Minutes on declaration of result of the Postal Ballot / e-Voting on Thursday, August 28, 2014 at the Registered Office of the Company at "Maithri", 132, Cathedral Road, Chennai 600 086.

In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 Postal Ballot notices were dispatched to all the members on July 28, 2014 for conducting the voting in respect of resolutions as set out in the above referred notice dated July 22, 2014. The last date for the voting was close of business hours of the Company on Wednesday, August 27, 2014.

Mr. Balu Sridhar, Practicing Company Secretary, A.K. Jain & Associates, who was appointed as scrutinizer for conducting the voting had submitted his report dated August 28, 2014. Mr. Harish Lakshman, director announced the following results of the Postal Ballot/e-Voting based on the report submitted by the scrutinizer:

1. Adoption of new set of Articles of Association of the Company

"Resolved that pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the draft Articles of Association of the Company which is available for inspection at the registered office of the Company and on the website of the Company, be and are hereby approved and adopted in substitution and to the entire exclusion of the existing Articles of Association of the Company."

"Resolved further that the Board be and is hereby authorized to do all such acts, deeds, matters and things to finalize and execute all such deeds, documents, writings, forms and returns as may be deemed necessary, proper, desirable and expedient in its absolute discretion to give effect to this resolution, and to settle any question, difficulty or doubt that may arise in this regard."

Result:

Particulars	e-Voting		Postal ballot forms		Total	
	No. of members	No. of shares	No. of members	No. of shares	No. of members	No. of shares
Total votes cast	37	38,93,837	116	71,437	153	39,65,274
Less: Invalid votes	-	-	10	27,719	10	27,719
Net valid votes	37	38,93,837	106	43,718	143	39,37,555
Total valid votes favoring the resolution	36	38,93,791	105	43,717	141	39,37,508
Total valid votes against the resolution	1	46	1	1	2	47
% of valid votes in favour of the resolution						**99.999**
% of valid votes against the resolution						**0.001**

The special resolution was declared to have been passed with requisite majority as the votes cast in favour of the resolution was more than three times the votes cast against

the resolution. Pursuant to the approval of the above resolution by the members, it was declared that the draft Articles of Association made available in the website of the Company and referred to in the postal ballot notice, was adopted as new revised Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

2. Sell, lease, mortgage or otherwise dispose off the property or undertaking of the Company under section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and rules made thereunder in connection with the borrowings of the Company.

"Resolved that in supersession of the resolution passed at the extra-ordinary general meeting held on January 17, 2008, the consent of the company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), to the Board of directors of the Company (hereinafter called "the Board" which term shall be deemed to include any committee, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons), to mortgage / charge all the immoveable and moveable properties of the Company wheresoever situate, present and future, and the whole of the undertaking of the Company to or in favour of institutions / banks (lenders) or the trustees for the lenders of the Company to secure the financial assistances granted / to be granted by the lenders up to an amount in the aggregate not exceeding the maximum borrowing powers of the Company and the temporary loans obtained from the bankers in the ordinary course of business, as applicable together with all interest thereon and expenses in terms of the respective facility agreements entered into by the Company on such terms and conditions as may be agreed to between the parties from time to time."

"Resolved further that the Board which term shall be deemed to include any committee or any person(s) which the Board may nominate or constitute to exercise its powers (including the powers conferred under this resolution) be and is hereby authorised, on behalf of the Company, to do all such acts, deeds and things, to execute all such documents, instruments in writing as may be required, in its absolute discretion, pursuant to the above resolution."

Result:

Particulars	e-Voting		Postal ballot forms		Total	
	No. of members	No. of shares	No. of members	No. of shares	No. of members	No. of shares
Total votes cast	37	38,93,837	115	70,377	152	39,64,214
Less: Invalid votes	-	-	10	27,719	10	27,719
Net valid votes	37	38,93,837	105	42,658	142	39,36,495
Total valid votes favoring the resolution	35	38,93,787	103	42,557	138	39,36,344
Total valid votes against the resolution	2	50	2	101	4	151
% of valid votes in favour of the resolution						**99.996**
% of valid votes against the resolution						**0.004**

The special resolution was declared to have been passed with requisite majority as the votes cast in favour of the resolution was more than three times the votes cast against the resolution.

3. Appointment of Mr. Vinay Lakshman, as Senior Vice-President of the Company, in compliance with section 188(1)(f) and other applicable provisions of the Companies Act, 2013 and rules made thereunder.

"Resolved that pursuant to the provisions of Section 188(1)(f) read with Companies (Meetings of Board and its Powers) Rules, 2014, approval of the members be and is hereby accorded to the appointment of Mr. Vinay Lakshman in the designation of Senior Vice-President (or any other designation and roles as may be decided by the Board, from time to time) on such terms and conditions as set out in the explanatory statement attached to this notice."

"Resolved further that the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of directors or any director or officer to give effect to the aforesaid resolution."

The terms and conditions of the appointment of Mr. Vinay Lakshman as Senior Vice- President of the Company, effective from September 1, 2014 as set out in the explanatory statement in the notice are as follows:

(a) Salary: In the scale of Rs.1,40,000 to Rs.2,75,000 per month. Annual increase will be effective 1st of April every year from April 1, 2015 onwards.

(b) Benefits, Perquisites, Allowances and contribution to funds: Benefits, perquisites, allowances and contribution to provident fund and superannuation fund shall be in accordance with the policy of the Company.

(c) Gratuity: Gratuity payable shall be as per the rules of the Company.

Result:

Particulars	e-Voting		Postal ballot forms		Total	
	No. of members	No. of shares	No. of members	No. of shares	No. of members	No. of shares
Total votes cast	37	3,14,872	115	71,237	152	3,86,109
Less: Invalid votes	-	-	10	27,719	10	27,719
Net valid votes	37	3,14,872	105	43,518	142	3,58,390
Total valid votes favoring the resolution	36	3,14,826	101	43,442	137	3,58,268
Total valid votes against the resolution	1	46	4	76	5	122
% of valid votes in favour of the resolution						**99.966**
% of valid votes against the resolution						**0.034**

The special resolution was declared to have been passed with requisite majority as the votes cast in favour of the resolution was more than three times the votes cast against the resolution. None of the related parties in context of the above resolution participated in the voting on the resolution.

Chennai
August 28, 2014

Harish Lakshman
Director