

Indus Finance Limited

(Formerly known as INDUS FINANCE CORPORATION LIMITED)

CIN : L65191TN1992PLC022317

E-mail : contact@indusfinance.com

28th September 2015

To
Manager
Listing Department
Bombay Stock Exchange Limited
Floor 25, Phiroze JeeJeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Sub: Voting Result & Scrutinizer Report – 24th Annual General Meeting

Ref: Indus Finance Limited – Scrip Code - 531841

With reference to the above mentioned subject we hereby attach the Voting Result under Clause 35A of the Listing Agreement and Scrutinizer's report of 24th Annual General Meeting of the company held on 25th September 2015.

Kindly take this on your record.

Thanking you

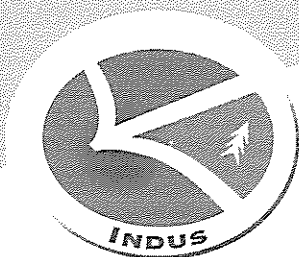
Yours truly,

For INDUS FINANCE LIMITED


K.K. Dinakar
Company secretary

Encl:a/a.





Indus Finance Limited

(Formerly known as INDUS FINANCE CORPORATION LIMITED)

CIN : L65191TN1992PLC022317

E-mail : contact@indusfinance.com

VOTING RESULT

Clause 35A of Listing Agreement

Name of the Company : **INDUS FINANCE LIMITED**
(Formerly Known as Indus Finance Corporation Limited)

Date of the AGM : 25th September 2015

Total No. of Shareholders on record date : 661

No. of shareholders present in the meeting either in person or through proxy

Promoter and promoter Group : 06
Public : 32

No. of shareholders attended the meeting through Video Conferencing

Promoter and promoter Group : Nil
Public : Nil

Detail of Agenda:

Item No.1 – Adoption of the audited Balance Sheet as 31st March 2015 and the Profit and Loss Account for the year ended on that together of the Directors and Auditors thereon.

Resolution required: Ordinary

Mode of Voting: E- Voting and Poll

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
Promoter and Promoter Group	69,07,992	61,26,406	88.68	61,26,406	0	100	0
Public Institution	0	0	0	0	0	0	0
Public – others	23,50,308	10,89,215	46.34	10,89,215	0	100	0
Total	92,58,300	72,15,621	77.97	72,15,621	0	100	0



Item No.2 – Appointment of a Director in the place of Mr. Bala V. Kutti having Director Identification No. 00765036 who retires by rotation and being eligible offers himself for reappointment.

Resolution required: Ordinary

Mode of Voting: E- Voting and Poll

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) = $(5)/(2)*100$
Promoter and Promoter Group	69,07,992	61,26,406	88.68	61,26,406	0	100	0
Public Institution	0	0	0	0	0	0	0
Public – others	23,50,308	10,89,215	46.34	10,89,215	0	100	0
Total	92,58,300	72,15,621	77.97	72,15,621	0	100	0

Item No.3 – RESOLVED THAT a dividend of INR 0.40 per equity share (i.e 4% on the paid up share capital amounting to INR 3.70 Mn) of the Company as recommended by the board of Directors be and is hereby declared and that the same be paid within 30 days to all the share holders whose name appear on the register of members as on 19th September 2015.

Resolution required: Ordinary

Mode of Voting: E- Voting and Poll

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) = $(5)/(2)*100$
Promoter and Promoter Group	69,07,992	61,26,406	88.68	61,26,406	0	100	0
Public Institution	0	0	0	0	0	0	0
Public – others	23,50,308	10,89,215	46.34	10,89,215	0	100	0
Total	92,58,300	72,15,621	77.97	72,15,621	0	100	0

Item No.4 – “RESOLVED THAT pursuant to the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the rules) (including any statutory modifications or re-enactments thereof for the time being in force) M/s. V. Ramaratnam&Co, Chartered Accountants, Chennai having ICAI firm Registration no. 002956S who have offered themselves for reappointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of section 141 of the Act and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company for the Company’s Financial year 2015-2016 to hold office from the conclusion of this Annual General Meeting of the Company until the conclusion of the next Annual General meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and re-imbursement of out of pocket expenses incurred by term in connection with the audit of Accounts of the Company.

Resolution required: Ordinary

Mode of Voting: E- Voting and Poll

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)= $(5)/(2)*100$
Promoter and Promoter Group	69,07,992	61,26,406	88.68	61,26,406	0	100	0
Public Institution	0	0	0	0	0	0	0
Public – others	23,50,308	10,89,215	46.34	10,89,215	0	100	0
Total	92,58,300	72,15,621	77.97	72,15,621	0	100	0

Item No.5 - “ RESOLVED THAT pursuant to provisions of Sections 149 and 152 read with schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules,2014 (including any statutory modification(s) and re-enactment thereof for the time being in force), and Clause 49 of the Listing Agreement, Mr. T.S. Raghavan, having Director Identification Number 00446651, who was appointed as a Director, be and is hereby appointed as an Independent Director of the Company to hold the office for 5 years up to the conclusion of the 29th Annual General Meeting and that he shall not be liable to retire by rotation and on the terms and conditions as detailed in the Appointment Letter.”

Resolution required: Ordinary

Mode of Voting: E- Voting and Poll

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) = $(5)/(2)*100$
Promoter and Promoter Group	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Public Institution	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Public – others	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Total	N.A	N.A	N.A	N.A	N.A	N.A	N.A

***Note:** The resolution No.5 was withdrawn since Mr. T. S. Raghavan, aged 75 years, who has to be appointed as Independent Director, has submitted his resignation by stating that he is unable to perform as an independent director.

Item No.6 - "RESOLVED THAT pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made thereunder read with Schedule IV to the Act, Ms. Alice Chhikara, (DIN No.00088920) who was appointed as an Additional Director of the company by the Board of Directors w.e.f. March 30, 2015 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Ms. Alice Chhikara, for the office of the Director of the Company be and is hereby elected and appointed as an Non-Executive Director, whose period of office shall be liable to retire by rotation."

Resolution required: Special

Mode of Voting: E- Voting and Poll

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) = $(5)/(2)*100$
Promoter and Promoter Group	69,07,992	61,26,406	88.68	61,26,406	0	100	0
Public Institution	0	0	0	0	0	0	0
Public – others	23,50,308	10,89,215	46.34	10,89,215	0	100	0
Total	92,58,300	72,15,621	77.97	72,15,621	0	100	0

Item No. 7 - "RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time, any sum or sums of money for the purpose of the Company upon such terms and conditions and with or without Security as the Board of Directors may in its discretion think fit, notwithstanding that the money or moneys to be borrowed by the Company (apart from the temporary loans obtained or to be obtained from time to time from the Company's Bankers in the ordinary course of business) together with the sums already borrowed may exceed the aggregate of the paid-up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purposes, provided however that the sums so borrowed and remaining outstanding on account of principal shall not, at any time, exceed Rs.500,00,00,000/- (Rupees Five Hundred Crores Only)".

"RESOLVED FURTHER THAT consent of the Company be and is hereby accorded to the Board of Directors to do all such acts, deeds, matters and things as it may at their discretion deemed necessary or desirable for the aforesaid purpose."

Resolution required: Special

Mode of Voting: E- Voting and Poll

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)= $(5)/(2)*100$
Promoter and Promoter Group	69,07,992	61,26,406	88.68	61,26,406	0	100	0
Public Institution	0	0	0	0	0	0	0
Public – others	23,50,308	10,89,215	46.34	10,89,215	0	100	0
Total	92,58,300	72,15,621	77.97	72,15,621	0	100	0

Item No.8 - "RESOLVED THAT pursuant to the provisions of Section 42,71 and all other applicable provisions, if any, of the Companies Act, ("the Act"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the rules made there under, as may be amended from time to time, and pursuant to the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Issue and Listing of Debt Securities) (Amendment) Notification, 2012 and 2014 and other applicable SEBI regulations and guidelines, the provisions of the Memorandum and Articles of Association of the Company and subject to such other 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 be deemed to include any committee which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) for making offer(s) or invitation(s) to subscribe to Secured / Unsecured / Redeemable Non –Convertible Debentures (NCDs) including but not limited to subordinated

Debentures, bond, and/or other debt securities, etc., on a private placement basis, in one or more tranches, during the period of one year from the date of passing of the Special Resolution by the Members, within the overall borrowing limits of the Company, as may be approved by the Members from time to time.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee be and is hereby authorized to determine the terms of issue including the class of investors to whom NCDs are to be issued, time securities to be offered, the number of NCDs, tranches, issue price, tenor, interest rate, premium/discount, listing and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute and deeds/documents/undertakings/agreements/papers/ writings, as may be required in this regard.”

Resolution required: Special

Mode of Voting: E- Voting and Poll

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
Promoter and Promoter Group	69,07,992	61,26,406	88.68	61,26,406	0	100	0
Public Institution	0	0	0	0	0	0	0
Public – others	23,50,308	10,89,215	46.34	10,89,215	0	100	0
Total	92,58,300	72,15,621	77.97	72,15,621	0	100	0

For INDUS FINANCE LIMITED


K.K. Dingkar
Company secretary

Ref:

Date :

SCRUTINIZER'S REPORT FOR E VOTING AND POLL

[Pursuant to Section(s) 108 and 109 of the Companies Act, 2013 ["the Act"], read with Rule 20, 21 and 22 of the Companies [Management & Administration] Rules, 2014 and other applicable provisions of the Act]

To

The Chairman
24th Annual General Meeting
INDUS FINANCE LIMITED
(Formerly known as Indus Finance Corporation Ltd)
(CIN: L65191TN1992PLC022317)
"Kothari Buildings",
4th Floor,
114, Mahathma Gandhi Salai,
Nungambakkam,
Chennai - 600 034

Dear Sir,

Sub: Passing of resolution through Electronic means [EVSN 15090267] as well as Poll conducted at the 24th Annual General Meeting of M/s. Indus Finance Limited held on 25th September, 2015

I, R. Kannan, M.Com., GDMM., ACMA., FCS, Practicing 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. Indus Finance Limited** for the e-voting held from Tuesday , the 22nd September, 2015 at 9.00 a.m. to Thursday, the 24th day of September, 2015 till 5.00 p.m. under the CDSL platform viz. www.evotingindia.com and the Poll held at the Annual General Meeting.

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 Poll, on the Resolution(s) as set out in the Notice dated 5th August , 2015.




Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the E-voting process and the voting at poll at the Annual General Meeting is restricted to make a Scrutinizer's report of the votes cast "in favour" of or "against" the resolution(s) set out in the notice of Annual General Meeting, 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 at the Annual General Meeting.

No ballot paper was 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) as under:

ORDINARY BUSINESS:

ITEM NO.1

ORDINARY RESOLUTION

Adoption of the audited Balance Sheet as 31st March 2015 and the Profit and Loss Account for the year ended on that together of the Directors and Auditors thereon.

VOTES CAST IN FAVOUR OF THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	6	Nil	6126406	Nil	100	NA
Public	5	4	1089215	603	100	100




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

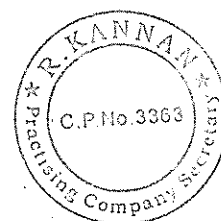
No.6A, 10th Street,
New Colony, Adambakkam,
Chennai 600 088
E-mail: gkrkg@yahoo.in
Ph: 044-43559396

VOTES CAST AGAINST THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	Nil	Nil	Nil	Nil	NA	NA
Public	Nil	Nil	Nil	Nil	NA	NA

INVALID VOTES

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	Nil	Nil	Nil	Nil	NA	NA
Public	Nil	Nil	Nil	Nil	NA	NA



ITEM NO. 2

ORDINARY RESOLUTION

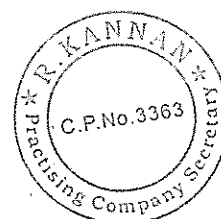
Appointment of a Director in the place of Mr. Bala V. Kutti having Director Identification No. 00765036 who retires by rotation and being eligible offers himself for reappointment.

VOTES CAST IN FAVOUR OF THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	6	Nil	6126406	Nil	100	NA
Public	5	4	1089215	603	100	100

VOTES CAST AGAINST THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	Nil	Nil	Nil	Nil	NA	NA
Public	Nil	Nil	Nil	Nil	NA	NA



INVALID VOTES

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	Nil	Nil	Nil	Nil	NA	NA
Public	Nil	Nil	Nil	Nil	NA	NA

ITEM NO. 3

ORDINARY RESOLUTION

"RESOLVED THAT a dividend of INR 0.40 per equity share (i.e 4% on the paid up share capital amounting to INR 3.70 Mn) of the Company as recommended by the board of Directors be and is hereby declared and that the same be paid within 30 days to all the share holders whose name appear on the register of members as on 19th September 2015.

VOTES CAST IN FAVOUR OF THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E – VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	6	Nil	6126406	Nil	100	NA
Public	5	4	1089215	603	100	100


R. KANNAN
C.P.No 3363
Practising Company Secretary

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

No.6A, 10th Street,
New Colony, Adambakkam,
Chennai 600 088
E-mail: gkrkg@yahoo.in
Ph: 044-43559396

VOTES CAST AGAINST THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	Nil	Nil	Nil	Nil	NA	NA
Public	Nil	Nil	Nil	Nil	NA	NA

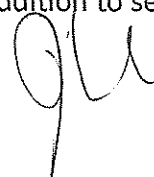
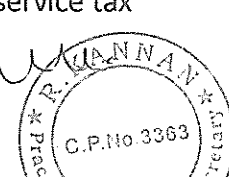
INVALID VOTES

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	Nil	Nil	Nil	Nil	NA	NA
Public	Nil	Nil	Nil	Nil	NA	NA

ITEM NO. 4

ORDINARY RESOLUTION

“RESOLVED THAT pursuant to the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the rules) (including any statutory modifications or re-enactments thereof for the time being in force) M/s. V. Ramaratnam&Co, Chartered Accountants, Chennai having ICAI firm Registration no. 002956S who have offered themselves for reappointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of section 141 of the Act and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company for the Company's Financial year 2015-2016 to hold office from the conclusion of this Annual General Meeting of the Company until the conclusion of the next Annual General meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax

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

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and re-imbursement of out of pocket expenses incurred by term in connection with the audit of Accounts of the Company.

VOTES CAST IN FAVOUR OF THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E – VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	6	Nil	6126406	Nil	100	NA
Public	5	4	1089215	603	100	100

VOTES CAST AGAINST THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	Nil	Nil	Nil	Nil	NA	NA
Public	Nil	Nil	Nil	Nil	NA	NA

INVALID VOTES

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	Nil	Nil	Nil	Nil	NA	NA
Public	Nil	Nil	Nil	Nil	NA	NA

[Signature]
R. KANNAN
C.P.No 3303
Practising Company Secretary

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

No.6A, 10th Street,
New Colony, Adambakkam,
Chennai 600 088
E-mail: gkrkg@yahoo.in
Ph: 044-43559396

SPECIAL BUSINESS:

ITEM NO. 5:

ORDINARY RESOLUTION

“ RESOLVED THAT pursuant to provisions of Sections 149 and 152 read with schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules,2014 (including any statutory modification(s) and re-enactment thereof for the time being in force), and Clause 49 of the Listing Agreement, Mr. T.S. Raghavan, having Director Identification Number 00446651, who was appointed as a Director, be and is hereby appointed as an Independent Director of the Company to hold the office for 5 years up to the conclusion of the 29th Annual General Meeting and that he shall not be liable to retire by rotation and on the terms and conditions as detailed in the Appointment Letter.”

VOTES CAST IN FAVOUR OF THE RESOLUTION – NOT APPLICABLE

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




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

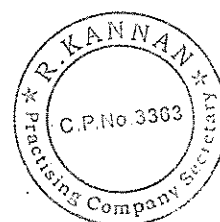
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VOTES CAST AGAINST THE RESOLUTION - NOT APPLICABLE

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

INVALID VOTES - NOT APPLICABLE

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



ITEM NO. 6

SPECIAL RESOLUTION

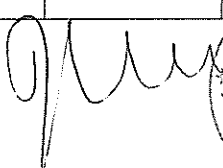
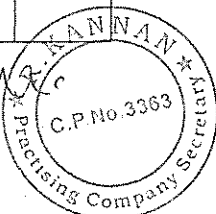
“RESOLVED THAT pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made thereunder read with Schedule IV to the Act, Ms. Alice Chhikara, (DIN No.00088920) who was appointed as an Additional Director of the company by the Board of Directors w.e.f. March 30, 2015 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Ms. Alice Chhikara, for the office of the Director of the Company be and is hereby elected and appointed as an Non-Executive Director, whose period of office shall be liable to retire by rotation.”

VOTES CAST IN FAVOUR OF THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E – VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	6	Nil	6126406	Nil	100	NA
Public	5	4	1089215	603	100	100

VOTES CAST AGAINST THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	Nil	Nil	Nil	Nil	NA	NA
Public	Nil	Nil	Nil	Nil	NA	NA

INVALID VOTES

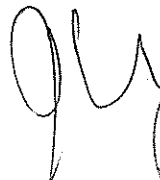
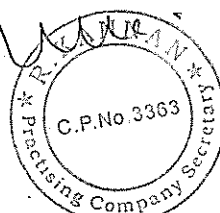
PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	Nil	Nil	Nil	Nil	NA	NA
Public	Nil	Nil	Nil	Nil	NA	NA

ITEM NO. 7

SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time, any sum or sums of money for the purpose of the Company upon such terms and conditions and with or without Security as the Board of Directors may in its discretion think fit, notwithstanding that the money or moneys to be borrowed by the Company (apart from the temporary loans obtained or to be obtained from time to time from the Company's Bankers in the ordinary course of business) together with the sums already borrowed may exceed the aggregate of the paid-up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purposes, provided however that the sums so borrowed and remaining outstanding on account of principal shall not, at any time, exceed Rs.500,00,00,000/- (Rupees Five Hundred Crores Only)".

"RESOLVED FURTHER THAT consent of the Company be and is hereby accorded to the Board of Directors to do all such acts, deeds, matters and things as it may at their discretion deemed necessary or desirable for the aforesaid purpose."

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

No.6A, 10th Street,
New Colony, Adambakkam,
Chennai 600 088
E-mail: gkrkg@yahoo.in
Ph: 044-43559396

VOTES CAST IN FAVOUR OF THE RESOLUTION

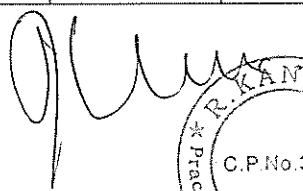
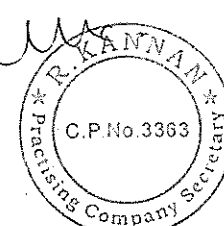
PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	6	Nil	6126406	Nil	100	NA
Public	5	4	1089215	603	100	100

VOTES CAST AGAINST THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	Nil	Nil	Nil	Nil	NA	NA
Public	Nil	Nil	Nil	Nil	NA	NA

INVALID VOTES

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	Nil	Nil	Nil	Nil	NA	NA
Public	Nil	Nil	Nil	Nil	NA	NA

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Ph: 044-43559396

ITEM NO. 8

SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 42,71 and all other applicable provisions, if any, of the Companies Act, ("the Act"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the rules made there under, as may be amended from time to time, and pursuant to the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Issue and Listing of Debt Securities) (Amendment) Notification, 2012 and 2014 and other applicable SEBI regulations and guidelines, the provisions of the Memorandum and Articles of Association of the Company and subject to such other 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 be deemed to include any committee which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) for making offer(s) or invitation(s) to subscribe to Secured / Unsecured / Redeemable Non –Convertible Debentures (NCDs) including but not limited to subordinated Debentures, bond, and/or other debt securities, etc., on a private placement basis, in one or more tranches, during the period of one year from the date of passing of the Special Resolution by the Members, within the overall borrowing limits of the Company, as may be approved by the Members from time to time.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee be and is hereby authorized to determine the terms of issue including the class of investors to whom NCDs are to be issued, time securities to be offered, the number of NCDs, tranches, issue price, tenor, interest rate, premium/discount, listing and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute and deeds/documents/undertakings/agreements/papers/ writings, as may be required in this regard."




VOTES CAST IN FAVOUR OF THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	6	Nil	6126406	Nil	100	NA
Public	5	4	1089215	603	100	100

VOTES CAST AGAINST THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	Nil	Nil	Nil	Nil	NA	NA
Public	Nil	Nil	Nil	Nil	NA	NA

INVALID VOTES

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND POLL		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E -VOTING	POLL	E -VOTING	POLL	E-VOTING	POLL
Promoter and Promoter group	Nil	Nil	Nil	Nil	NA	NA
Public	Nil	Nil	Nil	Nil	NA	NA




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An annexure containing the details of the report on e-voting as well as the voting at the Poll against the said resolutions is attached.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

The Outcome of the Twenty Fourth Annual General Meeting may be declared accordingly based on the voting results as reported hereinabove. It shall be noted that resolution No. 5 was withdrawn at the AGM.

Date : 26th September 2015
Place : Chennai



R. Kannan
Practicing Company Secretary
CP.No. 3363

