Sical Logistics Ltd

South India House
73 Armenian Street
Chennai 600 001 India
Phone : 91.44.66157016 Fax : 91.44.66157017

Ref.:SICAL/SD/2018

01st November, 2018

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No.:C/1, G Block
Bandra – Kurla Complex
Bandra [East]
Mumbai :: 400 051

Dear Sirs,

Sub : Details of Voting Results – Remote E-voting and ballot at EGM Venue [EVSN 181009002]

Ref : Intimation under Regulation 44 of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015

Pursuant to Regulation 44 of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015, the details of voting results of the remote e-voting between 28th October, 2018 and 30th October, 2018 and ballot at the EGM venue on 31st October, 2018 conducted by the Company as per the prescribed format is attached along with the report of the Scrutinizer.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,
For Sical Logistics Limited



V. Radhakrishnan
Company Secretary

Encl : As stated

VOTING RESULTS – BALLOT AND REMOTE E-VOTING

I. **Attendance of Members**

1.	Date of the ~~AGM~~ / EGM	31st October, 2018
2.	Total Number of shareholders on the cut-off date for the purpose of voting by post and remote e-voting – 24th October, 2018	40645
3.	No. Of shareholders present in the meeting either in person or through proxy :	
[a]	Promoters and Promoter Group	6
[b]	Public	74
4	No. Of shareholders attended the meeting through Video Conferencing	NOT APPLICABLE
[a]	Promoters and Promoter Group	-
[b]	Public	-

II. Voting by Members

Item No.	Agenda Item Description	Type of Resolution	Mode of Voting	Whether Promoter / Promoter Group are interested in the agenda / resolution	Remarks
1	Increase in Authorised Share Capital from Rs.210 crores to Rs.220 Crores and consequent amendment to the Memorandum and Articles of Association of the Company	Special	Remote e-voting and ballot	No	Resolution passed with requisite majority
2	To issue and allot 2918570 equity shares on preferential basis to Giri Vidhyuth [India] Limited at a price of Rs.195/=	Special	Remote e-voting and ballot	Tanglin Retail Reality Developments Private Limited and Mr. V.G. Siddhartha are considered to be interested in the resolution	Resolution passed with requisite majority

Item No.	Agenda Item Description	Type of Resolution	Mode of Voting	Whether Promoter / Promoter Group are interested in the agenda / resolution	Remarks
3	Approval of related party transaction as indicated in Resolution 2 above	Ordinary	Remote e-voting and ballot	Tanglin Retail Reality Developments Private Limited and Mr. V.G. Siddhartha are considered to be interested in the resolution	Resolution passed with requisite majority

III. Results of Poll / Postal Ballot / E-voting by members

The mode of voting for all the resolutions was with Remote e-voting facility and ballot at the venue.

In this connection, we attach the following:

1. Results of voting through remote e-voting and ballot in the prescribed format.
2. Consolidated scrutinizers Report from Practising Company Secretary Mr. R. Kannan on the Remote e-voting and ballot.

For Sical Logistics Limited

V. Radhakrishnan
Company Secretary

NAME OF THE COMPANY: SICAL LOGISTICS LIMITED

1.To increase the authorised share capital of the Company from the present Rs.210 crores to Rs.220 crores and consequential amendment to the respective capital clauses of the Memorandum and Articles of Association of the Company.

Resolution Required:(Ordinary/Special)				Special Resolution				
Whether promoter/ promoter groups 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	31670704	29944420	94.55	29944420	0	100	0
	POLL		660625	2.09	660625	0	100	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	**31670704**	**30605045**	96.64	**30605045**	**0**	100	0
PUBLIC-INSTITUTIONS	E-VOTING	806985	90211	11.18	90211	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	**806985**	**90211**	11.18	**90211**	**0**	100	0
PUBLIC-NON INSTITUTIONS	E-VOTING	23124005	639605	2.77	639605	0	100	0
	POLL		10608966	0	10608965	1	100	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	**23124005**	**11248571**	48.64	**11248570**	**1**	100	0
GRAND TOTAL		**55601694**	**41943827**	75.44	**41943826**	**1**	100	0

NAME OF THE COMPANY: SICAL LOGISTICS LIMITED

2. To issue and allot 29,18,570 equity shares of Rs.10 each at a price of Rs.195/= each on preferential basis to Giri Vidhyuth [India] Limited for an amount aggregating to Rs.56,91,21,150.

Resolution Required:(Ordinary/Special)				Special Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?				Tanglin Retail Reality Developments Private Limited is considered to be interested in the resolution				
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	31670704	572152	1.81	572152	0	100	0
	POLL		660625	2.09	660625	0	100	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	**31670704**	**1232777**	3.89	**1232777**	**0**	100	0
PUBLIC-INSTITUTIONS	E-VOTING	806985	90211	11.18	90211	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	**806985**	**90211**	11.18	**90211**	**0**	100	0
PUBLIC-NON INSTITUTIONS	E-VOTING	23124005	639605	2.77	639605	0	100	0
	POLL		10608966	0	10608965	1	100	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	**23124005**	**11248571**	48.64	**11248570**	**1**	100	0
GRAND TOTAL		**55601694**	**12571559**	22.61	**12571558**	**1**	100	0

NAME OF THE COMPANY: SICAL LOGISTICS LIMITED

3.To approve the related party transaction as indicated in Resolution 2 above in terms of Sec 188 of the Companies Act, 2013 and Regulation 23 of the SEBI [LODR] Regulations, 2015 to issue and allot equity shares on preferential basis to Giri Vidhyuth [India] Limited

Resolution Required:(Ordinary/Special)		Ordinary						
Whether promoter/ promoter groups are interested in the agenda/resolution?		Tanglin Retail Reality Developments Private Limited is considered to be interested in the resolution						
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	31670704	572152	1.81	572152	0	100	0
	POLL		660625	0	660625	0	100	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	**31670704**	**1232777**	3.89	**1232777**	**0**	100	0
PUBLIC-INSTITUTIONS	E-VOTING	806985	90211	11.18	90211	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	**806985**	**90211**	11.18	**90211**	**0**	100	0
PUBLIC-NON INSTITUTIONS	E-VOTING	23124005	639605	2.77	639605	0	100	0
	POLL		10608966	0	10608965	1	100	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	**23124005**	**11248571**	48.64	**11248570**	**1**	100	0
GRAND TOTAL		**55601694**	**12571559**	22.61	**12571558**	**1**	100	0

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SCRUTINIZER'S REPORT FOR THE EXTRAORDINARY GENERAL MEETING UNDER REMOTE E VOTING AND BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 ["the Act"], read with Rule 22 of the Companies [Management & Administration] Rules, 2014 and other applicable provisions of the Act]

To

The Chairman
The Extraordinary General Meeting
SICAL LOGISTICS LIMITED
(CIN: L51909TN1955PLC002431)
"South India House",
73, Armenian Street,
Chennai - 600 001.

Dear Sir,

Sub: Passing of resolution through remote E-voting [EVSN 181009002] between 28th October 2018 and 30th October 2018 and Ballot at the venue of the Meeting of M/s. Sical Logistics Limited held on 31st October 2018

I, R. Kannan, M.Com., GDMM., ACMA., FCS, Practising Company Secretary having office at No.6A, 10th Street, New Colony, Adambakkam, Chennai – 600 088, Tamil Nadu, India was appointed as the Scrutinizer by the Board of Directors of **M/s. SICAL LOGISTICS LIMITED,** for the Extraordinary General Meeting (EGM) under e-voting [EVSN **181009002**] held from Sunday 28th October 2018 (9.00 a.m.) to Tuesday 30th October 2018, [5.00 p.m.] under the CDSL platform viz. www.evotingindia.com and the ballot at the venue of the EGM on 31st October 2018.

Responsibility of the Management

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules made there under in relation to exercising of voting rights through electronic means and Ballot on the Resolution(s) as set out in the EGM notice dated 4th October, 2018.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the Postal Ballot process under e-voting and ballot is restricted to make a Scrutinizer's report of the votes cast "in favour" of or "against" the resolution(s) set out in the EGM notice based on the reports generated from the e- voting system provided by the Central Depository Services [India] Limited (CDSL), the authorised agency engaged by the Company for providing e- voting facilities and also the ballot papers casted at the venue of the EGM.

No ballot paper was found invalid.

R. KANNAN C.P.No. 3363 PRACTICING COMPANY SECRETARY

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In view of the above, I hereby submit my consolidated report on the results of the e- voting together with that of the ballot in respect of the said resolution(s) in the following paragraphs.

SPECIAL BUSINESS:

ITEM NO.1

SPECIAL Resolution

1. Increase the authorised share capital of the Company and amendments to clause V of the Memorandum of Association of the Company and Article 4 of the Articles of Association of the Company.

To pass with or without modification (s) the following resolution as a Special Resolution

RESOLVED THAT pursuant to Sections 13,14, 61 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder

(a) The authorisedshare capital of the Company which is Rs.210,00,00,000/- (Rupees Two Hundred and Ten Crore only) divided into 6,00,00,000 (SixCrore)equity shares of Rs.10/- (Rupees Ten only) each and 15,00,00,000 (FifteenCrore)preference shares of Rs.10/-(Rupees Ten only) each be increased to Rs.220,00,00,000/-(Rupees Two Hundred and Twenty Crore only) by way of Rs.70,00,00,000/- (Rupees Seventy Crore only) divided into 7,00,00,000 (Seven Crore)equity shares of Rs.10/- (Rupees Ten only)each and Rs.150,00,00,000/- (Rupees One Hundred and Fifty Crore only) divided into 15,00,00,000 (Fifteen Crore)preference shares of Rs.10/- (Rupees Ten only) each.

(b) The existing Clause V of the Memorandum of Association of the Company be and is hereby deleted and substituted with the following clause as Clause V.

"The authorisedshare capital of the Company is Rs.220,00,00,000/-(Rupees Two Hundred and Twenty Crore only) with power to increase or reduce such capital, divided into 7,00,00,000 (Seven Crore)equity shares of Rs.10/- (Rupees Ten only) each, and 15,00,00,000 (Fifteen Crore)preference shares of Rs.10/- (Rupees Ten only) each. Any of the said shares and any new shares hereafter to be created may from time to time, be divided into shares of several classes, in such manner as the Articles of Association of the Company may prescribe so that the shares of each class may have or confer such preferred or other special rights and privileges and may be issued with such terms and conditions whether in regard to dividend, voting, return of capital or otherwise as shall have been assigned thereto by or under the provisions of the Articles of Association but so that the special rights and privileges belonging to holders of any class of shares issued with preferred or other rights shall not be varied or abrogated or affected except with such sanction as is provided for by the Articles of Association of the Company for the time being in force, or as per the provisions of the Companies Act, 2013 .

(c) RESOLVED THAT the existing Article 4 of the Articles of Association of the Company be and is hereby deleted and substituted with the following article as Article 4.-



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4. "The share capital of the Company is Rs.220,00,00,000/- (Rupees Two Hundred and Twenty Crore only) divided into 7,00,00,000 (Seven Crore)equity shares of Rs.10/- (Rupees Ten only) each and 15,00,00,000 (Fifteen Crore)preference shares of Rs.10/- (Rupees Ten only) each, with power to increase or reduce the capital".

VOTES CAST **IN FAVOUR OF THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E – VOTING	BALLOT	TOTAL	E – VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	3	3	6	29944420	660625	30605045	100	100
Public	15	22	37	729816	10608965	11338781	100	99.9

VOTES CAST **AGAINST THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E –VOTING	BALLOT	TOTAL	E – VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	0	0	0	0	0	0	0	0
Public	0	1	0	0	1	0	0	0.1

ABSTAINED VOTES

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E – VOTING	BALLOT	TOTAL	E – VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	0	0	0	0	0	0	0	0
Public	0	1	1	0	4518	4518	0	0

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INVALID VOTES

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E – VOTING	BALLOT	TOTAL	E – VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	0	0	0	0	0	0	0	0
Public	0	0	0	0	0	0	0	0

2. To issue and allot 29,18,570(Twenty Nine Lakh, Eighteen Thousand, Five Hundred and Seventy) equity shares of Rs.10/- (Rupees Ten only) each at a premium of Rs.185/-(Rupees One Hundred and Eighty Five only)on preferential basis.

To pass with or without modification(s) the following resolution as a Special Resolution

RESOLVED THAT pursuant to (i) the provisions of Sections 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force); (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009("**ICDR Regulations**"); (iii)Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;(iv) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India ("**SEBI**"), Reserve Bank of India ("**RBI**"), Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed thereunder, stock exchanges where the shares of the Company are listedand/or any other statutory / regulatory authority; and (v)the Memorandum and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the board of directors of the Company (hereinafter referred to as "**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), the consent of the shareholders of the Company be and is hereby accorded to create, offer, issue and allot on preferential basis, 29,18,570 (Twenty Nine Lakh, Eighteen Thousand, Five Hundred and Seventy)equity shares of Rs.10 (Rupees Ten only) at a price of Rs.195/- (Rupees One Hundred and Ninety Five only) which includes a premium of Rs.185/- (Rupees One Hundred and Eighty Five only) per equity share aggregating toRs. 56,91,21,150 (Rupees Fifty Six Crore, Ninety One Lakh, Twenty

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One Thousand, One Hundred and Fifty only), to M/s. Giri Vidhyuth [India] Limited, a member of the promoter and promoter group of the Company("**Allottee**") and such equity shares, (the "**Equity Shares**"), in accordance with the provisions of the Companies Act, 2013 and the Rules made thereunder, ICDR Regulations and other applicable laws and on such terms and conditions as mentioned hereunder.

RESOLVED FURTHER THAT in terms of the of ICDR Regulations, the "**Relevant Date**" for the purpose of determination of the floor price for the issue and allotment of Equity Shares as mentioned above shall be 01st October, 2018, being the date 30 (thirty) days prior to the date of theEGM.

RESOLVED FURTHER THAT the aforesaid issue and allotment of the Equity Shares to the Allottee shall be made on the following terms and conditions:

- The Equity Shares to be issued and allotted pursuant to this resolution shall be listed and traded on the BSE Limited and the National Stock Exchange of India Limited ("**Stock Exchanges**");

- The Equity Shares allotted to the Allottee shall rank *paripassu*inter-se with the existing equity shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company and any applicable lock-in requirements in accordance with the ICDR Regulations; and

- The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing this resolution provided where the allotment of the Equity Shares is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approvals or permissions.

- The Allottee shall be required to bring in the entire consideration for the Equity Shares to be allotted, on or before the date of allotment thereof; and

- The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Allottee.

RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions, including in relation to the issue and allotment of the Equity Shares and listing thereof with the Stock Exchange(s), the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including making such applications to the Stock Exchange(s) for obtaining in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, filing of requisite documents with the depositories, to

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resolve and settle any questions and difficulties that may arise in the proposed preferential allotment, offering and allotting the said Equity Shares and effecting any modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulatory, or other authorities or agencies involved in or concerned with the issue of the Equity Shares without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THATfor the purpose of giving effect to these resolutions, the Board be and is hereby authorized to delegateany or all of the powers conferred upon it by these resolutions to any committee of directors, any other director(s), and/or officer(s)of the Company.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s)or officers authorized pursuant to the above resolution, duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

VOTES CAST **IN FAVOUR OF THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E – VOTING	BALLOT	TOTAL	E – VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	2	3	5	572152	660625	1232777	100	100
Public	15	22	37	729816	10608965	11338781	100	99.9

VOTES CAST **AGAINST THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E –VOTING	BALLOT	TOTAL	E – VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	0	0	0	0	0	0	0	0
Public	0	1	1	0	1	1	0	0.1

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ABSTAINED VOTES

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E – VOTING	BALLOT	TOTAL	E – VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	0	0	0	0	0	0	0	0
Public	0	1	1	0	4518	4518	0	0

INVALID VOTES

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E – VOTING	BALLOT	TOTAL	E – VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	0	0	0	0	0	0	0	0
Public	0	0	0	0	0	0	0	0

Item no.3

Approval of Related Party Transaction

To consider and if thought fit, to pass, with or without modification, the following resolution as an OrdinaryResolution:

"**RESOLVED** that pursuant to the provisions of Section 188 of the Companies Act, 2013 ("**Act**") and all other applicable provisions, if any, of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015("**Listing Regulations**") and other applicable acts, rules, regulations, guidelines, notifications, clarifications and circulars and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions by any governmental or regulatory authority(ies) as may be necessary and subject to such conditions and modifications as may be

R. KANNAN C.P.No. 3363 PRACTICING COMPANY SECRETARY

CS R.KANNAN M.Com., GDMM., ACMA., F.C.S
Practicing Company Secretary
Trade Mark Agent
Ex - Insolvency Professional

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prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the board of directors of the Company (hereinafter referred to as the "**Board**" which term shall include a duly authorised committee constituted /to be constituted by the Board) and subject to the special resolution as indicated in item 2 of the notice being passed by the members of the Companyto issue and allot fully paid-up equity shares of the Company of the face value of Rs.10 each (Rupees Ten each) at a price of Rs.195/- (Rupees One Hundred and Ninety Five only) which includes a premium of Rs.185/- (Rupees One Hundred and Eighty Five only) per equity share aggregating to Rs. 56,91,21,150 (Rupees Fifty Six Crore, Ninety One Lakh, Twenty One Thousand, One Hundred and Fifty only)to M/s. Giri Vidhyuth [India] Limited, a member of the Promoter and Promoter Group of the Company ("**Allottee**"), in accordance with the Act, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time("**ICDR Regulations**")and other applicable lawsand on such terms and conditions as mentioned hereunder being considered as a related party transaction be and is hereby approved.

VOTES CAST **IN FAVOUR OF THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E – VOTING	BALLOT	TOTAL	E – VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	2	3	5	572152	660625	1232777	100	100
Public	15	22	37	729816	10608965	11338781	100	99.9

VOTES CAST **AGAINST THE RESOLUTION**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E –VOTING	BALLOT	TOTAL	E – VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	0	0	0	0	0	0	0	0
Public	0	1	1	0	1	1	0	0.1

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ABSTAINED VOTES

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E – VOTING	BALLOT	TOTAL	E – VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	0	0	0	0	0	0	0	0
Public	0	1	1	0	4518	4518	0	0

INVALID VOTES

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E – VOTING	BALLOT	TOTAL	E – VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	0	0	0	0	0	0	0	0
Public	0	0	0	0	0	0	0	0

Based on the foregoing, the aforesaid resolutions shall be deemed to have been passed with the requisite majority.

All the relevant records relating to the voting through ballot from and remote e-voting is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the EGM.

Date: 01.11.2018
Place:Chennai

R. Kannan
Practicing Company Secretary
CP.No. 3363

R. KANNAN ★ C.P.No. 3363 ★ PRACTICING COMPANY SECRETARY

Sd/--

Countersigned by Chairamn

DIN: 02506342