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

16th May, 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 – Postal Ballot and Remote E-voting [EVSN 180410003]

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 Postal Ballot and remote e-voting conducted by the Company between 14th April, 2018 and 14th May, 2018 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 – POSTAL BALLOT AND REMOTE E-VOTING

I. **Attendance of Members**

1.	Date of the AGM / EGM	Not Applicable
2.	Total Number of shareholders on the cut-off date for the purpose of voting by post and remote e-voting – 06th April, 2018	40769
3.	No. Of shareholders present in the meeting either in person or through proxy :	Not Applicable
[a]	Promoters and Promoter Group	
[b]	Public	
4	No. Of shareholders attended the meeting through Video Conferencing	
[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	To enhance the borrowing powers of the Board of Directors to Rs.1500 crores over and above the paid up capital and free reserves pursuant to Sec 180[1][c] of the Companies Act, 2013	Special	Postal Ballot / Remote e-voting	No	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
2	To enhance the providing of securities for the borrowings upto an amount of Rs.1500 crores over and above the paid up captial and free reserves of the Company pursuant to Sec 180[1][a] of the Companies Act, 2013	Special	Postal Ballot / Remote e-voting	No	Resolution passed with requisite majority
3	To convert debt into equity - enabling resolution under Sec 62[3] of the Companies Act, 2013 for conversion of debt into equity in the event of default to repay the debts to banks / financial institutions in line with RBI's extant guidelines / Circular to fall in line with the enhancement of the Board's powers on borrowings	Special	Postal Ballot / Remote e-voting	No	Resolution passed with requisite majority
4	To issue and allot NCDs on private placement basis to the extent of Rs.200 crores during the financial year 2017-18 pursuant to Sec 42 of the Companies Act, 2013	Special	Postal Ballot / Remote e-voting	No	Resolution passed with requisite majority

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

The mode of voting for all the resolutions was Postal Ballot with Remote e-voting facility

In this connection, we attach the following:

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

For Sical Logistics Limited



V. Radhakrishnan
Company Secretary

SICAL
A COFFEE DAY COMPANY

Voting Results **POSTAL BALLOT & REMOTE E-VOTING [EVSN 180410003]**

Resolution No.1	Category	Mode of Voting	No. Of Shares held	No. Of votes polled	% of votes polled agaisnt outstanding shares	No. Of votes - in favour	No. Of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
To enhance the borrowing powers of the Board of Directors to Rs.1500 crores over and above the paid up capital and free reserves pursuant to Sec 180[1][c] of the Companies Act, 2013			[1]	[2]	[3]=[[2]/[1]]*100	[4]	[5]	[6]=[[4]/[2]]*100	[7]=[[5]/[2]]*100
	Promoter and Promoter Group	E-voting	31670639	29944420	94.549	29944420	0	100.00	0
		Poll		[Not Applicable]					
		Postal Ballot		1726120	5.450	1726120	0	100.00	0
		Total		**31670540**	**100.000**	**31670540**	**0**	**100**	**0**
	Public - Institutions	E-voting	-	-	-	-	-	-	-
		Poll		[Not Applicable]					
		Postal Ballot		-	-	-	-	-	-
		Total		-	-	-	-	-	-
	Public - Non-Institutions	E-voting	23931055	94989	0.397	94769	220	99.768	0.232
		Poll		[Not Applicable]					
		Postal Ballot		471821	1.972	471821	0	100.000	0.000
		Total		**566810**	**2.370**	**566590**	**220**	**99.961**	**0.039**
	Total		**55601694**	**32237350**	**57.979**	**32237130**	**220**	**99.999**	**0.001**

SICAL LOGISTICS LTD. CHENNAI 600 001

Resolution No.2	Category	Mode of Voting	No. Of Shares held	No. Of votes polled	% of votes polled agaisnt outstanding shares	No. Of votes - in favour	No. Of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
To enhance the providing of securities for the borrowings upto an amount of Rs.1500 crores over and above the paid up captial and free reserves of the Company pursuant to Sec 180[1][a] of the Companies Act, 2013			[1]	[2]	[3]=[[2]/[1]]*100	[4]	[5]	[6]=[[4]/[2]]*100	[7]=[[5]/[2]]*100
	Promoter and Promoter Group	E-voting	31670639	29944420	94.549	29944420	0	100.00	0
		Poll		[Not Applicable]					
		Postal Ballot		1726120	5.450	1726120	0	100.00	0
		Total		**31670540**	**100.000**	**31670540**	**0**	**100**	**0**
	Public - Institutions	E-voting	-	-	-	-	-	-	-
		Poll		[Not Applicable]					
		Postal Ballot		-	-	-	-	-	-
		Total		-	-	-	-	-	-
	Public - Non-Institutions	E-voting	23931055	94989	0.397	94769	220	99.768	0.232
		Poll		[Not Applicable]					
		Postal Ballot		471821	1.972	471821	0	100.000	0.000
		Total		**566810**	**2.370**	**566590**	**220**	**99.961**	**0.039**
	Total		**55601694**	**32237350**	**57.979**	**32237130**	**220**	**99.999**	**0.001**



Resolution No.3	Category	Mode of Voting	No. Of Shares held	No. Of votes polled	% of votes polled agaisnt outstanding shares	No. Of votes - in favour	No. Of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
To convert debt into equity - enabling resoluton under Sec 62[3] of the Companies Act, 2013 for conversion of debt into equity in the event of default to repay the debts to banks / financial institutions in line with RBI's extant guidelines / Circular to fall in line with the enhancement of the Board's powers on borrowings			[1]	[2]	[3]=[[2]/[1]]*100	[4]	[5]	[6]=[[4]/[2]]*100	[7]=[[5]/[2]]*100
	Promoter and Promoter Group	E-voting	31670639	29944420	94.549	29944420	0	100.00	0
		Poll		[Not Applicable]					
		Postal Ballot		1726120	5.450	1726120	0	100.00	0
		Total		**31670540**	**100.000**	**31670540**	**0**	**100**	**0**
	Public - Institutions	E-voting	-	-	-	-	-	-	-
		Poll		[Not Applicable]					
		Postal Ballot		-	-	-	-	-	-
		Total		-	-	-	-	-	-
	Public - Non-Institutions	E-voting	23931055	94989	0.397	1510	93479	1.590	98.410
		Poll		[Not Applicable]					
		Postal Ballot		471821	1.972	471821	0	100.000	0.000
		Total		**566810**	**2.370**	**473331**	**93479**	**83.508**	**16.492**
	Total		**55601694**	**32237350**	**57.979**	**32143871**	**93479**	**99.710**	**0.290**



Resolution No.4	Category	Mode of Voting	No. Of Shares held	No. Of votes polled	% of votes polled agaisnt outstanding shares	No. Of votes - in favour	No. Of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
To issue and allot NCDs on private placement basis to the extent of Rs.200 crores during the financial year 2018-19 pursuant to Sec 42 of the Companies Act, 2013			[1]	[2]	[3]=[[2]/[1]]*100	[4]	[5]	[6]=[[4]/[2]]*100	[7]=[[5]/[2]]*100
	Promoter and Promoter Group	E-voting	31670639	29944420	94.549	29944420	0	100.00	0
		Poll		[Not Applicable]					
		Postal Ballot		1726120	5.450	1726120	0	100.00	0
		Total		**31670540**	**100.000**	**31670540**	**0**	**100**	**0**
	Public - Institutions	E-voting	-	-	-	-	-	-	-
		Poll		[Not Applicable]					
		Postal Ballot		-	-	-	-	-	-
		Total		-	-	-	-	-	-
	Public - Non-Institutions	E-voting	23931055	94989	0.397	94769	220	99.768	0.232
		Poll		[Not Applicable]					
		Postal Ballot		471821	1.972	471821	0	100.000	0.000
		Total		**566810**	**2.370**	**566590**	**220**	**99.961**	**0.039**
	Total		**55601694**	**32237350**	**57.979**	**32237130**	**220**	**99.999**	**0.001**



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

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SCRUTINIZER'S REPORT FOR POSTAL BALLOT UNDER 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
M/s. Sical Logistics Limited (CIN: L51909TN1955PLC002431)
South India House
73, Armenian Street
Chennai :: 600 001

Dear Sir,

Sub: Passing of resolution through Postal Ballot via E-voting [EVSN 180410003 and Ballot of M/s. Sical Logistics Limited held between 14TH April 2018 and 14th May 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 Postal Ballot process under e-voting [EVSN 180410003] and ballot held from Saturday, the 14th April 2018 (9.00 a.m.) to Monday, the 14th May 2018, [6.00 p.m.] under the CDSL platform viz. www.evotingindia.com and the ballot.

Responsibility of the Management

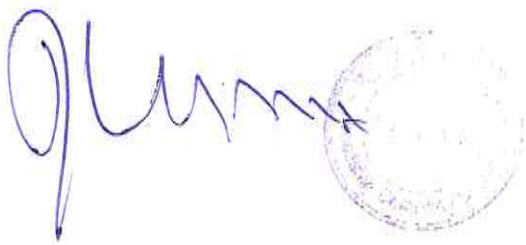
The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules made there under in relation to exercising of voting rights through electronic means and Ballot on the Resolution(s) as set out in the Postal Ballot notice dated 04th April, 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 Postal Ballot 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 as received either in person or through post.

No ballot papers were found invalid.

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.



R. Kannan M.Com., GDMM., ACMA., FCS
Practicing Company Secretary

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SPECIAL BUSINESS:

ITEM NO.1

SPECIAL RESOLUTION

To enhance the limits on the borrowing powers of the Board of Directors

RESOLVED THAT in supersession of the Special Resolution passed by the shareholders through postal ballot on 22nd April, 2017, pursuant to Section 180[1][c] and any other applicable provisions of the Companies Act, 2013 and the rules made there under [including any statutory modification [s] or re-enactment thereof for the time being in force] and the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors to borrow monies from time to time at their discretion together with the monies to be borrowed / already borrowed by the Company [apart from temporary loans obtained from the Company's bankers in the ordinary course of business] either from the Company's bankers and / or any one or more persons or Financial Institutions whether by way of cash credit advances, loans or bills discounting, Issue of debentures, or otherwise and whether unsecured or secured by mortgage, charge, assets and properties whether movable or immovable or stock in trade including raw materials, stores, work-in-progress of the Company on such terms and conditions as may be considered suitable by the Board of Directors upto a limit of Rs.1500 crores [Rupees one thousand and five hundred crores only] in excess of the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

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	7	10	29944420	1726120	31670540	99.68	78.53
Public	22	12	34	94769	471821	566590	0.32	21.47
Total Voting	**25**	**19**	**44**	**30039189**	**2197941**	**32237130**		

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	2	0	2	220	0	220	0.0007	0
Total Voting	**2**	**0**	**2**	**220**	**0**	**220**		

R. KANNAN
CP. No. 3993
Practising Company Secretary

R. Kannan M.Com., GDMM., ACMA., FCS
Practicing Company Secretary

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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	E –VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL
Public	NIL	NIL	NIL	NIL	NIL	NIL
Total Voting	**NIL**	**NIL**	**NIL**	NIL	**NIL**	**NIL**

ITEM NO.2

SPECIAL RESOLUTION

To increase the power of the Board for creating charge / providing security over the assets of the company in line with the enhanced borrowing powers envisaged

RESOLVED THAT in supersession of the Special Resolution passed by the shareholders through postal ballot on 22nd April, 2017, pursuant to Section 180[1][a] and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modification[s] or re-enactment thereof for the time being in force] and the Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors for creation of such charge / security [including pari passu charge / security] over the assets of the Company in such manner and in such form and on such of the assets of the Company, both present and future, as may be agreed to by the Board of Directors of the Company for the purpose of securing the aforesaid borrowings upto Rs.1500 crores [Rupees one thousand and five hundred crores only] over and above the paid-up share capital and free reserves under Section 180[1][c] of the Companies Act, 2013.

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	7	10	29944420	1726120	31670540	99.68	78.53
Public	22	12	34	94769	471821	566590	0.32	21.47
Total Voting	**25**	**19**	**44**	**30039189**	**2197941**	**32237130**		



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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	2	0	2	220	0	220	0.0007	0
Total Voting	**2**	**0**	**2**	**220**	**0**	**220**		

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	E –VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL
Public	NIL	NIL	NIL	NIL	NIL	NIL
Total Voting	**NIL**	**NIL**	**NIL**	NIL	**NIL**	**NIL**



R. Kannan M.Com., GDMM., ACMA., FCS
Practicing Company Secretary

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ITEM NO.3

SPECIAL RESOLUTION

To approve the conversion of the loans into equities in accordance with the terms and conditions of the financing documents of the banks / financial institutions and as per the requirement of the extant RBI Guidelines and Sec 62[3] of the Companies Act, 2013 in the case of default in repayment of the principal and interest [enabling resolution :

RESOLVED THAT in modification of earlier special resolution passed through Postal Ballot on 22nd April, 2017 and pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, and applicable provisions, if any, of the Companies Act, 1956, and in accordance with the Memorandum of Association and Articles of Association of the Company and applicable regulations and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution, to the extent permitted by law), on the terms and conditions contained in the financing documents, such terms and conditions to provide, inter alia, to convert the whole or part of the outstanding loans of the Company (whether disbursed on or prior to or after the date of this resolution and whether then due or payable or not), (as already stipulated or as may be specified by the Financial Institutions/Banks under the financing documents executed or to be executed in respect of the financial assistances which have already been availed or which may be availed) by the Company under the lending arrangements (existing and future arrangements) with various Banks and Financial Institutions (hereinafter collectively referred to as the "Lenders"), at the option of the Lenders, the loans or any other financial assistance categorized as loans (hereinafter referred to as the "Financial Assistances"), in Foreign Currency or Indian Rupees, which have already been availed from the Lenders or as may be availed from the Lenders, from time to time, not exceeding Rs.1500 Crores (Rupees one thousand and five hundred crores only] over and above the paid-up share capital and free reserves, in consistent with the existing borrowing powers of the Company under Section 180(1)(c) of the Companies Act, 2013, each such Financial Assistances being separate and distinct from the other, into fully paid up equity shares of the Company on such terms and conditions as may be stipulated in the financing documents and subject to applicable law and in the manner specified in a notice in writing to be given by the Lenders (or their agents or trustees) to the Company (hereinafter referred to as the "Notice of Conversion") and in accordance with the following conditions:

(i) the conversion right reserved as aforesaid may be exercised by the Lenders on one or more occasions during the currency of the Financial Assistances;

(ii) on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the financing documents, allot and issue the requisite number of fully paid-up equity shares to the Lenders or any other person identified by the Lenders as from the date of conversion and the Lenders may accept the same in satisfaction of the part of the loans so converted;

(iii) the part of the loan so converted shall cease to carry interest as from the date of conversion and the loan shall stand correspondingly reduced. Upon such conversion, the repayment instalments of the loan payable after the date of conversion as per the financing documents shall stand reduced proportionately by the amounts of the loan so converted. The equity shares so allotted and issued to the Lenders or such other person identified by the Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company.



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Save as aforesaid, the said shares shall rank pari passu with the existing equity shares of the Company in all respects.

(iv) In the event that the Lenders exercise the conversion right as aforesaid, the Company shall at its cost get the equity shares, issued to the Lenders or such other person identified by the Lenders as a result of the conversion, listed with such stock exchanges as may be prescribed by the Lenders or such other person identified by the Lenders and for the said purpose the Company shall take all such steps as may be necessary to the satisfaction of the Lenders or such other person identified by the Lenders, to ensure that the equity shares are listed as required by the Lenders or such other person identified by the Lenders.

(v) The loans shall be converted into equity shares at a price to be determined in accordance with the applicable Securities and Exchange Board of India Regulations at the time of such conversion.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise the terms and conditions for raising the Financial Assistances, from time to time, with an option to convert the Financial Assistances into equity shares of the Company anytime during the currency of the Financial Assistances, on the terms specified in the financing documents, including upon happening of an event of default by the Company in terms of the loan arrangements.

RESOLVED FURTHER THAT on receipt of the Notice of Conversion, the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary and shall allot and issue requisite number of fully paid-up equity shares in the Company to such Lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the outstanding portion of the loans as may be desired by the Lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution.



R. Kannan M.Com., GDMM., ACMA., FCS
Practicing Company Secretary

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VOTES CAST **IN FAVOUR OF THE RESOLUTION**

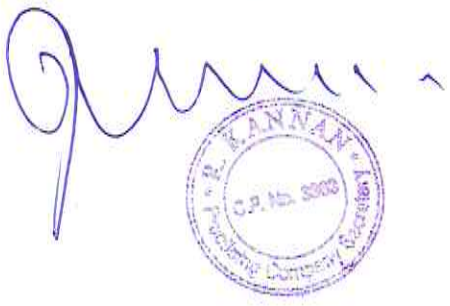
PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E –VOTING	BALLOT	TOTAL	E –VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	3	7	10	29944420	1726120	31670540	99.687	0.0801
Public	19	12	31	1510	471821	473331	0.0050	0.21466
Total Voting	**22**	**19**	**41**	**29945930**	**2197941**	**32143871**		

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	8	0	8	93479	0	93479	0.311	0
Total Voting	8	0	**8**	**93479**	**0**	**93479**		

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	E –VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL
Public	NIL	NIL	NIL	NIL	NIL	NIL
Total Voting	**NIL**	**NIL**	**NIL**	NIL	**NIL**	**NIL**



R. Kannan M.Com., GDMM., ACMA., FCS
Practicing Company Secretary

No.6A, 10th Street,
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Chennai 600 088
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ITEM NO.4

SPECIAL RESOLUTION

To issue Unsecured/Secured Non-convertible Bonds / Debentures through Private Placement as per the provisions of Companies Act, 2013 and Rules made thereunder to the extent of Rs.200 crores during the financial year 2018-19.

RESOLVED THAT pursuant to the provisions of section 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and Rules made there under (including any statutory modifications, clarifications, exemptions or re-enactment thereof, from time to time), and pursuant to the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended up to date and other applicable SEBI regulations and guidelines, the provisions of Memorandum and Articles of Association of the Company and subject to such applicable laws, rules and regulations and guidelines, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall deemed to include any Committee thereof which the Board may have constituted / reconstituted or hereinafter constitute/ reconstitute to exercise its powers including the powers conferred by this Resolution) to offer, issue and allot, in one or more tranches Secured / Unsecured / Redeemable Non-convertible Debentures (NCDs) including but not limited to subordinate debentures, bonds, and/or other debt securities etc. on private placement basis, during the financial year 2018-19, for an amount not exceeding Rs.200 Crores (Rupees Two hundred crores only) on such terms and conditions and at such times at par or at such premium, as may be decided by the Board to such person(s), including one or more company(ies), bodies corporate, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/provident funds and individuals, as the case may be or such other person(s) as the Board/Committee of Directors may decide so, however, that the aggregate amount of funds to be raised by issue of NCDs, subordinate debentures, bonds, and/or other debt securities etc shall not exceed the overall borrowing limits of the Company, as may be approved by the Members from time to time.

RESOLVED FURTHER THAT in connection with the above, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.

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	7	10	29944420	1726120	31670540	99.68	78.53
Public	22	12	34	94769	471821	566590	0.315	21.46
Total Voting	**25**	**19**	**44**	**30039189**	**2197941**	**32237130**		

R. KANNAN C.P. No. 3060 Practicing Company Secretary

R. Kannan M.Com., GDMM., ACMA., FCS
Practicing Company Secretary

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New Colony, Adambakkam,
Chennai 600 088
E-mail: gkrkg@yahoo.in

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	2	0	2	220	0	220	0.0007	0
Total Voting	**2**	**0**	**2**	**220**	0	**220**		

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	E –VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL
Public	NIL	NIL	NIL	NIL	NIL	NIL
Total Voting	**NIL**	**NIL**	**NIL**	NIL	**NIL**	**NIL**

Date : 16-05-2018
Place : Chennai

R. Kannan
Practicing Company Secretary
CP.No. 3363

R. KANNAN • Practicing Company Secretary • C.P. No. 3363