



Secy/AGM46

28<sup>th</sup> July 2017

The Manager  
Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza,  
C-1, Block G  
Bandra-Kurla Complex, Bandra (East)  
Mumbai - 400 051

Dear Sir,

Sub: Results of E Voting & poll at the AGM of the Company as per Reg. 44(3) of the  
SEBI (LODR) Regulations, 2015  
Ref: Our letter dated 27<sup>th</sup> July 2017.

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In continuation to our letter cited, we enclose

- a) Report dated 27<sup>th</sup> July 2017 of Ms. B. Chandra, Scrutiniser appointed by the Company on the results of the E-Voting and poll at the venue of 46<sup>th</sup> Annual General Meeting of the Company held on 26<sup>th</sup> July 2017 and
- b) Report on the Voting Results under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We request you kindly to take on record the above information.

Thanking you,

Yours faithfully  
For Southern Petrochemical  
Industries Corporation Ltd.

M B Ganesh  
Secretary

Encl: as above

Southern Petrochemical Industries Corporation Limited

(CIN: L11101TN1969PLC005778)

REGISTERED & CORPORATE OFFICE: SPIC House, 22, Market Road, Bandra (East), Mumbai - 400 051. Tel: 022-25541111

**FORM NO. MGT - 13**  
**Report of the Scrutinizer(s)**  
**[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies**  
**(Management and Administration) Rules, 2014]**

Dated 27<sup>th</sup> July, 2017

To

The Chairman,

of the Annual General Meeting of M/s. Southern Petrochemical Industries Corporation Limited, held on 26<sup>th</sup> July 2017 at Rajah Annamalai Mandram, No. 5, Esplanade Road, Chennai - 600 108 at 10A.M.

**Subject:** Ordinary & Special Resolution(s) under different provisions of the Companies Act, 2013 read with Rules made there under-Voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014, framed there under & Voting by Poll under Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management & Administration) Rules, 2014, framed there under and Listing Obligations & Disclosure Requirements Regulations, 2015

Dear Sir,

I, B Chandra, Practising Company Secretary, having my office at AG3, Ragamalika No 26 Kumaran Colony Main Road, Vadapalani, Chennai 600 026, appointed as Scrutinizer as per the letter dated 01.06.2017 for the purpose of voting on the below mentioned resolutions, at the Annual General Meeting of M/s Southern Petrochemical Industries Corporation Limited held on 26<sup>th</sup> July 2017, at Rajah Annamalai Mandram, No. 5, Esplanade Road, Chennai - 600 108 at 10A.M. hereby submit my report as under:

|    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| a. | Pursuant to Section 101, 108 of the Act and 3(1) of Rule 20 of the Companies (Management & Administration) Rules, 2014, the Notice convening the Meeting including Statement under Section 102 of the Act have been dispatched to all the members of the Company through electronic means on 05.07.2017 (wherever email ids were available) and to the other shareholders by registered post / Courier by 02.07.2017 and subsequently, the Notice convening the meeting was also placed on the website of the Company and that of the Evoting agency, i.e., <b>CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED (CDSL)</b> through whom the members of the |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|



|    |                                                                                                                                                                                                                                                                    |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|    | Company were given an option to vote electronically on e-voting platform, provided by the CDSL.                                                                                                                                                                    |
| b. | The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in a newspaper in English in "Business Standard" on 6 <sup>th</sup> July 2017 and a newspaper in Tamil in "Makal Kural" on 05.07.2017 |
| c. | The e-voting period commenced on July 23, 2017 at 09:00 A.M. and ended on July 25, 2017 at 05.00 P.M.                                                                                                                                                              |
| d. | Accordingly, the electronic votes cast were taken into account and at the end of the voting period on July 25, 2017 at 05:00 P.M, the CDSL portal was blocked for voting thereafter.                                                                               |
| e. | The votes cast were unblocked in the presence of two witnesses on the July 26, 2017.                                                                                                                                                                               |
| f. | The Corporate members who had participated in the e-voting had provided the copies of the relevant resolutions passed for authorization to exercise their votes through E-Voting.                                                                                  |

At the Annual General Meeting held at the scheduled time, date and venue, the Chairman announced a poll taking into account the provisions of law as well as the Notification issued by the Ministry of Corporate Affairs dated 19-03-2015 – Companies (Management and Administration) Amendment Rules, 2015.

The polling papers in **Form MGT-12** as per Companies (Management & Administration) Rules, 2014 were distributed to the shareholders present at the Meeting. The shareholders cast their votes in the ballot box kept at convenient locations in the venue.

1. At the time fixed for closing of the poll by the Chairman, all the ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.
3. None of the poll papers were found to be incomplete or were otherwise found defective and hence there were no invalid votes.

The resolutions for which this Annual General Meeting of the shareholders was held were as follows:

| S.No | Resolutions                                                                                                                                                                                                                                                                                                            | Nature of Resolution |
|------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|
| 1    | To adopt the audited financial statement of the Company for the year ended 31st March 2017 and the Reports of the Board of Directors and Auditors thereon; AND<br><br>The audited consolidated financial statement of the Company for the financial year ended 31st March 2017 and the Report of the Auditors thereon; | Ordinary             |
| 2    | To appoint a Director in the place of Mr. M S Shanmugam, Director (DIN No:02475286), who retires by rotation and being eligible for re-appointment,                                                                                                                                                                    | Ordinary             |



|   |                                                                                                                                                                                                                                                                                                                                                                   |          |
|---|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|
| 3 | To appoint M/s MZSK & Associates , Chartered Accountants, Chennai (Firm Registration No.105047W), as Statutory Auditors of the Company who shall hold Office from the conclusion of this Annual General Meeting until the conclusion of the 51st Annual General Meeting of the Company on a remuneration as may be fixed by the Board of Directors of the Company | Ordinary |
| 4 | To appoint Mr. P.R.Tantri (M.No.2403) as Cost Auditor to conduct the Cost Audit of the Fertilizer Division of the Company for the financial year ending 31st March, 2018, and ratification of remuneration of Rs. 1,00,000/- (Rupees One lakh only) subject to applicable taxes and levies                                                                        | Ordinary |
| 5 | To approve the transactions entered into by the Company with related party during the year 2016-17 , considered material as per Reg.23 of the Listing Regulations.                                                                                                                                                                                                | Ordinary |
| 6 | To approve investment in M/s. Greenam Energy Private Limited upto an aggregate amount not exceeding Rs.12 crores.                                                                                                                                                                                                                                                 | Special  |
| 7 | To consider appointment of Thiru. S R Ramakrishnan as Whole-time Director of the company and payment of remuneration.                                                                                                                                                                                                                                             | Special  |
| 8 | To invest in the securities of M/s. Tuticorin Alkali Chemicals and Fertilizers Limited, arising out of conversion of outstanding unsecured loan and other receivable aggregating Rs. 29.81 crore.                                                                                                                                                                 | Special  |

The results of the poll & voting by electronic means are as follows:

The details of the number of members who had cast their votes and the valid / invalid votes in respect of each of the resolutions are given below.

| Resolution<br>S.No | Number of members who cast their<br>valid votes by e-voting/ poll at the AGM |         | Number of<br>members who<br>cast valid<br>Votes | Number of members<br>whose votes were<br>considered invalid |
|--------------------|------------------------------------------------------------------------------|---------|-------------------------------------------------|-------------------------------------------------------------|
|                    | ASSENT                                                                       | DISSENT |                                                 |                                                             |
| 1                  | 77                                                                           | 2       | 79                                              | 0                                                           |
| 2                  | 76                                                                           | 3       | 79                                              | 0                                                           |
| 3                  | 77                                                                           | 2       | 79                                              | 0                                                           |
| 4                  | 75                                                                           | 4       | 79                                              | 0                                                           |
| 5                  | 58                                                                           | 6       | 64                                              | 0                                                           |
| 6                  | 74                                                                           | 4       | 78                                              | 0                                                           |
| 7                  | 76                                                                           | 3       | 79                                              | 0                                                           |
| 8                  | 73                                                                           | 6       | 79                                              | 0                                                           |



43 members have cast their votes through e-voting

The summary of the results in terms of the Number of votes cast for and against out of the total valid votes is given below.

| E VOTING & POLL |                            |                          |                     |          |           |                                |
|-----------------|----------------------------|--------------------------|---------------------|----------|-----------|--------------------------------|
| Resolution S.No | No of VOTES CAST IN FAVOUR | No of VOTES CAST AGAINST | Total - Valid Votes | Assent % | Dissent % | Passed/Not Passed              |
| 1               | 100979628                  | 310                      | 100979938           | 99.9996  | 0.0004    | Passed as ordinary resolution  |
| 2               | 100977128                  | 2810                     | 100979938           | 99.9972  | 0.0028    | Passed as ordinary resolution  |
| 3               | 100979628                  | 310                      | 100979938           | 99.9996  | 0.0004    | Passed as ordinary resolution  |
| 4               | 100979383                  | 555                      | 100979938           | 99.9995  | 0.0005    | Passed as ordinary resolution  |
| 5               | 9536854                    | 1650                     | 9538504             | 99.9823  | 0.0017    | Passed as ordinary resolution* |
| 6               | 100976843                  | 3050                     | 100979893           | 99.9969  | 0.0031    | Passed as special resolution#  |
| 7               | 100979623                  | 315                      | 100979938           | 99.9997  | 0.0003    | Passed as special resolution   |
| 8               | 100976028                  | 3910                     | 100979938           | 99.9961  | 0.0039    | Passed as special resolution   |

\*The requisite no. of votes cast in favour exceeded the No. of votes cast against in respect of resolution in S. No. 5, after ignoring the votes cast by all the related parties as per the Listing Regulations.

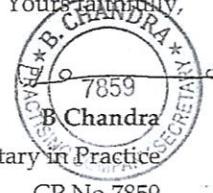
#the requisite no. of votes cast in favour were not less than three times the votes cast against in respect of resolution in S. No. 6 after ignoring the votes cast by the Chairman, a related party.



Since the requisite no. of votes cast in favour exceeded the No. of votes cast against in respect of resolutions in S No. 1 to 5 and the No of votes cast in favour were not less than three times the votes cast against in respect of resolutions in S No 6-8, I hereby report that the above resolutions were passed with requisite majority.

4. The poll papers and all other relevant records were sealed and handed over to Chairman authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,  
  
  
Company Secretary in Practice  
CP No 7859

Encl: Polling Papers 36 in number.

For SOUTHERN PETROCHEMICAL  
INDUSTRIES CORPORATION LTD.

  
S.R. RAMAKRISHNAN  
WHOLE TIME DIRECTOR

  
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Report on the Voting Results under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

|                                                                                                                         |                                                       |
|-------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------|
| NAME OF THE COMPANY                                                                                                     | SOUTHERN PETROCHEMICAL INDUSTRIES CORPORATION LIMITED |
| Date of the AGM/ <del>EGM</del>                                                                                         | 26 <sup>th</sup> July 2017                            |
| Total Number of shareholders as on record date                                                                          | 66,243                                                |
| No. of shareholders present in the meeting either in person or through proxy:<br>Promoters and Promoter group<br>Public | 14<br>6560                                            |
| No. of shareholders attended the meeting through video conferencing:<br>Promoters and Promoter group<br>Public          | NA<br>NA                                              |



1 To consider and adopt: a) The audited financial statement of the company for the financial year ended 31st March 2017 and the Reports of the Board of Directors and Auditors thereon, b) The Audited consolidated financial statement of the Company for the financial year ended 31st March 2017.

| Resolution Required:(Ordinary/Special)                                     |                |                   |                    | Ordinary 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       |                   | 8840000            | 8.78                                     | 8840000               | 0                   | 100.00                               |                                   |  |  |
|                                                                            | POLL           | 100666638         | 91441384           | 90.84                                    | 91441384              | 0                   | 100.00                               |                                   |  |  |
|                                                                            | POSTAL__BALLOT |                   | 0                  | 0.00                                     | 0                     | 0                   |                                      |                                   |  |  |
|                                                                            | SUB TOTAL      | 100666638         | 100281384          | 99.62                                    | 100281384             | 0                   | 100.00                               |                                   |  |  |
| PUBLIC-INSTITUTIONS                                                        | E-VOTING       |                   | 0                  | 0                                        | 0                     | 0                   | 0.00                                 |                                   |  |  |
|                                                                            | POLL           | 4236945           | 0                  | 0                                        | 0                     | 0                   | 0.00                                 |                                   |  |  |
|                                                                            | POSTAL__BALLOT |                   | 0                  | 0                                        | 0                     | 0                   | 0.00                                 |                                   |  |  |
|                                                                            | SUB TOTAL      | 4236945           | 0                  | 0                                        | 0                     | 0                   | 0.00                                 |                                   |  |  |
| PUBLIC-NON INSTITUTIONS                                                    | E-VOTING       |                   | 694076             | 0.70                                     | 693766                | 310                 | 99.96                                |                                   |  |  |
|                                                                            | POLL           | 98736753          | 4478               | 0.00                                     | 4478                  | 0                   | 100.00                               |                                   |  |  |
|                                                                            | POSTAL__BALLOT |                   | 0                  | 0.00                                     | 0                     | 0                   | 0.00                                 |                                   |  |  |
|                                                                            | SUB TOTAL      | 98736753          | 698554             | 0.71                                     | 698244                | 310                 | 99.96                                |                                   |  |  |
| GRAND TOTAL                                                                |                | 203640336         | 100979938          | 49.59                                    | 100979628             | 310                 | 100.00                               |                                   |  |  |

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2. Appointment of Thiru M S Shanmugan, IAS as Director of the Company.

| Resolution Required:(Ordinary/Special)                                     |                |                   |                    | Ordinary 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 | % 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       | 100666638         | 8840000            | 8.78                                     | 8840000               | 0                   | 100.00                        |                                   |
|                                                                            | POLL           |                   | 91441384           | 90.84                                    | 91441384              | 0                   | 100.00                        |                                   |
|                                                                            | POSTAL_BALLOT  |                   | 0                  |                                          | 0                     | 0                   | 0.00                          |                                   |
|                                                                            | SUB TOTAL      | 100666638         | 100281384          | 99.62                                    | 100281384             | 0                   | 100.00                        |                                   |
| PUBLIC-INSTITUTIONS                                                        | E-VOTING       |                   | 0                  | 0.00                                     | 0                     | 0                   | 0.00                          |                                   |
|                                                                            | POLL           | 4236945           | 0                  | 0.00                                     | 0                     | 0                   | 0.00                          |                                   |
|                                                                            | POSTAL_BALLOT  |                   | 0                  | 0.00                                     | 0                     | 0                   | 0.00                          |                                   |
|                                                                            | SUB TOTAL      | 4236945           | 0                  | 0.00                                     | 0                     | 0                   | 0.00                          |                                   |
| PUBLIC-NON INSTITUTIONS                                                    | E-VOTING       |                   | 694076             | 0.70                                     | 691266                | 2810                | 99.60                         |                                   |
|                                                                            | POLL           | 98736753          | 4478               | 0.00                                     | 4478                  | 0                   | 100.00                        |                                   |
|                                                                            | POSTAL_BALLOT  |                   | 0                  | 0.00                                     | 0                     | 0                   | 0.00                          |                                   |
|                                                                            | SUB TOTAL      | 98736753          | 698554             | 0.71                                     | 695744                | 2810                | 99.60                         |                                   |
| GRAND TOTAL                                                                |                | 203640336         | 100979938          | 49.59                                    | 100977128             | 2810                | 100.00                        |                                   |

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### 3. Appointment of Statutory Auditors.

| Resolution Required (Ordinary/Special)                                     |                |                   | Ordinary 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 | % 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       | 100666638         | 8840000             | 8.78                                     | 8840000               | 0                   | 100.00                        |                                   |
|                                                                            | POLL           |                   | 91441384            | 90.84                                    | 91441384              | 0                   | 100.00                        |                                   |
|                                                                            | POSTAL_BALLOT  |                   | 0                   | 0.00                                     | 0                     | 0                   | 0.00                          |                                   |
|                                                                            | SUB TOTAL      | 100666638         | 100281384           | 99.62                                    | 100281384             | 0                   | 100.00                        |                                   |
| PUBLIC-INSTITUTIONS                                                        | E-VOTING       |                   | 0                   | 0.00                                     | 0                     | 0                   | 0.00                          |                                   |
|                                                                            | POLL           | 4236945           | 0                   | 0.00                                     | 0                     | 0                   | 0.00                          |                                   |
|                                                                            | POSTAL_BALLOT  |                   | 0                   | 0.00                                     | 0                     | 0                   | 0.00                          |                                   |
|                                                                            | SUB TOTAL      | 4236945           | 0                   | 0.00                                     | 0                     | 0                   | 0.00                          |                                   |
| PUBLIC-NON INSTITUTIONS                                                    | E-VOTING       |                   | 694076              | 0.70                                     | 693766                | 310                 | 99.96                         |                                   |
|                                                                            | POLL           | 98736753          | 4478                | 0.00                                     | 4478                  | 0                   | 100.00                        |                                   |
|                                                                            | POSTAL_BALLOT  |                   |                     | 0.00                                     | 0                     | 0                   | 0.00                          |                                   |
|                                                                            | SUB TOTAL      | 98736753          | 698554              | 0.71                                     | 698244                | 310                 | 99.96                         |                                   |
| GRAND TOTAL                                                                |                | 203640336         | 100979938           | 49.59                                    | 100979628             | 310                 | 100.00                        |                                   |

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4. Ratification of appointment of Thiru T R Tanti pursuant to Section 148 of the Companies Act, 2013 as Cost Auditor of the Company on a remuneration of Rs.1,00,000/-

| Resolution Required:(Ordinary/Special)                                     |                |                   | Ordinary 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 | % 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       | 100666638         | 8840000             | 8.78                                     | 8840000               | 0                   | 100.00                        |                                   |
|                                                                            | POLL           |                   | 91441384            | 90.84                                    | 91441384              | 0                   | 100.00                        |                                   |
|                                                                            | POSTAL_BALLOT  |                   | 0                   | 0.00                                     | 0                     | 0                   | 0.00                          |                                   |
|                                                                            | SUB TOTAL      | 100666638         | 100281384           | 99.62                                    | 100281384             | 0                   | 100.00                        |                                   |
| PUBLIC-INSTITUTIONS                                                        | E-VOTING       |                   | 0                   | 0.00                                     | 0                     | 0                   | 0.00                          |                                   |
|                                                                            | POLL           | 4236945           | 0                   | 0.00                                     | 0                     | 0                   | 0.00                          |                                   |
|                                                                            | POSTAL_BALLOT  |                   | 0                   | 0.00                                     | 0                     | 0                   | 0.00                          |                                   |
|                                                                            | SUB TOTAL      | 4236945           | 0                   | 0.00                                     | 0                     | 0                   | 0.00                          |                                   |
| PUBLIC-NON INSTITUTIONS                                                    | E-VOTING       |                   | 694076              | 0.70                                     | 693761                | 315                 | 99.95                         |                                   |
|                                                                            | POLL           | 98736753          | 4478                | 0.00                                     | 4238                  | 240                 | 94.64                         |                                   |
|                                                                            | POSTAL_BALLOT  |                   | 0                   | 0.00                                     | 0                     | 0                   | 0.00                          |                                   |
|                                                                            | SUB TOTAL      | 98736753          | 698554              | 0.71                                     | 697999                | 555                 | 99.92                         |                                   |
| GRAND TOTAL                                                                |                | 203640336         | 100979938           | 49.59                                    | 100979383             | 555                 | 100.00                        |                                   |

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5. To approve the transactions entered into by the Company with related party during the year 2016-17 considered material as per Reg.23 of the Listing Regulations.

| Resolution Required (Ordinary/Special)                                     |                | Ordinary Resolution |                    |                                          |                       |                     |                               |                                   |
|----------------------------------------------------------------------------|----------------|---------------------|--------------------|------------------------------------------|-----------------------|---------------------|-------------------------------|-----------------------------------|
| Whether promoter/ promoter groups are interested in the agenda/resolution? |                | Yes                 |                    |                                          |                       |                     |                               |                                   |
| 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 | % 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       | 100666638           | 8840000            | 8.78                                     | 8840000               | 0                   | 100.00                        |                                   |
|                                                                            | POLL           |                     | 0                  | 0.00                                     | 0                     | 0                   | 0.00                          |                                   |
|                                                                            | POSTAL_BALLOT  |                     | 0                  | 0.00                                     | 0                     | 0                   | 0.00                          |                                   |
|                                                                            | SUB TOTAL      | 100666638           | 8840000            | 8.78                                     | 8840000               | 0                   | 100.00                        |                                   |
| PUBLIC-INSTITUTIONS                                                        | E-VOTING       |                     | 0                  | 0.00                                     | 0                     | 0                   | 0.00                          |                                   |
|                                                                            | POLL           | 4236945             | 0                  | 0.00                                     | 0                     | 0                   | 0.00                          |                                   |
|                                                                            | POSTAL_BALLOT  |                     | 0                  | 0.00                                     | 0                     | 0                   | 0.00                          |                                   |
|                                                                            | SUB TOTAL      | 4236945             | 0                  | 0.00                                     | 0                     | 0                   | 0.00                          |                                   |
| PUBLIC-NON INSTITUTIONS                                                    | E-VOTING       |                     | 694076             | 0.70                                     | 693266                | 810                 | 99.88                         |                                   |
|                                                                            | POLL           | 98736753            | 4478               | 0.00                                     | 4188                  | 240                 | 93.52                         |                                   |
|                                                                            | POSTAL_BALLOT  |                     | 0                  | 0.00                                     | 0                     | 0                   | 0.00                          |                                   |
|                                                                            | SUB TOTAL      | 98736753            | 698554             | 0.71                                     | 697454                | 1050                | 99.84                         |                                   |
| GRAND TOTAL                                                                |                | 203640336           | 9538504            | 4.68                                     | 9537454               | 1050                | 99.99                         |                                   |

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6. To invest in Greenam Energy Private Limited

| Resolution Required (Ordinary/Special)                                     |                |                   | Special Resolution                                                    |                                          |                       |                     |                                      |                                   |
|----------------------------------------------------------------------------|----------------|-------------------|-----------------------------------------------------------------------|------------------------------------------|-----------------------|---------------------|--------------------------------------|-----------------------------------|
| Whether promoter/ promoter groups are interested in the agenda/resolution? |                |                   | Mr. Ashwin Muthiah, Promoter Chairman is 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       | 100666638         | 8840000                                                               | 8.78                                     | 8840000               | 0                   | 100.00                               |                                   |
|                                                                            | POLL           |                   | 91441339                                                              | 90.84                                    | 91441339              | 0                   | 100.00                               |                                   |
|                                                                            | POSTAL BALLOT  |                   | 0                                                                     | 0.00                                     | 0                     | 0                   |                                      |                                   |
|                                                                            | SUB TOTAL      | 100666638         | 100281339                                                             | 99.62                                    | 100281339             | 0                   | 100.00                               |                                   |
| PUBLIC-INSTITUTIONS                                                        | E-VOTING       |                   | 0                                                                     | 0.00                                     | 0                     | 0                   | 0.00                                 |                                   |
|                                                                            | POLL           | 4236945           | 0                                                                     | 0.00                                     | 0                     | 0                   | 0.00                                 |                                   |
|                                                                            | POSTAL BALLOT  |                   | 0                                                                     | 0.00                                     | 0                     | 0                   | 0.00                                 |                                   |
|                                                                            | SUB TOTAL      | 4236945           | 0                                                                     | 0.00                                     | 0                     | 0                   | 0.00                                 |                                   |
| PUBLIC-NON INSTITUTIONS                                                    | E-VOTING       |                   | 694076                                                                | 0.70                                     | 691266                | 2810                | 99.60                                |                                   |
|                                                                            | POLL           | 98736753          | 4478                                                                  | 0.00                                     | 4238                  | 240                 | 94.64                                |                                   |
|                                                                            | POSTAL BALLOT  |                   | 0                                                                     | 0.00                                     |                       | 0                   | 0.00                                 |                                   |
|                                                                            | SUB TOTAL      | 98736753          | 698554                                                                | 0.71                                     | 695504                | 3050                | 99.56                                |                                   |
| GRAND TOTAL                                                                |                | 203640336         | 100979893                                                             | 49.59                                    | 100976843             | 3050                | 100.00                               |                                   |

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**7. Re-appointment and payment of Remuneration of Mr S R Ramakrishnan, as Whole-time Director of the Company**

| Resolution Required (Ordinary/Special) |                  | Special Resolution |                    | No                                       |                       | Special 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 |  |
| PROMOTER AND PROMOTER-GROUP            |                  | (1)                | (2)                | (3)=(2/1)*100                            | (4)                   | (5)                 | (6)=(4/2)*100                        | (7)=(5/2)*100                     |  |
|                                        | E-VOTING         |                    | 8840000            | 8.78                                     | 8840000               | 0                   | 100.00                               |                                   |  |
|                                        | POLL             | 100666638          | 91441384           | 90.84                                    | 91441384              | 0                   | 100.00                               |                                   |  |
|                                        | POSTAL BALLOT    |                    | 0                  | 0.00                                     | 0                     | 0                   | 0.00                                 |                                   |  |
|                                        | <b>SUB TOTAL</b> | <b>100666638</b>   | <b>100281384</b>   | <b>99.62</b>                             | <b>100281384</b>      | <b>0</b>            | <b>100.00</b>                        |                                   |  |
| PUBLIC-INSTITUTIONS                    |                  |                    |                    |                                          |                       |                     |                                      |                                   |  |
|                                        | E-VOTING         |                    | 0                  | 0.00                                     | 0                     | 0                   | 0.00                                 |                                   |  |
|                                        | POLL             | 4236945            | 0                  | 0.00                                     | 0                     | 0                   | 0.00                                 |                                   |  |
|                                        | POSTAL BALLOT    |                    | 0                  | 0.00                                     | 0                     | 0                   | 0.00                                 |                                   |  |
|                                        | <b>SUB TOTAL</b> | <b>4236945</b>     | <b>0</b>           | <b>0.00</b>                              | <b>0</b>              | <b>0</b>            | <b>0.00</b>                          |                                   |  |
| PUBLIC-NON INSTITUTIONS                |                  |                    |                    |                                          |                       |                     |                                      |                                   |  |
|                                        | E-VOTING         |                    | 694076             | 0.70                                     | 693761                | 315                 | 99.95                                |                                   |  |
|                                        | POLL             | 98736753           | 4478               | 0.00                                     | 4478                  | 0                   | 100.00                               |                                   |  |
|                                        | POSTAL BALLOT    |                    | 0                  | 0.00                                     | 0                     | 0                   | 0.00                                 |                                   |  |
|                                        | <b>SUB TOTAL</b> | <b>98736753</b>    | <b>698554</b>      | <b>0.71</b>                              | <b>698239</b>         | <b>315</b>          | <b>99.95</b>                         |                                   |  |
| <b>GRAND TOTAL</b>                     |                  | <b>203640336</b>   | <b>100979938</b>   | <b>49.59</b>                             | <b>100979623</b>      | <b>315</b>          | <b>100.00</b>                        |                                   |  |

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8. To invest in the securities of TFL

| 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 |
| PROMOTER AND PROMOTER-GROUP                                                | E-VOTING       | (1)                | (2)                | (3)=(2/1)*100                            | (4)                   | (5)                 | (6)=(4/2)*100                        | (7)=(5/2)*100                     |
|                                                                            | POLL           | 100666638          | 8840000            | 8.78                                     | 8840000               | 0                   | 100.00                               |                                   |
|                                                                            | POSTAL BALLOT  |                    | 91441384           | 90.84                                    | 91441384              | 0                   | 100.00                               |                                   |
|                                                                            | SUB TOTAL      |                    | 0                  | 0.00                                     | 0                     | 0                   | 0.00                                 |                                   |
| PUBLIC-INSTITUTIONS                                                        | E-VOTING       | 100666638          | 100281384          | 99.62                                    | 100281384             | 0                   | 100.00                               |                                   |
|                                                                            | POLL           |                    | 0                  | 0.00                                     | 0                     | 0                   | 0.00                                 |                                   |
|                                                                            | POSTAL BALLOT  | 4236945            | 0                  | 0.00                                     | 0                     | 0                   | 0.00                                 |                                   |
|                                                                            | SUB TOTAL      | 4236945            | 0                  | 0.00                                     | 0                     | 0                   | 0.00                                 |                                   |
| PUBLIC-NON INSTITUTIONS                                                    | E-VOTING       | 98736753           | 694076             | 0.70                                     | 690766                | 3310                | 99.52                                |                                   |
|                                                                            | POLL           |                    | 4478               | 0.00                                     | 3878                  | 600                 | 86.60                                |                                   |
|                                                                            | POSTAL BALLOT  |                    |                    | 0.00                                     | 0                     | 0                   | 0.00                                 |                                   |
|                                                                            | SUB TOTAL      | 98736753           | 698554             | 0.71                                     | 694644                | 3910                | 99.44                                |                                   |
| GRAND TOTAL                                                                |                | 203640336          | 100979938          | 49.59                                    | 100976028             | 3910                | 100.00                               |                                   |

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