Cholamandalam Investment and Finance Company Ltd.
Dare House, 2, N.S.C. Bose Road, Parrys, Chennai 600 001, India
Tel: 91.44.30007172 Fax: 91.44.25346464
Website: www.cholamandalam.com
CIN - L65993TN1978PLC007576

August 1, 2014

NSE / BSE

Dear Sir,

Sub: **Voting Results under Clause 35A of the Listing Agreement**

We wish to inform you that the 36th Annual General Meeting (AGM) of the Company was held on July 31, 2014 at 4.00 p.m. at The Music Academy, New No.168, (Old No.306) T.T.K. Road, Royapettah, Chennai 600 014.

Pursuant to Clause 35B of the listing agreement and as per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, all the shareholders of the Company were given an opportunity to exercise their right to vote on all the resolutions set out in the Notice of the AGM through electronic voting (e-voting) during the period commencing from July 24, 2014 9.00 a.m. IST to July 26, 2014 6.00 p.m. IST.

Further, the Company provided voting facility at the AGM venue through a physical ballot for those who had not exercised e-voting.

All the resolutions contained in the Notice of the above AGM were approved by requisite majority of shareholders through e-voting and ballot voting at the venue of the AGM. Accordingly all the resolutions were declared to be passed on July 31, 2014 which is the date of the Annual General Meeting.

In accordance with the Clause 35A of the listing agreement, we enclose the consolidated voting results in the prescribed format along with the scrutinser's report for e-voting and poll conducted physically through ballot forms at the AGM venue.

Kindly take the above information on record and acknowledge receipt.

Thanking you,

Yours faithfully,
For Cholamandalam Investment and Finance Company Limited

P Sujatha
Company Secretary

Encl.: As above

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Cholamandalam Investment and Finance Company Limited

Details of Voting Results in respect of the 36th Annual General Meeting of Company pursuant to Clause 35A of the Listing Agreement

I.	**Date of the Annual General Meeting:**	July 31, 2014
II.	**Total Number of shareholders on Record date :**	17191 (As on 20th June 2014 – Cut-off / Record Date)
III.	**No. of shareholders present in the meeting either in person or through proxy**	
	Category	***Nos.***
	- Promoters and Promoter Group (By Proxy)	4
	- Public	56
IV.	**No. of shareholders attending the Meeting through Video Conferencing**	No video conferencing



Agenda-wise

In case of Poll / Postal Ballot / E-Voting:

The mode of voting for all resolutions was E-Voting and Poll conducted at the Meeting:

Resolution 1: Adoption of Financial Statements and Directors' report for the year ended 31 March, 2014 (Ordinary Resolution)

Resolution ID	Category	No. of Shares Held [1] (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
1	Promoter and Promoter Group	82807068	82776068	57.76	82776068	0	66.77	0.00
1	Public – Institutional Holders	51860871	41178232	28.73	41178232	0	33.22	0.00
1	Public-Others	8640814	13601	0.01	13599	2	0.01	0.00
1	**Total**	**143308753**	**123967901**	**86.50**	**123967899**	**2**	**100.00**	**0.00**

Resolution 2: Approval of final dividend for the year ended 31 March, 2014 and to confirm interim dividend (Ordinary Resolution)

2	Promoter and Promoter Group	82807068	82776068	57.76	82776068	0	66.76	0.00
2	Public – Institutional Holders	51860871	41199343	28.75	41199343	0	33.23	0.00
2	Public-Others	8640814	13601	0.01	13349	252	0.01	0.00
2	**Total**	**143308753**	**123989012**	**86.52**	**123988760**	**252**	**100.00**	**0.00**

Resolution 3: Re-appointment of Mr. L Ramkumar who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)

3	Promoter and Promoter Group	82807068	82776068	99.96	82776068	0	66.76	0.00
3	Public – Institutional Holders	51860871	41199343	79.44	41199343	0	33.23	0.00
3	Public-Others	8640814	13601	0.16	13595	6	0.01	0.00
3	**Total**	**143308753**	**123989012**	**86.52**	**123989006**	**6**	**100.00**	**0.00**

Resolution 4: Appointment of M/s. Deloitte Haskins & Sells as auditors and fixing their remuneration (Ordinary Resolution)

4	Promoter and Promoter Group	82807068	82776068	99.96	82776068	0	66.76	0.00
4	Public – Institutional Holders	51860871	41199343	79.44	41199343	0	33.23	0.00
4	Public-Others	8640814	13601	0.16	13597	4	0.01	0.00
4	**Total**	**143308753**	**123989012**	**86.52**	**123989008**	**4**	**100.00**	**0.00**

Resolution 5: Appointment of Mr. Nalin Mansukhlal Shah as an Independent Director (Ordinary Resolution)

5	Promoter and Promoter Group	82807068	82776068	99.96	82776068	0	66.76	0.00
5	Public – Institutional Holders	51860871	41199343	79.44	41199343	0	33.23	0.00
5	Public-Others	8640814	13601	0.16	13545	56	0.01	0.00
5	**Total**	**143308753**	**123989012**	**86.52**	**123988956**	**56**	**100.00**	**0.00**

Resolution ID	Category	No. of Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Resolution 6: Appointment of Mr. M.B.N.Rao as an Independent Director (Ordinary Resolution)								
6	Promoter and Promoter Group	82807068	82776068	99.96	82776068	0	66.76	0.00
6	Public – Institutional Holders	51860871	41199343	79.44	41178232	21111	33.21	0.02
6	Public-Others	8640814	13601	0.16	13495	106	0.01	0.00
6	**Total**	**143308753**	**123989012**	**86.52**	**123967795**	**21217**	**99.98**	**0.02**
Resolution 7: Appointment of Mr. Indresh Narain as an Independent Director (Ordinary Resolution)								
7	Promoter and Promoter Group	82807068	82776068	99.96	82776068	0	66.76	0.00
7	Public – Institutional Holders	51860871	41199343	79.44	41199343	0	33.23	0.00
7	Public-Others	8640814	13601	0.16	13147	454	0.01	0.00
7	**Total**	**143308753**	**123989012**	**86.52**	**123988558**	**454**	**100.00**	**0.00**
Resolution 8: Appointment of Mr. V Srinivasa Rangan as an Independent Director (Ordinary Resolution)								
8	Promoter and Promoter Group	82807068	82776068	99.96	82776068	0	66.76	0.00
8	Public – Institutional Holders	51860871	41141079	79.33	41119968	21111	33.16	0.02
8	Public-Others	8640814	13601	0.16	13597	4	0.01	0.00
8	**Total**	**143308753**	**123930748**	**86.48**	**123909633**	**21115**	**99.94**	**0.02**
Resolution 9: Special Resolution under section 180(1)(c) of the Companies Act, 2013 for borrowing money up to Rs. 40,000 Crores (Special Resolution)								
9	Promoter and Promoter Group	82807068	82776068	99.96	82776068	0	66.76	0.00
9	Public – Institutional Holders	51860871	41199343	79.44	41199343	0	33.23	0.00
9	Public-Others	8640814	13597	0.16	13043	554	0.01	0.00
9	**Total**	**143308753**	**123989008**	**86.52**	**123988454**	**554**	**100.00**	**0.00**
Resolution 10: Special Resolution for issue of securities on private placement basis under section 42 of the Companies Act, 2013 (Special Resolution)								
10	Promoter and Promoter Group	82807068	82776068	99.96	82776068	0	66.76	0.00
10	Public – Institutional Holders	51860871	41199736	79.44	41199736	0	33.23	0.00
10	Public-Others	8640814	13204	0.15	12650	554	0.01	0.00
10	**Total**	**143308753**	**123989008**	**86.52**	**123988454**	**554**	**100.00**	**0.00**

CHOLAMANDALAM INVESTMENT AND FINANCE COMPANY LTD. CHENNAI 600 001

Resolution ID	Category	No. of Shares Held [1] (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
11	Public – Institutional Holders	51860871	41199343	79.44	41199343	0	33.23	0.00
11	Public-Others	8640814	13601	0.16	13256	345	0.01	0.00
11	**Total**	**143308753**	**123989012**	**86.52**	**123988667**	**345**	**100.00**	**0.00**
Resolution 12: Special Resolution to sell, mortgage and / or create charge under section 180(1)(a) of the Companies Act, 2013 (Special Resolution)								
12	Promoter and Promoter Group	82807068	82776068	99.96	82776068	**0**	66.76	0.00
12	Public – Institutional Holders	51860871	41199343	79.44	41199343	0	33.23	0.00
12	Public-Others	8640814	13601	0.16	13006	595	0.01	0.00
12	**Total**	**143308753**	**123989012**	**86.52**	**123988417**	**595**	**100.00**	**0.00**

[1] Excludes shares in the Unclaimed Suspense Account on which voting rights on shares remain frozen till the rightful owner claims the shares pursuant to Clause 5A (II) of the Equity listing agreement.

Note: All the aforesaid resolutions were passed with the requisite majority.



R.Sridharan & Associates
Company Secretaries

New No. 5, (Old No.12), Sivasailam Street
T.Nagar, Chennai - 600 017.
Phone : 42166988, 43502997, 42555587
Telefax : 044-42137082
email : sribhav@aryes.in
sridharan.r@aryes.in

Report of Scrutinizer – Combined
(Pursuant to Section 108 & 109 of the Companies Act, 2013 and
Rule 20 & 21 (2) of the Companies (Management and Administration) Rules, 2014

1st August, 2014

The Chairman
Messrs. Cholamandalam Investment and Finance Company Limited
"Dare House"
2, N.S.C. Bose Road,
Parrys,
Chennai - 600 001.

Ref: Thirty Sixth Annual General Meeting of the Equity Shareholders of Messrs. Cholamandalam Investment and Finance Company Limited held on Thursday, the 31st July, 2014 at 4.00 P.M. at The Music Academy, New NO,168, (Old No. 306), T.T.K Road, Royapettah, Chennai- 600 014.

Dear Sir,

We, R. Sridharan & Associates, Company Secretaries have been appointed as the Scrutinizer by The Board of Directors of **Messrs. Cholamandalam Investment and Finance Company Limited** vide resolution dated 28th April 2014,

- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process held from 24th July, 2014 at 9.00 AM IST and 26th July, 2014 at 6.00 PM IST.

- Pursuant to the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 to get the poll process scrutuinized on the Resolutions contained in the Notice of the 36th AGM of the members of the Company, held on 31th July, 2014 at The Music Academy, New NO,168, (Old No. 306), T.T.K Road, Royapettah, Chennai - 600 014

In accordance with the applicable provisions of the Companies Act read with Rules made thereunder, we now submit our combined Report in respect of the ballot form voting and electronic voting, as under:

R. SRIDHARAN & ASSOCIATES (OLD No. 12) NEW No. 5 GROUND FLOOR SIVASAILAM STREET OFF. HABIBULLAH ROAD T. NAGAR, CHENNAI-17 COMPANY SECRETARIES

1. After the time fixed for closing of the poll by the Chairman, four ballot boxes kept for polling were locked in our presence with due identification marks placed by us.

2. The locked ballot boxes were subsequently opened in our presence and poll / ballot papers were diligently scrutinized. The poll / ballot papers were reconciled with the records maintained by the Company / Registrar and Share Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

3. The poll / ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

We have scrutinized and reviewed the voting done through electronic means and by means of Poll taken at the venue of the AGM. The votes tendered therein in respect of the e voting system are based on the data downloaded from the Official website of the Central Depository Services (India) Limited [CDSL].

4. The Combined result (E-voting and Poll) of the said resolutions are as under:

Item No: 1

Adoption of Financial Statements (Ordinary Resolution)

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

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
73	**85472805**	**43**	**38495094**	**123967899**	**100%**

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

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
NIL	**NIL**	**1**	**2**	**2**	**0%**

R. SRIDHARAN & ASSOCIATES ★ COMPANY SECRETARIES ★ (OLD No. 12) NEW No. 5 GROUND FLOOR SIVASAILAM STREET OFF, HABIBULLA ROAD T. NAGAR, CHENNAI-17

(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	**NIL**	**13**	**2350**	**2350**

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No: 2

To confirm the interim dividend and declaration of final dividend (Ordinary Resolution)

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

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
74	**85493916**	**42**	**38494844**	**123988760**	**100%**

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

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
NIL	**NIL**	**2**	**252**	**252**	**0%**

R. SRIDHARAN & ASSOCIATES (Regd. No. 12) NEW No. 5 GROUND FLOOR SIVASAILAM STREET OFF. HABIBULLAH ROAD T. NAGAR, CHENNAI-17 COMPANY SECRETARIES

(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through E-Voting and Poll
NIL	**NIL**	**13**	**2350**	**2350**

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No: 3

Re-appointment of Mr. L. Ramkumar who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)

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

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
74	**85493916**	**41**	**38495090**	**123989006**	**100%**

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

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
NIL	**NIL**	**3**	**6**	**6**	**0%**

R. SRIDHARAN & ASSOCIATES COMPANY SECRETARIES

(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	**NIL**	**13**	**2350**	**2350**

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No: 4

Appointment of M/s. Deloitte Haskins & Sells as Statutory Auditors and fixing their remuneration (Ordinary Resolution)

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

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
74	**85493916**	**42**	**38495092**	**123989008**	**100%**

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

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
NIL	**NIL**	**2**	**4**	**4**	**0%**

R. SRIDHARAN & ASSOCIATES * COMPANY SECRETARIES * (OLD No. 12) NEW No. 5 GROUND FLOOR BYASARAM STREET OFF. HABIBULLAH ROAD T. NAGAR, CHENNAI-17

(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	**NIL**	**13**	**2350**	**2350**

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No: 5

Appointment of Mr. Nalin Mansukhlal Shah as an Independent Director of the Company (Ordinary Resolution)

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

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
74	**85493916**	**40**	**38495040**	**123988956**	**100%**

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

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
NIL	**NIL**	**4**	**56**	**56**	**0%**

R. SRIDHARAN & ASSOCIATES (Old No. 12) NEW No. 5 GROUND FLOOR SIVASAILAM STREET OFF. HABIBULLA ROAD T. NAGAR, CHENNAI-17 COMPANY SECRETARIES

(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	**NIL**	**13**	**2350**	**2350**

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against,, we report that the Ordinary Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No: 6

Appointment of Mr. M.B.N. Rao as an Independent Director of the Company (Ordinary Resolution)

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

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
73	**85472805**	**40**	**38494990**	**123967795**	**99.98%**

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

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
1	**21111**	**4**	**106**	**21217**	**0.02%**

R. SRIDHARAN & ASSOCIATES COMPANY SECRETARIES
(OLD No. 12) (NEW No. 4) SIVASWAMY STREET OFF. HABIBULLAH ROAD T. NAGAR, CHENNAI-17

(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through E-Voting and Poll
NIL	**NIL**	**13**	**2350**	**2350**

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against,, we report that the Ordinary Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No: 7

Appointment of Mr. Indresh Narain as an Independent Director of the Company (Ordinary Resolution)

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

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
73	**85493616**	**40**	**38494942**	**123988558**	**100%**

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

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
1	**300**	**4**	**154**	**454**	**0%**

R. SRIDHARAN & ASSOCIATES COMPANY SECRETARIES OLD No. 12 NEW No. 5 OFF. HABIBULLAH ROAD T. NAGAR, CHENNAI-17

(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through E-Voting and Poll
NIL	**NIL**	**13**	**2350**	**2350**

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against,, we report that the Ordinary Resolution with regard to Item no. 7 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No: 8

Appointment of Mr. V. Srinivasa Rangan as an Independent Director of the Company (Ordinary Resolution)

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

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
72	**85414541**	**42**	**38495092**	**123909633**	**99.98%**

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

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
1	**21111**	**2**	**4**	**21115**	**0.02%**

R. SRIDHARAN & ASSOCIATES
OLD No. 12
NEW No. 5
GROUND FLOOR
SIVASAILAM STREET
OFF. HABIBULLA ROAD
T. NAGAR, CHENNAI-17
COMPANY SECRETARIES

(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through E-Voting and Poll
NIL	**NIL**	**13**	**2350**	**2350**

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 8 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No: 9

To borrow money up to Rs.40,000 crores under Section 180 (1) (c) of the Companies Act, 2013 (Special Resolution)

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

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
73	**85493616**	**40**	**38494838**	**123988454**	**100%**

R. SRIDHARAN & ASSOCIATES COMPANY SECRETARIES

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

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
1	**300**	**3**	**254**	**554**	**0%**

(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	**NIL**	**14**	**2358**	**2358**

RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 9 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No: 10

Issue of Secured and Unsecured Non Convertible Debentures on Private Placement basis under Section 42 of the Companies Act, 2013 (Special Resolution)

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

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
73	**85493616**	**40**	**38494838**	**123988454**	**100%**

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

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
1	**300**	**3**	**254**	**554**	**0%**

(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through E-Voting and Poll
NIL	**NIL**	**14**	**2358**	**2358**

RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 10 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No: 11

Payment of remuneration to Non – Executive Directors under Section 197 of the Companies Act, 2013 (Special Resolution)

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

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
73	**85493616**	**40**	**38495051**	**123988667**	**100%**

R. SRIDHARAN & ASSOCIATES COMPANY SECRETARIES (OLD No. 12) NEW No. 5 GROUND FLOOR OFF. HABIBULLAH ROAD T. NAGAR, CHENNAI-17

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

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
1	**300**	**4**	**45**	**345**	**0%**

(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	**NIL**	**13**	**2350**	**2350**

RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 10 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No: 12

Creation of Mortgage/Charge on the assets of the Company under Section 180 (1) (a) of the Companies Act, 2013 (Special Resolution)

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

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
73	**85493616**	**39**	**38494801**	**123988417**	**100%**

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

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
1	**300**	**5**	**295**	**595**	**0%**

(iii) **Invalid** Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through E-Voting and Poll
NIL	**NIL**	**13**	**2350**	**2350**

RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 12 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

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 authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,
For R. Sridharan & Associates
Company Secretaries

CS R. Sridharan
CP No. 3239
FCS No. 4775

R. SRIDHARAN & ASSOCIATES
(OLD No. 12)
NEW No. 5
GROUND FLOOR
SIVASAILAM STREET
OFF. HABIBULLAH ROAD
T. NAGAR, CHENNAI-17
COMPANY SECRETARIES