

N. BALACHANDRAN, B.Com, A.C.S.
Company Secretary In Practice

C/4, Yamuna Flats,
16th Street,
Nanganallur,
Chennai -600061
Cell No. 9444376560

COMBINED SCRUTINIZER REPORT FOR E-VOTING & PHYSICAL BALLOT
FOR TVS SRICHAKRA LIMITED

To,
The Chairman,
TVS Srichakra Limited
MADURAI 625001

Sub: Passing of Resolution through electronic and physical Ballot conducted vide notice dated on May 23, 2015

The company had appointed me as Scrutinizer for the e-voting held between 20-09-2015 and 22-09-2015 and also the physical ballot held on the date of annual general meeting i.e 23.09.2015.

The company had appointed **National Securities Depository Limited., (NSDL)** as the Service Provider, for extending the facility of electronic voting to the shareholders of the Company from 20-09-2015 and 22-09-2015. **Integrated Enterprises (India) Limited (IEIL)** is also the Registrar and Share Transfer Agent for the Company. The e-voting results were unblocked by me duly in the presence of two witnesses of IEIL. For further details kindly refer my Scrutinizers Report given below:

The result of the E-voting together with that of the Physical Ballot is as under:

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for TVS SRICHAKRA LIMITED

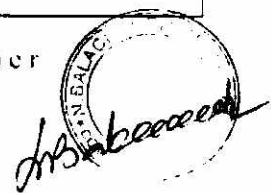

P SRINIVASAN
SECRETARY

Number of members who cast their votes through e-voting and physical BALLOTS	Total number of votes cast by them.	Total number of Valid votes					
131	3654645	3653937					
Item no 1 of Notice	Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
Particulars		Nos.	%age	Nos.	%age	Nos.	%age
adoption of accounts for the year ended 31st March, 2015- (As an ordinary Resolution)	E-voting	3643234	99.6878	0	0	0	0
	Physical Ballot	10703	0.2929	0	0	708	0.0193
	TOTAL	3653937	99.9807	0	0	708	0.0193
Number of members who cast their votes through e-voting and physical BALLOTS	Total number of votes cast by them.	Total number of Valid votes					
131	3654645	3650149					
Item no 2 of Notice(As an ordinary Resolution)	Particulars of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Nos.	%	Nos.	%	Nos.	%
Declaration of dividend.	E-voting	3643234	99.6878	0	0	0	0
	Physical Ballot	6915	0.1892	0	0	4496	0.1230
	TOTAL	3650149	99.8770	0	0	4496	0.1230
Number of members who cast their votes through	Total number of votes cast by	Total number of Valid votes					

e-voting and physical BALLOTS	them.						
130	3654483	3654433					
Item no 3 of Notice(As an ordinary Resolution)	Particulars of Voting	Votes In favour of the resolution		Votes against the resolution		Invalid votes	
		Nos.	%	Nos.	%	Nos.	%
Re-appointment of Mr V Ramakrishnan, as a director, liable to retire by rotation.	E-voting	3643022	99.6863	50	0.0014	0	0
		11361	0.3109	0	0	50	0.0014
	Physical Ballot	-----	-----	-----	-----	-----	-----
	TOTAL	3654383	99.9972	50	0.0014	50	0.0014
Number of members who cast their votes through e-voting and physical BALLOTS	Total number of votes cast by them.	Total number of Valid votes					
131	3654645	3654595					
Item no 4 of Notice(As an ordinary Resolution)	Particulars of Voting	Votes In favour of the resolution		Votes against the resolution		Invalid votes	
		Nos.	%	Nos.	%	Nos.	%
Appointment of M/s Sundaram & Srinivasan, Chartered Accountants, Madurai, as the Statutory Auditors of the Company.	E-voting	3541958	99.9166	101276	2.7712	0	0
		11361	0.3108	0	0	50	0.0014
	Physical Ballot	-----	-----	-----	-----	-----	-----
	TOTAL	3553319	97.2274	101276	2.7712	50	0.0014
Number of members who cast their votes through e-voting and physical BALLOTS	Total number of votes cast by them.	Total number of Valid votes					

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130	3654483	3654433					
Item no 5 of Notice(As an ordinary Resolution)	Particulars of Voting	Votes In favour of the resolution		Votes against the resolution		Invalid votes	
		Nos.	%	Nos.	%	Nos.	%
Appointment of Mr A Arumugam, as Non-Executive Independent Director.	E-voting	3643022	99.6863	50	0.0014	0	0
	Physical Ballot	11361	0.3109	0	0	50	0.0014
	TOTAL	3654383	99.9972	50	0.0014	50	0.0014
Number of members who cast their votes through e-voting and physical BALLOTS	Total number of votes cast by them.	Total number of Valid votes					
127	3252766	3252716					
Item no 6 of Notice(As a special Resolution)	Particulars of Voting	Votes In favour of the resolution		Votes against the resolution		Invalid votes	
		Nos.	%	Nos.	%	Nos.	%
Re-appointment of Ms. Shobhana Ramachandhran, as Managing Director.	E-voting	3239451	99.5907	1904	0.0585	0	0
	Physical Ballot	11361	0.3493	0	0	50	0.0015
	TOTAL	3250812	99.9400	1904	0.0585	50	0.0015
Number of members who cast their votes through e-voting and physical BALLOTS	Total number of votes cast by them.	Total number of Valid votes					



130	3654483	3654433					
Item no 7 of Notice(As a special Resolution)	Particulars of Voting	Votes In favour of the resolution		Votes against the resolution		Invalid votes	
		Nos.	%	Nos.	%	Nos.	%
Payment of Commission to Non-Executive Directors including Independent Directors.	E-voting	3642972	99.6850	100	0.0027	0	0
	Physical Ballot	11211	0.3068	150	0.0041	50	0.0014
	TOTAL	3654183	99.9918	250	0.0068	50	0.0014
Number of members who cast their votes through e-voting and physical BALLOTS	Total number of votes cast by them.	Total number of Valid votes					
131	3654645	3654395					
Item no 8 of Notice(As an ordinary Resolution)	Particulars of Voting	Votes In favour of the resolution		Votes against the resolution		Invalid votes	
		Nos.	%	Nos.	%	Nos.	%
Ratification of remuneration payable to Dr. I Ashok, Cost Auditor for the financial year 2015-16.	E-voting	3643234	99.6878	0	0	0	0
	Physical Ballot	11161	0.3054	0	0	250	0.0068
	TOTAL	3654395	99.9932	0	0	250	0.0068

All the Resolutions stands passed under e-voting and Physical Ballot with the requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-Voting and Physical Ballot by the shareholders of the company.

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P. SRINIVASAN
SECRETARY

I am handing over these records to the Chairman of the company or such person to be authorized by him today.

Thanking you,

Yours Faithfully

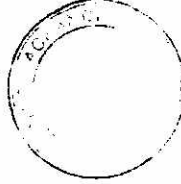
Name : N Balachandran

Designation : Company secretary In Practice

CP No 3200 M. No A5113

Place : Madurai

Date: 23/09/2015



for TVS SRICHAKRA LIMITED

P. Srinivasan

P. SRINIVASAN
SECRETARY

Witness : 1. Mr S. Yuvaraj- Chief Manager(IEIL)-

S. Yuvaraj

2. Mr V. Ramkumar- Senior Manager (IEIL)-

V. Ramkumar

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N. Balachandran