b>89.69</b>	<b>0.31</b>

**Item No.5 To Ratify the appoint of Statutory Auditor and fixing their remuneration.**

Resolution required: (Ordinary/Special)				ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?				NO				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	38,603,147	27,805,531	72.03	27,805,531	-	100.00	0.00
	Poll		8,556,926	22.17	8,556,926	-	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Sub Total</b>		<b>38,603,147</b>	<b>36,362,457</b>	<b>94.20</b>	<b>36,362,457</b>	<b>-</b>	<b>100.00</b>
Public- Institutions	E-Voting	1,805,093	609,794	33.78	494,352	115,442	81.07	18.93
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Sub Total</b>		<b>1,805,093</b>	<b>609,794</b>	<b>33.78</b>	<b>494,352</b>	<b>115,442</b>	<b>81.07</b>
Public- Non Institutions	E-Voting	54,388,481	121,968	0.22	120,036	56	98.42	0.05
	Poll		180,833	0.33	180,833	-	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Sub Total</b>		<b>54,388,481</b>	<b>302,801</b>	<b>0.56</b>	<b>300,869</b>	<b>56</b>	<b>99.36</b>
<b>GRAND TOTAL</b>		<b>94,796,721</b>	<b>37,275,052</b>	<b>39.32</b>	<b>37,157,678</b>	<b>115,498</b>	<b>99.69</b>	<b>0.31</b>

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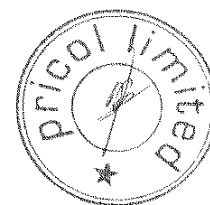
**Item No.6 To Re-Appoint Mrs. Vanitha Mohan (DIN:00002168), as Vice-Chairman and fixing her remuneration.**

Resolution required: (Ordinary/Special)				SPECIAL				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes Mrs.Vanitha Mohan, Promoter is interested				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	$(3)=[(2)/(1)]*100$	4	5	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	38,603,147	27,805,531	72.03	24,079,043	-	86.60	0.00
	Poll		8,556,926	22.17	8,556,926	-	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Sub Total</b>		<b>38,603,147</b>	<b>36,362,457</b>	<b>94.20</b>	<b>32,635,969</b>	<b>-</b>	<b>89.75</b>
Public- Institutions	E-Voting	1,805,093	609,794	33.78	609,794	-	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Sub Total</b>		<b>1,805,093</b>	<b>609,794</b>	<b>33.78</b>	<b>609,794</b>	<b>-</b>	<b>100.00</b>
Public- Non Institutions	E-Voting	54,388,481	121,968	0.22	120,299	87	98.63	0.07
	Poll		180,833	0.33	180,833	-	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Sub Total</b>		<b>54,388,481</b>	<b>302,801</b>	<b>0.56</b>	<b>301,132</b>	<b>87</b>	<b>99.45</b>
<b>GRAND TOTAL</b>		<b>94,796,721</b>	<b>37,275,052</b>	<b>39.32</b>	<b>33,546,895</b>	<b>87</b>	<b>90.00</b>	<b>0.00</b>

**Item No.7 To Re-Appoint Mr. Vikram Mohan (DIN:00089968), as Managing Director and fixing his remuneration.**

Resolution required: (Ordinary/Special)				SPECIAL				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes Mr.Vikram Mohan, Promoter is interested				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	$(3)=[(2)/(1)]*100$	4	5	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	38,603,147	27,805,531	72.03	24,284,356	-	87.34	0.00
	Poll		8,556,926	22.17	8,556,926	-	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Sub Total</b>		<b>38,603,147</b>	<b>36,362,457</b>	<b>94.20</b>	<b>32,841,282</b>	<b>-</b>	<b>90.32</b>
Public- Institutions	E-Voting	1,805,093	609,794	33.78	609,794	-	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Sub Total</b>		<b>1,805,093</b>	<b>609,794</b>	<b>33.78</b>	<b>609,794</b>	<b>-</b>	<b>100.00</b>
Public- Non Institutions	E-Voting	54,388,481	121,968	0.22	120,160	1,251	98.52	1.03
	Poll		180,833	0.33	180,833	-	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Sub Total</b>		<b>54,388,481</b>	<b>302,801</b>	<b>0.56</b>	<b>300,993</b>	<b>1,251</b>	<b>99.40</b>
<b>GRAND TOTAL</b>		<b>94,796,721</b>	<b>37,275,052</b>	<b>39.32</b>	<b>33,752,069</b>	<b>1,251</b>	<b>90.55</b>	<b>0.00</b>

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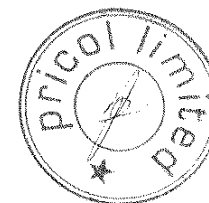


**Item No.8 To Appoint Mrs. Sriya Chari (DIN:07383240), as an Independent Director.**

Resolution required: (Ordinary/Special)				ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	38,603,147	27,805,531	72.03	27,805,531	-	100.00	0.00
	Poll		8,556,926	22.17	8,556,926	-	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Sub Total</b>		<b>38,603,147</b>	<b>36,362,457</b>	<b>94.20</b>	<b>36,362,457</b>	<b>-</b>	<b>100.00</b>
Public- Institutions	E-Voting	1,805,093	609,794	33.78	609,794	-	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Sub Total</b>		<b>1,805,093</b>	<b>609,794</b>	<b>33.78</b>	<b>609,794</b>	<b>-</b>	<b>100.00</b>
Public- Non Institutions	E-Voting	54,388,481	121,968	0.22	121,502	66	99.62	0.05
	Poll		180,833	0.33	180,833	-	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Sub Total</b>		<b>54,388,481</b>	<b>302,801</b>	<b>0.56</b>	<b>302,335</b>	<b>66</b>	<b>99.85</b>
<b>GRAND TOTAL</b>		<b>94,796,721</b>	<b>37,275,052</b>	<b>39.32</b>	<b>37,274,586</b>	<b>66</b>	<b>100.00</b>	<b>0.00</b>

**Item No.9 To Ratification the payment of Remuneration to Cost Auditor.**

Resolution required: (Ordinary/Special)				ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	38,603,147	27,805,531	72.03	27,805,531	-	100.00	0.00
	Poll		8,556,926	22.17	8,556,926	-	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Sub Total</b>		<b>38,603,147</b>	<b>36,362,457</b>	<b>94.20</b>	<b>36,362,457</b>	<b>-</b>	<b>100.00</b>
Public- Institutions	E-Voting	1,805,093	609,794	33.78	609,794	-	100.00	0.00
	Poll		-	-	-	-	-	-
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Sub Total</b>		<b>1,805,093</b>	<b>609,794</b>	<b>33.78</b>	<b>609,794</b>	<b>-</b>	<b>100.00</b>
Public- Non Institutions	E-Voting	54,388,481	121,968	0.22	121,902	66	99.95	0.05
	Poll		180,833	0.33	180,833	-	100.00	0.00
	Postal Ballot		NA	NA	NA	NA	NA	NA
	<b>Sub Total</b>		<b>54,388,481</b>	<b>302,801</b>	<b>0.56</b>	<b>302,735</b>	<b>66</b>	<b>99.98</b>
<b>GRAND TOTAL</b>		<b>94,796,721</b>	<b>37,275,052</b>	<b>39.32</b>	<b>37,274,986</b>	<b>66</b>	<b>100.00</b>	<b>0.00</b>



for pricol limited

T.G. Thamizhanban  
Company Secretary

CSI Membership No. F7897



# P. Eswaramoorthy and Company

Company Secretaries

CS P. Eswaramoorthy B.Sc.,LLB.,FCS.,

## SCRUTINIZER'S REPORT FOR E VOTING AND POLL

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

To

The Chairman

44<sup>th</sup> Annual General Meeting of the Equity Shareholders of

**M/s. PRICOL LIMITED**

**(CIN: L33129TZ1972PLC000641)**

Held on Wednesday, the 17<sup>th</sup> day of August, 2016 at 4.30 P.M at

Chamber Hall, Chamber Towers,

8/732, Avinashi Road,

Coimbatore- 641 018.

Tamil Nadu, India



Dear Sir,


I, P.Eswaramoorthy, Proprietor, P.Eswaramoorthy and Company, Company Secretaries having office at 44 & 44/1, 5<sup>th</sup> Street, Ramalinga Jothi Nagar, Nanjundapuram Road, Ramanathapuram, Coimbatore -641 045, Tamil Nadu, India have been appointed as a Scrutinizer of M/s. PRICOL 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 on e-voting carried out 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 Pricol Limited, held on 17<sup>th</sup> day of August, 2016 at 04.30 P.M at Chamber Hall, Chamber Towers, 8/732, Avinashi Road, Coimbatore- 641 018, 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 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 National Securities Depository Limited (NSDL) and Voting at the AGM by Poll.



I submit my report as under.

1. The remote e-voting period remained open from 13<sup>th</sup> August, 2016 (9.00 A.M IST) to 16<sup>th</sup> August, 2016 (5.00 PM IST )
2. The Shareholders holding shares as on the "Cut off " date ie., 12<sup>th</sup> August, 2016 were entitled to vote on the proposed resolutions (Item No. 1 to 9 as set out in the notice of the 44<sup>th</sup> Annual General Meeting of Pricol Limited.
3. The remote e-voting unblocked on 17<sup>th</sup> August, 2016 after the 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)  
W/o. Tijo Jose  
103, Mahaveer Apartments  
Poompuhar Nagar, 11th Street  
Thudiyalur, Coimbatore - 641034

  
.....  
(M.S.Sivakumar)  
S/o. N. Shanmugam  
46/1, Kamraj Nagar,  
Thudargam Road,  
Coimbatore - 641025

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. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks 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. 6 members voted through ballot papers containing 1225 shares have been considered as invalid due to mismatch of signatures.
8. One Proxy form was received by the Company and he has not voted in the General Meeting.
9. The Consolidated results are as under:



**ORDINARY BUSINESS:**

**ITEM NO.1**

**ORDINARY RESOLUTION**

To adopt Standalone and Consolidated Financial Statements of the Company including Report of Board of Directors and Auditors

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

<b>Mode of voting</b>	<b>Number of members voted through electronic means and poll</b>	<b>Number of votes casted</b>	<b>Percentage of total number of votes casted</b>
Remote E- Voting	98	2,85,34,333	
Poll	27	87,37,759	
<b>Total Voting</b>	<b>125</b>	<b>3,72,72,092</b>	<b>99.9998</b>

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

<b>Mode of voting</b>	<b>Number of members voted through electronic means and poll</b>	<b>Number of votes casted</b>	<b>Percentage of total number of votes casted</b>
Remote E- Voting	2	60	
Poll	0	0	
<b>Total Voting</b>	<b>2</b>	<b>60</b>	<b>0.0002</b>

(iii) **INVALID / ABSTAIN VOTES**

<b>Mode of voting</b>	<b>Number of members voted through electronic means and poll</b>	<b>Number of votes casted</b>
Remote E- Voting	2	2900
Poll	0	0
<b>Total Voting</b>	<b>2</b>	<b>2900</b>

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





**ITEM NO. 2****ORDINARY RESOLUTION**

To Declare Dividend on Equity Shares

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

<b>Mode of voting</b>	<b>Number of members voted through electronic means and poll</b>	<b>Number of votes casted</b>	<b>Percentage of total number of votes casted</b>
Remote E- Voting	100	2,85,36,843	
Poll	27	87,37,759	
<b>Total Voting</b>	<b>127</b>	<b>3,72,74,602</b>	<b>99.9999</b>

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

<b>Mode of voting</b>	<b>Number of members voted through electronic means and poll</b>	<b>Number of votes casted</b>	<b>Percentage of total number of votes casted</b>
Remote E- Voting	1	50	
Poll	0	0	
<b>Total Voting</b>	<b>1</b>	<b>50</b>	<b>0.0001</b>

**(iii) INVALID / ABSTAIN VOTES**

<b>Mode of voting</b>	<b>Number of members voted through electronic means and poll</b>	<b>Number of votes casted</b>
Remote E- Voting	1	400
Poll	0	0
<b>Total Voting</b>	<b>1</b>	<b>400</b>

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



**ITEM NO. 3****ORDINARY RESOLUTION**

To Re-appoint Mr. Vijay Mohan (DIN: 00001843) as Director

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

Mode of voting	Number of members voted through electronic means and poll	Number of votes casted	Percentage of total number of votes casted
Remote E- Voting	93*	*1,93,92,869	
Poll	27	87,37,759	
<b>Total Voting</b>	<b>120</b>	<b>2,81,30,628</b>	<b>99.9956</b>

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

Mode of voting	Number of members voted through electronic means and poll	Number of votes casted	Percentage of total number of votes casted
Remote E- Voting	5	1,246	
Poll	0	0	
<b>Total Voting</b>	<b>5</b>	<b>1,246</b>	<b>0.0044</b>

**(iii) INVALID / ABSTAIN VOTES**

Mode of voting	Number of members voted through electronic means and poll	Number of votes casted
Remote E- Voting	4	91,43,178
Poll	0	0
<b>Total Voting</b>	<b>4</b>	<b>91,43,178</b>

\* Parties shall abstain from voting for the resolution which they are interested. Accordingly, the votes cast by the parties have been excluded and considered as invalid.

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





**ITEM NO. 4****ORDINARY RESOLUTION**

To Re-appoint Mrs. Vanitha Mohan (DIN: 00002168) as Director

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

Mode of voting	Number of members voted through electronic means and poll	Number of votes casted	Percentage of total number of votes casted
Remote E- Voting	94*	*2,46,94,392	
Poll	27	87,37,759	
<b>Total Voting</b>	<b>121</b>	<b>3,34,32,151</b>	<b>99.6557</b>

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

Mode of voting	Number of members voted through electronic means and poll	Number of votes casted	Percentage of total number of votes casted
Remote E- Voting	5	1,15,513	
Poll	0	0	
<b>Total Voting</b>	<b>5</b>	<b>1,15,513</b>	<b>0.3443</b>

**(iii) INVALID / ABSTAIN VOTES**

Mode of voting	Number of members voted through electronic means and poll	Number of votes casted
Remote E- Voting	3	37,27,388
Poll	0	0
<b>Total Voting</b>	<b>3</b>	<b>37,27,388</b>

\* Parties shall abstain from voting for the resolution which they are interested. Accordingly, the votes cast by the parties have been excluded and considered as invalid.

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



**ITEM NO. 5**

**ORDINARY RESOLUTION**

To Ratify the appointment of Statutory Auditor and fix their remuneration

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

<b>Mode of voting</b>	<b>Number of members voted through electronic means and poll</b>	<b>Number of votes casted</b>	<b>Percentage of total number of votes casted</b>
Remote E- Voting	95	2,84,19,919	
Poll	27	87,37,759	
<b>Total Voting</b>	<b>122</b>	<b>3,71,57,678</b>	<b>99.6901</b>

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

<b>Mode of voting</b>	<b>Number of members voted through electronic means and poll</b>	<b>Number of votes casted</b>	<b>Percentage of total number of votes casted</b>
Remote E- Voting	3	1,15,498	
Poll	0	0	
<b>Total Voting</b>	<b>3</b>	<b>1,15,498</b>	<b>0.3099</b>

(iii) **INVALID / ABSTAIN VOTES**

<b>Mode of voting</b>	<b>Number of members voted through electronic means and poll</b>	<b>Number of votes casted</b>
Remote E- Voting	4	1,876
Poll	0	0
<b>Total Voting</b>	<b>4</b>	<b>1,876</b>

**Based on the aforesaid results, Ordinary Resolution as contained Item No.5 has been passed with requisite Majority**





## **SPECIAL BUSINESS**

### **ITEM NO. 6**

#### **SPECIAL RESOLUTION**

To Re-appoint Mrs.Vanitha Mohan (DIN: 00002168), as Vice Chairman of the Company for a period of two years commencing from 1st April 2016 to 31st March 2018.

#### **(i) VOTES CASTED IN FAVOUR OF THE RESOLUTION**

<b>Mode of voting</b>	<b>Number of members voted through electronic means and poll</b>	<b>Number of votes casted</b>	<b>Percentage of total number of votes casted</b>
Remote E- Voting	92*	*2,48,09,136	
Poll	27	87,37,759	
<b>Total Voting</b>	<b>119</b>	<b>3,35,46,895</b>	<b>99.9997</b>

#### **(ii) VOTES CASTED AGAINST THE RESOLUTION**

<b>Mode of voting</b>	<b>Number of members voted through electronic means and poll</b>	<b>Number of votes casted</b>	<b>Percentage of total number of votes casted</b>
Remote E- Voting	6	87	
Poll	0	0	
<b>Total Voting</b>	<b>6</b>	<b>87</b>	<b>0.0003</b>

#### **(iii) INVALID / ABSTAIN VOTES**

<b>Mode of voting</b>	<b>Number of members voted through electronic means and poll</b>	<b>Number of votes casted</b>
Remote E- Voting	4	37,28,070
Poll	0	0
<b>Total Voting</b>	<b>4</b>	<b>37,28,070</b>

\* Parties shall abstain from voting for the resolution which they are interested. Accordingly, the votes cast by the parties have been excluded and considered as invalid.

**Based on the aforesaid results, Special Resolution as contained Item No.6 has been passed with requisite Majority.**



**ITEM NO. 7****SPECIAL RESOLUTION**

To Re-appoint Mr.Vikram Mohan (DIN: 00089968), as Managing Director of the Company, for a period of three years commencing from 1st April 2016 to 31st March 2019.

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

Mode of voting	Number of members voted through electronic means and poll	Number of votes casted	Percentage of total number of votes casted
Remote E- Voting	93*	*2,50,14,310	
Poll	27	87,37,759	
<b>Total Voting</b>	<b>120</b>	<b>3,37,52,069</b>	<b>99.9963</b>

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

Mode of voting	Number of members voted through electronic means and poll	Number of votes casted	Percentage of total number of votes casted
Remote E- Voting	5	1,251	
Poll	0	0	
<b>Total Voting</b>	<b>5</b>	<b>1,251</b>	<b>0.0037</b>

**(iii) INVALID / ABSTAIN VOTES**

Mode of voting	Number of members voted through electronic means and poll	Number of votes casted
Remote E- Voting	4	35,21,732
Poll	0	0
<b>Total Voting</b>	<b>4</b>	<b>35,21,732</b>

\* Parties shall abstain from voting for the resolution which they are interested. Accordingly, the votes cast by the parties have been excluded and considered as invalid.

**Based on the aforesaid results, Special Resolution as contained Item No.7 has been passed with requisite Majority.**





**ITEM NO. 8****ORDINARY RESOLUTION**

To Appoint Mrs.Sriya Chari (DIN: 07383240) as Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 27th May 2016 to 26th May 2021."

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

Mode of voting	Number of members voted through electronic means and poll	Number of votes casted	Percentage of total number of votes casted
Remote E- Voting	98	2,85,36,827	
Poll	27	87,37,759	
<b>Total Voting</b>	<b>125</b>	<b>3,72,74,586</b>	<b>99.9998</b>

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

Mode of voting	Number of members voted through electronic means and poll	Number of votes casted	Percentage of total number of votes casted
Remote E- Voting	3	66	
Poll	0	0	
<b>Total Voting</b>	<b>3</b>	<b>66</b>	<b>0.0002</b>

**(iii) INVALID / ABSTAIN VOTES**

Mode of voting	Number of members voted through electronic means and poll	Number of votes casted
Remote E- Voting	1	400
Poll	0	0
<b>Total Voting</b>	<b>1</b>	<b>400</b>

**Based on the aforesaid results, Ordinary Resolution as contained Item No.8 has been passed with requisite Majority.**



**ITEM NO. 9****ORDINARY RESOLUTION**

To Ratify the Payment of Remuneration to Cost Auditors of the Company.

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

Mode of voting	Number of members voted through electronic means and poll	Number of votes casted	Percentage of total number of votes casted
Remote E- Voting	99	2,85,37,227	
Poll	27	87,37,759	
<b>Total Voting</b>	<b>126</b>	<b>3,72,74,986</b>	<b>99.9998</b>

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

Mode of voting	Number of members voted through electronic means and poll	Number of votes casted	Percentage of total number of votes casted
Remote E- Voting	3	66	
Poll	0	0	
<b>Total Voting</b>	<b>3</b>	<b>66</b>	<b>0.0002</b>

**(iii) INVALID / ABSTAIN VOTES**

Mode of voting	Number of members voted through electronic means and poll	Number of votes casted
Remote E- Voting	0	0
Poll	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>

**Based on the aforesaid results, Ordinary Resolution as contained Item No.9 has been passed with requisite Majority.**



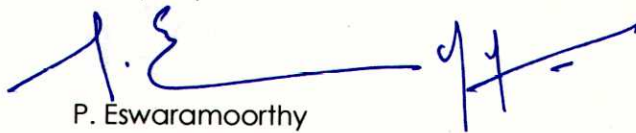


1. All relevant records of electronic voting and poll papers will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 44<sup>th</sup> Annual General Meeting and the same will be handed over thereafter to the Chairman/Company Secretary for safe keeping.
2. List of Equity Share holders containing the details who voted for, against and whose votes declared as invalid/abstain, if any for each resolution will be 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. 7069

Date: 18.08.2016  
Place: Coimbatore

