



July 25, 2019

The Manager Listing Department <b>National Stock Exchange Limited</b> Exchange Plaza Bandra - Kurla Complex Bandra (E) <b><u>MUMBAI - 400 051</u></b>	<b>BSE Limited</b> Corporate Relationship Department 1 <sup>st</sup> Floor, New Trading Ring Rotunda Building, Phiroze Jeejeebhoy towers Dalal Street <b><u>Mumbai - 400 001</u></b>
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**Stock Code: SHANTIGEAR**  
Through NEAPS**Stock Code: 522034**  
Through BSE Listing Centre

Dear Sir,

**Sub: Submission of details regarding the voting results for the 46<sup>th</sup> Annual General Meeting of the Members of the Company held on 23<sup>rd</sup> July, 2019.**

Ref: Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Requirements, 2015

This is to inform that 46<sup>th</sup> Annual General Meeting of the Members of the Company was held on Tuesday, the 23<sup>rd</sup> day of July, 2019 at 4.00 p.m. at Jenneys Residency, 2/2 Avinashi Road, Opposite to CIT, Civil Aerodrome Post, Peelamedu, Coimbatore-641014, Tamil Nadu, to transact the business mentioned in the notice of the Annual General Meeting dated 29<sup>th</sup> April, 2019.

As required by the provisions of the Section 108 of the Companies act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015, facility of voting through electronic means on all proposals contained in the Annual General Meeting Notice dated 29<sup>th</sup> April, 2019 was provided to the members. The company has appointed Mr.P.Eswaramoorthy as Scrutinizer to



conduct e-voting and poll at AGM venue in a transparent manner. The e-voting was commenced on 20<sup>th</sup> July, 2018 at 10.00 a.m. IST and ended on 22<sup>nd</sup> July, 2019 5.00 p.m. IST. Voting by poll was carried out at the Annual General Meeting.

All the items of business as mentioned in the Annual General Meeting Notice have been transacted and based on the report of the Scrutinizer, all the resolutions were declared as duly passed by requisite majority by e-voting and through voting by poll conducted at the said Annual General Meeting.

Further, the following details of Voting Results and Scrutinizer's report are given in Annexure.

With Best regards

For **SHANTHI GEARS LIMITED**

**C.SUBRAMANIAM**  
**COMPANY SECRETARY**

Encl: as above

**SHANTHI GEARS LIMITED**  
**ANNUAL GENERAL MEETING HELD ON 23RD JULY, 2019**  
**RESULTS OF VOTING UNDER REGULATION 44 OF THE SEBI (LODR) REGULATIONS, 2015**

Date : Tuesday, 23rd July, 2019

Number of shareholders as on record date (cut off date) : 14668  
 (ie., 16th July, 2019)

No. of shareholders present in the meeting  
 either in person or through proxy  
 -Promoters : 1  
 -Public : 115

No. of shareholders attended the meeting  
 through video conferencing  
 -Promoters & Promoters Group : No video conferencing  
 -Public NA  
 NA

SLNO	Promoter/ Public	1 No. of shares held (1)	2 No. of votes polled (2)	3 % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	4 No. of Votes in favour (4)	5 No. of Votes against (5)	6 % of Votes in favour on votes polled (6)=[(4)/(2)]*100	7 % of Votes against on votes polled (7)=[(5)/(2)]*100
Resolution required: ORDINARY- Adoption of Audited Financial Statements of the Company for the financial year ended 31st March, 2019, the Report of the Board of Directors and the Auditor's Report thereon								
Whether Promoters and Promoter Group are interested in the Agenda/ Resolution: NO								
	Promoter - E-Voting		54063189	100.0000	54063189	0	100.0000	0.0000
	Promoter - Poll at AGM	54063189	-	-	-	-	-	-
	Promoter - Ballot by Post	-	-	-	-	-	-	-
1	Total (A)	5,40,63,189	5,40,63,189	100.0000	5,40,63,189	-	100.0000	-
	Public - Institutions - E-Voting		1463324	23.2475	1463324	0	100.0000	0.0000
	Public - Institutions - Poll at AGM	6294551	-	-	-	-	-	-
	Public - Institutions - Ballot by Post	-	-	-	-	-	-	-
	Total (B)	62,94,551	14,63,324	23.2475	14,63,324	-	100.0000	-
	Public - Non Institutions - E-Voting		17062	0.1043	17061	1	99.9941	0.0059
	Public - Non Institutions - Poll at AGM	16358113	21041	0.1286	21041	0	100.0000	0.0000
	Public - Non Institutions - Ballot by Post	-	-	-	-	-	-	-
	Total (C)	1,63,58,113	38,103	0.2329	38,102	1	99.9974	0.0026
	Total (A+B+C)	7,67,15,853	5,55,64,616	72.4291	5,55,64,615	1	100.0000	0.0000



SLNO	Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Resolution required: ORDINARY- Approve the final dividend of Re.1/- per share for the financial year 2018-19								
Whether Promoters and Promoter Group are interested in the Agenda/ Resolution: NO								
2	Promoter - E-Voting	54063189	54063189	100.0000	54063189	0	100.0000	0.0000
	Promoter - Poll at AGM							
	Promoter - Ballot by Post							
	Total (A)	5,40,63,189	5,40,63,189	100.0000	5,40,63,189	-	100.0000	-
	Public - Institutions - E-Voting		1463324	23.2475	1463324	0	100.0000	0.0000
	Public - Institutions - Poll at AGM							
	Public - Institutions - Ballot by Post							
	Total (B)	62,94,551	14,63,324	23.2475	14,63,324	-	100.0000	-
	Public - Non Institutions - E-Voting		17064	0.1043	17063	1	99.99414	0.00586
	Public - Non Institutions - Poll at AGM		21041	0.1286	21041	0	100.0000	0.0000
Public - Non Institutions - Ballot by Post								
Total (C)	1,63,58,113	38,105	0.2330	38,104	1	99.997	0.003	
Total (A+B+C)	7,67,15,853	5,55,64,618	72.4291	5,55,64,617	1	100.0000	0.0000	
SLNO	Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Resolution required: ORDINARY-Appoint Director in place of Mr. L.Ramkumar (DIN 00090089), who retires by rotation and being eligible, offers himself for re-appointment.								
Whether Promoters and Promoter Group are interested in the Agenda/ Resolution: NO								
3	Promoter - E-Voting	54063189	54063189	100.0000	54063189	0	100.0000	0.0000
	Promoter - Poll at AGM							
	Promoter - Ballot by Post							
	Total (A)	5,40,63,189	5,40,63,189	100.0000	5,40,63,189	-	100.0000	-
	Public - Institutions - E-Voting		1463324	23.2475	1463324	0	100.0000	0.0000
	Public - Institutions - Poll at AGM							
	Public - Institutions - Ballot by Post							
	Total (B)	62,94,551	14,63,324	23.2475	14,63,324	-	100.0000	-
	Public - Non Institutions - E-Voting		17064	0.1043	16797	267	98.43530	1.56470
	Public - Non Institutions - Poll at AGM		21041	0.1286	21041	0	100.0000	0.0000
Public - Non Institutions - Ballot by Post								
Total (C)	1,63,58,113	38,105	0.2330	37,838	267	99.2993	0.7007	
Total (A+B+C)	7,67,15,853	5,55,64,618	72.4291	5,55,64,351	267	99.9995	0.0005	



SLNO	Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Resolution required: ORDINARY-Ratification of appointment of M/s, Deloitte Haskins & Sells as the auditors of the Company and to fix their remuneration for the financial year 2019-20.								
Whether Promoters and Promoter Group are interested in the Agenda/ Resolution: NO								
4	Promoter - E-Voting	5,40,63,189	5,40,63,189	100.0000	5,40,63,189	0	100.0000	0.0000
	Promoter - Poll at AGM	5,40,63,189	-	-	-	-	-	-
	Promoter - Ballot by Post	-	-	-	-	-	-	-
	Total (A)	5,40,63,189	5,40,63,189	100.0000	5,40,63,189	-	100.0000	-
	Public - Institutions - E-Voting	62,94,551	14,63,324	23.2475	14,63,324	0	100.0000	0.0000
	Public - Institutions - Poll at AGM	62,94,551	17,034	0.1041	16,758	276	98.37971	1.62029
	Public - Institutions - Ballot by Post	62,94,551	21,041	0.1286	21,041	0	100.0000	0.0000
	Total (B)	62,94,551	14,63,324	23.2475	14,63,324	-	100.0000	-
	Public - Non Institutions - E-Voting	1,63,58,113	38,075	0.2328	37,799	276	99.2751	0.7249
	Public - Non Institutions - Poll at AGM	1,63,58,113	5,55,64,588	72.4291	5,55,64,312	276	99.9995	0.0005
Public - Non Institutions - Ballot by Post	1,63,58,113	38,075	0.2328	37,799	276	99.2751	0.7249	
Total (A+B+C)	7,67,15,853	5,55,64,588	72.4291	5,55,64,312	276	99.9995	0.0005	
SLNO	Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Resolution required: ORDINARY-Appoint Mr. Vellayan Subbiah (DIN 01138759) as a Director of the Company liable to retire by rotation.								
Whether Promoters and Promoter Group are interested in the Agenda/ Resolution: NO								
5	Promoter - E-Voting	54063189	54063189	100.0000	54063189	0	100.0000	0.0000
	Promoter - Poll at AGM	54063189	-	-	-	-	-	-
	Promoter - Ballot by Post	-	-	-	-	-	-	-
	Total (A)	54063189	54063189	100.0000	54063189	-	100.0000	-
	Public - Institutions - E-Voting	6294551	1463324	23.2475	1463324	0	100.0000	0.0000
	Public - Institutions - Poll at AGM	6294551	17064	0.1043	16797	267	98.43530	1.56470
	Public - Institutions - Ballot by Post	6294551	21041	0.1286	21041	0	100.0000	0.0000
	Total (B)	62,94,551	14,63,324	23.2475	14,63,324	-	100.0000	-
	Public - Non Institutions - E-Voting	1,63,58,113	38,105	0.2330	37,838	267	99.2993	0.7007
	Public - Non Institutions - Poll at AGM	1,63,58,113	5,55,64,618	72.4291	5,55,64,351	267	99.9995	0.0005
Public - Non Institutions - Ballot by Post	1,63,58,113	38,105	0.2330	37,838	267	99.2993	0.7007	
Total (A+B+C)	7,67,15,853	5,55,64,618	72.4291	5,55,64,351	267	99.9995	0.0005	



SLNO	Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	Resolution required: ORDINARY-Appoint Mr. Krishna Samaraj [DIN 00048547] as an independent Director of the Company for a period of five years from the conclusion of this 46th Annual General Meeting.							
	Whether Promoters and Promoter Group are interested in the Agenda/ Resolution: NO							
	Promoter - E-Voting	54063189	54063189	100.0000	54063189	0	100.0000	0.0000
	Promoter - Poll at AGM							
	Promoter - Ballot by Post							
	Total (A)	5,40,63,189	5,40,63,189	100.0000	5,40,63,189		100.0000	
	Public - Institutions - E-Voting		1463324	23.2475	1463324	0	100.0000	0.0000
	Public - Institutions - Poll at AGM							
	Public - Institutions - Ballot by Post							
6	Total (B)	62,94,551	14,63,324	23.2475	14,63,324		100.0000	
	Public - Non Institutions - E-Voting		17064	0.1043	16963	101	99.40811	0.59189
	Public - Non Institutions - Poll at AGM	16358113	21041	0.1286	21041	0	100.0000	0.0000
	Public - Non Institutions - Ballot by Post							
	Total (C)	1,63,58,113	38,105	0.2330	38,004	101	99.7349	0.2651
	Total (A+B+C)	7,67,15,853	5,55,64,618	72.4291	5,55,64,517	101	99.9998	0.0002
SLNO	Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	Resolution required: SPECIAL-Re-appoint Mr. J.Balamurugan (DIN 00023309) as an independent Director of the Company for a period of five years from the conclusion of this 46th Annual General Meeting.							
	Whether Promoters and Promoter Group are interested in the Agenda/ Resolution: NO							
	Promoter - E-Voting	54063189	54063189	100.0000	54063189	0	100.0000	0.0000
	Promoter - Poll at AGM							
	Promoter - Ballot by Post							
	Total (A)	5,40,63,189	5,40,63,189	100.0000	5,40,63,189		100.0000	
	Public - Institutions - E-Voting		1463324	23.2475	1463324	0	100.0000	0.0000
	Public - Institutions - Poll at AGM							
	Public - Institutions - Ballot by Post							
	Total (B)	62,94,551	14,63,324	23.2475	14,63,324		100.0000	
	Public - Non Institutions - E-Voting		17034	0.1041	16767	267	98.43255	1.56745
	Public - Non Institutions - Poll at AGM	16358113	21041	0.1286	21041	0	100.0000	0.0000
	Public - Non Institutions - Ballot by Post							
	Total (C)	1,63,58,113	38,075	0.2328	37,808	267	99.2988	0.7012
	Total (A+B+C)	7,67,15,853	5,55,64,588	72.4291	5,55,64,321	267	99.9995	0.0005



SINO	Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	Resolution required: ORDINARY-Ratification of remuneration payable to Cost Auditor Mr. B. Venkateshwar, Cost Accountant for the financial year 2019-20.							
	Whether Promoters and Promoter Group are interested in the Agenda/ Resolution: NO							
	Promoter - E-Voting	54063189	54063189	100.0000	54063189	0	100.0000	0.0000
	Promoter - Poll at AGM	54063189	-	-	-	-	-	-
	Promoter - Ballot by Post	-	-	-	-	-	-	-
	Total (A)	5,40,63,189	5,40,63,189	100.0000	5,40,63,189	-	100.0000	-
	Public - Institutions - E-Voting	6294551	1463324	23.2475	1463324	0	100.0000	0.0000
	Public - Institutions - Poll at AGM	-	-	-	-	-	-	-
	Public - Institutions - Ballot by Post	-	-	-	-	-	-	-
	Total (B)	62,94,551	14,63,324	23.2475	14,63,324	-	100.0000	-
	Public - Non Institutions - E-Voting	16358113	17064	0.1043	16797	267	98.4353	1.5647
	Public - Non Institutions - Poll at AGM	-	21041	0.1286	21041	0	100.0000	0.0000
	Public - Non Institutions - Ballot by Post	-	-	-	-	-	-	-
	Total (C)	1,63,58,113	38,105	0.2330	37,838	267	99.2993	0.7007
	Total (A+B+C)	7,67,15,853	5,55,64,618	72.4291	5,55,64,351	267	99.9995	0.0005





# P. Eswaramoorthy and Company

Company Secretaries

PS P. Eswaramoorthy B.Sc., LLB., FCS.,

## SCRUTINIZER'S REPORT FOR E-VOTING AND POLL

(Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014 as amended from time to time

To

The Chairman  
46<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
**M/s. SHANTHI GEARS LIMITED**  
**(CIN: L29130TZ1972PLC000649)**  
Held on Tuesday, the 23<sup>rd</sup> day of July, 2019 at 4.00 P.M at  
Jenneys Residency, 2/2 Avinashi Road,  
Opposite to CIT, Civil Aerodrome Post,  
Peelamedu,  
Coimbatore-641014  
Tamil Nadu, India



Dear Sir,

I, P. Eswaramoorthy, Proprietor, P. Eswaramoorthy and Company, Company Secretaries having office at 44 & 44/1, Ramalinga Jothi Nagar, Nanjundapuram Road, Ramanathapuram, Coimbatore -641 045, Tamil Nadu, India have been appointed as a Scrutinizer of M/s. Shanthi Gears Limited ("the Company") for the purpose of Scrutinizing the e-voting and poll process in a fair and transparent manner and ascertaining the requisite majority as per the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014 as amended from time to time on the below mentioned resolution(s), at the 46<sup>th</sup> Annual General Meeting of the Equity Shareholders of Shanthi Gears Limited, held on the 23<sup>rd</sup> day of July, 2019 at 04.00 P.M at Jenneys Residency, 2/2 Avinashi Road, Opposite to CIT, Civil Aerodrome Post, Peelamedu, Coimbatore-641014 Tamil Nadu, India.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and poll on the resolutions proposed in the Notice of the 46<sup>th</sup> Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballots by poll at the meeting are conducted in a fair and transparent manner and to furnish a consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and Voting at the AGM by Poll.



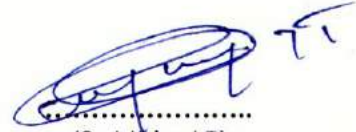
I submit my report as under.

1. The e-voting period remained open from 20<sup>th</sup> July, 2019 (10.00 A.M. IST) to 22<sup>nd</sup> July, 2019 (5.00 P.M. IST )
2. The Shareholders holding shares as on the "Cut off " date ie., 16<sup>th</sup> July, 2019 were entitled to vote on the proposed resolutions (Item No. 1 to 8) as set out in the notice of the 46<sup>th</sup> Annual General Meeting of Shanthy Gears Limited.
3. The remote e voting was unblocked on 23<sup>rd</sup> July, 2019 after conclusion of the Annual General Meeting in the presence of two witnesses, Mr. M. S. Sivakumar and Mr.Sakthivel T, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



(M.S.Sivakumar)

46/1, Kamraj Nagar,  
Thodagam Road, Coimbatore-611025



(Sakthivel T)

Nb! 10, SE 2 year layout  
Ramanathapuram - CD-45

4. The details containing, inter- alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com/>).
5. The ballot box was kept at the venue of the AGM to enable the members to cast their vote by poll. Ballot box was locked in my presence with due identification mark placed by me.
6. 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/Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
7. Nine Proxy forms were received by the Company and out of nine, four proxies had attended and two of them voted in the General Meeting.
8. Out of 39 members who cast their votes by e-voting, the votes cast by 9 corporate members holding 20,29,564 votes were considered invalid and out of the 56 polling papers received, 14 polling papers comprising of 7,181 votes were considered invalid on account of a) signature difference or b) option not exercised or c) both options exercised or d) Postal Ballot Form not signed or e) votes cast through e-voting and postal ballot or f) relevant authorization not attached in case of voting by body corporate in respect of Resolution.
9. The Consolidated results are as under:



**ORDINARY BUSINESS:**

**ITEM NO.1**

**ORDINARY RESOLUTION**

**Adoption of Financial Statements**

**(i) VOTES CAST IN FAVOUR OF THE RESOLUTION**

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBERS VOTED</b>	<b>NUMBER OF VOTES CAST</b>	<b>PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST</b>
E-Voting	29	55543574	
Poll	42	21041	
<b>Total</b>	<b>71</b>	<b>55564615</b>	<b>100.0000</b>

**(ii) VOTES CAST AGAINST THE RESOLUTION**

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBERS VOTED</b>	<b>NUMBER OF VOTES CAST</b>	<b>PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST</b>
E-Voting	1	1	
Poll	0	0	
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.0000</b>

**(iii) INVALID VOTES**

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBERS VOTED</b>	<b>NUMBER OF VOTES CAST</b>
E-Voting	9	2029564
Poll	14	7181
<b>Total</b>	<b>23</b>	<b>2036745</b>

**Based on the aforesaid results, the Ordinary Resolution as contained in Item No.1 has been passed with the requisite majority.**



**ITEM NO. 2**

**ORDINARY RESOLUTION**

**Declaration of Dividend**

**(i) VOTES CAST IN FAVOUR OF THE RESOLUTION**

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBERS VOTED</b>	<b>NUMBER OF VOTES CAST</b>	<b>PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST</b>
E-Voting	29	55543576	
Poll	42	21041	
<b>Total</b>	<b>71</b>	<b>55564617</b>	<b>100.0000</b>

**(ii) VOTES CAST AGAINST THE RESOLUTION**

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBERS VOTED</b>	<b>NUMBER OF VOTES CAST</b>	<b>PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST</b>
E-Voting	1	1	
Poll	0	0	
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.0000</b>

**(iii) INVALID VOTES**

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBERS VOTED</b>	<b>NUMBER OF VOTES CAST</b>
E-Voting	9	2029564
Poll	14	7181
<b>Total</b>	<b>23</b>	<b>2036745</b>

**Based on the aforesaid results, the Ordinary Resolution as contained in Item No.2 has been passed with the requisite majority.**



**ITEM NO. 3**

**ORDINARY RESOLUTION**

**Re-appointment of Mr. L Ramkumar as Director**

(i) VOTES CAST IN FAVOUR OF THE RESOLUTION

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBERS VOTED</b>	<b>NUMBER OF VOTES CAST</b>	<b>PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST</b>
E-Voting	27	55543310	
Poll	42	21041	
<b>Total</b>	<b>69</b>	<b>55564351</b>	<b>99.9995</b>

(ii) VOTES CAST AGAINST THE RESOLUTION

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBERS VOTED</b>	<b>NUMBER OF VOTES CAST</b>	<b>PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST</b>
E-Voting	3	267	
Poll	0	0	
<b>Total</b>	<b>3</b>	<b>267</b>	<b>0.0005</b>

(iii) INVALID VOTES

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBERS VOTED</b>	<b>NUMBER OF VOTES CAST</b>
E-Voting	9	2029564
Poll	14	7181
<b>Total</b>	<b>23</b>	<b>2036745</b>

**Based on the aforesaid results, the Ordinary Resolution as contained in Item No.3 has been passed with the requisite majority.**



**ITEM NO. 4**

**ORDINARY RESOLUTION**

**To approve the ratification of appointment and terms of remuneration for Statutory Auditors**

**(i) VOTES CAST IN FAVOUR OF THE RESOLUTION**

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBERS VOTED</b>	<b>NUMBER OF VOTES CAST</b>	<b>PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST</b>
E-Voting	25	55543271	
Poll	42	21041	
<b>Total</b>	<b>67</b>	<b>55564312</b>	<b>99.9995</b>

**(ii) VOTES CAST AGAINST THE RESOLUTION**

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBERS VOTED</b>	<b>NUMBER OF VOTES CAST</b>	<b>PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST</b>
E-Voting	4	276	
Poll	0	0	
<b>Total</b>	<b>4</b>	<b>276</b>	<b>0.0005</b>

**(iii) INVALID VOTES**

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBERS VOTED</b>	<b>NUMBER OF VOTES CAST</b>
E-Voting	10	2029594
Poll	14	7181
<b>Total</b>	<b>24</b>	<b>2036775</b>

**Based on the aforesaid results, the Ordinary Resolution as contained in Item No.4 has been passed with the requisite majority.**



**SPECIAL BUSINESS:**

**ITEM NO. 5**

**ORDINARY RESOLUTION**

**Appointment of Mr. Vellayan Subbiah as a Director**

**(i) VOTES CAST IN FAVOUR OF THE RESOLUTION**

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBERS VOTED</b>	<b>NUMBER OF VOTES CAST</b>	<b>PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST</b>
E-Voting	27	55543310	
Poll	42	21041	
<b>Total</b>	<b>69</b>	<b>55564351</b>	<b>99.9995</b>

**(ii) VOTES CAST AGAINST THE RESOLUTION**

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBERS VOTED</b>	<b>NUMBER OF VOTES CAST</b>	<b>PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST</b>
E-Voting	3	267	
Poll	0	0	
<b>Total</b>	<b>3</b>	<b>267</b>	<b>0.0005</b>

**(iii) INVALID VOTES**

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBERS VOTED</b>	<b>NUMBER OF VOTES CASTED</b>
E-Voting	9	2029564
Poll	14	7181
<b>Total</b>	<b>23</b>	<b>2036745</b>

**Based on the aforesaid results, the Ordinary Resolution as contained in Item No.5 has been passed with the requisite majority.**



**ITEM NO. 6**

**ORDINARY RESOLUTION**

**Appointment of Mr. Krishna Samaraj as an Independent Director**

**(i) VOTES CAST IN FAVOUR OF THE RESOLUTION**

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBERS VOTED</b>	<b>NUMBER OF VOTES CAST</b>	<b>PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST</b>
E-Voting	28	55543476	
Poll	42	21041	
<b>Total</b>	<b>70</b>	<b>55564517</b>	<b>99.9998</b>

**(ii) VOTES CAST AGAINST THE RESOLUTION**

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBERS VOTED</b>	<b>NUMBER OF VOTES CAST</b>	<b>PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST</b>
E-Voting	2	101	
Poll	0	0	
<b>Total</b>	<b>2</b>	<b>101</b>	<b>0.0002</b>

**(iii) INVALID VOTES**

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBERS VOTED</b>	<b>NUMBER OF VOTES CAST</b>
E-Voting	9	2029564
Poll	14	7181
<b>Total</b>	<b>23</b>	<b>2036745</b>

**Based on the aforesaid results, the Ordinary Resolution as contained in Item No.6 has been passed with the requisite majority.**



**ITEM NO. 7**

**SPECIAL RESOLUTION**

**Re-appointment of Mr. J Balamurugan as an Independent Director**

(i) VOTES CAST IN FAVOUR OF THE RESOLUTION

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBERS VOTED</b>	<b>NUMBER OF VOTES CAST</b>	<b>PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST</b>
E-Voting	26	55543280	
Poll	42	21041	
<b>Total</b>	<b>68</b>	<b>55564321</b>	<b>99.9995</b>

(ii) VOTES CAST AGAINST THE RESOLUTION

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBERS VOTED</b>	<b>NUMBER OF VOTES CAST</b>	<b>PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST</b>
E-Voting	3	267	
Poll	0	0	
<b>Total</b>	<b>3</b>	<b>267</b>	<b>0.0005</b>

(iii) INVALID VOTES

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBERS VOTED</b>	<b>NUMBER OF VOTES CAST</b>
E-Voting	10	2029594
Poll	14	7181
<b>Total</b>	<b>24</b>	<b>2036775</b>

**Based on the aforesaid results, the Special Resolution as contained in Item No.7 has been passed with the requisite majority.**





**ITEM NO. 8**

**ORDINARY RESOLUTION**

**Ratification of Remuneration to Cost Auditor**

**(i) VOTES CAST IN FAVOUR OF THE RESOLUTION**

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBERS VOTED</b>	<b>NUMBER OF VOTES CAST</b>	<b>PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST</b>
E-Voting	27	55543310	
Poll	42	21041	
<b>Total</b>	<b>69</b>	<b>55564351</b>	<b>99.9995</b>

**(ii) VOTES CAST AGAINST THE RESOLUTION**

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBERS VOTED</b>	<b>NUMBER OF VOTES CAST</b>	<b>PERCENTAGE OF TOTAL NUMBER OF VALID VOTES CAST</b>
E-Voting	3	267	
Poll	0	0	
<b>Total</b>	<b>3</b>	<b>267</b>	<b>0.0005</b>

**(iii) INVALID VOTES**

<b>MODE OF VOTING</b>	<b>NUMBER OF MEMBERS VOTED</b>	<b>NUMBER OF VOTES CAST</b>
E-Voting	9	2029564
Poll	14	7181
<b>Total</b>	<b>23</b>	<b>2036745</b>

**Based on the aforesaid results, the Ordinary Resolution as contained in Item No.8 has been passed with the requisite majority.**

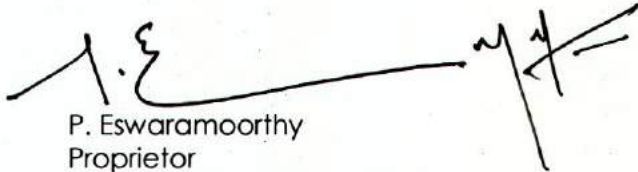


1. All relevant records of electronic voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 46<sup>th</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary for safe keeping.
2. The poll papers and all other relevant records were sealed and handed over to the Chairman / Company Secretary for safe keeping.

Thanking You,

Yours faithfully,

For P.Eswaramoorthy and Company  
Company Secretaries



P. Eswaramoorthy  
Proprietor  
FCS No.6510, COP No.7069

Date: 25/07/2019

Place: Coimbatore

