



CAL / SECL / 2016-17

CHEMFAB ALKALIS LIMITED

July 23, 2016

The Manager,
Listing Department
National Stock Exchange of India Limited
"Exchange Plaza"
Bandra - Kurla Complex, Bandra (E)
Mumbai - 400 051.

Dear Sir/ Madam,

Sub: 33rd Annual General Meeting (AGM) and Voting Results – reg.

Ref: Scrip Code CHEMFALKAL

Please note that the Annual General Meeting of the Shareholders of the Company was held on Thursday, the 21st July, 2016 at the Registered Office of the Company at "Team House", GST Salai, Vandalur, Chennai 600 048 and the business mentioned in the Notice calling the AGM were transacted.

In this regard, we enclose the following:

- a) Summary of proceedings as required under Regulation 30, Part A, Schedule III of the SEBI (LODR) Regulations, 2015 as Annexure – 1;
- b) Voting Results as required under Regulation 44 of the SEBI (LODR) Regulations, 2015 as Annexure – 2;
- c) Report of Scrutinizer dated 22nd July, 2016 pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.
- d) Annual Report for the financial year 2015-16 as required under Regulation 34 of the SEBI (LODR) Regulations, 2015 duly approved and adopted by the Members as per the provisions of the Companies Act, 2013.

Kindly take the above information on record.

Thanking You,

Yours faithfully,

For **CHEMFAB ALKALIS LIMITED**


G Somasundaram
Company Secretary



Regn. No. OHS 66228 / EMS 71746
An OHSAS 18001 and ISO 14001 Certified Company

CIN No.: L24297TN1983PLC072409

Member - Dr. Rao's Group of Companies

Regd. Off: 'TEAM House', GST Road, Vandalur, Chennai - 600 048, India.

Ph : + 91 44 22750323 / 66799595, Fax: + 91 44 22750771, E-mail: chemfabalkalis@draoholdings.com

Plant : "Gnanananda Place", Kalapet, Puducherry - 605 014, India Ph : +91 413 2655111, Fax: +91 413 2655125, www.chemfabalkalis.com

CERTIFIED COPY OF PROCEEDINGS OF THE THIRTY THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF CHEMFAB ALKALIS LIMITED HELD ON THURSDAY, THE 21ST JULY, 2016 AT 10.15 AM AT THE REGISTERED OFFICE OF THE COMPANY AT "TEAM HOUSE", GST SALAI, VANDALUR, CHENNAI 600 048.

PRESENT

Mr. Suresh Krishnamurthi Rao	- Chairman
Mr. C. S. Ramesh	- Non-Executive Director
Mr. N. Ganga Ram	- Independent Director (Chairman – Stakeholders Relationship Committee)
Mr. T. Ramabadran	- Independent Director (Chairman – Audit Committee)
Mrs. Sujatha Jayarajan	- Independent Director
Mr. G. Somasundaram	- Company Secretary
Mr. V. M. Srinivasan	- Chief Executive Officer
Mr. Nitin S. Cowlagi	- Chief Financial Officer
Mr. Sriraman Parthasarathy	- Partner, Deloitte, Haskins & Sells, Statutory Auditors of the Company
Dr. B. Ravi	- Practising Company Secretary Secretarial Auditor of the Company
Mr. S. A. Inbavadvu	- Advocate in Practice Scrutinizer for Voting

Members' Attendance

Promoters who are Members of the Company present at the Meeting physically – 5 (Five)

Members belonging to the category – Public – Physically present - 39 (Thirty-nine)

Members present through Proxy - 1

REGISTERS

The following Documents and Registers were placed on the table:

1. Notice convening the 33rd Annual General Meeting.
2. Board's Report with Annexures thereto for the Financial Year ended 31st March, 2016.
3. The Audited Financial Statements – Balance Sheet as at 31st March, 2016, Statement of Profit and Loss and Cash Flow Statement for the year ended as on that date together with Auditors' Report thereon.
4. The Register of Directors and Key Managerial Personnel and their Shareholdings (Remained open for inspection during the Meeting).
5. The Register of Contracts or Arrangements in which Directors are interested (Remained open for inspection during the Meeting).



CHAIRMAN

Mr. Suresh Krishnamurthi Rao, Chairman, took the Chair as provided in the Articles of Association of the Company and commenced the Meeting at 10.15 a.m.

QUORUM

The Chairman then welcomed the Members present and formally introduced to them the other Directors sitting on the dais. Upon being advised by the Company Secretary, Mr.G.Somasundaram that necessary quorum was present, the Chairman called the Meeting to Order.

The Chairman delivered his speech and briefed the Members on the Operational and Financial performance of the Company for the financial year ended 31st March, 2016 and outlined the Company's future plans. He expressed confidence that the Company's performance would improve in the current year.

NOTICE OF THE MEETING

The Chairman told the Members that the Notice convening the 33rd Annual General Meeting and the Annual Report for the year ended 31st March, 2016 were mailed to all the Members within the Statutory time limit and were also placed on the website of the Company www.chemfabalkalis.com. Hence, with the consent of the Members present, the Notice convening the Meeting was taken as read.

AUDITORS' REPORT

Mr.G. Somasundaram, Company Secretary, informed that as per Section 145 of the Companies Act, 2013, the Report of the Statutory Auditors on the accounts for the year ended 31st March 2016, being an unqualified one (clean report) is not required to be read at the Meeting.

At this juncture, the Chairman invited queries from the Members on the Annual Report and Accounts of the Company. After replying to the various queries raised by the Members, to their satisfaction, the Chairman stated that the Company had provided e-voting facility as per the amended Rule 20 of Companies (Management & Administration) Amendment Rules, 2015 through CDSL [Central Depository Services (India) Limited]]. The said e-voting was available from 9.00 a.m. on 18th July, 2015 to 5.00 p.m. on 20th July, 2015. Mr. S.A. Inbavadvu, Advocate in Practice was appointed as Scrutinizer for remote e-voting facility and voting at the AGM venue. The voting on Resolutions to be passed at the Meeting having been carried out electronically, the Resolutions were not required to be put to vote on show of hands. But, the Members who were present at the Meeting, who have not exercised their vote/s electronically could now vote, using the Ballot / Polling Paper after completion of the discussion on the business as set out in the Notice of the Annual General Meeting (AGM).

The following Resolutions as mentioned in the Notice of Annual General Meeting as circulated to the Members were transacted by the Members.



ORDINARY BUSINESS

1. APPROVAL AND ADOPTION OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2016:

"RESOLVED THAT the Audited Balance Sheet of the Company as at 31st March, 2016 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, together with the Reports of the Directors and the Auditors thereon as presented to this Annual General meeting, be and are hereby approved and adopted."

2. DECLARATION OF DIVIDEND FOR THE FINANCIAL YEAR 2015 - 2016:

"RESOLVED THAT a Dividend at the rate of Rs. 1.25 per Equity Share (25%) be and is hereby declared, on the fully paid-up Equity Shares of Rs. 5 /- each in the Paid-up Capital of the Company, to those Members whose names appear in the Register of Members of the Company as on the date of the Book Closure."

3. RE-APPOINTMENT OF RETIRING DIRECTOR, MR. SURESH KRISHNAMURTHI RAO:

"RESOLVED THAT Mr. Suresh Krishnamurthi Rao (DIN: 00127809), Director, who retires by rotation and, being eligible, offers himself for reappointment be and is hereby, re-appointed as a Director of the Company, liable to retire by rotation."

4. RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY AND FIXING THEIR REMUNERATION:

"RESOLVED THAT in terms of Sections 139 and 142 of The Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014, the appointment of Auditors, M/s Deloitte Haskins & Sells (Registration No.008072S), who were appointed as Auditors of the Company for the two consecutive Financial Years 2015-16 and 2016-17 by the Members at their Annual General Meeting held on 30th July, 2015, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting of the Company to be held during the calendar year 2017, be and is hereby ratified, on such remuneration as may be fixed in this regard by the Board of Directors of the Company."

SPECIAL BUSINESS

5. APPROVAL FOR PAYMENT OF COMMISSION TO DIRECTORS:

"RESOLVED THAT consent of the Company be and is hereby accorded for payment of commission to Directors out of the net profits of the Company within the ceiling prescribed under Section 197(1) (ii) (B) and such other applicable provisions, if any, of the Companies Act, 2013.

RESOLVED FURTHER THAT the commission be divisible among the Directors in such proportion as the Board of Directors may decide.



RESOLVED FURTHER THAT this Resolution be effective for a period of five years from 1st April, 2016, and for determining the commission payable for any broken period of a year, the net profits of the Company shall be arrived at on a proportionate basis."

6. RATIFICATION OF REMUNERATION TO THE COST AUDITOR:

"RESOLVED THAT the Remuneration of Rs. 80,000/-, excluding Service Tax as applicable and Out of Pocket expenses, to Mr. A. Madhavan, the Cost Auditor of the Company for the year 2016-17, as recommended by the Audit Committee and approved by the Board of Directors, be and is hereby ratified."

The Chairman requested the Members, who had not cast their votes electronically, to cast their votes through Ballot / Poll Sheets circulated to them for the said Resolutions and drop the same in the Poll Box kept at the Hall. The Chairman added that the Scrutinizer appointed for voting was Mr. S.A. Inbavadvu, Advocate in Practice.

After the conclusion of polling, as confirmed by the Scrutinizer, the Chairman informed the Members that the results of voting would be posted on the Company's website and the websites of CDSL, Bombay Stock Exchange and National Stock Exchange where the Company's shares are listed, after receiving the Report from the Scrutinizer within 48 hours from the conclusion of the Meeting. In this regard, the Company Secretary of the Company, Mr. G. Somasundaram was authorised to receive the Report of the Scrutinizer, showing the number of votes cast for and against, if any, countersign the same and declare the results of voting.

VOTE OF THANKS

Having concluded the business of the Meeting, the Chairman thanked the Members for their participation and Mr. Prakash, Member, proposed a vote of thanks to the Chair.

// Certified True Copy //

For **Chemfab Alkalies Limited**



G.Somasundaram
Company Secretary



CHEMFAB ALKALIS LTD

Format for Voting Results under Reg. 44(3) of SEBI (LODR) Regulations, 2015

Date of AGM	21st July 2016
Total number of shareholders on record date	5279
No of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	5
Public:	40
No of Shareholders attended the Meeting through Video Conferencing:	
Promoters and Promoter Group:	---
Public:	---

RESOLUTION No.1 : Approval/Adoption of Audited Financial Statement – Balance Sheet and Profit & Loss statement as on 31.3.2016

Resolution Required:(Ordinary/Special) : Ordinary

Whether promoter / promoter group are interested in the agenda / resolution? : No

PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER~GROUP	E-VOTING	6748326	0	0	0	0	0	0
	POLL		6748326	0	6748326	0	100	0
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL	6748326	6748326	100	6748326	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	9600	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL	9600	0	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	2413771	450	0.02	450	0	100	0
	POLL		1141	0	1141	0	100	0
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL	2413771	1591	0.07	1591	0	100	0
GRAND TOTAL		9171697	6749917	73.6	6749917	0	100	0

RESOLUTION No.2 : Declaration of Dividend @ Rs. 1.25/- per share

Resolution Required:(Ordinary/Special) : Ordinary

Whether promoter / promoter group are interested in the agenda / resolution? : No

PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER~GROUP	E-VOTING	6748326	0	0	0	0	0	0
	POLL		6748326	0	6748326	0	100	0
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL	6748326	6748326	100	6748326	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	9600	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL	9600	0	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	2413771	450	0.02	450	0	100	0
	POLL		1141	0	1141	0	100	0
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL	2413771	1591	0.07	1591	0	100	0
GRAND TOTAL		9171697	6749917	73.6	6749917	0	100	0



CHEMFAB ALKALIS LTD
Format for Voting Results under Reg. 44(3) of SEBI (LODR) Regulations, 2015

RESOLUTION No.3 : Reappointment of retiring Director Mr. Suresh Krishnamurthi Rao (DIN:00127809) as a Director of the Company.
Resolution Required:(Ordinary/Special) : Ordinary

Whether promoter / promoter group are interested in the agenda / resolution? : No

PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING	6748326	0	0	0	0	0	0
	POLL		6748326	0	6748326	0	100	0
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL		6748326	100	6748326	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	9600	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL		9600	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	2413771	450	0.02	450	0	100	0
	POLL		1141	0	1141	0	100	0
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL		2413771	0.07	1591	0	100	0
GRAND TOTAL		9171697	6749917	73.6	6749917	0	100	0

RESOLUTION No.4 : Ratification of Appointment of M/s Deloitte Haskins & Sells (Regn No. 008072S) as Statutory Auditors of the Company.
Resolution Required:(Ordinary/Special) : Ordinary

Whether promoter / promoter group are interested in the agenda / resolution? : No

PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING	6748326	0	0	0	0	0	0
	POLL		6748326	0	6748326	0	100	0
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL		6748326	100	6748326	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	9600	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL		9600	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	2413771	450	0.02	450	0	100	0
	POLL		1141	0	1141	0	100	0
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL		2413771	0.07	1591	0	100	0
GRAND TOTAL		9171697	6749917	73.6	6749917	0	100	0



CHEMFAB ALKALIS LTD

Format for Voting Results under Reg. 44(3) of SEBI (LODR) Regulations, 2015

RESOLUTION No.5 : Consent for payment of Commission to Directors within the ceiling prescribed under Sec.197(1)(ii)(B) and such other applicable provisions if any of the Companies Act, 2013.

Resolution Required:(Ordinary/Special) : Special

Whether promoter / promoter group are interested in the agenda / resolution? : No

PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING	6748326	0	0	0	0	0	0
	POLL		6748326	0	6748326	0	100	0
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL	6748326	6748326	100	6748326	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	9600	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL	9600	0	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	2413771	300	0.01	300	0	100	0
	POLL		1141	0	1121	20	98.25	1.75
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL	2413771	1441	0.06	1421	20	98.61	1.39
GRAND TOTAL		9171697	6749767	73.59	6749747	20	100	0

RESOLUTION No.6 : Ratification of Remuneration of Rs.80,000/- excluding Service Tax as applicable and Out of pocket expenses, to Mr A Madhavan, the Cost Auditor of the Company for the year 2016-17.

Resolution Required:(Ordinary/Special) : Ordinary

Whether promoter / promoter group are interested in the agenda / resolution? : No

PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING	6748326	0	0	0	0	0	0
	POLL		6748326	0	6748326	0	100	0
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL	6748326	6748326	100	6748326	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	9600	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL	9600	0	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	2413771	450	0.02	450	0	100	0
	POLL		1141	0	1121	20	98.25	1.75
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL	2413771	1591	0.07	1571	20	98.74	1.26
GRAND TOTAL		9171697	6749917	73.6	6749897	20	100	0





S.A. INBAVADIVU

Advocate

Madras High Court

☎ : 93827 26408

FORM NO. MGT-13

REPORT OF THE SCRUTINIZER

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and rule 20 and 21(2) of the Companies (Management and Administration) Rules, 2014]

22nd July, 2016

To

THE CHAIRMAN,

The 33rd Annual General Meeting of the Equity Shareholders of CHEMFAB ALKALIS LIMITED, held on Thursday, the 21st July, 2016 at 10.15 a.m at the registered office of the Company at "Team House", GST Salai, Vandalur, Chennai 600 048,.

Subject: Ordinary & Special Resolution(s) under different provisions of the Companies Act, 2013 read with Rules made there under— *Voting through electronic means & ballot paper in terms of Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management & Administration) Rules, 2014 as amended till date.*

Dear Sir,

I, **S A INBAVADIVU**, Practicing as an Advocate, having office at 19/45, Luz Church Road, Ayyadurai Colony, Mylapore, Chennai – 600004 appointed as a Scrutinizer as per the letter dated 18th May, 2016, for the purpose of remote e- voting and voting through ballot, at the 33rd Annual General Meeting of the Members of **CHEMFAB ALKALIS LIMITED** held on Thursday, the 21st July, 2016 at 10.15 a.m at the Registered Office of the company at "**Team House**", **GST Salai, Vandalur, Chennai 600 048**, on the below mentioned resolutions, hereby submit my report as under:

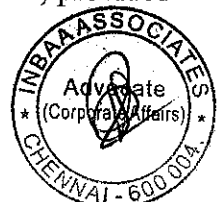
1. Pursuant to Sections 101 and 108 of the Companies Act, 2013 (Act) and Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended till date, the Notice convening the Meeting including the statement u/s. 102 of the Act have been dispatched to all the Members of the Company through electronic means (wherever e-mail ids were available) and to the other Members by Registered Post / Courier on the 21st day of June, 2016 and subsequently, the Notice convening the Annual General Meeting was also placed on the website of the Company. The Members of the Company were given an Option to vote electronically on e-voting platform, provided by the Central Depository Services (India) Limited (CDSL);

INBAA ASSOCIATES

Advocates

Address : 19/45, Luz Church Road, Ayyadurai Colony, Mylapore, Chennai - 600 004. ☎ : 044 - 2466 0320

Website ; www.Inbacs.com, E.mail : inbacs@gmail.com





S.A. INBAVADIVU

Advocate

Madras High Court

☎ : 93827 26408

2. The Public Advertisement with respect to dispatch of Notices and conduction of voting through electronic means was published in an English Newspaper "News Today" of wide circulation on 26.06.2016 and a vernacular Newspaper "Makkal Kural" on 27.06.2016.
3. The Shareholders holding shares as on the "cut off" date i.e on 15th July, 2016 were entitled to vote on the proposed 6 (Six) Resolutions as mentioned in the Notice of the 33rd Annual General Meeting of **CHEMFAB ALKALIS LIMITED**.
4. That E-Voting period remained open from 09.00 A.M. on Monday, the 18th day of July, 2016 up to 05.00P.M. on Wednesday, the 20th day of July, 2016.
5. The Electronic votes cast were taken in to account and at the end of the above said evoting period at 05.00 p.m on 20th July, 2016, the CDSL portal was blocked for evoting.
6. The Corporate Members who had participated in the voting through Ballot at the time of AGM had provided the copies of Resolutions passed by the Board of Directors of respective Companies.
7. On the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked and were available for viewing by me. The votes cast through e-voting and through ballot at the venue of the Annual general meeting i.e., at the Registered Office of the Company at "Team House", GST Salai, Vandalur, Chennai 600 048 were duly considered, pursuant to the extant rules.

At the Annual General Meeting held at the scheduled time, date and venue, the Chairman announced a poll through Ballot, taking in to account, the provisions of Law as well as the Companies (Management and Administration) Rules, 2014 as amended till date by the Ministry of Corporate Affairs.

The Polling papers in form No.MGT-12 as per Companies (Management and Administration) Rules, 2014 were distributed to the Shareholders present at the Annual General Meeting. The Shareholders cast their votes in one Ballot box kept at a convenient location in the venue.

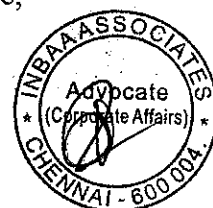
- a. At the time fixed for closing the Poll by the Chairman, the Ballot box kept for polling was locked in my presence with due identification marks placed by me;

INBAA ASSOCIATES

Advocates

Address : 19/45, Luz Church Road, Ayyadurai Colony, Mylapore, Chennai - 600 004. ☎ : 044 - 2466 0320

Website ; www.inbacs.com, E.mail : inbacs@gmail.com





S.A. INBAVADIVU
Advocate
Madras High Court
☎ : 93827 26408

- b. The locked Ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The Poll papers were reconciled with the records maintained by the Company and the authorisation for Proxies lodged with the Company.
- c. The Poll papers which were incomplete and / or which were otherwise found defective have been treated as INVALID.

The results of the remote e-voting by electronic means and ballot voting are as follows:

a) **RESOLUTION NO:1**

Approval/Adoption of Audited Financial Statement -- Balance Sheet and Profit & Loss statement as on 31.3.2016:

“RESOLVED THAT the Audited Balance Sheet of the Company as at 31st March, 2016 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, together with the Reports of the Directors and the Auditors thereon as presented to this Annual General meeting, be and are hereby approved and adopted.”

i. Voted **in favour** of the resolution :

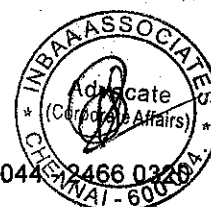
Number of members voted through e-voting system and present and voting (in person or by proxy)	Number of votes cast by them.	Number of Shares	% of total number of valid votes cast.
38	38	6749917	100.00

ii. Voted **against** the resolution:

Number of members voted through e-voting system and present and voting (in person or by proxy)	Number of votes cast by them.	Number of Shares	% of total number of valid votes cast.
0	0	0	0

INBAA ASSOCIATES
Advocates

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Advocate

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☎ : 93827 26408

iii. Invalid votes:

Number of members voted through e-voting system and present and voting (in person or by proxy)	Number of votes cast by them.	Number of Shares	% of total number of valid votes cast.
NIL	NIL	NIL	NIL

b) RESOLUTION NO: 2:

Declaration of Dividend @ Rs. 1.25/- per share.

“RESOLVED THAT a Dividend at the rate of Rs 1.25 per Equity Share (25%) be and is hereby declared, on the fully paid-up Equity Shares of Rs. 5 /- each in the Paid-up Capital of the Company, to those Members whose names appear in the Register of Members of the Company as on the date of the Book Closure.”

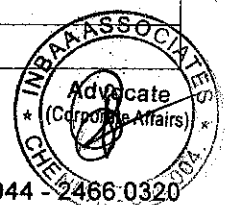
i. Voted **infavour** of the resolution :

Number of members voted through e-voting system and present and voting (in person or by proxy)	Number of votes cast by them.	Number of Shares	% of total number of valid votes cast.
38	38	6749917	100.00

ii. Voted **against** the resolution:

Number of members voted through e-voting system and present and voting (in person or by proxy)	Number of votes cast by them.	Number of Shares	% of total number of valid votes cast.
0	0	0	0

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iii. Invalid votes:

Number of members voted through e-voting system and present and voting (in person or by proxy)	Number of votes cast by them.	Number of Shares	% of total number of valid votes cast.
NIL	NIL	NIL	NIL

c) **RESOLUTION NO:3.**

Reappointment of retiring Director Mr. Suresh Krishnamurthi Rao (DIN:00127809) as a Director of the Company.

“RESOLVED THAT Mr. Suresh Krishnamurthi Rao (DIN: 00127809), Director, who retires by rotation and, being eligible, offers himself for reappointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

i. Voted **infavour** of the resolution :

Number of members voted through e-voting system and present and voting (in person or by proxy)	Number of votes cast by them.	Number of Shares	% of total number of valid votes cast.
38	38	6749917	100.00

ii. Voted **against** the resolution:

Number of members voted through e-voting system and present and voting (in person or by proxy)	Number of votes cast by them.	Number of Shares	% of total number of valid votes cast.
0	0	0	0

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iii. Invalid votes:

Number of members voted through e-voting system and present and voting (in person or by proxy)	Number of votes cast by them.	Number of Shares	% of total number of valid votes cast.
NIL	NIL	NIL	NIL

d) **RESOLUTION NO:4.**

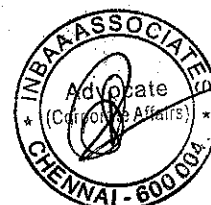
Appointment of M/s Deloitte Haskins & Sells (Regn No. 008072S) as Statutory Auditors of the Company.

“RESOLVED THAT in terms of Sections 139 and 142 of The Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014, the appointment of Auditors, M/s Deloitte Haskins & Sells (Registration No.008072S), who were appointed as Auditors of the Company for the two consecutive Financial Years 2015-16 and 2016-17 by the Members at their Annual General Meeting held on 30th July, 2015, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting of the Company to be held during the calendar year 2017, be and is hereby ratified, on such remuneration as may be fixed in this regard by the Board of Directors of the Company.”

i. Voted **infavour** of the resolution :

Number of members voted through e-voting system and present and voting (in person or by proxy)	Number of votes cast by them.	Number of Shares	% of total number of valid votes cast.
38	38	6749917	100.00

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ii. Voted **against** the resolution:

Number of members voted through e-voting system and present and voting (in person or by proxy)	Number of votes cast by them.	Number of Shares	% of total number of valid votes cast.
0	0	0	0

iii. Invalid votes:

Number of members voted through e-voting system and present and voting (in person or by proxy)	Number of votes cast by them.	Number of Shares	% of total number of valid votes cast.
NIL	NIL	NIL	NIL

e) **RESOLUTION NO:5**

Consent for payment of Commission to Directors within the ceiling prescribed under Sec.197(1)(ii)(B) and such other applicable provisions if any of the Companies Act, 2013:

“RESOLVED THAT consent of the Company be and is hereby accorded for payment of commission to Directors out of the net profits of the Company within the ceiling prescribed under Section 197(1) (ii) (B) and such other applicable provisions, if any, of the Companies Act, 2013.

RESOLVED FURTHER THAT the commission be divisible among the Directors in such proportion as the Board of Directors may decide.

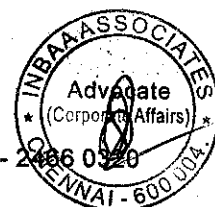
RESOLVED FURTHER THAT this Resolution be effective for a period of five years from 1st April, 2016, and for determining the commission payable for any broken period of a year, the net profits of the Company shall be arrived at on a proportionate basis.”

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i. Voted **infavour** of the resolution :

Number of members voted through e-voting system and present and voting (in person or by proxy)	Number of votes cast by them.	Number of Shares	% of total number of valid votes cast.
36	36	6749747	99.9974

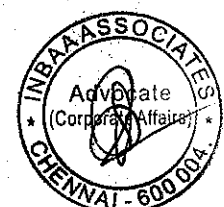
ii. Voted **against** the resolution:

Number of members voted through e-voting system and present and voting (in person or by proxy)	Number of votes cast by them.	Number of Shares	% of total number of valid votes cast.
1	1	20	0.0003

iii. Abstained from Voting:

Number of members Abstained from Voting- through e-voting system and present and voting (in person or by proxy)	Number of votes not cast by them.	Number of Shares	% of total number of valid votes cast.
1	1	150	0.0022

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iv. Invalid votes:

Number of members voted through e-voting system and present and voting (in person or by proxy)	Number of votes cast by them.	Number of Shares	% of total number of valid votes cast.
NIL	NIL	NIL	NIL

f) RESOLUTION NO:6

Ratification of Remuneration of Rs.80,000/- excluding Service Tax as applicable and Out of Pocket expenses, to Mr A Madhavan, the Cost Auditor of the Company for the year 2016 – 17.

“RESOLVED THAT the Remuneration of Rs. 80,000/-, excluding Service Tax as applicable and Out of Pocket expenses, to Mr. A. Madhavan, the Cost Auditor of the Company for the year 2016-17, as recommended by the Audit Committee and approved by the Board of Directors, be and is hereby ratified.

i. Voted **infavour** of the resolution :

Number of members voted through e-voting system and present and voting (in person or by proxy)	Number of votes cast by them.	Number of Shares	% of total number of valid votes cast.
37	37	6749897	99.9997

ii. Voted **against** the resolution:

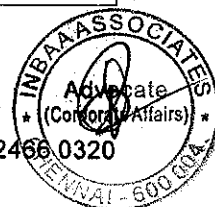
Number of members voted through e-voting system and present and voting (in person or by proxy)	Number of votes cast by them.	Number of Shares	% of total number of valid votes cast.
1	1	20	0.0003

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iii. Invalid votes:

Number of members voted through e-voting system and present and voting (in person or by proxy)	Number of votes cast by them.	Number of Shares	% of total number of valid votes cast.
NIL	NIL	NIL	NIL

Since the requisite number of votes cast in favour of the Resolutions 1 to 6 said above exceeded the votes cast against the Resolutions (It is 100% in favour of the Resolutions 1 to 4 and it is 99.997% in favour of the Resolutions 5 and 6), I hereby Report that the Resolutions have been passed with the requisite majority.

All the relevant records of electronic voting & ballot voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 33rd Annual General Meeting and the same shall be handed over thereafter to the Chairman or to the Company Secretary of the Company for safe keeping.

Thanking you.,

Yours Faithfully.,


S.A. INBAVADIVU

Advocate

M.No:3943/2012

22nd July, 2016



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