



THE INDIA CEMENTS LIMITED

Corporate Office : Coromandel Towers, 93, Santhome High Road, Karpagam Avenue,
R.A. Puram, Chennai - 600 028. Phone : 044-2852 1526, 2857 2100
Fax : 044-2851 7198, Grams : 'INDCEMENT'

CIN : L26942TN1946PLC000931

SH/NSE

28.09.2016

National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor
Plot No.C/1, G Block
Bandra-Kurla Complex
Bandra (E)
MUMBAI 400 051.

Dear Sirs,

Sub.: Proceedings of the 70th Annual General Meeting held on 29.08.2016

We enclose a copy of the proceedings of the 70th Annual General Meeting of our Company held on 29.08.2016.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
for THE INDIA CEMENTS LIMITED

COMPANY SECRETARY

Encl.: As above

THE INDIA CEMENTS LIMITED

CHENNAI

Proceedings of the Seventieth Annual General Meeting held at 10.00 A.M. on Monday, the 29th August, 2016, at Sathguru Gnanananda Hall (Naradha Gana Sabha), 314, T.T.K. Road, Alwarpet, Chennai 600 018.

I Number of shareholders present in the meeting either in person or through proxy:

- (a) Promoters and Promoter group : 7
- (b) Public : 3,057

II Directors:

1. Sri.N.Srinivasan, Vice Chairman & Managing Director, Chairman of the Meeting
2. Smt.Chitra Srinivasan
3. Smt.Rupa Gurunath
4. Sri.N.R.Krishnan, Chairman, Nomination and Remuneration Committee
5. Sri.N.Srinivasan (F&R), Chairman, Audit Committee
6. Sri.Arun Datta, Chairman, Stakeholders Relationship Committee
7. Sri.S.Balasubramanian Adityan
8. Sri.V.Manickam
9. Sri.Rabinarayan Panda

III Sri.S.Sridharan, Company Secretary

IV Statutory Auditors

1. Sri.N.Sri Krishna representing M/s.Brahmayya & Co.
2. Sri.V.Swaminathan representing M/s.P.S.Subramania Iyer & Co.

V Secretarial Auditor

Smt.P.R.Sudha, Practising Company Secretary

VI Scrutinizers

1. Smt.P.R.Sudha, Practising Company Secretary
2. Sri.R.Narasimhan, Member

All Statutory Registers, Auditors' Report, Secretarial Auditor's Report and other relevant documents were made available at the meeting for inspection.

VII QUORUM

The required quorum was present throughout the meeting.



VIII ELECTION OF CHAIRMAN OF THE MEETING

As chosen by the members present, Sri.N.Srinivasan, Vice Chairman & Managing Director, occupied the chair.

The Chairman explained to the shareholders that Sri.M.R.Kumar, Director, could not attend the meeting due to exigencies of work.

The Chairman then, called the meeting to order and welcomed the shareholders and proxies to the meeting.

He thereafter proposed that the Notice convening the 70th Annual General Meeting be taken as read and with the consent of the members, the Notice was taken as read. The Chairman informed that there was no necessity to read auditors' report, as the same did not contain any qualification.

The Chairman, thereafter, proposed that his following address to the shareholders, having been printed and circulated already, be taken as read and with the permission of the members present, the same was taken as read.

Ladies and Gentlemen,

It gives me a great pleasure in extending a warm welcome to all of you to the Seventieth Annual General meeting of your company.

The audited accounts and the directors' report for the year ended March 31, 2016, have been with you for some time now and with your consent, I shall take them as read.

ECONOMY

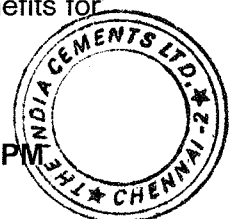
During the year 2015, Global growth had slowed down to 3.1% from 3.4% triggered by the slowdown in China, sluggish growth in many advanced and emerging economies and the slump in the world trade.

Despite the gloom in the world economy, India was viewed as a "Bright Spot" by global agencies like IMF and World Bank mainly due to our favourable macro economic conditions for posting a strong growth. According to official estimates, during 2015-16, GDP grew by 7.6% against 7.2 % in the previous fiscal. It was aided by 7.9% growth in the last quarter of 2015-16.

As in the previous years, the GDP growth was largely driven by the strong growth of above 8% in the services sector. Deficient rainfall affected growth in the agriculture sector while the sluggish manufacturing activity resulted in the lower growth of 2.4% in index of industrial production against 2.8% in 2014-15.

ECONOMIC OUTLOOK 2016-17

The NDA Government is continuing its major initiatives such as ease of doing business, Make in India, building smart cities and Housing for all by 2022. Towards this end, the Union Budget for 2016-17, had envisaged higher outlay for agriculture, rural economy, irrigation, infra, roads, urban development besides additional tax benefits for investment in housing.



The Union Budget for 2016-17 has allocated Rs.97,000 crore for road sector in the current financial year and envisaged a total outlay of Rs.2.21 lakh crore on infrastructure development.

The Government has relaxed Foreign Direct Investment (FDI) limits particularly in defence and insurance, and allowed FDI in railways and Stock Exchanges aimed at attracting more foreign investment.

For the first time, the Government has enacted The Real Estate (Regulation and Development) Act 2016 aimed at establishing a Real Estate Regulatory Authority for regulation and promotion of the real estate sector.

As a big ticket reform measure, the long pending Goods and Services Tax (GST) Bill was recently passed by both the houses of Parliament. It remains to be seen how the GST Rules and tax rates would be framed and implemented in a manner, acceptable to all constituents.

With global agencies viewing India a "Bright Spot", the economy is expected to sustain GDP growth of over 7% this year as well on the back of stable macro economic conditions.

At the same time, the economy is awaiting broad based recovery and revival of private investment. The growth appears to be largely fuelled by public investment.

There are signs of recovery in some core sector industries like coal, electricity generation and cement. But, credit growth, especially to industry is yet to pick up, mainly due to underutilisation of capacity in major industries and with the banks saddled with huge non-performing assets.

It is hoped the domestic demand will pick up with increased public expenditure on irrigation, infrastructure, roads, urban development and housing.

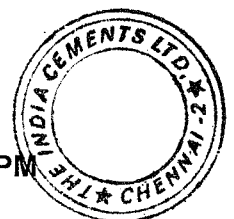
The above normal rainfall reported so far is expected to give a fillip to rural demand while the implementation of 7th Pay Commission recommendations and one rank one pension scheme are expected to improve urban consumption.

CEMENT INDUSTRY

Last year, weak demand persisted for cement for most part of the year along with capacity overhang. According to the information available from DIPP, in the first nine months (till December 31) of 2015-16, cement production grew by a mere 2.2%. This was the weakest growth in a decade. The South had witnessed a negative growth of 4% in the first nine months.

However, ending the long down cycle, cement production picked up in the fourth quarter of last year with an impressive 12% growth over the same period in the preceding year. The South also recovered to record an impressive growth of 11% in the fourth quarter of last year.

The overall cement demand grew by 5% during 2015-16 over the nominal growth of 4% in the previous year. The growth was flat in the South with a negative growth of over 5% in Tamil Nadu and nil growth in Andhra Pradesh.



While the capacity utilisation of the industry on an all India basis had improved to 73% last year from around 70% in the previous year, it remained sub 60% in the South with supply overhang.

The industry had the benefit of reduced fuel cost owing to reduced cost of petroleum products during the year which mitigated the impact of increase in the wages due to all India wage settlement and other inflationary pressures.

PERFORMANCE OF THE COMPANY

For India Cements, this year marked the completion of Seven decades of glorious Journey that began on 21st February, 1946. We can be proud of our rapid expansion in cement capacity, stronghold in the Southern market and recognitions received apart from the new businesses with synergy we have ventured into over the years.

The Company posted a creditable performance during the year 2015-16 despite the slack demand in the South caused by the slowdown in the real estate and construction sector. The Company lost nearly 1.5 lakh tonnes of sales in the primary markets in the third quarter of last year due to heavy rainfall and floods in Tamil Nadu.

The overall sales volume, including clinker, was lower at 86.78 lakh tonnes against 91.10 lakh tonnes. Total revenue, including other income for the year was Rs.4249.01 crore against Rs.4454.40 crore in the previous year.

Despite facing the constraint to operate with underutilised capacity, the Company focussed on improving power consumption and blending efficiency which had helped in reducing the overall cost of operations.

With a fairly consistent selling price of cement coupled with improved operating parameters, the operating profit (EBIDTA) went up by 11% to Rs.791.88 crore as compared to Rs. 713.35 crore in 2014-15.

The interest charges were lower at Rs.370.35 crore as compared to Rs.425.99 crore. Depreciation was also lower. Consequently, the profit after tax was higher at Rs.137.81 crore against Rs.29.45 crore in the previous year.

PERFORMANCE DURING THE CURRENT YEAR

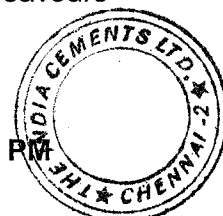
During the first quarter (April-June 2016) of current year, cement production increased by 10% thereby improving the capacity utilisation to 65%. Sales volume improved to 23.07 lakh tonnes from 20.81 lakh tonnes in the corresponding period of last year.

The various steps taken by the Company to improve operating parameters coupled with the reduction in the international price of fuel, reduction in logistics and finance costs have helped in continuing the impressive performance although there was softening in the selling price of cement in Andhra Pradesh and Telangana.

ACKNOWLEDGEMENT

On behalf of the Company, I would like to acknowledge with gratitude the help and co-operation received by us from the Central Government, the Governments of Tamil Nadu, Maharashtra, Andhra Pradesh, Telangana, Rajasthan and their agencies, the all India Financial Institutions, our Bankers and Investors. I wish to commend the management team and the employees of the Company for their dedicated endeavours during the year.

Thank You.



The Chairman, thereafter, highlighted to the members present on the Company's performance, capacity utilization, cost effectiveness, status of demand, launching of new products, newer markets, including export, etc.

The Chairman then informed that a number of shareholders took advantage of the remote e-voting facility that commenced at 9.00 A.M. on 25.08.2016 and ended at 5.00 P.M. on 28.08.2016 and had already cast their votes electronically on the resolutions contained in the aforesaid Notice and requested other members, excluding those who exercised their votes electronically, to cast their votes by ballot.

The Chairman explained the objectives and implications of the resolutions contained in the notice and then requested the members to propose and second the following Ordinary and Special resolutions:

1. ADOPTION OF STANDALONE AUDITED ACCOUNTS. DIRECTORS' REPORT AND THE AUDITORS' REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2016

Sri.Ramalingam Vidyasankar (DP & Client Id: 12044700 & 05731511) proposed the following Ordinary Resolution:

- 1.1 "RESOLVED THAT the Standalone Balance Sheet as at 31st March, 2016, Statement of Profit and Loss for the financial year ended on 31st March, 2016, together with notes annexed thereto, Cash Flow Statement for the financial year ended 31st March, 2016 and the reports of the Directors and Auditors' thereon be and are hereby adopted."

The resolution was seconded by Sri.B.Sudarsanam (LF No.S15307).

The Chairman then invited the members present to seek any clarification, if required. The Chairman clarified the queries raised by the shareholders.

2. ADOPTION OF CONSOLIDATED AUDITED ACCOUNTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

Sri.D.Naveen Kumar (DP Client Id: IN301549 & 51283028) proposed the following as an Ordinary Resolution:

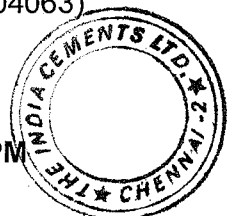
- 2.1 "RESOLVED THAT the Consolidated Balance Sheet as at 31st March, 2016, Statement of Profit and Loss for the financial year ended on 31st March, 2016, together with notes annexed thereto, Cash Flow Statement for the financial year ended 31st March, 2016 and Report of Auditors' thereon be and are hereby adopted."

The resolution was seconded by Sri.K.Sampath (DP & Client Id: IN303340 & 10019413).

There being no query from any members present, the Chairman moved on to the next item of business.

3. DECLARATION OF DIVIDEND ON EQUITY SHARES

The following resolution was proposed by Sri.T.K.Durgaprasad (LF No.D04063) as an ordinary resolution:



"RESOLVED THAT a dividend of Re.1/- per Equity Share of Rs.10/- each, fully paid-up on the equity share capital of Rs.307.18 crores (i.e. on 30,71,77,340 Equity Shares of Rs.10/- each, besides proportionate dividend on 1,317 partly paid-up Equity Shares), be and is hereby declared by the Company for the year ended 31st March 2016."

The resolution was seconded by Sri.S.Sivaguru (DP & Client Id: IN301080 & 22001625).

There being no query from any members present, the Chairman moved on to the next item of business.

4. REAPPOINTMENT OF SMT.CHITRA SRINIVASAN AS A DIRECTOR OF THE COMPANY; RETIRING BY ROTATION

The Chairman expressed his interest and vacated the Chair. The members present chose Sri.N.Srinivasan (F&R), Director, as Chairman. Sri.N.Srinivasan (F&R) occupied the Chair as Protem Chairman.

Sri.B.Sudarsanam (LF No.S15307) proposed the following Ordinary Resolution:

- 4.1 "RESOLVED THAT Smt.Chitra Srinivasan (DIN:01094213), who retires by rotation and is eligible for reappointment, be and is hereby reappointed as a Director of the Company subject to retirement by rotation."

The resolution was seconded by Sri.V.Anand (DP & Client Id: IN303340 & 10005412).

The Protem Chairman then invited the members present to seek any clarification, if required and there were no queries from the members.

The Protem Chairman vacated the Chair and Sri.N.Srinivasan reoccupied the Chair.

5. APPOINTMENT OF AUDITORS AND FIXATION OF REMUNERATION

Sri.K.Sampath (DP & Client Id: IN303340 & 10019413) proposed the following Ordinary Resolution:

- 5.1 "RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) the appointment of M/s.Brahmayya & Co. (Registration No.000511S) and M/s. P.S.Subramania Iyer & Co. (Registration No.004104S), Chartered Accountants, Chennai, Auditors of the Company to hold Office from the conclusion of this Annual General Meeting until the conclusion of the Seventyfirst Annual General Meeting of the Company to be held in the year 2017, be and is hereby ratified on remuneration of Rs.50 lakhs (Rupees Fifty Lakhs only) each, exclusive of service tax and all travelling and out of pocket expenses, which shall be reimbursed to them."

The resolution was seconded by Sri.T.K.Durgaprasad (LF No.D04063).

There being no query from any members present, the Chairman moved on to the next item of business.



6. APPOINTMENT OF SRI.RABINARAYAN PANDA AS A DIRECTOR OF THE COMPANY, RETIRING BY ROTATION

Sri.V.Anand (DP & Client Id: IN303340 & 10005412) proposed the following Ordinary Resolution:

- 6.1 "RESOLVED THAT Sri.Rabinarayan Panda (DIN: 07034875) be and is hereby appointed as a Director of the Company subject to retirement by rotation."

The resolution was seconded by Sri.D.Naveen Kumar (DP Client Id: IN301549 & 51283028).

There being no query from any members present, the Chairman moved on to the next item of business.

7. APPOINTMENT OF SRI.S.BALASUBRAMANIAN ADITYAN AS AN INDEPENDENT DIRECTOR

Sri.S.Sivaguru (DP & Client Id: IN301080 & 22001625) proposed the following Ordinary Resolution:

- 7.1 "RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sri.S.Balasubramanian Adityan (DIN: 00036898), a non-executive Independent Director of the Company, who was appointed as an Additional Director by the Board of Directors on 07.12.2015 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years from 7th December, 2015 to 6th December, 2020 and that he shall not be liable to retire by rotation."

The resolution was seconded by Sri.B.Sudarsanam (LF No.S15307).

There being no query from any members present, the Chairman moved on to the next item of business.

8. REAPPOINTMENT OF SRI.ARUN DATTA AS AN INDEPENDENT DIRECTOR

Sri.D.Naveen Kumar (DP Client Id: IN301549 & 51283028) proposed the following Special Resolution :



- 8.1 "RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sri.Arun Datta (DIN: 00180069), an Independent Director of the Company, whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for reappointment as an Independent Director, be and is hereby reappointed as an Independent Director of the Company to hold office for another term of 2 consecutive years from 29th August, 2016 to 28th August, 2018 and that he shall not be liable to retire by rotation."

The resolution was seconded by Sri.K.Sampath (DP & Client Id: IN303340 & 10019413).

There being no query from any members present, the Chairman moved on to the next item of business.

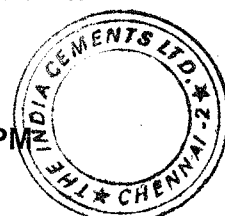
9. REAPPOINTMENT OF SRI.N.R.KRISHNAN AS AN INDEPENDENT DIRECTOR

Sri.T.K.Durgaprasad (LF No.D04063) proposed the following Special Resolution :

- 9.1 "RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sri.N.R.Krishnan (DIN: 00047799), an Independent Director of the Company, whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for reappointment as an Independent Director, be and is hereby reappointed as an Independent Director of the Company to hold office for another term of 2 consecutive years from 29th August, 2016 to 28th August, 2018 and that he shall not be liable to retire by rotation."

The resolution was seconded by Sri.S.Sivaguru (DP & Client Id: IN301080 & 22001625).

There being no query from any members present, the Chairman moved on to the next item of business.



10. REAPPOINTMENT OF SRI.V.MANICKAM AS AN INDEPENDENT DIRECTOR

Sri.B.Sudarsanam (LF No.S15307) proposed the following Special Resolution :

- 10.1 "RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sri.V.Manickam (DIN: 00179715), an Independent Director of the Company, whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for reappointment as an Independent Director, be and is hereby reappointed as an Independent Director of the Company to hold office for another term of 2 consecutive years from 29th August, 2016 to 28th August, 2018 and that he shall not be liable to retire by rotation."

The resolution was seconded by Sri.V.Anand (DP & Client Id: IN303340 & 10005412).

There being no query from any members present, the Chairman moved on to the next item of business.

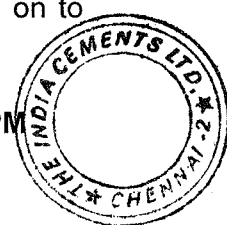
11. REAPPOINTMENT OF SRI.N.SRINIVASAN (F&R) AS AN INDEPENDENT DIRECTOR

Sri.K.Sampath (DP & Client Id: IN303340 & 10019413) proposed the following Special Resolution:

- "RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sri.N.Srinivasan (DIN:00004195), an Independent Director of the Company, whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for reappointment as an Independent Director, be and is hereby reappointed as an Independent Director of the Company to hold office for another term of 2 consecutive years from 29th August, 2016 to 28th August, 2018 and that he shall not be liable to retire by rotation."

The resolution was seconded by Sri.T.K.Durgaprasad (LF No.D04063).

There being no query from any members present, the Chairman moved on to the next item of business.



12. APPOINTMENT OF SRI.N.SRINIVASAN AS MANAGING DIRECTOR OF THE COMPANY FOR 5 YEARS (26.05.2016 TO 25.05.2021)

The Chairman expressed his interest and vacated the Chair. The members present chose Sri.N.Srinivasan (F&R), Director, as Chairman. Sri.N.Srinivasan (F&R) occupied the Chair as Protem Chairman.

Sri.Ramalingam Vidyasankar (DP & Client Id: 12044700 & 05731511) proposed the following Special Resolutions:

12.1 "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, framed thereunder, as amended and subject to requisite approvals, as may be required, the Company hereby accords its approval and consent for the appointment of Sri.N.Srinivasan (DIN:00116726) as Managing Director of the Company for a period of five years with effect from 26.05.2016 and for the payment of remuneration to him for his services as Managing Director, as set out hereunder:

(a) Salary: Rs.50,00,000/- p.m.

(b) Commission: Such percentage of commission (in addition to salary, allowances, perquisites and benefits hereinafter stated) calculated with reference to the net profit of the Company for each financial year as may be fixed by the Board of Directors which together with salary and monetary value of allowances, perquisites and benefits shall not exceed the ceiling laid down under Section 197 of the Companies Act, 2013.

(c) Allowances and other Perquisites:

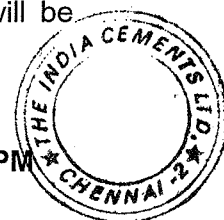
(i) Housing:

Rent free accommodation will be provided to the Managing Director for which 10% of salary will be recovered. In case no accommodation is provided by the Company, house rent allowance at 30% of salary, shall be paid.

In addition, the Managing Director shall be allowed free use of the Company owned furniture and other consumer durables, as required.

(ii) Others:

The Managing Director will also be entitled to other allowances and perquisites together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs, medical reimbursement, leave travel allowance for self and family, club fees, personal accident insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors with the Managing Director, so however, that the value of such perquisites and allowances will be subject to a maximum of 45% of the annual salary.



Perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be valued at actual cost. Provision for the use of Company's car for official duties and telephone, telefax, audio / video conferencing and other communication facilities at residence shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.

Company's contribution to Provident Fund and Superannuation Fund to the extent these either singly or together are not taxable under the Income Tax Act, Gratuity payable as per the rules of the Company applicable to senior management personnel and encashment of leave at the end of tenure shall not be included in the computation of limits for the perquisites and allowances as aforesaid."

- 12.2 "RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during his term of office, the Company will pay remuneration by way of salary, allowances, perquisites and benefits as specified above as minimum remuneration per annum to Sri.N.Srinivasan, Managing Director, subject to obtaining any other requisite approvals."
- 12.3 "RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all necessary steps as may be required to give effect to the aforesaid resolutions."

The resolutions were seconded Sri.D.Naveen Kumar (DP Client Id: IN301549 & 51283028).

The Protem Chairman then invited the members present to seek any clarification, if required and there were no queries from the members.

The Protem Chairman vacated the chair and Sri.N.Srinivasan reoccupied the chair.

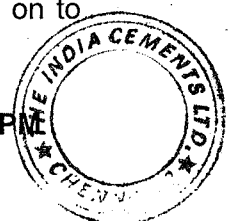
13. RATIFICATION OF REMUNERATION PAYABLE TO SRI.S.A.MURALI PRASAD, COST AUDITOR, FOR 2016-17

Sri.T.K.Durgaprasad (LF No.D04063) proposed the following Ordinary Resolution:

- 13.1 "RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), the remuneration of Rs.15,00,000 (Rupees Fifteen Lakhs only) payable to Sri.S.A.Murali Prasad, Cost Accountant (Membership No.2730), as Cost Auditor, besides reimbursement of service tax, travelling and out of pocket expenses, as recommended by the Audit Committee and approved by the Board of Directors for auditing the cost accounts of the Company in respect of cement plants, power plants and the grinding units for the year ending 31st March 2017, be and is hereby ratified."

The resolution was seconded by Sri.K.Sampath (DP & Client Id: IN303340 & 10019413).

There being no query from any members present, the Chairman moved on to the next item of business.



14. ISSUE OF NON-CONVERTIBLE DEBENTURES / BONDS AND OTHER SECURITIES.

Sri.B.Sudarsanam (LF No.S15307) proposed the following Special Resolutions:

- 14.1 "RESOLVED THAT pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 and all other applicable rules framed under the Act (including any statutory modifications or re-enactments thereof for the time being in force), Securities and Exchange Board of India (SEBI) (Issue and Listing of Debt Securities) Regulations, 2008, as amended and / or any other Rules / Regulations / Guidelines, if any, prescribed by SEBI, Reserve Bank of India, Ministry of Corporate Affairs and any other Statutory / Regulatory Authority and subject to the provisions of the Memorandum and Articles of Association of the Company, the Company do offer, issue and allot secured and / or unsecured redeemable Non-Convertible Debentures and / or Bonds and / or other securities from time to time, in one or more series and / or tranches, by way of private placement, to person(s), including companies, other bodies corporate, institution(s), banks and such other entity(ies) in such form and in such manner for an aggregate amount not exceeding Rs.2000 crores, for cash at par or premium and on such terms and conditions including Listing of securities, if required, within one year from the date of passing of this resolution, as the Board of Directors of the Company (the Board) (which term shall be deemed to include any Committee which the Board may have constituted or hereafter may constitute for exercising the powers conferred on the Board by this resolution) may in its absolute discretion decide."
- 14.2 "RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the aforesaid resolution."

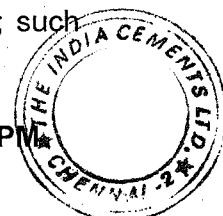
The resolutions were seconded by Sri.D.Naveen Kumar (DP Client Id: IN301549 & 51283028).

The Chairman then invited the members present to seek any clarification, if required and there were no queries from the members.

Before ordering for Poll, the Chairman informed the members that Smt.P.R.Sudha, Practising Company Secretary, had been appointed by the Board as Scrutinizer and appointed Sri.R.Narasimhan (Folio No.N01568) as a member-scrutinizer to oversee the Poll process along with Smt.P.R.Sudha. He then requested the Company Secretary to explain the Poll process, who explained it to the shareholders and proxies present.

The Chairman then ordered the Poll to be conducted and requested the members to cast their vote on the aforesaid Ordinary and Special Resolutions as duly proposed and seconded.

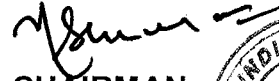
Smt.P.R.Sudha, Practising Company Secretary and Sri.R.Narasimhan, Scrutinizers, distributed the ballot papers to those members present in person / proxy, who had not already voted electronically for casting their votes on the aforesaid resolutions; such members thereafter, present in person / proxy, exercised their franchise.



The Chairman thanked the members for their cooperation and informed that the Polling results would be uploaded on the Company's website within 48 hours.

The Annual General Meeting concluded after polling at 11.05 A.M.

Place : Chennai
Date : 23.09.2016


CHAIRMAN



REPORT ON REMOTE E-VOTING AND VOTING THROUGH BALLOT PAPERS FOR THE RESOLUTIONS PASSED AT THE 70TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 29.08.2016

The 70th Annual General Meeting of the Company was called, convened, held and conducted as per the provisions of the Companies Act, 2013, the Rules made thereunder and the Secretarial Standard specified by The Institute of Company Secretaries of India.

The Summary of the results of remote e-voting and poll, based on the Scrutinizer's Report dated 30.08.2016 were as under:

(1) Adoption of Standalone Audited Accounts for the year ended 31.03.2016:

Resolution required : Ordinary Resolution

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

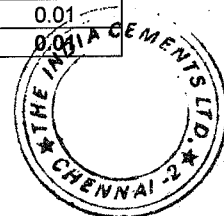
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	86933388	86933388	100.00	86933388	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	86933388	86933388	100.00	86933388	0	100.00	0.00
Public – Institutions	E-Voting	130140692	91470774	70.29	91470774	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	130140692	91470774	70.29	91470774	0	100.00	0.00
Public-Non Institutions	E-Voting	90104577	23896652	26.52	23894812	1840	99.99	0.01
	Poll		19325	0.02	19325	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	90104577	23915977	26.54	23914137	1840	99.99	0.01
Total		307178657	202320139	65.86	202318299	1840	99.99	0.01

(2) Adoption of Consolidated Audited Accounts for the year ended 31.03.2016:

Resolution required : Ordinary Resolution

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

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	86933388	86933388	100.00	86933388	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	86933388	86933388	100.00	86933388	0	100.00	0.00
Public - Institutions	E-Voting	130140692	91470774	70.29	91470774	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	130140692	91470774	70.29	91470774	0	100.00	0.00
Public-Non Institutions	E-Voting	90104577	23896532	26.52	23894520	2012	99.99	0.01
	Poll		19325	0.02	19325	0	0.02	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	90104577	23915857	26.54	23913845	2012	99.99	0.01
Total		307178657	202320019	65.86	202318007	2012	99.99	0.01



(3) Declaration of dividend on equity shares for the year ended 31.03.2016:

Resolution required : Ordinary Resolution

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

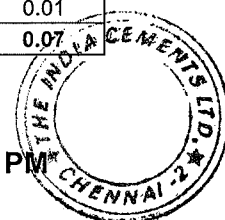
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	86933388	86933388	100.00	86933388	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	86933388	86933388	100.00	86933388	0	100.00	0.00
Public – Institutions	E-Voting	130140692	94143657	72.34	94143657	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	130140692	94143657	72.34	94143657	0	100.00	0.00
Public-Non Institutions	E-Voting	90104577	23896526	26.52	23895026	1500	99.99	0.01
	Poll		19325	0.02	19325	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	90104577	23915851	26.54	23914351	1500	99.99	0.01
Total		307178657	204992896	66.73	204991396	1500	99.99	0.01

(4) Appointment of a director in the place of Smt.Chitra Srinivasan, who retires by rotation and being eligible, offers herself for reappointment.

Resolution required : Ordinary Resolution

Whether promoter / promoter group are : Yes
interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	86933388	86933388	100.00	86933388	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	86933388	86933388	100.00	86933388	0	100.00	0.00
Public - Institutions	E-Voting	130140692	94143657	72.34	94004527	139130	99.85	0.15
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	130140692	94143657	72.34	94004527	139130	99.85	0.15
Public-Non Institutions	E-Voting	90104577	23894801	26.52	23891467	3334	99.99	0.01
	Poll		19325	0.02	19325	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	90104577	23914126	26.54	23910792	3334	99.99	0.01
Total		307178657	204991171	66.73	204848707	142464	99.93	0.07



(5) Appointment of Auditors and fixation of Remuneration.

Resolution required : Ordinary Resolution

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

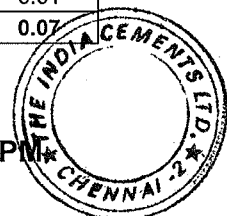
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	86933388	86933388	100.00	86933388	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	86933388	86933388	100.00	86933388	0	100.00	0.00
Public - Institutions	E-Voting	130140692	91557657	70.35	88061618	3496039	96.18	3.82
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	130140692	91557657	70.35	88061618	3496039	96.18	3.82
Public-Non Institutions	E-Voting	90104577	23896552	26.52	23894846	1706	99.99	0.01
	Poll		19325	0.02	19325	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	90104577	23915877	26.54	23914171	1706	99.99	0.01
Total		307178657	202406922	65.89	198909177	3497745	98.27	1.73

(6) Appointment of Sri Rabinarayan Panda as a Director of the Company, liable to retire by rotation.

Resolution required : Ordinary Resolution

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

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	86933388	86933388	100.00	86933388	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	86933388	86933388	100.00	86933388	0	100.00	0.00
Public - Institutions	E-Voting	130140692	94143657	72.34	94004527	139130	99.85	0.15
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	130140692	94143657	72.34	94004527	139130	99.85	0.15
Public-Non Institutions	E-Voting	90104577	23895611	26.52	23892402	3209	99.99	0.01
	Poll		19325	0.02	19325	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	90104577	23914936	26.54	23911727	3209	99.99	0.01
Total		307178657	204991981	66.73	204849642	142339	99.93	0.07



- (7) Appointment of Sri S.Balasubramanian Adityan as an Independent Director of the Company.

Resolution required : Ordinary Resolution

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

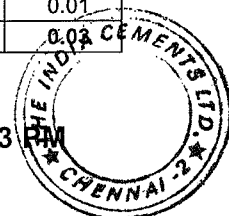
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	86933388	86933388	100.00	86933388	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	86933388	86933388	100.00	86933388	0	100.00	0.00
Public - Institutions	E-Voting	130140692	94143657	72.34	94143657	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	130140692	94143657	72.34	94143657	0	100.00	0.00
Public-Non Institutions	E-Voting	90104577	23895721	26.52	23891230	4491	99.98	0.02
	Poll		19325	0.02	19215	110	99.43	0.57
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	90104577	23915046	26.54	23910445	4601	99.98	0.02
Total		307178657	204992091	66.73	204987490	4601	99.99	0.01

- (8) Re-appointment of Sri Arun Datta as an Independent Director of the Company.

Resolution required : Special Resolution

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

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	86933388	86933388	100.00	86933388	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	86933388	86933388	100.00	86933388	0	100.00	0.00
Public - Institutions	E-Voting	130140692	94143657	72.34	94076781	66876	99.93	0.07
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	130140692	94143657	72.34	94076781	66876	99.93	0.07
Public-Non Institutions	E-Voting	90104577	23895321	26.52	23892063	3258	99.99	0.01
	Poll		19325	0.02	19325	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	90104577	23914646	26.54	23911388	3258	99.99	0.01
Total		307178657	204991691	66.73	204921557	70134	99.97	0.03



(9) Re-appointment of Sri N.R.Krishnan as an Independent Director of the Company.

Resolution required : Special Resolution

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

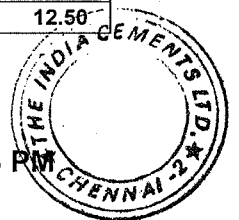
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	86933388	86933388	100.00	86933388	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	86933388	86933388	100.00	86933388	0	100.00	0.00
Public - Institutions	E-Voting	130140692	94143657	72.34	94136359	7298	99.99	0.01
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	130140692	94143657	72.34	94136359	7298	99.99	0.01
Public-Non Institutions	E-Voting	90104577	23895721	26.52	23893062	2659	99.99	0.01
	Poll		19325	0.02	19325	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	90104577	23915046	26.54	23912387	2659	99.99	0.01
Total		307178657	204992091	66.73	204982134	9957	99.99	0.01

(10) Re-appointment of Sri V.Manickam as an Independent Director of the Company.

Resolution required : Special Resolution

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

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	86933388	86933388	100.00	86933388	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	86933388	86933388	100.00	86933388	0	100.00	0.00
Public - Institutions	E-Voting	130140692	94143657	72.34	68513909	25629748	72.78	27.22
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	130140692	94143657	72.34	68513909	25629748	72.78	27.22
Public-Non Institutions	E-Voting	90104577	23895046	26.52	23891487	3559	99.99	0.01
	Poll		19325	0.02	19325	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	90104577	23914371	26.54	23910812	3559	99.99	0.01
Total		307178657	204991416	66.73	179358109	25633307	87.50	12.50



(11) Re-appointment of Sri.N.Srinivasan as an Independent Director of the Company.

Resolution required : Special Resolution

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

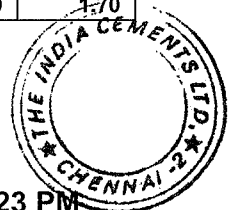
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	86933388	86933388	100.00	86933388	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	86933388	86933388	100.00	86933388	0	100.00	0.00
Public - Institutions	E-Voting	130140692	94143657	72.34	90640320	3503337	96.28	3.72
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	130140692	94143657	72.34	90640320	3503337	96.28	3.72
Public-Non Institutions	E-Voting	90104577	23895721	26.52	23889577	6144	99.97	0.03
	Poll		19325	0.02	19325	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	90104577	23915046	26.54	23908902	6144	99.97	0.03
Total		307178657	204992091	66.73	201482610	3509481	98.29	1.71

(12) Appointment of Sri N.Srinivasan as Managing Director of the Company.

Resolution required : Special Resolution

Whether promoter/ promoter group are : Yes
interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	86933388	86933388	100.00	86933388	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	86933388	86933388	100.00	86933388	0	100.00	0.00
Public - Institutions	E-Voting	130140692	91480657	70.29	88051494	3429163	96.25	3.75
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	130140692	91480657	70.29	88051494	3429163	96.25	3.75
Public- Non Institutions	E-Voting	90104577	23895677	26.52	23889839	5838	99.98	0.02
	Poll		19325	0.02	19325	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	90104577	23915002	26.54	23909164	5838	99.98	0.02
Total		307178657	202329047	65.87	198894046	3435001	98.30	1.70



(13) Ratification of remuneration to Cost Auditor of the Company.

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

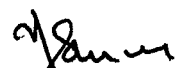
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	86933388	86933388	100.00	86933388	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	86933388	86933388	100.00	86933388	0	100.00	0.00
Public - Institutions	E-Voting	130140692	94143657	72.34	94076781	66876	99.93	0.07
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	130140692	94143657	72.34	94076781	66876	99.93	0.07
Public-Non Institutions	E-Voting	90104577	23896582	26.52	23894817	1765	99.99	0.01
	Poll		19325	0.02	19125	200	98.97	1.03
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	90104577	23915907	26.54	23913942	1965	99.99	0.01
Total		307178657	204992952	66.73	204924111	68841	99.97	0.03

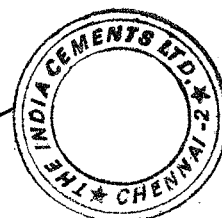
(14) Issue of non-convertible Debentures / Bonds and other Securities.

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

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	86933388	86933388	100.00	86933388	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	86933388	86933388	100.00	86933388	0	100.00	0.00
Public - Institutions	E-Voting	130140692	94143657	72.34	93445378	698279	99.26	0.74
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	130140692	94143657	72.34	93445378	698279	99.26	0.74
Public-Non Institutions	E-Voting	90104577	23896401	26.52	23894586	1815	99.99	0.01
	Poll		19325	0.02	19195	130	99.33	0.67
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	90104577	23915726	26.54	23913781	1945	99.99	0.01
Total		307178657	204992771	66.73	204292547	700224	99.66	0.34

All the above resolutions were passed with requisite majority on 29.08.2016.


CHAIRMAN



Place : Chennai
Date : 23.09.2016